

## INSTRUCTIONS TO FORM SCC898.4 – GUIDE FOR ARTICLES OF DOMESTICATION

(Foreign nonstock corporation intending to become a Virginia nonstock corporation)

<b>Filing Requirements</b>	
Pay all annual registration fees and penalties before submitting the articles to the Commission.	
<b>Required Fees</b>	
<b>Filing Fee: \$25.00</b>	<b>Charter Fee: \$50 (see important note below)</b>
<b>IMPORTANT NOTE:</b> For any foreign corporation that files articles of domestication and that has authority to transact business in this Commonwealth at the time of such filing, the <u>charter</u> fee to be charged upon domestication shall be an amount equal to the difference between the amount that would be required by § 13.1-815.1 of the Code of Virginia and the amount already paid as an <u>entrance</u> fee by such corporation. See § 13.1-815.1 of the Code of Virginia. <b>You may contact the Clerk's Office Legal Services section for assistance in determining the charter fee.</b>	
<b>File Online Today</b>	
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file articles of domestication in real time.	
<b>Questions?</b>	
Visit the CIS help page at <a href="https://scc.virginia.gov/pages/CIS-Help">https://scc.virginia.gov/pages/CIS-Help</a> for how-to guides, answers to frequently asked questions, and helpful videos.	<b>State Corporation Commission</b> Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	<b>Courier Delivery Address</b> 1300 E. Main St, 1 <sup>st</sup> floor Richmond, VA 23219
Download from <a href="https://scc.virginia.gov/pages/Foreign-Corporations">https://scc.virginia.gov/pages/Foreign-Corporations</a> complete, print, and mail or deliver to:  <b>Paper Filing</b> Include a check payable to State Corporation Commission. <b>DO NOT SEND CASH.</b>	

The articles of domestication 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. Set forth the printed name and the corporate title below or next to the signature. See § 13.1-804 of the Code of Virginia.

The articles of incorporation that will be in effect immediately after consummation of the domestication must comply with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia and must be attached to the articles of domestication. Form SCC819 contains the minimum number of provisions required by Virginia law to be set forth in the articles of incorporation of a Virginia corporation. You may download the form from our website at <https://scc.virginia.gov/Pages/Virginia-Nonstock-Corporations>

If the name of the corporation prior to the filing of the articles of domestication is unavailable for use in this Commonwealth or the corporation desires to change its name in connection with the domestication, it must set forth a new name that satisfies the requirements of § 13.1-830 of the Code of Virginia. The corporate name may contain the word corporation, incorporated, company or limited; or the abbreviation corp., inc., co. or ltd. The proposed name must be distinguishable upon the records of the Commission. See § 13.1-829 of the Code of Virginia. To check the availability of a corporate name, visit <https://cis.scc.virginia.gov>

***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

A foreign corporation's existence as a domestic corporation shall begin when the certificate of domestication is effective. See § 13.1-898.4 of the Code of Virginia.

If a foreign corporation is authorized to transact business in Virginia at the time of the filing of the articles of domestication, its certificate of authority shall be canceled automatically on the effective date of the certificate of domestication issued by the Commission. See § 13.1-898.4 of the Code of Virginia.

### Important Information

The application must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- size 8 1/2" x 11"
- 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).



## GUIDE FOR ARTICLES OF DOMESTICATION

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become a Virginia nonstock 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 nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 11.1 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to 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 incorporated under the laws of (jurisdiction) on (date). (If the corporation subsequently changed its jurisdiction of incorporation, set forth each jurisdiction and date of incorporation in which the corporation was subsequently domesticated.)
3. The plan of domestication, pursuant to § 13.1-898.2 of the Code of Virginia, is set forth as follows:
  - A. The corporation is presently domesticated in the (state or other jurisdiction of incorporation).
  - B. The jurisdiction in which the corporation is to be domesticated is the Commonwealth of Virginia.
  - C. (Set forth the terms and conditions of the domestication.)
  - D. (Set forth any additional provisions that are included in the plan of domestication.)
4. The full text of the articles of incorporation that will be in effect immediately after consummation of the domestication is attached hereto.
5. The domestication is permitted by the laws of the jurisdiction in which the corporation is incorporated immediately prior to the filing of these articles, and the corporation has complied with those laws in effecting the domestication.

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.**