



BUSINESS ENTITY INCORPORATION ASSISTANCE

GUIDELINES

STEPS AND PROCESSES (3/2016)

ABSTRACT

This document may be used as general guidelines for stepping through the process of incorporating a business entity.

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Legal Disclaimer:

CAF Enterprises USA Co., its principal and staff are not lawyers or versed in all aspects of state and federal laws relating to entity incorporation. The information presented in this publication and that is provided in consultation is based on general and public knowledge of federal and state guidelines as it relates to the tax codes and the processes of incorporating a business. **This document may be used as general guidelines for stepping through the process of incorporating a business entity. If you have a question pertaining to specific federal and state laws, please seek legal advice from a lawyer.** Virginia legal services Lookup: <http://www.vsb.org/vlrs/>.

Much of the information contained in this document may be found online at the Virginia State Corporation Commission or IRS website. No rights are claimed or reserved by CAF Enterprises USA Co. for any data included in this publication.

Contents

CAF Enterprises USA Support to Incorporate	3
Basis Costs*	3
Basic Information Page	4
Other Information.....	5
Process	5
Name Search	5
Fictitious name registration with State.....	5
Authenticated Copy of an Assumed/ Fictitious Name Filing in a Virginia Circuit Court for a Limited Liability Company ..	5
State Forms	5
Registered Agent.....	6
Form SS4	6
Disregarded Entity.....	6
Important LLC Tax Code Requirements:	6
Articles of Incorporation (Corp) or Operating Agreement (LLC or Partnership).....	7
Sample LLC Operating Agreement Templates	7
Good standing (for foreign entities – Out of State businesses).....	7
Open or convert checking accounts under entity name and EIN	7
Business License, as required by locality	7
Annual registration	7
Obtain Professional Insurance	8
QUESTIONS AND ANSWERS	8
<i>What letters, numbers and marks can be included in a business entity’s name?</i>	8
<i>Are any words or abbreviations required in a business entity’s name?</i>	8
<i>How does the Clerk’s Office determine if a name is distinguishable?</i>	8

<i>Can I check the distinguishability of a name before I submit a document to the Clerk's Office?</i>	8
<i>Are there any restrictions on the words that may be included in a business entity's name?</i>	9
<i>What happens when a business entity's proposed name is not distinguishable?</i>	9
<i>How can I reserve a business entity name?</i>	9
<i>Is a business entity's name protected in Virginia after it files in the Clerk's Office?</i>	9
<i>What is a fictitious name?</i>	10
<i>What are the filing requirements for use of a fictitious name in Virginia?</i>	10
<i>What is an "attested" or "certified" copy, and how is it obtained?</i>	10
<i>How much does it cost to file an attested copy of a fictitious name certificate with the Commission?</i>	10
<i>What does the Commission issue after the filing of a fictitious name certificate?</i>	10
<i>Can a sole proprietor, general partnership or business trust file a fictitious name certificate with the Commission?</i>	10
<i>What is the consequence of using a fictitious name without making the required filing(s)?</i>	11
<i>What rights to a fictitious name does a business entity receive when it files a fictitious name certificate pursuant to the Virginia statutes?</i>	11
<i>Does the filing of an attested copy of a fictitious name certificate with the Commission prevent others from making a filing with the Commission under the same name?</i>	11
<i>If a corporation, limited liability company or limited partnership files a fictitious name certificate in more than one circuit court, must it file an attested or certified copy of each filing with the Commission?</i>	11
Code of Virginia-Chapter 5. Transacting Business under Assumed Name	11
§ 59.1-69. Certificate required of person, partnership, limited liability company or corporation transacting business under assumed name.	11
§ 59.1-70. Limited partnership, limited liability company or corporation to file copy of certificate with State Corporation Commission; fee; release certificate.	12
FINAL REVIEW and CHECKLIST	12

CAF Enterprises USA Co. incorporation assistance

Basis Costs*

Registration Filings (For State Filing)

Virginia Registration	\$100.00
Business Name Registration (Fictitious Name) Filing	\$10.00 **
Notary Services	\$5.00 ***
Mailings and reviews	<u>\$5.00</u> ***
	\$120.00

Incorporation Documentation (To CAF Enterprises)

SS4 & Articles of Incorporation	\$85.00
Review Services and Mailing	\$20.00
Notary	<u>\$5.00</u> ***
	\$110.00

Estimated Total (Registration and Consultation) **\$230.00**

* In-state businesses (additional costs may apply for foreign businesses entities and Good Standing requirement)

** Required only if using an assumed Named for LLC or Sole Proprietorship. If using Individual's personal name as the business entity, then this filing and cost is not required.

*** Cost may be optional.

Basic Information Page

The following chart provides a comparison of the various business entities:

Properties	Sole Proprietor	General Partnership	C Corp	S Corp	Limited Liability Company
Formation	No state filing required	Agreement between two or more parties. No state filing required	State filing required	State filing required	State filing required
Duration of Existence	Dissolved if sole proprietor ceases doing business or dies	Dissolves upon death or withdrawal of a partner unless safeguards are specified in a partnership agreement	Perpetual	Perpetual	Dependent on the requirements imposed by the state of formation
Liability	Sole proprietor has unlimited liability	Partners have unlimited liability	Shareholders are typically not personally liable for the debts of the corporation	Shareholders are typically not personally liable for the debts of the corporation	Members are not typically liable for the debts of the LLC
Required Operations <i>Legal Mandates (Meetings - Filings)</i>	Relatively few legal requirements	Relatively few legal requirements	Board of directors, officers, annual meetings, and annual reporting required	Board of directors, officers, annual meetings, and annual reporting required	Some formal requirements but less formal than corporations
Mgmt	Sole proprietor has full control of management and operations	Typically each partner has an equal voice, unless otherwise arranged	Managed by the directors, who are elected by the shareholders	Managed by the directors, who are elected by the shareholders	Members have an operating agreement that outlines management
Taxation	Not a taxable entity. Sole proprietor pays all taxes	Taxed at the entity level. If dividends are distributed to shareholders, dividends are also taxed at the individual level	Taxed at the entity level. If dividends are distributed to shareholders, dividends are also taxed at the individual level	No tax at the entity level. Income/loss is passed through to the shareholders	If properly structured there is no tax at the entity level. Income/loss is passed through to members
Pass Through Income/Loss	Yes	Yes	No	Yes	Yes
Double Taxation	No	No	Yes, if income is distributed to shareholders in the form of dividends	No	No
Cost of Creation	None	None	State filing fee required	State filing fee required	State filing fee required
Raising Capital	Often difficult unless individual contributes funds	Contributions can be made from partners, and more partners can be added	Shares of stock are sold to raise capital	Shares of stock are sold to raise capital	Possible to sell interests, though subject to operating agreement restrictions
Transfer of Interest	No	No	Shares of stock are easily transferred	Yes, but must observe IRS regulations on who can own stock	Possibly, depending on restrictions outlined in the operating agreement

The above comparison chart is compliments of: Corporate Compliance and Filing Services.

From the internet: <http://legalentities.com/entity-comparison-chart/>; accessed 3-7-2016

Other Information

- ✓ An LLC means Limited Liability “**Company**” not “Corporation”. An LLC is instead, “organized” not incorporated. A sole-proprietor may elect an LLC designation or S-Corporation (S-Corp) status. As an S-Corp, however, the business entity is unique because of the “separate entity” distinction.
- ✓ S-Corps and C-Corps **require** annual meetings and records of minutes. Failure to maintain such so could jeopardize the “separate entity” legal status of the company (negating incorporating). If so, the owner(s) can then be treated as a Sole-proprietors subject to personal legal claims.
- ✓ S-Corp – is limited to 100 shareholders; cannot pay dividends to shareholders; have only one (1) class of stock; Owners are employees of the business and **MUST** receive reasonable wages (Form W-2); may file a conversion request to become a C-Corp.

Process

Name Search IN VIRGINIA

Owners should perform a name search for the business of other state entities’ names to ensure no other company has the name or trademark thus causing infringement claims

- Name search (VA <https://sccfile.scc.virginia.gov/NameAvailability>)

Fictitious name registration with the Commonwealth of VA for an LLC

- If the business owner wishes to do business under a name that is separate from the business owner, then he/she is required to file a fictitious name statement.
- Fictitious names usually are designated as “doing business as” or abbreviated “DBA”.
- The name must also contain the words “Limited Liability Company” or “LLC”
- SCC631 Application for Reservation or for Renewal of Reservation of a Business Entity Name with the Commonwealth of Virginia State Corporation Commission. This will reserve the name for up to 120 days. You will need to include your LLC name, address, phone number, and signature on the form and send the form in by mail.
- The form can be found on the Virginia SCC website: http://www.scc.virginia.gov/clk/dom_llc.aspx.
- The filing fee for this form is \$10.

Authenticated Copy of an Assumed/ Fictitious Name Filing in a Virginia Circuit Court for a Limited Liability Company

- The Fictitious Name Certificate is required to be completed and notarize. It is best to have this form completed by the local county clerk where the business’s headquarters will be located.
- This completed and sealed document must be sent to the VA SCC for formal recognition and registration of the assumed name.
- The filing fee for this form is \$10.
- The local courthouse may charge a \$5 Notary fee.

State Forms

- SCC631 – Fictitious Name Registration



scc631 Reserve Fictitious Name.pdf

- VA Fictitious Name Certificate (CAFe Version)



VA Fictitious Name CCR-144 -CAF -RA.pdf

Registered Agent

A registered agent (RA) must be assigned to represent the business entity. The RA must be a resident of the state where the business entity is established or have a place of business located in the state where the business that he/she is representing is located. The RA is designated to receive notices and correspondence from the Secretary of State, and other official government notifications on behalf of the business entity. These notices include but are not limited to tax forms, notices of lawsuits, as well as annual filing forms.

Form SS4

Although not required, it is recommended that business entity owners apply for a federal employer identification number with the IRS. This FEIN or EIN will be the identifier of your business for tax purposes. If your business plans to have employees (All businesses – Sole Proprietary, LLC, S-Corp-Corporation) then an EIN is required.

You may file for an EIN using the following link:
(<https://sa.www4.irs.gov/modiein/individual/index.jsp>)

Many states will also require an EIN number for state taxing and withholding purposes. Be sure you understand your state requirements.

Disregarded Entity

A disregarded entity is a business that is “separate” from its owner but which elects to be **disregarded as separate** from the business owner for federal tax purposes. Unlike other businesses (corporations, partnerships) which the federal law automatically classifies as a unique and separate entity from the owner(s) for tax purposes, a Proprietor is tied to or in “association” with his or her business by default unless the election is file to separate that association. This type of arrangement applies to a single member LLC (SMLLC) only if the owner choses to be separate from the liability aspect of the business entity. A sole proprietor who creates an LLC for the purpose of separating personal assets and liabilities from those of his or her business entity usually uses a fictitious name or “dba” and must apply for a disregarded entity classification with the IRS. This protects the assets of the owner in the event of a lawsuit. In general, only the assets of the business entity are collateral for any lawsuit filed against the LLC. A sole proprietor who files taxes using a Schedule C under his or her own name is NOT a disregard entity.

Important LLC Tax Code Requirements:

An LLC is an entity created by state statute. Depending on elections made by the LLC and the number of members, the IRS will treat an LLC either as a corporation, partnership, or as part of the owner's tax return (a "disregarded entity"). Specifically, a domestic LLC with at least two members is classified as a partnership for federal income tax purposes unless it files Form 8832 and affirmatively elects to be treated as a corporation. And an LLC with only one member is treated as an entity disregarded as separate from its owner for income tax purposes (but as a separate entity for purposes of employment tax and certain excise taxes), unless it files Form 8832 and affirmatively elects to be treated as a corporation.

In August, 2007, [final regulations \(T.D. 9356\)](#) (PDF) were issued requiring disregarded LLCs to be treated as the taxpayer for certain excise taxes accruing on or after January 1, 2008 and employment taxes accruing on or after January 1, 2009. Single-member disregarded LLCs will continue to be disregarded for other federal tax purposes.

A single-member LLC that is classified as a disregarded entity for income tax purposes is treated as a separate entity for purposes of employment tax and certain excise taxes. For wages paid after January 1, 2009, the single-member LLC is required to use its name and employer identification number (EIN) for reporting and payment of employment taxes. A single-member LLC is also required to use its name and EIN to register for excise tax activities on Form 637; pay and report excise taxes reported on Forms 720, 730, 2290, and 11-C; and claim any refunds, credits and payments on Form 8849. See the employment and excise tax returns for more information.

<https://www.irs.gov/Businesses/Small-Businesses-&-Self-Employed/Single-Member-Limited-Liability-Companies>



Articles of Incorporation (Corp), Operating or Organizing Agreement (LLC or Partnership)

The AoI and OA establishes the purpose of the business entity, who controls the operations, how gains and losses will be allocated, the managing of assets and equity, etc. Though an LLC is not formally required to have an Operating Agreement it is best practices to do so, especially if there will be more than one managing member or stockholder. The following areas are typically addressed in the AoI and OA:

- Purpose of company
- Management structure
- Duties
- Rights
- Assignments (member income/loss/capital/ transfer of assets)
- Various stock classes (if warranted)
- Decision Authority and Signatory requirement(s)

Sample LLC Operating Agreement Templates



Basic VA LLC Form 1011 OA.pdf



Northwestregister SAMPLE LLC operating agreement.pdf



Alternate SAMPLE LLC operating Agreement.pdf

Good standing (for foreign entities – Out of State businesses)

If you are a non-Virginia business entity, you are required to file a Good Standing Certificate with the State Corporation Commission prior to being authorized to do business in the Commonwealth.

The good standing letter states that your business is up to date in its filing and tax payments. Without a “good standing” status from your home state, your request to do business in the Commonwealth will be rejected.

Open or convert checking accounts under entity name and EIN

Now that you have established your entity, be sure to provide your financial institute a copy of your EIN and establish accounts under the entity itself.

Business License, as required by locality

Some townships, cities and other localities require a business entity to register its service and pay a business license fee prior to beginning services in that locality. Be sure to research your local ordinances to be familiar with such requirements. Failure to obtain a business license, if required, from your local locality can subject your business to operating penalties.

Annual registration

The State Corporation Commission as well as alternate state authorities require annual registrations and fees. These registrations may include legal registration forms to be completed providing any changes to the operation. Such changes include addition or removal of managing directors, partners, members; update so the physical address of the company’s headquarters, corrections of any prior stated information and payment of the registration fee.

Annual VA Fees: \$50 for LLC
 \$100 for entities issuing stock

Please see the following link: <https://sccefile.scc.virginia.gov/>

Obtain Professional Insurance (optional)

It is important for business owners to recognize the potential impact of lawsuits filed against a business entity and or its owners. Business owners should consider any combination of the following insurances to protect the business:

- Professional liability – insures directors who run/manage the business
- General Liability- protects the business assets and patrons or spectators from typical liability matters such as negligence, slip and fall incidents and other accidents. Auto insurance riders should be considered if you offer transport services or have a vehicle registered under your entity's name
- Workman's Comp – typically required if a business entity has employees

Please note, simply establishing a company as an S-Corp or LLC does not mean the owners are exempt from lawsuits, especially if the business entity is not effectively run and managed based on the rules, regulations, guidelines, and best practices established for the type of entity created. Such practices include annual meetings, minutes, asset ownership, segregation of costs and expenses, etc.

QUESTIONS AND ANSWERS

What letters, numbers and marks can be included in a business entity's name?

*The name of a business entity must be written in English letters or Arabic or Roman numerals. It may also include any of the following marks: periods, commas, colons, semi-colons, apostrophes, round parentheses, dashes, minus signs, plus signs, equals signs, question marks, exclamation points, and @, #, \$, %, &, and *. No other letters, numbers or marks are acceptable.*

Are any words or abbreviations required in a business entity's name?

The answer depends on the type of business entity. Here are the basics.

The name of a stock corporation must include the word "company," "corporation," "incorporated," or "limited," or the abbreviation "Co.," "Corp.," "Inc." or "Ltd."

The name of a limited liability company must include the words "limited company" or "limited liability company," or the abbreviation "LC," "L.C.," "LLC" or "L.L.C."

The name of a limited partnership must include the words "limited partnership" or the abbreviation "LP" or "L.P."

Additional options are available for a professional corporation or a professional limited liability company, and additional requirements are imposed on general partnerships and limited partnerships that register for status as a registered limited liability partnership. See the Instructions to forms [SCC544](#), [LLC1103](#) and [UPA132](#).

How does the Clerk's Office determine if a name is distinguishable?

The proposed name of a business entity must be distinguishable upon the records of the Commission maintained in the Office of the Clerk from a name that has been designated, registered or reserved for use by a business entity and the names of all active business entities, except general partnerships.

In determining whether a proposed business entity name is distinguishable, we disregard words and abbreviations that are required to be in a business entity name (such as "company," "corporation," "Inc.," "LLC," etc.), certain nondescript articles, conjunctions and prepositions (such as "the," "and," "or," "of" and "for"), and the marks identified in the answer to the first question. This renders a "core name," which must differ from the core name of all names that have been designated, registered or reserved, and the names of all active business entities of record in the Clerk's Office, excluding general partnerships.

Applying this standard, the core name of ABC, Inc. [ABC] is distinguishable from the core name of ABCs Inc. [ABCS] because of the "s." However, the core names of ABC of Virginia, Inc. and ABC Virginia Company are the same [ABCVIRGINIA] and, therefore, these entity names are not distinguishable.

Can I check the distinguishability of a name before I submit a document to the Clerk's Office?

Yes, to check the distinguishability of a proposed business entity name, visit [Name Distinguishability](#) in SCC eFile.

Are there any restrictions on the words that may be included in a business entity's name?

Yes, there are many restrictions. Some of the most common are listed below.

The name of a corporation, limited liability company or limited partnership may not include any word, abbreviation or combination of characters that states or implies that it is a different type of business entity. Under this standard, for example, the name of a limited liability company may not include the word "corporation" or "incorporated," or the designation "Corp." or "Inc."

The name of a corporation may not imply that it is or will be conducting business as a bank, trust company, insurance company, or public service company, such as a railroad, telephone company, utility, or water or sewer company, unless it will actually be engaged in such business.

No business entity's name may include the word "bank" or "trust" unless it will be engaged in the banking or trust company business, or it is clear from the context of the remaining words that it will not be engaged in such business.

No business entity's name may include the word or words "engineer," "architecture" or "land surveying," or any modification or derivation of such words, unless the entity will be lawfully engaged in such services or it is clear from the context of the remaining words that the entity will not conduct such business.

The words "United States," "national," "Federal" and "reserve" may not be included in the name of a business entity that is engaged in the banking, loan, building and loan, brokerage, factorage, insurance, indemnity, savings or trust business.

What happens when a business entity's proposed name is not distinguishable?

If the document to establish the business entity name is submitted on paper or through SCC eFile as a PDF submission, it will be rejected and returned so a new name can be chosen. SCC eFile Express, however, will not allow a new Virginia corporation or LLC to be formed with a name that is not distinguishable.

If a foreign business entity's name is not distinguishable, it will need to adopt a designated name for use in Virginia (sometimes referred to as a "For Use in Virginia" name) that is distinguishable. Also, if a foreign business entity's name does not include a word or abbreviation required for a similar Virginia entity (e.g., a corporate ending, such as "Inc."), the business entity will need to adopt a designated name that merely adds a required word or abbreviation to its true name (i.e., the true name cannot be otherwise altered).

How can I reserve a business entity name?

A person may reserve the exclusive use of an available business entity name for a period of 120 days by filing an application with the Commission, which includes paying a filing fee of \$10. The reservation can be for a Virginia or foreign business entity and may be renewed for successive periods of 120 days during the 45-day period preceding the date of a reservation's expiration. Applications for a name reservation or a renewal of a name reservation are available for the various business entities on our forms page. A foreign corporation, before it receives a certificate of authority to transact business in Virginia, may register its corporate name for a period of one year by filing an application and a certificate of good standing with the Commission and paying a filing fee of \$20. The certificate of good standing, or a document of similar import, must be issued by the custodian of corporate records in the state or other jurisdiction under whose laws the corporation is incorporated. A foreign stock corporation may also register its corporate name with a corporate designator (e.g., "Inc.") added, if one is not part of its true name. The registration can be renewed for successive one year periods during the 60-day period preceding the date of a registration's expiration. An application for a name registration or a renewal of a name registration is available for foreign corporations on [form SCC632/831](#).

Is a business entity's name protected in Virginia after it files in the Clerk's Office?

When a business entity's name is entered on the Commission's records maintained in the Clerk's Office, its name is protected to the extent that the Commission is prohibited from filing a document for another business entity (except a general partnership) whose name is indistinguishable. However, a filing in the Clerk's Office does not provide protection of a business entity's name in a commercial environment because the document is filed without regard to filings made under the Virginia Trademark and Service Mark Act or with the U.S. Patent and Trademark Office. Furthermore, filings

are made in the Clerk's Office without regard to similar names, which is often the basis for common law determinations of who has the superior right to a business name in a geographic area. The law regarding the protection of a business name is complex, and advice in this area should be obtained from an attorney.

What is a fictitious name?

A fictitious name is a name that a person (individual or business entity) uses instead of the person's true name, usually in the course of transacting or offering to transact business. It is sometimes referred to as an "assumed name" or "trade name," and it is often identified after a person's true name with the abbreviation "t/a" ("trading as"), "dba" ("doing business as"), or "aka" ("also known as").

What are the filing requirements for use of a fictitious name in Virginia?

Before a person (individual or business entity) may conduct or transact business in Virginia under a fictitious name, the person must file a certificate in the clerk's office of the circuit court of the jurisdiction in which the fictitious name is to be used. See [§ 59.1-69](#) of the Code of Virginia.

If the person is a Virginia or foreign corporation, limited liability company or limited partnership authorized to transact business in Virginia, the business entity also must obtain a copy of the certificate, duly attested by the clerk of the circuit court (sometimes referred to as a "certified copy"), and file it in the Clerk's Office of the Commission. See [§ 59.1-70](#) of the Code of Virginia.

The statutes that govern the use of a fictitious name in Virginia are [§§ 59.1-69 – 59.1-76](#) of the Code of Virginia.

What is an "attested" or "certified" copy, and how is it obtained?

The copy of a fictitious name certificate that is to be filed with the Commission must include an attestation or certification by the clerk of the circuit court that indicates it is a true copy of what has been filed with the circuit court. The attestation or certification will be a stamp added to the copy produced by the clerk that indicates the copy is a "true copy" or "a copy teste" of the original filing, and it will be signed by the clerk or a deputy clerk.

The clerk of a circuit court requires payment of a separate fee to issue an attested or certified copy of a fictitious name certificate. A business entity that knows it will need an attested or certified copy of the fictitious name certificate should request the copy and tender payment of the attestation or certification fee to the clerk at the time it submits the original fictitious name certificate to the circuit court for filing. You will need to contact the clerk of the circuit court to find out how much it costs to obtain an attested or certified copy of the fictitious name certificate.

How much does it cost to file an attested copy of a fictitious name certificate with the Commission?

The fee for filing a copy of the certificate with the Commission is \$10. Checks should be made payable to "State Corporation Commission."

What does the Commission issue after the filing of a fictitious name certificate?

Upon the filing of an attested or certified copy of a fictitious name certificate, the Commission only issues a receipt for payment of the filing fee. Upon request and payment of the requisite fee, however, the Clerk's Office will provide a Commission-certified copy of the fictitious name certificate or a certificate of fact stating that a fictitious name certificate has been filed with the Commission for a particular business entity. Contact the Clerk's Office for more information.

Can a sole proprietor, general partnership or business trust file a fictitious name certificate with the Commission?

No, but a sole proprietor is required to file a certificate in the Clerk's Office of the circuit court of the jurisdiction in which the fictitious name will be used.

What is the consequence of using a fictitious name without making the required filing(s)?

An individual or business entity that conducts or transacts business under a fictitious name without making the required filing(s) is subject to being convicted of a misdemeanor, punishable by a fine not exceeding \$2,500 or confinement in jail for not more than one year, or both. See [§ 59.1-75](#) of the Code of Virginia.

What rights to a fictitious name does a business entity receive when it files a fictitious name certificate pursuant to the Virginia statutes?

The Commission does not have authority to determine who has the right to use a fictitious name. This is a complex area of law and persons with such questions are advised to consult with an attorney.

Does the filing of an attested copy of a fictitious name certificate with the Commission prevent others from making a filing with the Commission under the same name?

No. The Commission does not have authority to reject a new business entity document or name change amendment on the ground that the prospective business entity name is in conflict with a fictitious name of record with the Commission. Furthermore, the Commission does not have the authority to reject a fictitious name certificate on the ground that the fictitious name in the certificate is in conflict with a fictitious name that is already of record with the Commission.

For information regarding the availability of a business entity name, see [Business Entity Names FAQs](#).

If a corporation, limited liability company or limited partnership files a fictitious name certificate in more than one circuit court, must it file an attested or certified copy of each filing with the Commission?

Yes.

[Code of Virginia-Chapter 5. Transacting Business under Assumed Name](#)

§ 59.1-69. Certificate required of person, partnership, limited liability company or corporation transacting business under assumed name.

A. No person, partnership, limited liability company or corporation shall conduct or transact business in this Commonwealth under any assumed or fictitious name unless such person, partnership, limited liability company or corporation shall sign and acknowledge a certificate setting forth the name under which such business is to be conducted or transacted, and the names of each person, partnership, limited liability company or corporation owning the same, with their respective post-office and residence addresses (and, (i) when the partnership or limited liability company is a foreign limited partnership or limited liability company, the date of the certificate of registration to transact business in this Commonwealth issued to it by the State Corporation Commission, or (ii) when the corporation is a foreign corporation, the date of the certificate of authority to transact business in this Commonwealth issued to it by the State Corporation Commission), and file the same in the office of the clerk of the court in which deeds are recorded in the county or city wherein the business is to be conducted.

B. No person, partnership, limited liability company or corporation shall use an assumed or fictitious name in the conduct of its business to intentionally misrepresent the geographic origin or location of any such person or entity.

Code 1950, § 59-169; 1968, c. 439; 1987, c. 702; 1995, c. [168](#); 1996, c. [904](#).

§ 59.1-70. Limited partnership, limited liability company or corporation to file copy of certificate with State Corporation Commission; fee; release certificate.

A. When business is conducted in this Commonwealth under an assumed or fictitious name by a limited partnership filing a certificate under § [50-73.11](#), by a foreign limited partnership required to register with the Commission under § [50-73.54](#), or by a limited liability company or corporation, such domestic or foreign limited partnership, limited liability company or corporation shall file in the office of the clerk of the State Corporation Commission a copy of the certificate described in § [59.1-69](#), duly attested by the clerk of the court in which the original is on file. The State Corporation Commission shall charge a ten-dollar fee for the filing of a fictitious or an assumed name.

B. When business is no longer conducted in this Commonwealth under an assumed or fictitious name by a limited partnership filing a certificate under § [50-73.11](#), by a foreign limited partnership required to register with the Commission under § [50-73.54](#), or by a limited liability company or corporation, the domestic or foreign limited partnership, limited liability company or corporation may file with the clerk of the State Corporation Commission a copy of a release certificate, duly attested by the clerk of the court in which the certificate is on file. The Commission shall charge a ten-dollar fee for the filing of such certificate.

Code 1950, § 59-170; 1968, c. 439; 1976, c. 79; 1981, c. 519; 1984, c. 771; 1987, c. 702; 1991, c. 439; 1995, c. [168](#).

FINAL REVIEW and CHECKLIST

Businesses registered with the State Corporation Commission may file a Trade Name at the local level if they are conducting business under a different name other than the name that is registered with the State Corporation Commission. If you are conducting business under the name registered with the State Corporation Commission, you are not required to file a trade name on the county level. The types of businesses registered with the State Corporation Commission are: General Partnership, Limited Partnership, Foreign Limited Partnership, Corporation or Limited Liability Company. **You are strongly encouraged to consult with an attorney concerning the protection of your business trade name. A trade name filed at the local level does not have the same status as one filed with the State Corporation Commission.**

Businesses registered with a foreign State Corporation Commission must register with the Virginia State Corporation Commission in Richmond as a foreign corporation before registering a trade name on the county level. All persons that register a trade name who do not reside in the Commonwealth are required to provide the name, address and phone number of a Virginia registered agent for purpose of service of process.

To avoid duplication of a business name it is recommended that the owner review the Trade Name index in the [Court Public Access Network \(CPAN\)](#) for names already recorded. The index may be researched on public computer terminals at the Fairfax County Courthouse in the Public Service office on the 1st floor (Suite 116) or the [Land Records Research Room](#) on the 3rd floor. The Research Room is open to the public from 8:00 a.m. until 4:30 p.m., Monday through Friday. Access to CPAN is also available via the web by paid subscription.

1. Complete the appropriate application in black ink only.
2. **Have all signatures notarized.**
 - The Fictitious Trade Name certificate must be signed by the owner(s) of the business before a Notary Public or Deputy Clerk.
 - A certificate for registration of a partnership must be signed by all partners.
 - A certificate for registration for a business registered with the State Corporation Commission must be signed by an officer of the Corporation, General Partnership, Limited Partnership, or Limited Liability Company.
3. **If filing by mail, enclose a self-addressed, stamped envelope for the return of your certified copy.** If a self-addressed, stamped envelope is not enclosed you will not receive a certified copy of your registered Trade Name.
4. The cost to file a Fictitious Trade Name is \$10.00. Cash, in-state business check, certified check, or a money order is an acceptable form of payment. Make checks payable to the Clerk of the Court; Visa and MasterCard are also accepted (with a 4% processing fee) if filing in person. Please do not send cash through the mail. The Clerk's Office is not responsible for loss of any cash payment by mail.
5. **Please include your telephone number on your check or money order.**