



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

SCC759/921
(07/05)

APPLICATION FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN VIRGINIA

Name of the corporation (include, if required, any "for use in Virginia" name in parentheses):

State or other jurisdiction of incorporation _____

Date of incorporation: _____ Period of duration: _____

(Mark if applicable:) [] The corporation was previously authorized or registered with the Commission to transact business in Virginia as a foreign business entity. (See instructions.) Set forth the additional required information on an attachment.

The corporation's principal office address, including the street and number, if any, is

(number/street) (city or town) (state) (zip)

The name of the VIRGINIA registered agent is _____

The registered agent is (mark appropriate box):

- (1) an individual who is a resident of Virginia and [] an officer of the corporation. [] a director of the corporation. [] a member of the Virginia State Bar.
OR
(2) [] a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

The foreign corporation's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

_____ , VA _____
(number/street) (city or town) (zip)

which is physically located in the [] county or [] city of _____

Table with 2 columns: OFFICERS: NAME AND TITLE, BUSINESS ADDRESS. Includes blank rows for entry.

Table with 2 columns: DIRECTORS: NAME, BUSINESS ADDRESS. Includes blank rows for entry.

Table with 2 columns: STOCK: NUMBER OF SHARES AUTHORIZED TO BE ISSUED, CLASS AND SERIES. Includes blank rows for entry.

The undersigned executes this application in the name of the corporation and declares the facts stated herein to be true:

(signature) (printed name) (corporate title) (date)

Telephone number (optional): _____

See important instructions on the reverse

INSTRUCTIONS

When completing the application, the information must be in the English language (except the corporate name), typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

You can download this form from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

- 1. Name:** The name of the corporation must be set forth exactly as it appears in its charter, without alteration or abbreviation.
A stock corporation name must contain the word "corporation," "incorporated," "company" or "limited"; or the abbreviation "corp.," "inc.," "co." or "ltd." If the name of the stock corporation does not satisfy this requirement, it must designate a name for use in Virginia that adds one of the foregoing words or abbreviations to its name. (Note: This requirement does not apply to nonstock corporations.)
If the corporation's real name is not available, it must adopt a designated name for use in Virginia. Set forth the "for use in Virginia" name in parentheses on the first line of the application, following the corporation's true name. See §§ 13.1-762 and 13.1-924 of the Code of Virginia.
The corporation's name must be distinguishable upon the records of the Commission. See §§ 13.1-762 and 13.1-924 of the Code of Virginia. To check the availability of a corporate name or a designated name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.
- 2. Prior Registration:** If the corporation was previously authorized or registered to transact business in Virginia as a foreign corporation, limited liability company, business trust, limited partnership or registered limited liability partnership, with respect to every such prior authorization or registration, set forth, **on an attachment**, the name of the entity, the entity's type, the state or other jurisdiction of incorporation, organization or formation; and the identification number that was issued to the entity by the Commission.
- 3. Period of duration:** Unless the corporation's charter states a limited corporate life, the period of duration is "perpetual."
- 4. Registered office and registered agent:** Provide the name of the **Virginia** registered agent. The registered agent must be one of the options listed. No other person or entity may serve as the registered agent. **The corporation may not serve as its own registered agent.** See §§ 13.1-759 and 13.1-921 of the Code of Virginia.
The location of the registered office must be identical to the business office of the registered agent. See §§ 13.1-763 and 13.1-925 of the Code of Virginia. The registered office address must include the street name and number, if any. A rural route and box number may only be used if no street address is associated with the registered office's location. A post office box is only acceptable for towns/cities that have a population of 2,000 or less if no street address or rural route and box number is associated with the registered office's location.
Provide the name of the county or independent city where the registered office is physically located. Counties and independent cities in Virginia are separate local jurisdictions.
- 5. Principal office address:** The application for a certificate of authority as a foreign corporation must set forth the principal office address, including the street name and number, if any, in or out of this Commonwealth, where the principal executive office of the foreign corporation is located, or, if there is no such office, the office, in or out of this Commonwealth, so designated by the board of directors.
- 6. Officers:** Include the names, titles and complete business addresses of all officers of the corporation. Use an attachment if needed.
- 7. Directors:** Include the names and business addresses of all directors. Use an attachment if needed. If the corporation does not have any directors and none are required under the law of the state or country of incorporation, then a statement to that effect must be made in the space provided for director information. The trustees of a nonstock corporation, by whatever name they are called, are to be listed as directors.
- 8. Stock:** List the total number of shares the corporation is authorized to issue (not the number of shares that have been issued), as set forth in the corporation's charter (i.e., the number in the charter must match the number on the application). Itemize by class and, if any, series within each class. Use an attachment if needed. A nonstock corporation should write NONE in this section of the application. See §§ 13.1-759 and 13.1-921 of the Code of Virginia.
- 9. Signature:** The application must be executed in the name of the corporation by its chairman or any vice-chairman of the board of directors, the president or any other of its officers authorized to act on behalf of the corporation. See §§ 13.1-604 and 13.1-804 of the Code of Virginia.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing.

10. Authenticated Documents – IMPORTANT: The application must be submitted to the Clerk of the Commission with a **certified or otherwise authenticated copy of the corporation's articles of incorporation, including all amendments and mergers, filed in the foreign corporation's state or other jurisdiction of incorporation, authenticated within the past 12 months under the original signature and seal of the Secretary of State** or other official having custody of corporate records in the state or other jurisdiction under whose law it is incorporated. The certificate of the Secretary of State or other public official having custody of corporate records **must indicate that the attached articles are a "true and correct copy" of the official records, or words to that effect.** A Certificate of Existence/Fact/Good Standing is not acceptable. See §§ 13.1-759 B and 13.1-921 B of the Code of Virginia.

Submit the original, signed application and the certified copy of the corporation's articles of incorporation, as amended, to the Clerk of the State Corporation Commission, P. O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 E. Main Street, Tyler Building, 1st floor, Richmond, Virginia 23219), along with a check for the entrance and filing fees, payable to the State Corporation Commission. PLEASE DO NOT SEND CASH. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Stock Corporation: Entrance fee: 1,000,000 or fewer authorized shares - \$50 for each 25,000 shares or fraction thereof; more than 1 million shares - \$2,500. **Filing fee:** \$25. See §§ 13.1-615.1 and 13.1-616 of the Code of Virginia.

Nonstock corporation: \$75 total (\$50 entrance fee plus \$25 filing fee). See §§ 13.1-815.1 and 13.1-816 of the Code of Virginia.

Note: If the corporation is a professional corporation that renders "professional services" as that term is defined in § 13.1-543 of the Code of Virginia, set forth on an attachment the name and address of each stockholder of the corporation who will be providing the professional services in Virginia and whether such stockholder is duly licensed or otherwise legally qualified to perform the professional services in Virginia. See § 13.1-544.2 of the Code of Virginia.