Application for Certificate of Registration to Transact Business in Virginia

**Required Documentation**

Submit with this Commission-prescribed application a **certified or otherwise authenticated copy** of the LLC’s articles of organization and all amendments and corrections thereto, authenticated within the past 12 months by the Secretary of State or other public official with custody of company records in its jurisdiction of formation. Certification must indicate that each document is a “true and correct copy” of the official records, or words to that effect.

**Required Fees**  |  **Filing Fee:** $100.00

**File Online Today**


**Questions?**


Pay online with a credit card or eCheck. No additional processing fees apply for filing online.

**Paper Filing**

Download from [https://scc.virginia.gov/pages/Foreign-Limited-Liability-Companies](https://scc.virginia.gov/pages/Foreign-Limited-Liability-Companies) complete, print, and mail or deliver to below address:

**State Corporation Commission**

Clerk’s Office

P.O. Box 1197

Richmond, VA 23218-1197

Include a check payable to State Corporation Commission. **DO NOT SEND CASH.**

**Specific Instructions**

I Name and Organization Details

State the company’s name exactly as it appears in its articles of organization. Adopt a designated name required for use in Virginia if:

- The limited liability company’s name does not contain the abbreviation L.C., LLC., L.L.C., or LLC, or the words Limited Company or Limited Liability Company.
- The name of the company is unavailable in Virginia.

To check name availability, visit [https://cis.scc.virginia.gov](https://cis.scc.virginia.gov), or contact the Clerk’s Office.

Original date of formation refers to the original date of organization, formation, or incorporation as an entity. Period of duration refers to the date on which the LLC’s existence is set to expire. Indicate “perpetual,” if applicable.

If the LLC was previously authorized or registered to transact business in Virginia, include on an attachment, with respect to every such prior authorization or registration:

- The name of the entity
- The state or other jurisdiction of incorporation, organization, or formation
- The entity’s type
- The identification number issued to the entity by the Commission

If the LLC is a foreign series LLC, include in an attachment the name and jurisdiction of each foreign protected series established by the foreign series LLC. **Note:** Registration of the foreign series LLC does not register the foreign protected series. An Application for Registration as a Foreign Protected Series must be filed for each existing foreign protected series that will transact business in Virginia.

II Principal Office

The principal office is the location of the company’s principal executive offices. Unless the information is available electronically, the company must keep a current list of its members and other internal company records at the principal office. A post office box, by itself, is not allowed.

III Registered Agent

The company must have a registered agent in Virginia. The registered agent’s sole duty is to accept legal documents and notices on behalf of the company. The limited liability company may not serve as its own registered agent. The registered agent must be an individual or entity that meets one of the qualifications. Check the applicable box.

IV Registered Office

The registered office must be identical to the registered agent’s business office.

- Only use a rural route and box number if the registered office’s location has no street address.
- Only use a post office box if (i) there is no street address or rural route and box number, or (ii) the town/city has a population of 2,000 or less.

Provide the name of the county or independent city where the registered office is physically located.

Signature

One of the following officials with the right and power to manage the company’s business affairs must sign the application:

- a manager
- a person delegated the right and power to manage the LLC’s business and affairs
- a member, if there is no manager or other such person selected
- a person authorized to sign post-formation documents on behalf of the LLC

Do not use the title “owner.” Include the date, printed name, and position title next to the signature. If a manager or member of the LLC is signing on behalf of a business entity, then include the following: the business entity’s name, the capacity in which the business entity is signing on behalf of the LLC, the individual’s printed name, and the individual’s business entity-related title. Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.

**Note**

If the LLC’s articles state that its sole and specific purpose is to render a “professional service” as defined in § 13.1-1102 of the Code of Virginia, include an attachment listing the name and address of each member, manager, employee, and agent of the LLC who will be providing the professional service in Virginia and whether they are licensed or legally qualified to perform the professional service in Virginia.

**Important Information**

Complete this form in English, type or print legibly in black, and use solid white paper with 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).

Form LLC1052 (Rev. 07/21)
I  The foreign limited liability company's name: __________________________________________________

The designated name (if required): ____________________________________________________________

The jurisdiction of formation: ________________________________________________________________

The original date of formation: ________  The period of duration is ☐ perpetual or ☐ expires on: __________

(If applicable, mark box and provide additional information on an attachment. See Instructions for requirements.)

☐ The LLC was previously authorized or registered to transact business in Virginia as a foreign entity.

(If applicable, mark box and provide additional information on an attachment.)

☐ The LLC is a foreign series limited liability company. The name and jurisdiction of each foreign protected
series established by the foreign series LLC is attached to the application. (See Instructions for important information.)

II  The LLC's principal office address, including the street and number (if any), is

_________________________________________________________________________________________________________________

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

III  The name of the LLC's registered agent in VIRGINIA: ____________________________________________

The registered agent is: (Mark appropriate box.)

(1) an INDIVIDUAL who is a resident of Virginia and

☐ a member or manager of the LLC.

☐ a member or manager of a limited liability company that is a member or manager of the LLC.

☐ an officer or director of a corporation that is a member or manager of the LLC.

☐ a general partner of a general or limited partnership that is a member or manager of the LLC.

☐ a trustee of a trust that is a member or manager of the LLC.

☐ a member of the Virginia State Bar.

OR

(2) ☐ a Virginia or foreign stock or nonstock corporation, limited liability company or registered limited liability
partnership authorized to transact business in Virginia.

IV  A. The LLC'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)

B. The registered office is physically located in the ☐ county or ☐ city of _________________________________

Affirmation Statements

The Clerk of the Commission is irrevocably appointed as the agent of the limited liability company for service of
process if (i) the LLC fails to maintain a registered agent in Virginia, (ii) the Virginia registered agent's authority is
revoked, (iii) the Virginia registered agent resigns, or (iv) the Virginia registered agent cannot be found or served with
the exercise of reasonable diligence.

The LLC affirms that it is a “foreign limited liability company” as defined in the Code of Virginia.

Signature

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

Signed in the name of the foreign limited liability company by:

Signature

Date

Tel. # (optional)

Printed Name

Title

Email Address (optional)

Business Tel. # (optional)

Business Email Address (optional)

Required Fee: $100.00