



Commonwealth of Virginia
State Corporation Commission

Office of the Clerk

Presentation to the Virginia
Association of Local Tax Auditors
August 10, 2012

The Role of the Clerk's Office

“Subject to such requirements as may be prescribed by law, the Commission shall be the department of government through which shall be issued all charters, and amendments or extensions thereof, of domestic corporations and all licenses of foreign corporations to do business in this Commonwealth. Except as otherwise provided by law, the Commission shall be charged with the duty of administering the laws made for the regulation and control of corporations doing business within the Commonwealth.”

Documents Filed in the Clerk's Office

- Corporations: Domestic
 - Name Reservations
 - Articles of Incorporation
 - Articles of Correction
 - Articles of Amendment
 - Articles of Merger/Share Exchange
 - Articles of Entity Conversion
 - Articles of Dissolution
 - Articles of Termination
 - Articles of Surrender
 - Annual Reports
 - Registered Agent/Registered Office Changes
 - Authenticated Copy of an Assumed/Fictitious Name Filing in a Virginia Circuit Court for a Corporation



Documents Filed in the Clerk's Office

- Corporations: Foreign
 - Name Reservations
 - Name Registrations
 - Application for a Certificate of Authority to Transact Business in Virginia (along with a certified copy of the charter documents from the home state)
 - Applications for an Amended Certificate of Authority
 - Certified copies of Articles of Amendment filed in the home state
 - Certified copies of Articles of Merger/Share Exchange filed in the home state
 - Articles of Conversion or Domestication
 - Applications for Withdrawal
 - Annual Reports
 - Registered Agent/Registered Office Changes
 - Authenticated Copy of an Assumed/Fictitious Name Filing in a Virginia Circuit Court for a Corporation

Documents Filed in the Clerk's Office

- Limited Liability Companies: Domestic
 - Name Reservations
 - Articles of Organization
 - Articles of Correction
 - Articles of Amendment
 - Articles of Merger
 - Articles of Conversion
 - Articles of Surrender
 - Principal Office Address Change Forms
 - Registered Agent/Registered Office Change Forms
 - Authenticated Copy of an Assumed/Fictitious Name Filing in a Virginia Circuit Court for a Limited Liability Company

Documents Filed in the Clerk's Office

- Limited Liability Companies: Foreign
 - Name Reservations
 - Application for a Certificate of Registration to Transact Business in Virginia as a Foreign Limited Liability Company (accompanied by a certified copy of the formation document with amendments and mergers from the home state).
 - Application for an Amended Certificate of Registration
 - Certified Copies of Articles of Amendment filed in the Home State
 - Certified Copies of Articles of Merger filed in the Home State
 - Articles of Conversion or Domestication
 - Application for a Certificate of Cancellation of a Certificate of Registration
 - Principal Office Address Change Forms
 - Registered Agent/Registered Office Change Forms
 - Authenticated Copy of an Assumed/Fictitious Name Filing in a Virginia Circuit Court for a Limited Liability Company

Documents Filed in the Clerk's Office

- Business Trusts (Domestic)
 - Name Reservations
 - Articles of Trust
 - Articles of Amendment
 - Articles of Cancellation
 - Registered Agent/Registered Office Change Forms
 - Authenticated Copy of an Assumed/Fictitious Name Filing in a Virginia Circuit Court for a Business Trust

Documents Filed in the Clerk's Office

- Business Trusts (Foreign)
 - Name Reservations
 - Application for a Certificate of Registration to Transact Business in Virginia as a Foreign Business Trust
 - Application for an Amended Certificate of Registration as a Foreign Business Trust
 - Application for a Certificate of Cancellation of a Certificate of Registration
 - Registered Agent/Registered Office Change Forms
 - Authenticated Copy of an Assumed/Fictitious Name Filing in a Virginia Circuit Court for a foreign Business Trust

Documents Filed in the Clerk's Office

- Limited Partnerships (Domestic)
 - Name Reservations
 - Certificates of Limited Partnership
 - Amendments to the Certificate of Limited Partnership
 - Certificate of Cancellation of a Virginia Limited Partnership
 - Certificate of Limited Partnership of a Virginia or Foreign Partnership Converting to a Virginia Limited Partnership
 - Registered Agent/Registered Office Changes
 - Authenticated Copy of an Assumed/Fictitious Name Filing in a Virginia Circuit Court for a Limited Partnership

Documents Filed in the Clerk's Office

- Limited Partnerships (Foreign)
 - Name Reservations
 - Application for a Certificate of Registration to Transact Business in Virginia as a Foreign Limited Partnership
 - Application for an amended Certification of Registration
 - Application for a Certificate of Cancellation of a Certificate of Registration of a Foreign Limited Partnership
 - Registered Agent/Registered Office Change forms
 - Authenticated Copy of an Assumed/Fictitious Name Filing in a Virginia Circuit Court for a Limited Partnership

Documents Filed in the Clerk's Office

- Partnerships (Domestic)
 - Name Reservations
 - Statements of Partnership Authority
 - Amendments to the Statement of Partnership Authority (or other statements)
 - Statement of Denial for a Partnership
 - Statement of Dissociation from a Partnership
 - Statement of Dissolution for a Partnership
 - Cancellation of Partnership Statement (or any other statement)
 - Renewal of a Statement of Partnership Authority

Documents Filed in the Clerk's Office

- Partnerships (Foreign)
 - Name Reservations
 - Statements of Partnership Authority
 - Amendments to the Statement of Partnership Authority (or other statements)
 - Statement of Denial for a Partnership
 - Statement of Dissociation from a Partnership
 - Statement of Dissolution for a Partnership
 - Cancellation of Partnership Statement (or any other statement)
 - Renewal of a Statement of Partnership Authority

Information Available to the Public

- The State Corporation Commission is not subject to the Virginia FOIA statute (Christian v. State Corporation Commission, 282 Va. 392, 718 S.E.2d 767 (2011)) .
- All information filed in the Clerk's Office is public information. (§ 12.1-19 A 2 of the Code of Virginia)

Information Maintained by the Clerk's Office

Corporations:	Officers
	Directors
	Registered Agent
	Registered Office
	Principal Office
	# of Authorized Shares of Stock

Limited Liability Companies:	Registered Agent
	Registered Office
	Principal Office

Information Maintained by the Clerk's Office

Business Trusts: Registered Agent
 Registered Office
 Principal Office

Limited Partnerships: Registered Agent
 Registered Office
 Principal Office
 Names of General Partners

Partnerships: Principal Office

If the Partnership has registered as a Registered Limited Liability Partnership (LLP), the Commission maintains registered agent and registered office information.

The Clerk's Information System (CIS)

- The Clerk's Information System is the system in which the Commission's official business entity records are maintained.
- The Code of Virginia requires a review of filings to ensure compliance with the Code prior to filing.
- Filing of any document does not occur until it is entered into the system, so the system operates on 'real time' and is constantly being updated.
- Submissions through eFile Express appear instantly in CIS
- Paper or pdf submissions go through a manual review process, there may be 3 – 10 business days between submission and entry into the system.



Commonwealth of Virginia State Corporation Commission

**SCC
Clerk's
Information
System**

CIS Access Home Screen

07/12/12

10:55:04

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Click on a Function:

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[Limited Partnership Inquiry Menu](#)

[Registered Limited Liability Partnership \(RLLP\)](#)

[Limited Liability Company Inquiry Menu](#)

[Business Trust Inquiry Menu](#)

[UCC Filings by Debtor/Taxpayer](#)

[Specific UCC Filing Inquiry](#)

[History Inquiries Menu](#)

[LLC History Inquiries Menu](#)

[Business Trust History Inquiries Menu](#)

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CISM0180 CORPORATE DATA INQUIRY 07/12/12 11:52:29

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CORP ID: 0483882 - 7 STATUS: 00 ACTIVE STATUS DATE: 05/23/05
CORP NAME: ORANGE CHIROPRACTIC CENTER, INC.

DATE OF CERTIFICATE: 04/30/1997 PERIOD OF DURATION: INDUSTRY CODE: 70
STATE OF INCORPORATION: VA VIRGINIA STOCK INDICATOR: S STOCK
MERGER IND: CONVERSION/DOMESTICATION IND:
GOOD STANDING IND: Y MONITOR INDICATOR:
CHARTER FEE: 50.00 MON NO: MON STATUS: MONITOR DTE:
R/A NAME: RICHARD K WILKINSON



STREET: 113 W MAIN ST AR RTN MAIL:
PO BOX 629
CITY: ORANGE STATE : VA ZIP: 22960
R/A STATUS: 4 ATTORNEY EFF. DATE: 12/30/98 LOC : 168
ACCEPTED AR#: 212 07 7832 DATE: 04/20/12 ORANGE COUNTY
CURRENT AR#: 212 07 7832 DATE: 04/20/12 STATUS: A ASSESSMENT INDICATOR: 0
YEAR FEES PENALTY INTEREST TAXES BALANCE TOTAL SHARES
12 100.00 200

CIS has changed to enhance its navigation.
Click on menu items or buttons to select and perform functions. You may also use function keys as labeled.
Function key usage varies depending on the Application Screen.
Please refer to [Function Key Documentation](#) for details.

(Screen Id:/Corp_Data_Inquiry)



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CISM1001 OFFICERS/DIRECTORS AND PRINCIPAL OFFICE 07/12/12 11:53:55

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CORPORATE ID: 0483882 7 CURRENT AR# 212-07-7832 DATE 04/20/12

CORP NAME: ORANGE CHIROPRACTIC CENTER, INC.

STREET: 325A MADISON ROAD

CITY: ORANGE STATE: VA ZIP: 22960

S C DIR REQUIRED: Y
E A OFFICERS/DIRECTORS DISPLAY FOR AR# 212-07-7832

L	T	NAME	TITLE	SIGN
B		TERRENCE WHELAN	P/S	
B		EILEEN WHELAN	VP/T	



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(Screen Id:/Corp_Officer_Director PO_Inquiry)



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LLCM3220 LLC DATA INQUIRY 07/12/12
11:56:38

LLC ID: S231469 - 0 STATUS: 00 ACTIVE STATUS DATE: 08/07/07
LLC NAME: Purple Apples, LLC

DATE OF FILING: 08/07/2007 PERIOD OF DURATION: INDUSTRY CODE: 00
STATE OF FILING: VA VIRGINIA MERGER INDICATOR:

CONVERSION/DOMESTICATION INDICATOR:

PRINCIPAL OFFICE ADDRESS

STREET: 910 LINCOLN AVE

CITY: FALLS CHURCH STATE: VA ZIP: 22046-0000

REGISTERED AGENT INFORMATION

R/A NAME: DAVID N GOLDBERG

STREET: 10427 NORTH ST STE 200

RTN MAIL:

CITY: FAIRFAX STATE: VA ZIP: 22030-0000

R/A STATUS: 4 MEMBER OF VSB EFF DATE: 11/18/10 LOC: 303 FAIRFAX CITY (F

YEAR	FEE	PENALTY	INTEREST	BALANCE
12	50.00			50.00

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(Screen Id:LLC_Data_Inquiry)



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WEB#157 CIS 07/12/12
VBTM3220 BT DATA INQUIRY 11:59:13
BT ID: B000170 - 3 STATUS: 00 ACTIVE STATUS DATE: 01/11/08
BT NAME: Ruddy Oak Estate Trust

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DATE OF FILING: 01/11/2008 PERIOD OF DURATION: INDUSTRY CODE: 00
STATE OF FILING: VA VIRGINIA MERGER INDICATOR:
CONVERSION INDICATOR:

PRINCIPAL OFFICE ADDRESS

STREET: 5233 PRINCESS ANNE RD

CITY: VIRGINIA BEACH STATE: VA ZIP: 23462-0000

REGISTERED AGENT INFORMATION

R/A NAME: EDWARD F HALLORAN

STREET: 5233 PRINCESS ANNE RD STE A

RTN MAIL:

CITY: VIRGINIA BEACH STATE: VA ZIP: 23462-0000

R/A STATUS: 4 MEMBER OF VIRGI EFF DATE: 01/11/08 LOC: 228 VIRGINIA BEACH

YEAR	FEE	PENALTY	INTEREST	BALANCE
12	50.00			50.00

CIS has changed to enhance its navigation.
Click on menu items or buttons to select and perform functions. You may also use function keys as labeled.
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(Screen Id:/BT_Data_Inquiry)



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CISM3220 LIMITED PARTNERSHIP DATA INQUIRY 07/12/12
12:00:58

L/P ID: L015150 - 8 STATUS: 00 ACTIVE STATUS DATE: 09/19/06
L/P NAME: ROGERS FAMILY LIMITED PARTNERSHIP, MICHAEL T.

DATE OF FILING: 08/13/1998 PERIOD OF DURATION: 12/31/2045 INDUSTRY CODE:
STATE OF FILING: VA VIRGINIA MERGER INDICATOR:
LLP-EFF-DTE: LLP-CONT-DTE: LLP-EXP-DTE:
P R I N C I P A L O F F I C E A D D R E S S LLP-STATUS: N
STREET: 222 CENTRAL PARK AVE STE 1700

CITY: VIRGINIA BEACH STATE: VA ZIP: 23462-0000

REGISTERED AGENT INFORMATION

R/A NAME: JOSEPH A DI JULIO

STREET: WILLIAMS MULLEN RTN MAIL:
222 CENTRAL PARK AVE STE 1700

CITY: VIRGINIA BEACH STATE: VA ZIP: 23462-3035

R/A STATUS: 4 MEMBER OF VIRGI EFF DATE: 06/20/03 LOC: 228 VIRGINIA BEACH

YEAR	FEE	PENALTY	INTEREST	BALANCE
12	50.00			50.00

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Business Entities

UCC or Tax Liens

Court Services

Additional Services

New Business Formation

Form a new Virginia corporation or limited liability company.

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Existing Business

Pay annual registration fee.

File or submit registered agent, annual report, or other business entity filings.

Order a certificate of good standing or certificate of fact.

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UCC Financing Statement

File or submit a Financing Statement (UCC-1) or Financing Statement Amendment (UCC-3).

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The following browsers are supported: Internet Explorer 7, Internet Explorer 8, Firefox 3 and Safari 5.
Pop-up Blockers must be disabled.

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SCC eFile Business Entity Search

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This page will allow you to locate business entities and view their details. If you are logged in you will be able to complete SCC eFile actions for a selected business entity.

Enter Business Entity Name or SCC ID:

Search

[Check name distinguishability](#)

The search will look for an exact match plus any business entity names that alphabetically follow (e.g. ABC will also return ABC Contractors, Inc.).

Note: General Partnerships, including those registered for status as a Limited Liability Partnership (LLP), are not searchable on this site. For information regarding a general partnership of record with the Commission, please contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia at 1-866-722-2551.

Screen ID: e0800

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SCC eFile Business Entity Search

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This page will allow you to locate business entities and view their details. If you are logged in you will be able to complete SCC eFile actions for a selected business entity.

Enter Business Entity Name or SCC ID:

Search

[Check name distinguishability](#)

Your Search: **Confero Corp.**

Your Results: **(click on a business entity to view details or take action)**

Show entries

Filter results:

SCC ID	Business Entity Name	Entity Type	Status
07523384	CONFERO CORP.	Corporation	Active
F1400425	CONFERON GLOBAL SERVICES(ARLINGTON COUNTY)	Foreign Corporation	Fictitious name
F1400425	CONFERON, INC.	Foreign Corporation	Old name
F1234576	CONFERON INCORPORATED	Foreign Corporation	Purged
F0422966	CONFERTECH INTERNATIONAL, INC.	Foreign Corporation	Purged
S2051078	CONFERTEK LLC	Limited Liability Company	Active
04199121	CONFETTI ADVERTISING, INC.	Corporation	Active
S2584383	CONFETTI CAFFE 1 LLC	Limited Liability Company	Active
05717046	CONFETTI(CHESTERFIELD CO)	Corporation	Fictitious name
04166732	CONFETTI CLOTHING COMPANY	Corporation	Purged

Showing 1 to 10 of 85 entries

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The search will look for an exact match plus any business entity names that alphabetically follow (e.g. ABC will also return ABC Contractors, Inc.).



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Business Entities

UCC or Tax Liens

Court Services

Additional Services

Business Entity Name: Confero Corp.
SCC ID: 07523384

Show entries

Search:

Type	Date	Confirmation Number / DCN
Registered Agent Change	6/15/2012 10:38:18 PM	1206155701
Articles Of Incorporation Filing	6/11/2012 12:48:41 AM	1206115204

Showing 1 to 2 of 2 entries

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COPYWORK

- Copies of all documents filed in the Clerk's office may be obtained by contacting our office.
- \$0.50 per page + \$3.00 per document certification, if needed.
- Documents on microfilm can be viewed in our office at no charge during regular business hours.
- Documents filed in e-File can be viewed through the e-File system.

Information that the Commission Does NOT Maintain

- Ownership of stock in a corporation;
- The Commission does not file copies of shareholder agreements;
- Ownership of membership interests in a limited liability company;
- The Commission does not file copies of operating agreements;
- List of Managers of a Limited Liability Company
- Limited Partners of a Limited Partnership
- General Partnerships may but are NOT REQUIRED to make any filings with the Commission (except to obtain LLP status)
- The Commission does NOT file copies of partnership agreements for either general or limited partnerships.

Fictitious or Assumed Names

- In Virginia, fictitious or assumed names must be filed initially in the local Circuit Court.
- If a business entity uses a fictitious name, it must submit a certified copy of the Circuit Court filing to the Commission.
- Assuming the filing has been made in the Clerk's office, CIS can be searched by assumed name, which will link to the entity's true name.

DIVISION OF SECURITIES AND RETAIL FRANCHISING



MISSION

To protect consumers through the administration and enforcement of the Virginia Securities Act as well as the Virginia Retail Franchising Act.



Securities Registration

Non-exempt securities offerings are reviewed by the Division to ensure compliance with State law.

- Financial Solvency of the Issuer
- Possible Abuses by Insiders
- Accuracy of Information regarding the offering

Broker-Dealer and Agent and Investment Advisor and Representative Registration

- Register with the Division
- Pass certain examinations
- Subject to Division audit of practices

Unregistered Broker-Dealer, Investment Advisor, and Securities Investigations

Division has authority to investigate investor complaints related to fraud, unregistered broker-dealers, unregistered investment advisors, and unregistered securities.