

(07/00)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
CLERK OF THE COMMISSION
P. O. BOX 1197
RICHMOND, VA 23218-1197
(804) 371-9733

GUIDE FOR TERMINATION OF A VIRGINIA NONSTOCK CORPORATION

Voluntary termination of a Virginia nonstock corporation is accomplished in one of two ways, depending upon the corporation's circumstances:

1. If the corporation has commenced to transact business, voluntary dissolution and termination are accomplished by filing with the Commission **the following two documents**, upon which the Commission will issue and record a certificate of dissolution and a certificate of termination of corporate existence:

a. Articles of dissolution - you may use the attached form SCC904 which contains instructions and the required fee on the reverse, or prepare articles which meet the requirements of § 13.1-904 of the Code of Virginia.

b. Articles of termination of corporate existence - you may use the attached form SCC912, which contains instructions and the required fee on the reverse, or prepare articles which meet the requirements of § 13.1-912 of the Code of Virginia.

OR:

2. If the corporation has not commenced to transact business, termination is accomplished by filing Articles of termination of corporate existence by the initial directors or the incorporators with the Commission, and the Commission's issuance and recording of a certificate of termination of corporate existence. You may use the attached form SCC913 which contains instructions and the required fee on the reverse, or prepare articles which meet the requirements of § 13.1-913 of the Code.

NOTE: Until all of the steps in either paragraph 1 or paragraph 2, above, have been accomplished (or the corporation has been otherwise terminated for failure to file its annual report or 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 payment of annual registration fees and for filing of annual reports (even if it has otherwise wound up its affairs).

IF TERMINATION OF THE CORPORATE EXISTENCE IS ACCOMPLISHED PRIOR TO THE ANNUAL REPORT DUE DATE PRESCRIBED IN SUBSECTION C OF § 13.1-936 OF THE CODE OF VIRGINIA OF A GIVEN YEAR, THE CORPORATION'S ANNUAL REGISTRATION FEE ASSESSMENT FOR THAT YEAR WILL BE CANCELED; OTHERWISE, IT MUST BE PAID. See § 13.1-815 of the Code of Virginia.

SCC912 (07/00)

ARTICLES OF TERMINATION OF CORPORATE EXISTENCE
(non stock corporation)

The undersigned, pursuant to § 13.1-912 of the Code of Virginia, executes these articles and states as follows:

1. The name of the corporation is:

2. All of the assets of the corporation have been distributed.

3. The dissolution of the corporation has not been revoked.

4. Executed in the name of the corporation by:

(signature)

(printed name and corporate title)

The execution must be 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.

SEE INSTRUCTIONS ON THE REVERSE

NOTE

This form contains the provisions required by § 13.1-912 of the Code of Virginia to be set forth in articles of termination of corporate existence of a nonstock corporation which has commenced to transact business. (To voluntarily terminate a corporation which has not commenced to transact business; you must comply instead with § 13.1-913 of the Code - contact the Clerk's Office at the address below or by telephone at (804) 371-9733 to obtain the form and instructions.) Information placed in the blanks must be legible and typewritten or printed in black (except for the signature).

INSTRUCTIONS

1. Name: Insert the exact name of the corporation currently on file with the Commission.
2. This statement means that the corporation has divested itself of all its assets by the payment of claims or by assignment to a trustee or trustees as directed by § 13.1-907 of the Code. (If any person entitled to a share in the distribution of the assets cannot be found, the corporation may pay his share to the State Treasurer as abandoned property.) See § 13.1-912D of the Code of Virginia.
3. This statement means that the corporation has dissolved voluntarily by filing articles of dissolution pursuant to § 13.1-904 of the Code of Virginia, and that the dissolution has not been revoked.
4. Have the proper officer sign the form and type in his or her name and corporate title in the line below. See § 13.1-804 of the Code of Virginia.

SEND THE ARTICLES, ALONG WITH THE \$10 FILING FEE, TO THE CLERK OF THE STATE CORPORATION COMMISSION, P. O. BOX 1197, RICHMOND, VA 23218-1197 (Street address: 1300 East Main Street, Richmond, VA 23219). If you have questions, call (804) 371-9733. Make the check payable to STATE CORPORATION COMMISSION. **NOTE:** The articles cannot be filed unless the corporation has paid all fees, fines, penalties and interest assessed against it by the Commission. See § 13.1-815 of the Code of Virginia. **IF TERMINATION OF THE CORPORATE EXISTENCE IS EFFECTIVE PRIOR TO THE ANNUAL REPORT DUE DATE PURSUANT TO SUBSECTION C OF § 13.1-936 OF THE CODE OF VIRGINIA OF A GIVEN YEAR, THE CORPORATION'S ANNUAL REGISTRATION FEE ASSESSMENT FOR THAT YEAR WILL BE CANCELED; OTHERWISE, IT MUST BE PAID.** See § 13.1-815 of the Code of Virginia.