



SCC619
(10/11)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

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 number of shares authorized to be issued by the corporation is _____.

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

_____.

B. The initial registered agent is **(mark appropriate box)**:

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

an initial director of the corporation.

a member of the Virginia State Bar.

OR

(2) 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. The initial directors are:

NAME(S)

ADDRESS(ES)

6. INCORPORATOR(S):

SIGNATURE(S)

PRINTED NAME(S)

Telephone number (optional): _____

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public

SEE INSTRUCTIONS ON THE REVERSE

NOTES

Articles of incorporation can be completed and **filed online**, or submitted in PDF format to the Clerk's Office for review and filing, by visiting our website at <https://sccefile.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.

The articles must be in the English language, typewritten or printed in black, legible and reproducible.

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 white, opaque paper, 8 1/2" by 11" in size, using only one side of a page, and be free of visible watermarks and background logos. 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. **This form 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 our website at <https://sccefile.scc.virginia.gov/NameAvailability>.

Shares: List the total number of shares 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 and a distinguishing designation for 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: Paragraph 3.A. Provide the name of the registered agent. The corporation may not serve as its own registered agent. See §§ 13.1-619 and 13.1-634 of the Code of Virginia.

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. 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. See § 13.1-634 of the Code of Virginia.

Registered office: Paragraph 4.A. The location of the registered office must be identical to the business office of the registered agent. See § 13.1-634 of the Code of Virginia. The address of the registered office must include a street address. 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 towns/cities that have 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.

Paragraph 4.B. Provide the name of the county or independent city where the registered office is physically located. Counties and independent cities in Virginia are separate local jurisdictions. See §§ 13.1-619 and 13.1-634 of the Code of Virginia.

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 original, signed articles to the Clerk of the State Corporation Commission, P. O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 E. Main Street, Tyler Building, 1st 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.