



## Guide for Termination of Existence of a Virginia Nonstock Corporation

State Corporation Commission

The method of voluntarily terminating the existence of a Virginia nonstock corporation depends on the corporation's circumstances. Choose one of the following:

<b>1. If the corporation has commenced business, file both</b>											
<b>Articles of dissolution</b>		<b>AND</b>	<b>Articles of termination</b>								
Complete and file form <b>SCC904</b> or prepare articles that meet the requirements of § 13.1-904 of the Code of Virginia.			Complete and file form <b>SCC912</b> or prepare articles that meet the requirements of § 13.1-912 of the Code of Virginia.								
<b>Required fee:</b>	<b>Filing fee: \$10.00</b>		<b>Required fee:</b>	<b>Filing Fee: \$10.00</b>							
<b>Total required fees:</b>		<b>Total Filing Fees: \$20.00</b>									
<b>2. If the corporation has not commenced business, file</b>											
<b>Articles of termination by Initial Directors or Incorporators</b>											
A majority of the initial directors or, if there are none, the incorporators must complete and file form <b>SCC913</b> , or prepare articles that meet the requirements of § 13.1-913 of the Code of Virginia.											
<b>Required fee:</b>		<b>Filing Fee: \$10.00</b>									
<b>File Online Today</b>		<b>Paper Filing</b>									
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file articles of dissolution and/or termination of a Virginia Nonstock Corporation in real time.		Download from <a href="https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations">https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations</a> complete, print, and mail or deliver to below address:									
<b>Questions?</b> Visit the CIS help page at <a href="https://scc.virginia.gov/pages/CIS-Help">https://scc.virginia.gov/pages/CIS-Help</a> for how-to guides, answers to frequently asked questions, and helpful videos.		<table border="0"> <tr> <td><b>State Corporation Commission</b></td> <td><b>Courier Delivery Address</b></td> </tr> <tr> <td>Clerk's Office</td> <td>1300 E. Main St, 1<sup>st</sup> floor</td> </tr> <tr> <td>P.O. Box 1197</td> <td>Richmond, VA 23219</td> </tr> <tr> <td>Richmond, VA 23218-1197</td> <td></td> </tr> </table>		<b>State Corporation Commission</b>	<b>Courier Delivery Address</b>	Clerk's Office	1300 E. Main St, 1 <sup>st</sup> floor	P.O. Box 1197	Richmond, VA 23219	Richmond, VA 23218-1197	
<b>State Corporation Commission</b>	<b>Courier Delivery Address</b>										
Clerk's Office	1300 E. Main St, 1 <sup>st</sup> floor										
P.O. Box 1197	Richmond, VA 23219										
Richmond, VA 23218-1197											
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.		Include a check payable to State Corporation Commission. <b>DO NOT SEND CASH.</b>									

**NOTE:** A corporation that has wound up its affairs and ceased conducting business, without more, will continue to have legal existence. The corporation will maintain its legal existence, remain active on the Commission's records, remain liable for paying annual registration fees and be responsible for filing annual reports until a certificate of termination of corporate existence has been recorded in the Clerk's Office of the Commission (or the corporation has otherwise ceased to exist due to automatic termination, merger, etc.).

**See Forms and Instructions that follow**

**This page intentionally left blank for purposes of printing front and back copies.**

**Both forms SCC904 and SCC912 follow.**

# INSTRUCTIONS TO FORM SCC904 - ARTICLES OF DISSOLUTION OF A VIRGINIA NONSTOCK CORPORATION

<b>Filing Requirements</b>	
Pay all fees and penalties before submitting these articles to the Commission. If these articles are filed and a certificate of dissolution is issued with an effective date on or before the annual registration fee due date, payment of the registration fee for the current year is not required prior to filing the articles.	
<b>Required Fees</b>	<b>Filing fee: \$10.00</b>
<b>File Online Today</b>	<b>Paper Filing</b>
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file articles of dissolution for a Virginia Nonstock Corporation in real time.	Download from <a href="https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations">https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations</a> complete, print, and mail or deliver to below address:
<b>Questions?</b> Visit the CIS help page at <a href="https://scc.virginia.gov/pages/CIS-Help">https://scc.virginia.gov/pages/CIS-Help</a> for how-to guides, answers to frequently asked questions, and helpful videos.	<b>State Corporation Commission</b> Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	<b>Courier Delivery Address</b> 1300 E. Main St, 1 <sup>st</sup> floor Richmond, VA 23219
	Include a check payable to State Corporation Commission. <b>DO NOT SEND CASH.</b>

## Specific Instructions

### Article I Name

State the exact name of the corporation as currently on file with the Commission.

### Article II Dissolution Date

State the date dissolution was authorized.

### Article III Dissolution Approval

If the corporation has no members or no members have voting rights, check the box in part **A** and go to the signature line. The vote required by law for approval is by a majority of the directors in office. If the corporation has members having voting rights, provide the information required in part **B** or **C** before going to the signature line. If the box in part **C** is checked, provide the information required in part **(2)**. The vote required by law for approval under part **C** is **MORE THAN 2/3** of all the votes cast by the members on the proposal to dissolve at a meeting at which a quorum exists, unless the board of directors required a greater vote or unless the articles of incorporation provide for a greater or lesser vote or a vote by separate voting groups, but not less than

a majority of all the votes cast by each voting group entitled to vote at a meeting at which a quorum of the voting group exists.

### Signature

The chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation must sign the articles. Include the date, printed name, title, and corporation's SCC ID number below or next to the signature. Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.

### Note

**The issuance of a certificate of dissolution by the Commission does not terminate the existence of the corporation.** The corporation must also file articles of termination of corporate existence before the Commission can issue a certificate of termination of corporate existence. Until this is done, the corporation remains dissolved but still active on Commission records and remains liable for payment of annual registration fees and for filing of annual reports.

## Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- size 8 1/2" x 11"
- no visible watermarks or background logos
- minimum 1.25" top margin and 0.75" all other sides

**Do not include Personally Identifiable Information**, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).



## Articles of Dissolution of a Virginia Nonstock Corporation

Pursuant to § 13.1-904 of the Code of Virginia, the undersigned, on behalf of the corporation set forth below, states as follows:

**Article I** The corporation's name:

\_\_\_\_\_

**Article II** The dissolution was authorized on \_\_\_\_\_  
(date)

**Article III** **(Complete either A, B, or C, below, whichever is applicable.)**

A.  The corporation's dissolution was authorized by the vote of a majority of the directors in office. Member action was not required because the corporation has no members or no members with voting rights. **(Mark box, if applicable.)**

B.  The corporation has members having voting rights and the dissolution was authorized by the unanimous consent of the members. **(Mark box, if applicable.)**

**OR**

C.  The corporation has members having voting rights and the proposed dissolution was submitted to the members by the board of directors in accordance with Title 13.1, Chapter 10 of the Code of Virginia, and the following statements apply (1, 2 & 3): **(Mark box, if applicable, and complete (2) (i) or (2) (ii).)**

(1) A quorum existed for each voting group entitled to vote separately on dissolution.

(2) Either (i) the total number of votes cast for and against dissolution by each voting group entitled to vote separately on dissolution was:

Voting group	Total votes <b>FOR</b>	Total votes <b>AGAINST</b>
_____	_____	_____

**OR** (ii) the total number of undisputed votes cast for dissolution separately by each voting group was:

Voting group	Total number of undisputed votes
_____	_____

(3) The number cast for dissolution by each voting group was sufficient for approval by that voting group.

**Signature**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Tel. # (optional)

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Email Address (optional)

\_\_\_\_\_  
Corporation's SCC ID #

\_\_\_\_\_  
Business Tel. # (optional)

\_\_\_\_\_  
Business Email Address (optional)

**Provide a name and mailing address for sending correspondence regarding the filing of this document (if left blank, correspondence will be sent to the registered agent at the registered office):**

\_\_\_\_\_  
Name

\_\_\_\_\_  
Address

**Required Fee: \$10.00**

# INSTRUCTIONS TO FORM SCC912 - ARTICLES OF TERMINATION OF EXISTENCE OF A VIRGINIA NONSTOCK CORPORATION

<b>Filing Requirements</b>	
Pay all fees and penalties before submitting these articles to the Commission. If these articles are filed and a certificate of termination is issued with an effective date on or before the annual registration fee due date, payment of the registration fee for the current year is not required.	
<b>Required Fees</b>	
<b>Filing fee: \$10.00</b>	
<b>File Online Today</b>	<b>Paper Filing</b>
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file articles of termination for a Virginia Nonstock Corporation in real time.	Download from <a href="https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations">https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations</a> complete, print, and mail or deliver to below address:
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Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. <b>DO NOT SEND CASH.</b>

## Specific Instructions

### Article I Name

State the exact name of the corporation as currently on file with the Commission.

### Article II Distribution of Assets

The corporation must rid itself of all of its assets by paying claims, liquidating dividends, or assigning to a trustee or trustees for the benefit of claimants, members, or others, in order to file these articles.

If the corporation cannot find any person entitled to a share of the assets, the corporation can pay that share to the State Treasurer as abandoned property.

### Article III Voluntary Dissolution

The corporation must have been dissolved voluntarily by filing articles of dissolution, and the dissolution must not have been revoked.

### Signature

The chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation must sign the articles. Include the date, printed name, title, and corporation's SCC ID number below or next to the signature. Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.

## Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
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# Articles of Termination of Existence of a Virginia Nonstock Corporation

Pursuant to § 13.1-912 of the Code of Virginia, the undersigned, on behalf of the corporation set forth below, states as follows:

**Article I**      The corporation's name:  
\_\_\_\_\_

**Article II**      All the assets of the corporation have been distributed.

**Article III**     The dissolution of the corporation has not been revoked.

### Signature

The person signing these articles certifies the statements in Articles II and III (and all other information placed on this form) to be true, under penalty of law.

_____ Signature	_____ Date	_____ Tel. # (optional)
_____ Printed Name	_____ Title	_____ Email Address (optional)
_____ Corporation's SCC ID #	_____ Business Tel. # (optional)	_____ Business Email Address (optional)

**Provide a name and mailing address for sending correspondence regarding the filing of this document (if left blank, correspondence will be sent to the registered agent at the registered office):**

\_\_\_\_\_  
Name

\_\_\_\_\_  
Address

**Required Fee: \$10.00**