

INSTRUCTIONS TO FORM LLC-1014.1 – GUIDE FOR ARTICLES OF RESTATEMENT OF THE ARTICLES OF ORGANIZATION OF A VIRGINIA LIMITED LIABILITY COMPANY

Filing Requirements									
Pay all fees and penalties before submitting these articles to the commission. If these articles are filed with an effective date on or before the annual registration fee due date, payment of the registration fee for the current year is not required prior to filing the articles.									
Required Fees	Filing Fee: \$25.00								
File Online Today	Paper Filing								
Visit https://cis.scc.virginia.gov to file articles of restatement of the articles of organization of a Virginia Limited Liability Company in real time.	Download from https://scc.virginia.gov/pages/Virginia-Limited-Liability-Companies complete, print, and mail or deliver to below address:								
Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.	<table border="0"> <tr> <td>State Corporation Commission</td> <td>Courier Delivery Address</td> </tr> <tr> <td>Clerk's Office</td> <td>1300 E. Main St, 1st floor</td> </tr> <tr> <td>P.O. Box 1197</td> <td>Richmond, VA 23219</td> </tr> <tr> <td>Richmond, VA 23218-1197</td> <td></td> </tr> </table>	State Corporation Commission	Courier Delivery Address	Clerk's Office	1300 E. Main St, 1 st floor	P.O. Box 1197	Richmond, VA 23219	Richmond, VA 23218-1197	
State Corporation Commission	Courier Delivery Address								
Clerk's Office	1300 E. Main St, 1 st floor								
P.O. Box 1197	Richmond, VA 23219								
Richmond, VA 23218-1197									
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. DO NOT SEND CASH.								

The restated articles of organization supercede the original articles of organization and all amendments thereto.

Approval: If the limited liability company has members, the restatement must be approved by all of the members, unless the articles of organization or a written operating agreement provides that the company's operating agreement may be approved by a lesser number or percentage of members, in which case the amendment shall be likewise approved. See §§ 13.1-1014.1 and 13.1-1023 of the Code of Virginia. Other methods of approval are provided for in Option B or C of paragraph 5. See § 13.1-1014 of the Code of Virginia.

Signature: The articles must be signed by a manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or such other persons have been selected, by any member of the limited liability company, or if the limited liability company has been formed without any managers or members and no members have been admitted, by an organizer, or if the limited liability company is in the hands of a receiver, trustee or other court-appointed fiduciary, by that fiduciary. See § 13.1-1003 of the Code of Virginia.

The person signing the articles must print his or her name and the capacity in which he or she is signing (e.g., manager or member) beneath or opposite his or her signature. A person signing on behalf of a manager or member that is a business entity must set forth the business entity's name, his or her printed name and the capacity in which he or she is signing on behalf of the business entity. See § 13.1-1003 of the Code of Virginia.

IMPORTANT: If the articles are being signed by a person, other than a manager or member, who has been delegated the right and power to manage the business and affairs of the limited liability company, set forth a statement to this effect below the signature area. The delegation of the right and power to manage the business and affairs of the limited liability company will not be inferred from execution of the articles by a person with the title of "president" or other officer of the limited liability company.

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. See § 13.1-1006 of the Code of Virginia.

NOTE

To change the registered agent and/or the registered office address, the limited liability company must file a statement of change of registered agent/registered office on form LLC-1016. This form can be completed and filed electronically through the Clerk's Information System (CIS) at <https://cis.scc.virginia.gov/>.

The principal office address cannot be changed by filing a restatement of the articles of organization. This change must be accomplished by filing a Statement of Change of Principal Office Address online at <https://cis.scc.virginia.gov/> or on form LLC-1018.1. This form can be requested completing the form at <https://scc.virginia.gov/pages/Online-Forms-Request>

Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- minimum 1.25" top margin and 0.75" all other sides
- size 8 1/2" x 11"
- no visible watermarks or background logos

Do not include Personally Identifiable Information, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at www.scc.virginia.gov/clk.



Guide for Articles of Restatement of the Articles of Organization of a Virginia Limited Liability Company

The Commission produced this guide to help you prepare the articles of restatement of the articles of organization of a Virginia limited liability company. You *must* prepare your articles as a separate document, using this form as a guide only, inserting appropriate information and omitting all inapplicable text (like the header, seal of the Commission, and the italicized portions).

NOTE: A marked-up version of this guide **will not** be accepted.

ARTICLES OF RESTATEMENT OF

(limited liability company's name as currently on record with the SCC)

The undersigned, on behalf of the limited liability company set forth below, pursuant to Title 13.1, Chapter 12, Article 2 of the Code of Virginia, states as follows:

1. The name of the limited liability company is (name currently on record with the SCC).
2. The text of the [Amended and] Restated Articles of Organization is attached.
3. The restatement contains [or, does not contain] an amendment to the articles of organization.
4. The restatement of the articles of organization was adopted by the limited liability company on (date).
5. *(Set forth the manner by which the restatement was adopted on behalf of the limited liability company; only set forth the text from the applicable option listed below.)*

The restatement of the articles of organization was approved:

Option A: By a vote of the members in accordance with the provisions of the Virginia Limited Liability Company Act. *(See Instructions for requisite vote.)*

Option B: By a majority of the persons named as a manager in the articles of organization. Member action was not required because the limited liability company was formed without any members and no members have been admitted.

Option C: By a majority of the organizers of the limited liability company. Neither manager nor member action was required because the limited liability company was formed without any managers or members, and no members have been admitted.

Executed in the name of the limited liability company by:

<u>(signature)</u>	<u>(date)</u>
<u>(printed name)</u>	<u>(title (e.g., manager or member))</u>
<u>(limited liability company's SCC ID no.)</u>	<u>(telephone number (optional))</u>

(If applicable, set forth the following statement: The person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company. See instructions.)

(The articles must be executed in the name of the limited liability company by any manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or such other person has been selected, by any member of the limited liability company, or if the limited liability company was formed without any managers or members and no members have been admitted, by an organizer.)