

COMMONWEALTH OF VIRGINIA



MARK C. CHRISTIE
COMMISSIONER

JUDITH WILLIAMS JAGDMANN
COMMISSIONER

JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION Office of the Clerk

July 26, 2018

Certified Mail, Return Receipt Requested

Virginia Council for Corporations
7330 Staples Mill Road, #402
Richmond, Virginia 23228-4122

Re: Virginia Council for Corporations

Dear Madam or Sir:

The above-referenced company apparently is transacting business in Virginia. However, the business entity records maintained by the Clerk's Office of the State Corporation Commission contain no information for a Virginia or foreign corporation or other business entity with this name.

General information, forms and fees related to forming a business entity pursuant to Virginia law or obtaining a certificate of authority or registration to transact business as a foreign business entity are available from the Clerk's Office website at <http://www.scc.virginia.gov/clk/formfee.aspx> or by contacting this office in writing or by telephone at (804) 371-9733. As conducting business in the Commonwealth without complying with applicable Virginia statutes is unlawful, the company should promptly discuss this matter with its attorney or otherwise give it immediate attention.

Sincerely,

Joel H. Peck
Clerk of the Commission

JHP/tlh



SCC759/921
(06/16)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

APPLICATION FOR A CERTIFICATE OF AUTHORITY TO
TRANSACT BUSINESS IN VIRGINIA AS A FOREIGN CORPORATION

Provide a
Certified
Copy of the
Formation
Document,
as Amended

REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.

Corporation's name: Council for Corporations

Designated name (if required): _____

State or other jurisdiction of incorporation: Michigan

Date of incorporation: _____ Period of duration: _____

(Mark if applicable:) The corporation was previously authorized or registered to transact business in Virginia as a foreign business entity. (See Instructions.) ***Set forth additional information on an attachment.***

The post office address, including the street and number, of the corporation's principal office is

_____ (number/street) _____ (city or town) _____ (state) _____ (zip)

The corporation's registered agent in VIRGINIA is _____.

The registered agent is (mark appropriate box):

(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.

(2) a Virginia or foreign stock or nonstock

OR corporation, limited liability company or
registered limited liability partnership
authorized to transact business in Virginia.

The corporation's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

_____ , VA _____,
(number/street) _____ (city or town) _____ (zip)

which is physically located in the county or city of _____.

OFFICERS: NAME AND TITLE BUSINESS ADDRESS

DIRECTORS: NAME BUSINESS ADDRESS

STOCK: NUMBER OF SHARES AUTHORIZED TO BE ISSUED CLASS

Signed in the name of the foreign corporation by:

(signature) _____ (date) _____ (telephone number (optional))

(printed name) _____ (title) ***(see Instructions for examples of acceptable titles)***

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.

INSTRUCTIONS TO FORM SCC759/921

The application is a Commission-prescribed form that must be filed with the Commission by a foreign corporation in order to obtain a certificate of authority to transact business in Virginia. It must be completed in the English language, typewritten or printed in black, legible and reproducible, and presented on uniformly white, opaque paper, free of visible watermarks and background logos. See §§ 13.1-604 and 13.1-804 of the Code of Virginia. Visit www.scc.virginia.gov/clk/for_corp.aspx to complete a pdf-fillable version.

STEP 1: Obtain a **certified or otherwise authenticated copy** of the corporation's articles of incorporation or other constituent documents, and all amendments and corrections thereto, filed in the foreign corporation's state or other jurisdiction of incorporation, and authenticated within the past 12 months by the Secretary of State or other public official having custody of corporate records. The certificate of the public custodian of corporate records must indicate that each document is a "**true and correct copy**" of the official records, or words to that effect. **These certified documents must be submitted with the application.** See §§ 13.1-759 and 13.1-921 of the Code of Virginia. (Note: A certificate of existence, fact, or good standing is not sufficient, acceptable, or needed.)

Name: Set forth the name of the corporation exactly as it appears in its articles of incorporation or other constituent documents, as amended, without alteration or abbreviation.

If the corporation is a stock corporation and its name does not contain the word corporation, incorporated, company or limited, or the abbreviation corp., inc., co. or ltd., it must adopt a designated name for use in Virginia that adds one of the foregoing words or abbreviations to its name.

The corporation's name must be distinguishable upon the records of the Commission, or it must adopt a designated name for use in Virginia that is distinguishable upon the records of the Commission. See §§ 13.1-762 and 13.1-924 of the Code of Virginia. To check the availability of a corporate name or a designated name, visit <https://scctfile.scc.virginia.gov/NameAvailability> or contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551. Do not set forth a designated name unless one is required.

For additional information regarding name availability, visit www.scc.virginia.gov/clk/befaq/name.aspx.

Period of duration: Set forth the date on which the corporation's existence is set to expire or indicate that its existence is "perpetual."

Prior registration: If the corporation was previously authorized or registered to transact business in Virginia as a foreign corporation, limited liability company, business trust, limited partnership or registered limited liability partnership, with respect to every such prior authorization or registration, set forth **on an attachment** the name of the entity, the entity's type, the state or other jurisdiction of incorporation, organization or formation, and the identification number that was issued to the entity by the Commission.

The **principal office** is the office where the principal executive offices of the corporation are located or, if there is no such office, the office in or out of this Commonwealth so designated by the board of directors. The address of the principal office must include a street address. See §§ 13.1-603 and 13.1-803 of the Code of Virginia.

The corporation may not serve as its own **registered agent**. The corporation may have only one registered agent in Virginia.

The **registered office** must be identical to the business office of the registered agent, and the address of the registered office must include a street and number if one is associated with the registered office's location. See §§ 13.1-763 and 13.1-925 of the Code of Virginia. A rural route and box number may only be used if no street address is associated with the registered office's location. Set forth the name of the county or independent city in which the registered office is physically located. When the registered office address lists a town, the application needs to list the county in which the town is located.

Officers: Include the names, titles and complete business addresses of all officers of the corporation. Use an attachment if needed.

Directors: Include the names and business addresses of all directors. Use an attachment if needed. If the corporation does not have any directors and none are required under the laws of the state or other jurisdiction of its incorporation, write **NONE**. The trustees of a nonstock corporation, by whatever name they are called, are to be listed as directors. *If an individual is both an officer and a director of the corporation, he should be listed in both the Officers and the Directors sections of the application.*

Stock: Set forth the number of shares the corporation is **authorized** to issue, itemized by class. (This information needs to match what is set forth in the corporation's articles. It is not the number of shares that have actually been issued.). Use an attachment if needed. See § 13.1-759 of the Code of Virginia. A nonstock corporation should write "None" in this section of the application.

Signature: The application must be signed by the chairman or any vice-chairman of the corporation's board of directors, the president, or any officer who is authorized to act on behalf of the corporation. See §§ 13.1-604 and 13.1-804 of the Code of Virginia.

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.

Submit the signed application and the original certified copy of the corporation's articles of incorporation, as amended, to Office of the Clerk, State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), with a check for the entrance and filing fees, payable to State Corporation Commission. **DO NOT SEND CASH.** If you have any questions, contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Stock corporations: Entrance fee: 1,000,000 or fewer authorized shares - \$50 for each 25,000 shares or fraction thereof; more than 1 million shares - \$2,500. Filing fee: \$25. See §§ 13.1-615.1 and 13.1-616 of the Code of Virginia.

Nonstock corporations: \$75 total (\$50 entrance fee plus \$25 filing fee). See §§ 13.1-815.1 and 13.1-816 of the Code of Virginia.

Note: If the articles of the corporation provide that its sole and specific purpose is to render a "professional service," as that term is defined in § 13.1-543 of the Code of Virginia (i.e., a **professional corporation**), set forth on an attachment the name and address of each shareholder of the corporation who will be providing the professional service in Virginia and whether those shareholders are duly licensed or otherwise legally qualified to perform the professional service in Virginia. See § 13.1-544.2 of the Code of Virginia.



(03/08)

**CHARTER FEE / ENTRANCE FEE SCHEDULE FOR
DOMESTIC AND FOREIGN CORPORATIONS**

FEE FORMULA

Stock Corporations

Charter/Entrance Fee

(Section 13.1-615.1 of the Code of Virginia)
(See chart below.)

- 1,000,000 or fewer authorized shares in articles of incorporation, as amended: \$50 for each 25,000 shares or fraction thereof
- more than 1,000,000 authorized shares: \$2,500

Filing Fee

(Section 13.1-616 of the Code of Virginia)

- \$25

Nonstock Corporations

(Sections 13.1-815.1 and
13.1-816 of the Code of Virginia)

- \$75 (\$50 charter/entrance fee + \$25 filing fee)

CHARTER FEE / ENTRANCE FEE SCHEDULE – STOCK CORPORATION

| <u>Authorized shares</u> | <u>Total fees*</u> | <u>Authorized shares</u> | <u>Total fees*</u> |
|--------------------------|--------------------|--------------------------|--------------------|
| 1 - 25,000 | \$ 75 | 500,001 - 525,000 | \$1,075 |
| 25,001 - 50,000 | 125 | 525,001 - 550,000 | 1,125 |
| 50,001 - 75,000 | 175 | 550,001 - 575,000 | 1,175 |
| 75,001 - 100,000 | 225 | 575,001 - 600,000 | 1,225 |
| 100,001 - 125,000 | 275 | 600,001 - 625,000 | 1,275 |
| 125,001 - 150,000 | 325 | 625,001 - 650,000 | 1,325 |
| 150,001 - 175,000 | 375 | 650,001 - 675,000 | 1,375 |
| 175,001 - 200,000 | 425 | 675,001 - 700,000 | 1,425 |
| 200,001 - 225,000 | 475 | 700,001 - 725,000 | 1,475 |
| 225,001 - 250,000 | 525 | 725,001 - 750,000 | 1,525 |
| 250,001 - 275,000 | 575 | 750,001 - 775,000 | 1,575 |
| 275,001 - 300,000 | 625 | 775,001 - 800,000 | 1,625 |
| 300,001 - 325,000 | 675 | 800,001 - 825,000 | 1,675 |
| 325,001 - 350,000 | 725 | 825,001 - 850,000 | 1,725 |
| 350,001 - 375,000 | 775 | 850,001 - 875,000 | 1,775 |
| 375,001 - 400,000 | 825 | 875,001 - 900,000 | 1,825 |
| 400,001 - 425,000 | 875 | 900,001 - 925,000 | 1,875 |
| 425,001 - 450,000 | 925 | 925,001 - 950,000 | 1,925 |
| 450,001 - 475,000 | 975 | 950,001 - 975,000 | 1,975 |
| 475,001 - 500,000 | 1,025 | 975,001 - 1,000,000 | 2,025 |

More than 1,000,000 authorized shares: \$2,525

* includes \$25 filing fee