



SCC767/929
(04/17)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

APPLICATION FOR A CERTIFICATE OF WITHDRAWAL
OF A FOREIGN CORPORATION
AUTHORIZED TO TRANSACT BUSINESS IN VIRGINIA

FILING
FEE:
\$10.00

The undersigned, on behalf of the foreign corporation named below, pursuant to § 13.1-767 or § 13.1-929 of the Code of Virginia, hereby makes this application for a certificate of withdrawal and states as follows:

1. The name of the corporation is _____.
2. The name of the state or other jurisdiction under whose law the corporation is or was incorporated is _____.
3. **[Only mark this box if the statement is true. See Instructions.]**
 The corporation (i) was a party to a statutory merger permitted by the laws of the state or other jurisdiction under whose law it was organized and it was not the survivor of that merger, (ii) has consolidated with another entity, or (iii) has converted to another type of entity under the laws of the state or other jurisdiction under whose law it was incorporated.
4. The corporation revokes the authority of its registered agent to accept service on its behalf and appoints the Clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in Virginia.
5. The mailing address to which the Clerk of the Commission may mail a copy of any process served on the Clerk as agent for the corporation is _____.
6. The corporation is not transacting business in Virginia, surrenders its authority to transact business in Virginia, and commits to notify the Clerk of the Commission in the future of any change in its mailing address.
7. The corporation certifies that **[mark appropriate box]**:
 It has filed returns and has paid all state taxes to the time of this application; **or**
 It is not required to file any return or pay any state taxes.

Signed on behalf of the corporation by:

| | |
|----------------------------|-------------------------------|
| _____ | _____ |
| (signature) | (title) |
| _____ | _____ |
| (printed name) | (date) |
| _____ | _____ |
| (corporation's SCC ID No.) | (telephone number (optional)) |

IMPORTANT: See Instructions for signing requirements.

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.

REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.

Provide a name and mailing address to which correspondence regarding the filing of this document is to be sent. (If left blank, it will be sent to the address on a cover letter, if any, or the address set forth in paragraph 5, above.)

(name)

(mailing address)

INSTRUCTIONS TO FORM SCC767/929

This form must be used whenever a foreign corporation that is authorized to transact business in Virginia desires to withdraw from Virginia. See §§ 13.1-767 and 13.1-929 of the Code of Virginia.

The application must be in the English language, typewritten or printed in black, legible and reproducible, and it must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

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

The application must set forth the exact name of the corporation as it is currently on file with the Commission. Include the corporation's designated name for use in Virginia, if one was adopted.

Paragraph 3: If the foreign corporation has been merged into another business entity that is not authorized or registered to transact business in Virginia, or has been converted to another type of entity that is not registering to transact business in Virginia, the business entity that was the survivor of the merger, or the resulting entity of the conversion, must file in this office (i) the application for withdrawal and (ii) a certified copy of the instrument of merger or instrument of conversion, authenticated as a true and correct copy by the secretary of state or other custodian of corporate records of the state or other jurisdiction under whose law the foreign corporation is or was incorporated. See §§ 13.1-766.1, 13.1-766.2 for stock corporations, and §§ 13.1-928.1 and 13.1-928.2 of the Code for nonstock corporations.

Signing Requirements

If the corporation has not been merged, consolidated or converted, the application must be signed by the chairman or any vice-chairman of the corporation's board of directors, its president, or any other officer authorized to act on behalf of the corporation, or, if the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, by that fiduciary, and the printed name and corporate title of the person who signs must be set forth next to the signature. See §§ 13.1-604 and 13.1-804 of the Code of Virginia.

If the corporation has been merged into or consolidated with another entity, or has converted into another type of entity, the application must be signed by a person who is authorized to act on behalf of the surviving or resulting entity, and the name of the surviving or resulting entity and the printed name and title of the person who signs on behalf of the surviving or resulting entity must be set forth next to the signature.

The person signing this application certifies that all statements and information set forth therein are true, under penalty of law.

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 §§ 13.1-612 and 13.1-811 of the Code of Virginia.

This application may not be filed with the Commission until all fees and penalties to be collected by the Commission under the Virginia Stock Corporation Act or the Virginia Nonstock Corporation Act have been paid by or on behalf of the corporation; provided, however, that an assessed annual registration fee does not have to be paid if the application is filed and Commission issues the certificate of withdrawal on or before the due date of the annual registration fee payment. See §§ 13.1-615 and 13.1-815 of the Code of Virginia.

Submit the signed application to State Corporation Commission, Office of the Clerk, 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 **\$10.00**, payable to the State Corporation Commission. **DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

NOTES

Until an application for withdrawal is filed and the Commission issues a certificate of withdrawal (or until the corporation's certificate of authority to transact business is revoked for failure to file its annual report, pay its annual registration fee, or maintain a registered office and registered agent), the corporation will remain active on the Commission's records and remain liable for the assessment and payment of annual registration fees and the filing of annual reports, even though the corporation has had its existence terminated in its home jurisdiction, has stopped transacting business in Virginia, or has wound up its affairs.

An application for a certificate of withdrawal does not need to be filed with the Commission on behalf of a foreign corporation that has been merged into another entity or converted into another type of entity if (i) the surviving entity is authorized or registered to transact business in Virginia or the surviving or resulting entity files an application for authority or registration to transact business in Virginia within 30 days of the effective date of the merger or conversion, and (ii) a certified copy of the instrument of merger or conversion, duly authenticated by the Secretary of State or other official having custody of business entity records, is filed with the Commission on behalf of the surviving or resulting entity within 30 days of the effective date of the merger or conversion, or with its application for authority or registration to transact business in Virginia. See §§ 13.1-766.1, 13.1-766.2, 13.1-928.1 and 13.1-928.2 of the Code of Virginia.