

Application for Certificate of Registration as a Foreign Protected Series Instructions

Required Documentation	
Submit with this Commission-prescribed application a certified or otherwise authenticated copy of the Foreign Protected Series' Statement of Designation, or similar instrument, filed in the jurisdiction of organization, authenticated within the past 12 months by the Secretary of State or other public official with custody of company records in the 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	Paper Filing
Visit https://cis.scc.virginia.gov to submit an application for certificate of registration as a foreign protected series 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/Foreign-Limited-Liability-Companies , complete, print, and mail or deliver to below address: State Corporation Commission Courier Delivery Address Clerk's Office 1300 E. Main St, 1 st 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

I Foreign Protected Series Name

State the foreign protected series name exactly as it currently appears in its foreign protected series statement of designation. Adopt a designated name required for use in Virginia if:

- The foreign protected series' name does not contain the abbreviations P.S. or PS, or the phrase "protected series".
- The name of the company is unavailable in Virginia

To check name availability, visit <https://cis.scc.virginia.gov>, or contact the Clerk's Office.

II Foreign Series Limited Liability Company Name

Provide the name of the foreign series limited liability company that established the foreign protected series, exactly as it appears on record with the Commission.

III Principal Office

The principal office is the location of the foreign protected series' principal executive offices. Unless the information is available electronically, the foreign protected series 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.

IV 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. A foreign series LLC may not serve as the registered agent for its foreign protected series LLCs. The registered agent must be an individual or entity that meets one of the qualifications. Check the applicable box. The registered agent for each foreign protected series LLC must be identical to that of its foreign series LLC.

V Registered Office

The registered office location 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. The registered office address must be identical to the registered office address of the foreign series LLC.

Signature

One of the following officials with the right and power to manage the foreign series LLC's business affairs must sign the application:

- a manager
- a person delegated the right and power to manage the foreign series 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 foreign series 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 foreign series 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 foreign series 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 foreign protected series' documents 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 foreign protected series 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.



Application for Certificate of Registration as a Foreign Protected Series

I The foreign protected series' name: _____

The designated name (if required): _____

The jurisdiction of formation: _____ Date of formation: _____

II The name of the foreign series limited liability company that established the foreign protected series: _____

The jurisdiction of formation of the foreign series limited liability company: _____

III The principal office address, including the street and number (if any), of the foreign protected series is

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

IMPORTANT: The registered agent/registered office information (IV & V) must be identical to the registered agent/registered office for the foreign series limited liability company at the time of the filing.

IV The name of the foreign protected series' 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 foreign series LLC.
- a member or manager of a limited liability company that is a member or manager of the foreign series LLC.
- an officer or director of a corporation that is a member or manager of the foreign series LLC.
- a general partner of a general or limited partnership that is a member or manager of the foreign series LLC.
- a trustee of a trust that is a member or manager of the foreign series 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.

V A. The **foreign** protected series' 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 foreign protected series for service of process if (i) the foreign series 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 foreign protected series affirms that it is a "foreign protected series" 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.

_____ Signature	_____ Date	_____ Tel. # (optional)
_____ Printed Name	_____ Title	_____ Email Address (optional)
_____ Business Tel. # (optional)	_____ Business Email Address (optional)	Required Fee: \$100.00