



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

LLC-1052
(07/13)

APPLICATION FOR A CERTIFICATE OF REGISTRATION TO
TRANSACTION BUSINESS IN VIRGINIA AS A FOREIGN LIMITED LIABILITY COMPANY

1. The name of the foreign limited liability company is (include, if required, any "for use in Virginia" name in parentheses)

2. The foreign limited liability company was formed under the laws of

_____ on _____
(state or other jurisdiction of formation) (date of limited liability company's formation)

3. (Mark if applicable:) [] The limited liability company was previously authorized or registered with the Commission to transact business in Virginia as a foreign business entity. (See instructions.) Set forth the additional required information on an attachment.

4. A. The name of the limited liability company's registered agent in VIRGINIA is

B. The registered agent is (mark appropriate box):

(1) an INDIVIDUAL who is a resident of Virginia and

- [] a member or manager of the limited liability company.
[] a member or manager of a limited liability company that is a member or manager of the limited liability company.
[] an officer or director of a corporation that is a member or manager of the limited liability company.
[] a general partner of a general or limited partnership that is a member or manager of the limited liability company.
[] a trustee of a trust that is a member or manager of the limited liability company.
[] a member of the Virginia State Bar.

OR

(2) [] a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

C. The limited liability company's 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)

which is physically located in the [] county or [] city of _____

5. The post office address, including the street and number, of the limited liability company's principal office is

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

6. The Clerk of the Commission is irrevocably appointed as the agent of the limited liability company for service of process if the company fails to maintain a registered agent in Virginia as required by § 13.1-1015 of the Code of Virginia, the registered agent's authority has been revoked, the registered agent has resigned, or the registered agent cannot be found or served with the exercise of reasonable diligence.

7. The limited liability company is a "foreign limited liability company" as defined in § 13.1-1002 of the Code of Virginia.

Signed in the name of the foreign limited liability company by:

_____ (signature) _____ (date) _____ (telephone number (optional))

_____ (printed name) _____ (title (e.g., member or manager)) (see instructions for requisite signature)

Personal Information, such as a social security number, should NOT be included in a business entity document submitted to the Office of the Clerk for filing with the Commission. For more information, see Notice Regarding Personal Identifiable Information at www.scc.virginia.gov/clk/index.aspx.

REVIEW THE INSTRUCTIONS THAT FOLLOW BEFORE SUBMITTING THIS FORM.

INSTRUCTIONS TO FORM LLC-1052

This application, which has been prescribed by the Commission, is required to be filed with the Commission by a foreign limited liability company in order to obtain a certificate of registration to transact business in Virginia.

The application must be in the English language, typewritten or printed in black, legible and reproducible, and presented on uniformly white, opaque paper, free of visible watermarks and background logos. See § 13.1-1003 of the Code of Virginia.

This form can be downloaded from our website at www.scc.virginia.gov/clk/formfee.aspx

Set forth the name of the limited liability company in paragraph 1 exactly as it appears in its articles of organization, as amended, without alteration or abbreviation.

If the limited liability company's name does not contain the abbreviation **L.C.**, **LC**, **L.L.C.**, or **LLC**, or the words **limited company** or **limited liability company**, it must adopt a designated name for use in Virginia that **adds** one of the foregoing to its name.

The limited liability company's name must be distinguishable upon the records of the Commission. See § 13.1-1054 of the Code of Virginia. To check the availability of the limited liability company's name, visit www.sccefile.scc.virginia.gov/NameAvailability or contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

If the limited liability company's name is not available, it must adopt a designated name for use in Virginia that is distinguishable upon the records of the Commission. In paragraph 1 of the application, after setting forth the limited liability company's true name, set forth the "for use in Virginia" name in parentheses. See §§ 13.1-1052 and 13.1-1054 of the Code of Virginia.

If the limited liability company was previously authorized or registered to transact business in Virginia as a foreign corporation, limited liability company, business trust, limited partnership or registered limited liability partnership, with respect to every such prior authorization or registration, set forth **on an attachment** the name of the entity, the entity's type, the state or other jurisdiction of incorporation, organization or formation, and the identification number that was issued to the entity by the Commission.

The limited liability company may not serve as its own registered agent.

The address of the **registered office** must include a street and number if one is associated with the registered office's location, and the registered office address must be identical to the business office of the registered agent. See § 13.1-1015 of the Code of Virginia. A rural route and box number may only be used if no street address is associated with the registered office's location. A post office box is only acceptable for towns that have a population of 2,000 or less when no street address or rural route and box number is associated with the registered office's location. Set forth the name of the county or independent city in which the registered office is physically located. Counties and independent cities in Virginia are separate local jurisdictions.

The **principal office** is the office where the principal executive offices of the limited liability company are located. See § 13.1-1002 of the Code of Virginia. The address of the principal office must include a street and number if one is associated with the principal office's location. A rural route and box number may only be used if no street address is associated with the principal office's location. A post office box is not acceptable given the aforementioned statutory provision.

The application must be signed (i) by a manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or (ii) if no managers or such other persons have been selected, by any member of the limited liability company, or (iii) by a person who is authorized to sign an amendment to the articles of organization or other constituent documents delivered for filing to the Secretary of State or other official having custody of limited liability company records in the state or other jurisdiction under whose law it is formed.

The printed name and title of the person who signs must be set forth next to the signature. An individual signing on behalf of a business entity that is (i) a manager or member of the limited liability company, or (ii) authorized to sign post-formation documents on behalf of the limited liability company, must set forth the business entity's name, the capacity in which the business entity is signing on behalf of the limited liability company, the individual's printed name, and the capacity in which he or she is signing on behalf of the business entity. See § 13.1-1003 of the Code of Virginia.

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 § 13.1-1006 of the Code of Virginia.

IMPORTANT: The application must be submitted with a **certified or otherwise authenticated copy** of the limited liability company's articles of organization or other constituent documents, and all amendments and corrections thereto, filed in the foreign limited liability company's state or other jurisdiction of formation, **authenticated within the past 12 months** under the original signature and seal of the Secretary of State or official having custody of limited liability company records in the state or other jurisdiction of its formation. The certificate of the Secretary of State or other public official having custody of limited liability company records must indicate that each document is a **"true and correct copy"** of the official records, or words to that effect. A certificate of existence/fact/good standing is not sufficient or acceptable. See § 13.1-1052 of the Code of Virginia.

Submit the signed application **and** the original certified copy of the limited liability company's formation instrument, as amended, to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$100.00**, payable to the State Corporation Commission. **DO NOT SEND CASH.** If you have any questions, contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.