

MAINTAINING YOUR CORPORATION

IN THE STATE OF

VIRGINIA

The initial step of filing the Articles of Incorporation, for your Virginia Corporation, has been completed by Guidant. The following information is important and will assist you in maintaining your corporate status:

- ✓ **Articles of Incorporation:** Within your Zip File there are several important documents. Your Corporation was established by filing “Articles of Incorporation” with the Corporation Commission. You will find the Articles in the Corporate Documents folder in your Zip File.
- ✓ **Tax Identification Number:** The Tax Identification number for a business entity is known as an employer identification number (EIN). The EIN operates like a Social Security number for the entity and is required for many necessary activities, such as opening a bank account. Your EIN has already been filed with the IRS, and can be found in the Corporate Documents folder in your Zip File.
- **Annual Report to Virginia Corporation Commission:** Every domestic corporation is required to file an annual report each year with the Virginia Corporation Commission by the last day of the month in which the entity was originally filed. The annual report form can be requested electronically through the Virginia Corporation Commission web site at: http://www.scc.virginia.gov/division/clk/asp/fee_corp_formrequest.aspx. The filing fee is based on the number of shares of stock that the corporation is authorized to issue, as stated in the Articles of Incorporation. Failure to timely file may result in monetary penalties or administrative dissolution of your Corporation. Please contact the Virginia Corporation Commission at (804) 371-9967 for more information.
- **Business License:** Your Corporation may be required to obtain a license or permit issued by the State of Virginia. To assist you in making this determination, please refer to: your local city’s Commissioner of Revenue or Department of Finance, as they will be able to help you determine what you need to apply for on a local, county and state level.
- **Business Taxes:** Virginia imposes various taxes on businesses. For more information, please contact the Virginia Department of Taxation at (804) 367-8037 or visit: <http://www.tax.virginia.gov/>.
- **Employees:** If your Corporation will have employees, state law may require workers’ compensation insurance coverage. Please visit the Virginia Worker’s Compensation Commission at: <http://www.vwc.state.va.us/> or call (877) 664-2566 for more information.

Many Corporations with employees will be subject to unemployment tax requirements. Information may be obtained from the Virginia Unemployment Insurance at: <http://www.vec.virginia.gov/vecportal/unins/insur.cfm> or call (804) 371-8050.

- Record Keeping:** Every domestic corporation is responsible for keeping at its principle office: the Articles of Incorporation, the By-Laws, current names and addresses of directors and officers, current names and addresses of all shareholders and the number and class of shares held by each, written communications to shareholders for the past three years, adequate and correct books, minutes and resolutions of the shareholder and board meetings, and the most recent annual report delivered to the Corporation Commission.

- Change of Address and/or Resident Agent Information:** In the event your Corporation's principal office address, your registered office address and/or your resident agent changes, you will be responsible for taking the necessary steps to inform both the Corporation Commission and the Internal Revenue Service (IRS) of the address change. To notify the Virginia Corporation Commission, you can request forms electronically from: http://www.scc.virginia.gov/division/clk/asp/fee_corp_formrequest.aspx. To notify the IRS, we have included additional information, including a Change of Address IRS Form, in the file in order to assist you in completing this process.

- Additional State Requirements:** It is important to note that the Virginia Corporation Commission may have additional requirements above and beyond what has been detailed above. It is your responsibility to read any and all information sent to you by the Virginia Corporation Commission or any other agencies, to assure that you are remaining compliant. Failure to remain compliant and/or respond to requests for information in a timely manner may result in dissolution of your Corporation.

This form is provided to you for informational purposes only. You are responsible for determining the correct information and completing the necessary requirements for your entity. Information provided is subject to change based on state requirements. It is important that you always check the information provided above with the most up to date information as provided by the Corporation Commission and other government agencies.