

NOTICE TO FOREIGN CORPORATIONS

Welcome to Virginia. Please take a few minutes to read the information below to learn more on how-to maintain your business with the State Corporation Commission.

Submit Filings:

A corporation has three options to submit filings:

- File online in real-time at cis.scc.virginia.gov. Check out the [Online Help](#) page for information on how-to set up an account and submit filings
- Mail documents to P.O. Box 1197, Richmond, VA 23218-1197 or
- Deliver documents to 1300 East Main Street, Tyler Building, 1st Floor, Richmond, VA 23219

Business name:

If the corporation wants to conduct business in Virginia under a different name from what is shown on the Certificate of Authority, then it must complete fictitious name filing. (See [Fictitious Names FAQ](#) for additional information.)

Registered agent and registered office:

Each corporation is required to maintain a registered agent who has a Virginia registered office where the agent can be found during normal business hours. The registered agent is accountable for forwarding to the corporation any process, notices or demand that is served on the registered agent. The Commission sends communications to the registered office address.

A corporation may change its registered agent and/or registered office information at any time, at no cost. The corporation must promptly change its registered agent and registered office information if the:

- Agent moves their business office,
- Agent resigns, dies or ceases to be a resident of Virginia or
- Agent ceases to meet qualifications or
- Agent has had its existence canceled or terminated or its authority to transact business in Virginia canceled or revoked.

To make changes, file a *Statement of Change of Registered Agent And/ Or Registered Office*. See [Registered Agent, Registered Office and Principal Office](#) FAQs for more information.

Annual Registration Fee and Annual Report:

Each year the corporation's registered agent will receive an Annual Registration Fee Notice and a prescribed Annual Report from the Clerk's Office two months prior to the month the corporation was formed. Both are due on or before the last day of the month the corporation was formed. If a corporation fails to pay the annual registration fee or does not file an annual report by the fourth month after the due date, the corporation's authority to transact business in Virginia will be automatically revoked. See the FAQs for [Annual Registration Fees](#) and [Annual Reports](#) for additional information.

Amendments, mergers, domestications and entity conversions:

A foreign corporation that files an amendment or merger or instrument of domestication or entity conversion in its home jurisdiction must file an authenticated copy of the document in the Clerk's Office within 30 days after the document's effective date. If an amendment, merger or domestication changes the name of the corporation or the state or country or incorporation, the corporation must also file an Application for an Amended Certificate of Authority with the Clerk's Office.

Voluntary withdrawal:

If a corporation wants to voluntarily surrender its Certificate of Authority, then it must file an Application for Certificate of Withdrawal with the Clerk's Office. Avoid the annual registration fee by completing this filing on or before the due date. If it is not completed by then, the annual registration fees must be paid.

Additional assistance:

Visit [Business Home](#) for additional information.