|  |  |  |
| --- | --- | --- |
| SCC_mp - seal - no bgrd  **Form**  **SCC904/SCC912/**  **SCC913**  (Rev. 08/20)  State Corporation Commission | **Guide for Articles of Termination of Corporate Existence by Initial Directors or Incorporators of a Virginia Nonstock Corporation** |  |

The method of voluntarily terminating the existence of a Virginia nonstock corporation depends on the corporation’s circumstances. Choose one of the following:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 1. **If the corporation has commenced business, file both** | | | | | |
| **Articles of dissolution** | | **AND** | | **Articles of termination** | |
| Complete and file form **SCC904** or prepare articles that meet the requirements of § 13.1-904 of the Code of Virginia. | | Complete and file form **SCC912** or prepare articles that meet the requirements of § 13.1-912 of the Code of Virginia. | |
| **Required fee:** | **Filing fee: $10.00** | **Required fee:** | **Filing Fee: $10.00** |
| **Total required fees:** | **Total Filing Fees: $20.00** | | | | |
| 1. **If the corporation has not commenced business, file** | | | | | |
| **Articles of termination by Initial Directors or Incorporators** | | | | | |
| A majority of the initial directors or, if there are none, the incorporators must complete and file form **SCC913**, or prepare articles that meet the requirements of § 13.1-913 of the Code of Virginia. | | | | | |
| **Required fee:** | **Filing Fee: $10.00** | | | | |
| **File Online Today** | | | **Paper Filing** | | |
| Visit <https://cis.scc.virginia.gov> to file articles of dissolution and/or termination of a Virginia Nonstock Corporation in real time.  **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. | | | Download from <https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations> complete, print, and mail or deliver to below address:  **State Corporation Commission** **Courier Delivery Address**  Clerk’s Office 1300 E. Main St, 1st 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**. | | |

**NOTE:**A corporation that has wound up its affairs and ceased conducting business, without more, will continue to have legal existence. The corporation will maintain its legal existence, remain active on the Commission's records, remain liable for paying annual registration fees and be responsible for filing annual reports until a certificate of termination of corporate existence has been recorded in the Clerk's Office of the Commission (or the corporation has otherwise ceased to exist due to automatic termination, merger, etc.).

**See Forms and Instructions that follow**

**This page intentionally left blank for purposes of printing front and back copies.**

**Form SCC913 follows.**

**Instructions to Form SCC913 - Articles of Termination of Corporate Existence by Initial Directors or Incorporators of a Virginia Nonstock Corporation**

|  |  |  |
| --- | --- | --- |
| **Filing Requirements** | | |
| Pay all fees and penalties before submitting these articles to the Commission. If these articles are filed and a certificate of termination is issued 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. | | |
| **Required Fees** | **Filing fee:** **$10.00** | |
| **File Online Today** | | **Paper Filing** |
| Visit <https://cis.scc.virginia.gov> to file articles of termination for a Virginia Nonstock Corporation in real time.  **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. | | Download from <https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations> complete, print, and mail or deliver to below address:  **State Corporation Commission** **Courier Delivery Address**  Clerk’s Office 1300 E. Main St, 1st 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**. |

**Specific Instructions**

**Article I Name**

State the exact name of the corporation as currently on file with the Commission.

**Article II Status**

Check the box to confirm that the corporation has not commenced business.

**Article III Debt**

The corporation must pay all of its debts before filing these articles.

**Article IV Assets**

The corporation must distribute any net assets that remain after winding up before these articles may be filed.

**Article V Voluntary Dissolution**

Check the box next to the statement that applies to the corporation. Only check one statement.

**Signature(s)**

One of the following must sign the articles:

* Majority of initial directors
* Majority of incorporators

Check the box next to the majority signing. Only check one box.

For each person signing, include the signature, printed name, and date signed. If needed to accommodate a majority, attach a separate sheet with additional signatures and printed names.

Include the corporation’s SCC ID number below the signature(s). Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.

**Important Information**

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

|  |  |  |
| --- | --- | --- |
| * use solid white paper * size 8 1/2" x 11" | * one-sided * 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](http://www.scc.virginia.gov/clk).

**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. For more information, see Notice Regarding Personally Identifiable Information at [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).

**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. For more information, see Notice Regarding Personally Identifiable Information at [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).

**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. For more information, see Notice Regarding Personally Identifiable Information at [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).

Form **SCC751** (Rev. 1

Form **SCC913** (Rev. 09/21)

|  |  |  |
| --- | --- | --- |
| SCC_mp - seal - no bgrd  **Form SCC913**  (Rev. 09/21)    State Corporation Commission | **Articles of Termination of Corporate Existence by Initial Directors or Incorporators of a Virginia Nonstock Corporation** |  |

Pursuant to § 13.1-913 of the Code of Virginia, the undersigned, on behalf of the corporation set forth below, state(s) as follows:

**Article I** The corporation’s name:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Article II** The corporation has not commenced business.

**Article III** No debt of the corporation remains unpaid.

**Article IV** The net assets of the corporation remaining after winding up have been distributed.

**Article V (Mark appropriate box.)**

🞏 A majority of the initial directors authorized the dissolution.

**OR**

🞏 Initial directors were not named in the articles of incorporation and have not been elected, and a

majority of the incorporators authorized the dissolution.

**Signature(s)**

The undersigned constitute a majority of the 🞏 initial directors, if any, or a majority of the 🞏 incorporators and

certify the statements in Articles II, III and IV (and all other information placed on this form) to be true, under penalty of law.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Signature(s)** | **Printed Name(s)** | **Date** | **Tel. # (optional)** | **Email Address (optional)** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |
|  | | | | |
| **SCC ID #** | **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: $10.00**