

APPLICATION FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN VIRGINIA

Name of the corporation (include any "for use in Virginia" name):

_____.

State or country of incorporation _____.

Date of incorporation _____ . Period of duration _____.

Corporation's principal office address:

(Number and street)

(City or Town)

(State)

(Zip Code)

Name of the **VIRGINIA** registered agent: _____.

The registered agent is (mark appropriate box[es]):

(1) An individual who is a resident of Virginia **and**

an officer of the corporation

a director of the corporation

a member of the Virginia State Bar

OR

(2) a professional corporation, professional limited liability company or registered limited liability partnership registered with the Virginia State Bar under § 54.1-3902 of the Code of Virginia.

Street address of the **VIRGINIA** registered office of the foreign corporation:

(Number and street)

_____, VA _____.

(City or Town)

(Zip Code)

The foreign corporation's registered office in Virginia is located in the City **or** County of _____.

OFFICERS

NAME AND TITLE

BUSINESS ADDRESS

DIRECTORS

NAME

BUSINESS ADDRESS

STOCK

NO. OF SHARES AUTHORIZED

CLASS AND SERIES

The undersigned executes this application in the name of the corporation and declares the facts stated herein to be true:

(Signature)

(Printed name and corporate title)

(Date)

See instructions on the reverse

INSTRUCTIONS

When completing the application, the information must be in the English language, typewritten or printed in black, legible and reproducible.

1. **Name:** The name of the corporation must be stated exactly as it appears in its charter without alteration or abbreviation.

A stock corporation name must contain the word "corporation," "incorporated," "company" or "limited"; or the abbreviation "corp.," "inc.," "co." or "ltd." If the name of the corporation does not satisfy this requirement, it must add one of the above to its name for use in Virginia. (A nonstock corporation name need not meet this requirement.)

If the corporation's real name is not available, it must adopt a designated name for use in Virginia. State the "for use in Virginia" name in the first line of the application, along with the corporation's real name. See §§ 13.1-762, 13.1-924 of the Code of Virginia.

2. **Period of duration:** Unless the corporation's charter states a limited corporate life, the period of duration is "perpetual."

3. **Registered office and registered agent:** Provide the complete post office address (which must include a street address, if any, or a rural route and box number in rural areas) of the corporation's registered office in Virginia. The registered office address in Virginia is the business office address of the registered agent.

Provide the name of the city or county where the registered office is physically located. (Cities and counties in Virginia are separate local jurisdictions.)

Provide the name of the **Virginia** registered agent. The qualifications of the registered agent are set forth on the front of this form - no other person or entity may serve as the registered agent. See §§ 13.1-759, 13.1-763; 13.1-921, 13.1-925 of the Code of Virginia.

4. **Officers:** Include names, titles and complete business addresses of all officers of the corporation.

5. **Directors:** Include names and business addresses of all directors. The trustees of a nonstock corporation, by whatever name they are called, are to be listed as directors. If directors are not required by the state or country of incorporation, then a statement to that effect must be made in the space provided for director information.

6. **Shares:** List the total number of shares (not number of dollars) the corporation is authorized to issue, as stated in the corporation's charter (the number in the charter must match the number on the application). Itemize by class and, if any, series within each class. A nonstock corporation would write NONE in that section of the application. See § 13.1-759 of the Code of Virginia.

7. **Signature:** The application must be executed in the name of the corporation by its **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. See §§ 13.1-604, 13.1-804 of the Code of Virginia.

8. The application must be delivered to the Clerk of the Commission with a copy of the corporation's charter (articles of incorporation and all amendments thereto), authenticated on a recent date by the official having custody of corporate records in the state or country of incorporation. See §§ 13.1-759, 13.1-921 of the Code of Virginia.

SEND THE APPLICATION AND THE AUTHENTICATED COPY OF THE CORPORATION'S CHARTER, ALONG WITH THE FEES SPECIFIED BELOW, TO THE CLERK OF THE STATE CORPORATION COMMISSION, P. O. BOX 1197, RICHMOND VA 23218-1197. (Street address: 1300 East Main Street, 1st floor, Richmond, VA 23219). If you have questions, call (804) 371-9733.

Entrance fee: 1,000,000 or fewer authorized shares - \$50 for each 25,000 shares or fraction thereof; more than one million shares - \$2,500. **Filing fee:** \$25. SEND BOTH FEES IN THE SAME CHECK, MADE PAYABLE TO STATE CORPORATION COMMISSION. **Nonstock** corporation: \$75 total (\$50 entrance fee plus \$25 filing fee). See §§ 13.1-615.1, 13.1-616; 13.1-815.1, 13.1-816 of the Code of Virginia.

Note: If the corporation is a professional corporation, on an attachment, list the names and addresses of all stockholders of the corporation that will be performing the professional service in Virginia and state whether or not the stockholder is duly licensed to perform the professional service in Virginia.