



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

SCC619  
(09/15)

ARTICLES OF INCORPORATION  
OF A VIRGINIA STOCK CORPORATION

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, state(s) as follows:

1. The name of the corporation is

\_\_\_\_\_.

2. The corporation is authorized to issue \_\_\_\_\_ share(s) of common stock.

3. A. The name of the corporation's initial registered agent is

\_\_\_\_\_.

B. The corporation's initial registered agent is (mark appropriate box):

|  |           |  |
|--|-----------|--|
| an <u>individual</u> who is a resident of Virginia<br><b>and</b><br><input type="checkbox"/> an initial director of the corporation.<br><input type="checkbox"/> a member of the Virginia State Bar. | <b>OR</b> | <input type="checkbox"/> a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia. |
|--|-----------|--|

4. A. The corporation's initial registered office address, including the street and number (if any), which is identical to the business office of the initial registered agent, is

\_\_\_\_\_, VA \_\_\_\_\_.  
(number/street) (city or town) (zip)

B. The registered office is located in the  county or  city of \_\_\_\_\_.

5. (Optional) The corporation's principal office address, including the street and number (if any), is

\_\_\_\_\_  
(number/street) (city or town) (state) (zip)

6. The initial directors are:

**NAME(S)**

**ADDRESS(ES)**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

INCORPORATOR(S):

\_\_\_\_\_  
\_\_\_\_\_

**SIGNATURE(S)**

\_\_\_\_\_  
\_\_\_\_\_

**PRINTED NAME(S)**

Telephone number (optional): \_\_\_\_\_

**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](http://www.scc.virginia.gov/clk).

**REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.**

## NOTES

Articles of incorporation can be completed and **filed online** in real-time, or submitted in PDF format to the Clerk's Office for review and filing, by visiting our website at <https://sccfile.scc.virginia.gov/NewEntity>. (A user account is required.) This form can also be downloaded from our website at [www.scc.virginia.gov/clk/dom\\_corp.aspx](http://www.scc.virginia.gov/clk/dom_corp.aspx).

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

This form contains the minimum number of provisions required by Virginia law to be set forth in the articles of incorporation of a Virginia stock corporation. If additional provisions are desired, then the **complete** articles of incorporation, including the additional provisions, must be typewritten on 8 1/2" by 11" paper, using only one side of a page. A minimum of a 1" margin must be provided on the left, top and bottom margins of a page and 1/2" at the right margin. **The articles may not be filed with an attachment.**

## INSTRUCTIONS TO FORM SCC619

**Name:** The corporate name must contain the word "corporation," "incorporated," "company" or "limited"; or the abbreviation "corp.," "inc.," "co." or "ltd." The name of the corporation may not imply that it will conduct business as a bank, trust company, insurance company or public service company unless it proposes in fact to engage in such special kind of business. The proposed name must be distinguishable upon the records of the Commission. See § 13.1-630 of the Code of Virginia. To check the availability of a corporate name, contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at 1-866-722-2551, or visit <https://sccfile.scc.virginia.gov/NameAvailability>.

**Shares:** List the total number of shares of stock that the corporation is authorized to issue. (**Note:** the charter fee and annual registration fee are based on the number of authorized shares). If more than one class or series of shares is to be authorized, the articles must set forth the number of authorized shares of each class or series, assign a distinguishing designation to each class or series (e.g., common, preferred, etc.), and set forth the preferences, rights and limitations of each class or series. See §§ 13.1-619 and 13.1-638 of the Code of Virginia.

**Registered agent:** The sole duty of the registered agent is to forward to the corporation at its last known address any process, notice or demand that is served on the registered agent, and the corporation may not serve as its own registered agent. See § 13.1-634 of the Code of Virginia. In Paragraph 3.B., check one box to indicate the qualification of the registered agent. Only an individual or entity that meets one of the qualifications may serve as the corporation's registered agent.

**Registered office:** 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 § 13.1-634 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. A post office box is only acceptable for a town that has a population of 2,000 or less if no street address or rural route and box number are associated with the registered office's location. In Paragraph 4.B., 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.

**Principal office:** This is the office where the principal executive offices of the corporation are located or, if there are no such offices, the office in or out of Virginia so designated by the board of directors. See § 13.1-603 of the Code of Virginia. The principal office must include a street and number when the corporation has principal executive offices.

**Initial directors:** If the registered agent's qualification in Paragraph 3.B is as an initial director, then the names and addresses of all initial directors must be set forth in the articles of incorporation. A corporation can have directors immediately upon formation **only** if they are named in the articles.

**Incorporator(s):** The articles must be signed by one or more incorporators and the printed name of the incorporator must be set forth next to each signature. See § 13.1-604 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 of the Code of Virginia.***

Submit the signed articles to State Corporation Commission, Office of the Clerk, P. O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 E. Main Street, Tyler Building, 1<sup>st</sup> floor, Richmond, Virginia 23219), along with a check for the total of the charter and filing fees, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

**Charter 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.