



**GUIDE FOR ARTICLES OF
DOMESTICATION**
**(Foreign stock corporation intending to become a
Virginia stock corporation)**

The Commission produced this guide to help you prepare the corporation's articles of domestication. 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 DOMESTICATION OF
(corporation's name prior to domestication)

The undersigned, on behalf of the foreign corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 12.1 of the Code of Virginia, states as follows:

1. The name of the corporation immediately before the filing of these articles of domestication is (corporation's name prior to domestication). Upon the filing of these articles, the name of the corporation shall be (corporation's name as a Virginia corporation).
2. The corporation was originally formed, organized, or incorporated under the laws of (state or other jurisdiction) on (date) as a (entity type) with the name (original name). *(If the corporation subsequently changed its entity type or jurisdiction of formation, organization, or incorporation, set forth the effective date of the change and the corporation's name, entity type, and jurisdiction of formation, organization, or incorporation upon consummation of each change.)*
3. The plan of domestication, pursuant to § 13.1-722.2 of the Code of Virginia, is set forth as follows:
 - A. The corporation is presently domesticated under the laws of (state or other jurisdiction of incorporation) as a corporation that is authorized to issue shares of stock, and the jurisdiction in which the corporation is to be domesticated is the Commonwealth of Virginia.
 - B. The full text of the amended and restated articles of incorporation that will be in effect immediately after consummation of the domestication is attached hereto.
 - C. *(Set forth the additional terms and conditions of the domestication, including any additional provisions that are related to the domestication; provided that such terms and conditions may not alter the designation, rights, preferences, or limitations of all or any part of the authorized shares except to the extent required to conform to the requirements of Chapter 9 of Title 13.1 of the Code of Virginia.)*
4. The domestication is permitted by and was approved in accordance with the organic law of the foreign corporation.

Executed in the name of the corporation by:

_____ *(signature)*

_____ *(date)*

_____ *(printed name)*

_____ *(corporate title)*

_____ *(corporation's SCC ID no., if assigned)*

_____ *(telephone number (optional))*

THIS FORM IS TO BE USED AS A GUIDE ONLY.