

**INSTRUCTIONS TO FORM LLC-1078 – GUIDE FOR THE ARTICLES OF ORGANIZATION SURRENDER OF A VIRGINIA LIMITED LIABILITY COMPANY**

<b>Filing Requirements</b>									
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.									
<b>Required Fees</b>	<b>Filing Fee: \$25.00</b>								
<b>File Online Today</b>	<b>Paper Filing</b>								
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file articles of organization surrender of a Virginia Limited Liability Company in real time.	Download from <a href="https://scc.virginia.gov/pages/Virginia-Limited-Liability-Companies">https://scc.virginia.gov/pages/Virginia-Limited-Liability-Companies</a> complete, print, and mail or deliver to below address:								
<b>Questions?</b> Visit the CIS help page at <a href="https://scc.virginia.gov/pages/CIS-Help">https://scc.virginia.gov/pages/CIS-Help</a> for how-to guides, answers to frequently asked questions, and helpful videos.	<table border="0"> <tr> <td><b>State Corporation Commission</b></td> <td><b>Courier Delivery Address</b></td> </tr> <tr> <td>Clerk’s Office</td> <td>1300 E. Main St, 1<sup>st</sup> 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>	<b>State Corporation Commission</b>	<b>Courier Delivery Address</b>	Clerk’s Office	1300 E. Main St, 1 <sup>st</sup> floor	P.O. Box 1197	Richmond, VA 23219	Richmond, VA 23218-1197	
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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. <b>DO NOT SEND CASH.</b>								

**Approval:** The plan of domestication must be approved by all of the members, unless the articles of organization or a written operating agreement provides otherwise, or a written operating agreement provides that an amendment to the company’s operating agreement may be approved by a lesser number or percentage of members, in which case the plan of domestication shall be likewise approved. See § 13.1-1076 of the Code of Virginia.

**Signature.**

- See the italicized paragraph below the signature area on the front of the guideform.
- If the person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company, but the person’s title is not “manager” or “member,” the articles must set forth that the person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company. The delegation of this authority, without this statement, will not be inferred when the articles are signed by a person with an officer title, such as “president.”
- The person signing the articles of entity conversion 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.
- **Important:** A person signing on behalf of a business entity that is a manager or member of the limited liability company must set forth the business entity’s name, the business entity’s title as to the limited liability company (e.g., “manager”), the person’s printed name, the person’s title as to the business entity. See § 13.1-1003 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. See § 13.1-1006 of the Code of Virginia.***

**Important**

- A domestic limited liability company not required by law to be a domestic limited liability company may become a foreign limited liability company if, and only if, the laws of the jurisdiction in which the limited liability company intends to domesticate allows for the domestication. See § 13.1-1074 of the Code of Virginia.
- The limited liability company shall automatically cease to be a Virginia limited liability company when the certificate of organization surrender becomes effective. See § 13.1-1078 of the Code of Virginia.
- The terms and conditions of the plan of domestication may not alter the ownership proportion and relative rights, preferences, and limitations of the interests of the limited liability company. See § 13.1-1075 of the Code of Virginia.

If the limited liability company intends to continue to transact business in the Commonwealth as a foreign limited liability company after domestication, then, within thirty days after the effective date of the certificate of organization surrender, it must deliver to the Commission an application for a certificate of registration to transact business in the Commonwealth pursuant to § 13.1-1052 of the Code of Virginia together with a copy of its instrument of domestication and articles of organization and all amendments thereto, duly authenticated by the Secretary of State or other official having custody of limited liability company records in the state or country under whose laws it is organized or domesticated. See § 13.1-1078 of the Code of Virginia.

**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](http://www.scc.virginia.gov/clk).



## Guide for Articles of Organization Surrender of a Virginia Limited Liability Company

The Commission produced this guide to help you prepare the articles of organization surrender 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 ORGANIZATION SURRENDER OF *(name of limited liability company)*

The undersigned, on behalf of the Virginia limited liability company set forth below, pursuant to Title 13.1, Chapter 12, Article 14 of the Code of Virginia, states as follows:

1. The name of the limited liability company immediately before the filing of these articles of organization surrender is *(name of limited liability company)*.
2. The jurisdiction in which the limited liability company is to be domesticated is *(new jurisdiction of organization)*, and upon its domestication under the laws of that jurisdiction, the name of the limited liability company will be *(name of limited liability company in new jurisdiction of organization)*.
3. The plan of domestication, pursuant to § 13.1-1075 of the Code of Virginia, is set forth as follows:
  - A. The limited liability company is presently domesticated under the laws of Virginia.
  - B. *(Set forth the terms and conditions of the domestication, including any additional provisions that are related to the domestication.)*
4. These articles of organization surrender are being filed in connection with the domestication of the limited liability company as a foreign limited liability company to be organized under the laws of another jurisdiction and the limited liability company is surrendering its certificate of organization under the laws of Virginia.
5. The plan of domestication was adopted by limited liability company in accordance with the provisions of § 13.1-1076 of the Code of Virginia. *(See Instructions for requisite vote.)*
6. The limited liability company hereby 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 organized in this Commonwealth.
7. The limited liability company's mailing address to which the clerk may mail a copy of any process served on him as the limited liability company's agent is *(insert mailing address)*.
8. The limited liability company hereby commits to notify the clerk of the Commission in the future of any change in the mailing address of the limited liability company.

Signed in the name of the limited liability company by:

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

*(Include the following statement, if needed. See Instructions.)*

The person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company.

*(The articles of organization surrender must be signed (i) 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 (ii) if no managers or other such persons have been selected, by any member of the limited liability company. See § 13.1-1003 of the Code of Virginia.)*