

Commonwealth of Virginia Corporate Codes

"Foreign nonstock corporation" has the same meaning as "foreign corporation" as specified in § [13.1-803](#).

§ [13.1-613](#). Unlawful to transact or offer to transact business as a corporation unless authorized.

It shall be unlawful for any person to transact business in this Commonwealth as a corporation or to offer or advertise to transact business in this Commonwealth as a corporation unless the alleged corporation is either a domestic corporation or a foreign corporation authorized to transact business in this Commonwealth. Any person who violates this section shall be guilty of a Class 1 misdemeanor. (Code 1950, § 13.1-135; 1958, c. 565; 1981, c. 320; 1985, c. 522.)

§ [13.1-778](#). Application to existing corporations.

Unless otherwise provided, the provisions of this chapter shall apply to all domestic and foreign corporations existing at the time this chapter takes effect and their shareholders. The charter of every corporation heretofore or hereafter organized in this Commonwealth shall be subject to the provisions of this chapter. In the case of foreign corporations, the certificate of authority to transact business in this Commonwealth issued by the Commission under any prior act of this Commonwealth shall continue in effect subject to the provisions hereof. (Code 1950, § 13.1-128; 1956, c. 428; 1959, Ex. Sess., c. 57; 1975, c. 500; 1985, c. 522.)

§ [13.1-801](#). Short title.

This chapter shall be known as the Virginia Nonstock Corporation Act or the "Act."
(Code 1950, § [13.1-201](#); 1956, c. 428; 1985, c. 522; 2007, c. 925.)

§ [13.1-919](#). Authority to transact business required.

A. A foreign corporation may not transact business in the Commonwealth until it obtains a certificate of authority from the Commission.

B. The following activities, among others, do not constitute transacting business within the meaning of subsection A:

1. Maintaining, defending, or settling any proceeding;
2. Holding meetings of the board of directors or members or carrying on other activities concerning internal corporate affairs;
3. Maintaining bank accounts;
4. Selling through independent contractors;
5. Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside the Commonwealth before they become contracts;
6. Creating or acquiring indebtedness, deeds of trust, and security interests in real or personal property;
7. Securing or collecting debts or enforcing deeds of trust and security interests in property securing the debts;
8. Owning, without more, real or personal property;
9. Conducting an isolated transaction that is completed within 30 days and that is not one in the course of repeated transactions of a like nature;
10. For a period of less than 90 consecutive days, producing, directing, filming, crewing or acting in motion picture feature films, television series or commercials, or promotional films which are sent outside of the Commonwealth for processing, editing, marketing and distribution; or
11. Serving, without more, as a general partner of or as a partner in a partnership that is a general partner of a domestic or foreign limited partnership that does not otherwise transact business in the Commonwealth.

C. The list of activities in subsection B is not exhaustive.

(Code 1950, §§ 13.1-265 to 13.1-265.2; 1956, c. 428; 1962, c. 239; 1980, c. 630; 1985, c. 522; 2007, c. 925.)

§ [13.1-923](#). Effect of certificate of authority.

A. A certificate of authority authorizes the foreign corporation to which it is issued to transact business in the Commonwealth, subject, however, to the right of the Commonwealth to revoke the certificate as provided in this Act.

B. A foreign corporation holding a valid certificate of authority shall have no greater rights and privileges than a domestic corporation. The certificate of authority shall not be deemed to authorize it to exercise any of its corporate powers or purposes that a foreign corporation is forbidden by law to exercise in the Commonwealth.

C. This Act does not authorize the Commonwealth to regulate the organization or internal affairs of a foreign corporation authorized to transact business in the Commonwealth. (Code 1950, §§ 13.1-266, 13.1-271; 1956, c. 428; 1985, c. 522; 2007, c. 925.)

§ [13.1-924](#). Corporate name of foreign corporation.

A. No certificate of authority shall be issued to a foreign corporation unless the corporate name of such corporation:

1. Shall not contain any word or phrase that indicates or implies that it is organized for the purpose of conducting any business other than a business that it is authorized to conduct.
2. Except as authorized by subsection C, shall be distinguishable upon the records of the Commission from:

- a. The name of any corporation, whether issuing shares or not issuing shares, existing under the laws of the Commonwealth or authorized to transact business in the Commonwealth;
 - b. A corporate name reserved or registered under § [13.1-631](#), [13.1-632](#), [13.1-830](#) or [13.1-831](#);
 - c. The designated name adopted by a foreign corporation, whether issuing shares or not issuing shares, because its real name is unavailable for use in the Commonwealth;
 - d. The name of a domestic limited liability company or a foreign limited liability company registered to transact business in the Commonwealth;
 - e. A limited liability company name reserved under § [13.1-1013](#);
 - f. The designated name adopted by a foreign limited liability company because its real name is unavailable for use in the Commonwealth;
 - g. The name of a domestic business trust or a foreign business trust registered to transact business in the Commonwealth;
 - h. A business trust name reserved under § [13.1-1215](#);
 - i. The designated name adopted by a foreign business trust because its real name is unavailable for use in the Commonwealth;
 - j. The name of a domestic limited partnership or a foreign limited partnership registered to transact business in the Commonwealth;
 - k. A limited partnership name reserved under § [50-73.3](#); and
 - l. The designated name adopted by a foreign limited partnership because its real name is unavailable for use in the Commonwealth.
- B. If the corporate name of a foreign corporation does not satisfy the requirements of subsection A, to obtain or maintain a certificate of authority to transact business in the Commonwealth, if its real name is unavailable, the foreign corporation may use a designated name that is available if it informs the Commission of the designated name.
- C. A foreign corporation may apply to the Commission for authorization to use in the Commonwealth the name of another corporation, incorporated or authorized to transact business in the Commonwealth, that is not distinguishable upon its records from the name applied for. The Commission shall authorize use of the name applied for if the other entity consents to the use in writing and submits an undertaking in form satisfactory to the Commission to change its name to a name that is distinguishable upon the records of the Commission from the name of the applying corporation.
- D. If a foreign corporation authorized to transact business in the Commonwealth changes its corporate name to one that does not satisfy the requirements of this section, it may not transact business in the Commonwealth under the changed name until it adopts a name satisfying the requirements of this section and obtains an amended certificate of authority under § [13.1-922](#).
- E. The Commission, in determining whether a corporate name is distinguishable upon its records from the name of any of the business entities listed in subdivision A 2, shall not consider any word, phrase, abbreviation, or designation required or permitted under § [13.1-544.1](#), subsection A of § [13.1-630](#), subsection A of § [13.1-1012](#), § [13.1-1104](#), subdivision 1 of § [50-73.2](#), and subdivision A 2 of § [50-73.78](#) to be contained in the name of a business entity formed or organized under the laws of the Commonwealth or authorized or registered to transact business in the Commonwealth. (Code 1950, §§ 13.1-267, 13.1-268, 13.1-277; 1956, c. 428; 1975, c. 500; 1985, c. 522; 1986, cc. 232, 571; 2003, c. 592; 2005, c. 379; 2007, c. 925.)

§ [13.1-931](#). Revocation of certificate of authority by Commission.

- A. The certificate of authority to transact business in the Commonwealth of any foreign corporation may be revoked by order of the Commission when it finds that the corporation:
- 1. Has continued to exceed the authority conferred upon it by law;
 - 2. Has failed to maintain a registered office or a registered agent in the Commonwealth as required by law;
 - 3. Has failed to file any document required by this Act to be filed with the Commission; or
 - 4. No longer exists under the laws of the state or country of its incorporation.
- B. Before entering any such order the Commission shall issue a rule against the corporation giving it an opportunity to be heard and show cause why such an order should not be entered. The Commission may issue the rule on its own motion or on motion of the Attorney General.
- C. The authority of a foreign corporation to transact business in the Commonwealth ceases on the date shown on the order revoking its certificate of authority.
- D. The Commission's revocation of a foreign corporation's certificate of authority appoints the clerk of the Commission the foreign corporation's agent for service of process in any proceeding based on a cause of action arising during the time the foreign corporation was authorized to transact business in the Commonwealth. Service of process on the clerk of the Commission under this subsection is service on the foreign corporation and shall be made on the clerk in accordance with § [12.1-19.1](#).
- E. Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the corporation. (Code 1950, § 13.1-280; 1956, c. 428; 1958, c. 506; 1985, c. 522; 1991, c. 672; 1995, c. 76; 2007, c. 925.)

§ [13.1-931.1](#). Reentry of foreign corporation whose certificate of authority has been surrendered or revoked.

A foreign corporation whose certificate of authority issued by the Commission has been surrendered or revoked may apply to the Commission for reentry within five years thereafter unless the certificate of authority was revoked by order of the Commission upon a finding that the corporation has continued to exceed or abuse the authority conferred upon it by law. The Commission shall enter an order reentering the certificate of authority upon receiving an annual report, together with payment of a reentry fee of \$10 plus all registration fees and penalties that were due before the certificate of authority was surrendered or revoked and that would have become due thereafter if the corporation had not had its certificate of authority surrendered or revoked. The application for reentry may be by letter signed by an officer or director of the corporation. A corporation need not refile a copy of its charter or any amendment thereof that is then on file in the office of the clerk of the Commission. After the authority of a foreign corporation to transact business in the Commonwealth has been surrendered or revoked, the clerk shall retain in the files of his office the charter and amendments thereto filed by the corporation and its original application for authority to transact business for a period of five years. A duly authenticated copy of any amendments made to the articles of incorporation by a foreign corporation and any mergers entered into by a foreign corporation from the date of surrender or revocation of its certificate of authority to the date of application for reentry shall be filed with the application for reentry. If the name of a foreign corporation, whose certificate of authority issued by the Commission has been surrendered or revoked, is not distinguishable upon the records of the Commission at the time application is made for reentry, such foreign corporation shall adopt a designated name for use in the Commonwealth that is distinguishable upon the records of the Commission. Upon compliance with the provisions of this section the Commission shall enter an order reentering the certificate of authority to do business in the Commonwealth. (1987, c. 431; 1988, c. 405; 2004, c. 274; 2007, c. 925.)

§ [13.1-932](#). Corporate records.

A. A corporation shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or board of directors without a meeting, and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation.

B. A corporation shall maintain appropriate accounting records.

C. A corporation or its agent shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, if any.

D. A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

E. A corporation shall keep a copy of the following records:

1. Its articles or restated articles of incorporation, all amendments to them currently in effect, and any notices to members referred to in subdivision L 5 of § [13.1-804](#) regarding facts on which a filed document is dependent;

2. Its bylaws or restated bylaws and all amendments to them currently in effect;

3. Resolutions adopted by its board of directors creating one or more classes of members, and fixing their relative rights, preferences, and limitations;

4. The minutes of all members' meetings, and records of all action taken by members without a meeting, for the past three years;

5. All written communications to members generally within the past three years;

6. A list of the names and business addresses of its current directors and officers; and

7. Its most recent annual report delivered to the Commission under § [13.1-936](#).

(Code 1950, § 13.1-228; 1956, c. 428; 1975, c. 500; 1985, c. 522; 2007, c. 925.)

§ [13.1-933](#). Inspection of records by members.

A. Subject to subsection C of § [13.1-934](#), a member of a corporation is entitled to inspect and copy, during regular business hours at the corporation's principal office, any of the records of the corporation described in subsection E of § [13.1-932](#) if he gives the corporation written notice of his demand at least five business days before the date on which he wishes to inspect and copy.

B. A member of a corporation is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation if the member meets the requirements of subsection C and gives the corporation written notice of his demand at least five business days before the date on which he wishes to inspect and copy:

1. Excerpts from minutes of any meeting of the board of directors, records of any action of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members or board of directors without a meeting, to the extent not subject to inspection under subsection A;

2. Accounting records of the corporation; and

3. The record of members.

C. A member may inspect and copy the records identified in subsection B only if:

1. He has been a member of record for at least six months immediately preceding his demand;

2. His demand is made in good faith and for a proper purpose;

3. He describes with reasonable particularity his purpose and the records that he desires to inspect; and

4. The records are directly connected with his purpose.

D. The right of inspection granted by this section may not be abolished or limited by a corporation's articles of incorporation or bylaws.

E. This section does not affect:

1. The right of a member to inspect records if the member is in litigation with the corporation, to the same extent as any other litigant; or
2. The power of a court, independently of this Act, to compel the production of corporate records for examination. (1985, c. 522; 2007, c. 925.)

§ [13.1-937](#). Application to existing corporations.

Unless otherwise provided, the provisions of this chapter shall apply to all domestic and foreign corporations existing at the time this chapter takes effect and their members. The charter of every corporation heretofore or hereafter organized in this Commonwealth shall be subject to the provisions of this chapter. In the case of foreign corporations, the certificate of authority to transact business in this Commonwealth issued by the Commission under any prior act of this Commonwealth shall continue in effect subject to the provisions hereof. (Code 1950, §§ 13.1-203, 13.1-290, 13.1-290.1; 1956, c. 428; 1966, c. 387; 1975, c. 500; 1985, c. 522.)

§ [13.1-936](#). Annual report of domestic and foreign corporations.

A. Each domestic corporation, and each foreign corporation authorized to transact business in the Commonwealth, shall file, within the time prescribed by this section, an annual report setting forth:

1. The name of the corporation, the address of its principal office and the state or country under whose laws it is incorporated;
2. The address of the registered office of the corporation in the Commonwealth, including both (i) the post-office address with street and number, if any, and (ii) the name of the county or city in which it is located, and the name of its registered agent in the Commonwealth at such address; and
3. The names and post-office addresses of the directors and the principal officers of the corporation.

B. The report shall be made on forms furnished by the Commission, and shall supply the information as of the date of the report.

C. Except as otherwise provided in this subsection, the annual report of a domestic or foreign corporation shall be filed with the Commission by the last day of the twelfth month next succeeding the date it was incorporated or authorized to transact business in the Commonwealth, and by such date in each year thereafter. The report shall be filed no earlier than three months prior to its due date each year. If the report appears to be incomplete or inaccurate, the Commission shall return it for correction or explanation. Otherwise the Commission shall file it in the clerk's office. At the discretion of the Commission the annual report due date for a corporation may be extended, on a monthly basis for a period of not less than one month nor more than 11 months, at the request of its registered agent of record or as may be necessary to distribute annual report due dates of corporations as equally as practicable throughout the year on a monthly basis. (Code 1950, §§ 13-9, 13-11, 13-32, 13-213, 13.1-282, 13.1-283; 1956, c. 428; 1958, c. 418; 1975, c. 500; 1981, c. 523; 1985, c. 522; 1987, c. 2; 1997, c. 216; 2007, c. 925.)

§ [13.1-932](#). Corporate records.

A. A corporation shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or board of directors without a meeting, and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation.

B. A corporation shall maintain appropriate accounting records.

C. A corporation or its agent shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, if any.

D. A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

E. A corporation shall keep a copy of the following records:

1. Its articles or restated articles of incorporation, all amendments to them currently in effect, and any notices to members referred to in subdivision L 5 of § [13.1-804](#) regarding facts on which a filed document is dependent;
2. Its bylaws or restated bylaws and all amendments to them currently in effect;
3. Resolutions adopted by its board of directors creating one or more classes of members, and fixing their relative rights, preferences, and limitations;
4. The minutes of all members' meetings, and records of all action taken by members without a meeting, for the past three years;
5. All written communications to members generally within the past three years;
6. A list of the names and business addresses of its current directors and officers; and
7. Its most recent annual report delivered to the Commission under § [13.1-936](#).

(Code 1950, § 13.1-228; 1956, c. 428; 1975, c. 500; 1985, c. 522; 2007, c. 925.)