

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

**GUIDE FOR WITHDRAWAL OF A FOREIGN CORPORATION
AUTHORIZED TO TRANSACT BUSINESS IN VIRGINIA**

Voluntary withdrawal from Virginia of a foreign corporation (incorporated under the laws of a state or country other than Virginia) authorized to transact business here is accomplished by filing with the Commission an **Application for a certificate of withdrawal**. The application must be made on a form prescribed and furnished by the Commission. (A form SCC767/929 is attached which contains instructions and the required fee on the reverse.)

NOTE: Until withdrawal has been completed (or the corporation's certificate of authority to transact business is revoked 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 been terminated in its home jurisdiction, has stopped transacting business in Virginia and has wound up its affairs.

IF WITHDRAWAL IS ACCOMPLISHED PRIOR TO THE ANNUAL REPORT DUE DATE PRESCRIBED IN SUBSECTION C OF § 13.1-775 OR § 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 BEFORE WITHDRAWAL CAN BE COMPLETED. See § 13.1-615 or § 13.1-815 of the Code of Virginia.

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

The undersigned, pursuant to § 13.1-767 of the Virginia Stock Corporation Act, or § 13.1-929 of the Virginia Nonstock Corporation Act, executes this application and states as follows:

1. The name of the corporation is:

2. The name of the state or country under whose law it is incorporated is:

3. The corporation is not transacting business in Virginia and surrenders its authority to transact business in Virginia.

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 him as agent for the corporation is:

6. The corporation commits to notify the Clerk of the Commission in the future of any change in its mailing address.

7. The corporation certifies that it has filed returns and has paid all state taxes to the time of this application (stock corporations only).

8. Executed in the name of the corporation:

(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 application is required by Virginia law to be filed with the Commission before the Commission can issue a certificate of withdrawal for a foreign corporation presently authorized to transact business in Virginia. (A foreign corporation is one organized under the laws of a jurisdiction other than Virginia.) **Information placed in the blanks must be legible and typewritten or printed in black (except for the signature).** Until the Commission issues and records a certificate of withdrawal (or the corporation's certificate of authority to transact business is revoked automatically or for cause), the corporation remains active on Commission records and remains liable for payment of annual registration fees and for filing of annual reports.

INSTRUCTIONS

1. Name: Insert the exact name of the corporation currently on file with the Commission.
2. Insert the name of the jurisdiction under whose laws the corporation is organized (the state or country of incorporation).
- 3, 4, 6 & 7: The person signing this application certifies these statements (and all other information placed on the form) to be true, under penalty of law.**
5. Insert the address where the corporation receives mail. It is important to the corporation that this address be accurately maintained on Commission records, in order for it to receive all valid process served on the Clerk as its agent.
8. Have the proper officer sign the form and type in his or her name and corporate title in the line below. See §§ 13.1-604 and 13.1-804 of the Code.

SEND THE APPLICATION 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). (804) 371-9733. Make the check payable to STATE CORPORATION COMMISSION **NOTE:** The application cannot be filed unless the corporation has paid all fees, fines, penalties and interest assessed against it by the Commission. See §§ 13.1-615 and 13.1-815 of the Code of Virginia. **IF THE CERTIFICATE OF WITHDRAWAL IS EFFECTIVE PRIOR TO THE ANNUAL REPORT DUE DATE PURSUANT TO SUBSECTION C OF § 13.1-775 OR § 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 § 13.1-615 or § 13.1-815 of the Code of Virginia.