

Application for a Certificate of Cancellation of a Foreign Limited Liability Company Registered to Transact Business in Virginia Instructions

Filing Requirements									
Pay all fees and penalties before submitting this application to the Commission. If the Commission issues the certificate of cancellation on or before the annual registration fee due date, payment of the registration fee for the current year is not required.									
Filing this form with the Commission on behalf of a foreign company that has been merged into another entity or converted into another type of entity is not required if: (i) the surviving entity is authorized or registered to transact business in Virginia or the surviving or resulting entity files an application for authority or registration to transact business in Virginia within 30 days of the effective date of the merger or conversion, and (ii) a certified copy of the instrument of merger or conversion authenticated by the Secretary of State or other public official with custody of corporate records, is filed with the Commission on behalf of the surviving or resulting entity within 30 days of the effective date of the merger or conversion, or with its application for authority or registration to transact business in Virginia.									
Required Fees									
Filing Fee: \$25.00	Additional Filing Fee: \$25.00 – If the foreign limited liability company has merged or converted into an entity that is not registered or applying for registration to transact business in Virginia, the application must be accompanied by a certified copy of the instrument of merger or entity conversion, authenticated by the Secretary of State or custodian of company records of the state or jurisdiction under whose laws the company is formed, with the filing fee to record that instrument.								
File Online Today	Paper Filing								
Visit https://cis.scc.virginia.gov to file a certificate of cancellation of a Foreign Virginia Limited Liability Company Registered to Transact Business in Virginia in real time.	Download from https://scc.virginia.gov/pages/Foreign-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 style="width: 100%; border: none;"> <tr> <td style="width: 50%;">State Corporation Commission</td> <td style="width: 50%;">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	
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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.								

Note

A company that has had its existence canceled in its home jurisdiction, has stopped transacting business in Virginia, or has wound up its affairs will remain active on the Commission's records and will remain liable for paying annual registration fees until cancellation has been completed (or the company's certificate of registration to transact business is canceled for failure to pay its annual registration fee or maintain a registered office and registered agent).

Specific Instructions

I Name

Provide the name of the company exactly as it appears on record with the Commission. Include the company's designated name for use in Virginia (in parentheses), if one was adopted.

III Identification Number

To obtain the company's SCC ID number, visit <https://cis.scc.virginia.gov>, or contact the Clerk's Office.

Signature

If the company has **not** been merged, consolidated or converted, one of the following with the right and power to manage the company's business affairs must sign the application:

- a manager or other selected person
- a member (e.g., an owner is a member), if there is no manager or other person selected
- a person authorized to sign an amendment to the articles of organization or other constituent documents or other official having custody of company records
- a receiver, trustee, or other court-appointed fiduciary, if applicable

Important Information

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

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

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.



Form
LLC1056
(Rev. 07/20)

State Corporation Commission

**Application for a Certificate of Cancellation
to Cancel a Certificate of Registration to
Transact Business in Virginia by a Foreign
Limited Liability Company**

Pursuant to § 13.1-1056 of the Code of Virginia, the undersigned, on behalf of the foreign limited liability company named below, states as follows:

I The limited liability company's name:

II The name of the state or other jurisdiction under whose law the LLC is or was formed:

III The LLC's SCC ID Number: _____

IV (Only mark this box if the statement is true.)

The limited liability company (i) was a party to a statutory merger permitted by the laws of the state or other jurisdiction under whose laws it was organized and it was not the survivor of that merger, or (ii) has converted to another type of entity under the laws of the state or other jurisdiction under whose law it was formed.

V The limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was registered to transact business in Virginia.

VI A mailing address to which the Commission may mail a copy of any process served on the Clerk of the Commission as agent for the limited liability company:

VII The limited liability company is not transacting business in Virginia, surrenders its registration to transact business in Virginia, and commits to notify the Clerk of the Commission in the future of any change in its mailing address.

VIII The limited liability company certifies that: (Mark appropriate box.)

It has filed returns and has paid all state taxes to the time of the certificate; **or**

It is not required to file any return or pay any state taxes.

Signature

The person signing this application has been delegated the right and power to manage the company's business affairs and affirms the above statements are true.

Signature Date Tel. # (optional)

Printed Name Title Email Address (optional)

Business Tel. # (optional) Business Email Address (optional)

Provide a name and mailing address for sending correspondence regarding the filing of this document (if left blank, correspondence will be sent to the registered agent at the registered office):

Name

Address

Required Fee: \$25.00