**INSTRUCTIONS TO FORM SCC905 – ARTICLES OF REVOCATION OF DISSOLUTION**

**VIRGINIA NONSTOCK CORPORATION**

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| **Filing Requirements** | | |
| 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. | | |
| **Required Fees** | **Filing Fee:** **$10.00** | |
| **File Online Today** | | **Paper Filing** |
| Visit <https://cis.scc.virginia.gov> to file articles of revocation of dissolution 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**. |

The articles must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.

**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 § 13.1-811 of the Code of Virginia.**

**NOTE**

If member approval is necessary, the vote required by law is MORE THAN 2/3 of all votes cast unless the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting at which a quorum exists. See § 13.1-902 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 * 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).

Form **SCC905** (Rev. 08/20)

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| SCC_mp - seal - no bgrd**Form**  **SCC905**  (Rev. 08/20)  State Corporation Commission | **ARTICLES OF REVOCATION OF DISSOLUTION**  **VIRGINIA NONSTOCK CORPORATION** |  |

The undersigned, on behalf of the corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 13 of the Code of Virginia, states as follows:

1. The name of the corporation is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

2. The effective date of the dissolution being revoked was \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

(date)

3. The revocation of dissolution was authorized on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

(date)

4. ***(Complete either A, B, C or D, below, whichever is applicable.)***

1. The revocation of dissolution was adopted by unanimous consent of the members. **OR**

🞎 **Mark this box, if applicable.**

B.The revocation of dissolution was submitted to the members by the board of directors in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and:

🞎 **Mark this box, if applicable and complete (1) (a) or (1) (b).**

(1) The total number of:

(a) Votes cast for and against the revocation of dissolution by each voting group entitled to vote separately on the revocation of dissolution was:

#### Voting group Total votes **FOR** Total votes **AGAINST**

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

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

OR

(b) Undisputed votes cast for the revocation of dissolution separately by each voting group was:

Voting group Total number of undisputed votes

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

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

(2) And the number cast for the revocation of dissolution by each voting group was sufficient for approval by that voting group.

OR

1. The corporation has no members or no members with voting rights, and the revocation of dissolution was authorized at a meeting of the board of directors by the vote of a majority of the directors in office.

🞎 Mark this box, if applicable.

OR

1. The revocation of dissolution was approved by the board of directors in accordance with the authorization granted by the members incident to their prior authorization of the dissolution.

🞎 Mark this box, if applicable.

Executed in the name of the corporation by:

(signature) (date)

(printed name) (corporate title)

(corporation’s SCC ID No.) (telephone number (optional))

*(The execution must be by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.)*

**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)**

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

**(mailing address)**