Natalie E. Tennant
West Virginia Secretary of State
1900 Kanawha Blvd. East
Bldg. 1, Suite 157-K
Charleston, WV 25305

Penney Barker, Manager
Business & Licensing Division
Tel: (304)558-8000
Fax: (304)558-8381
Website: www.wvsos.com
E-mail: business@wvsos.com

Office Hours: Monday - Friday
8:30 a.m. - 5:00 p.m. EST

FILE ONE ORIGINAL
(Two if you want a filed stamped copy returned to you.)

WEST VIRGINIA ARTICLES OF INCORPORATION

FILING FEE: **$50 (profit)**
$25 (non-profit)
* **Fee Waived for Veteran-owned corporation**

Control # _____

****** The undersigned, acting as incorporator(s) according to the West Virginia Code §31D-2-202, adopt the **** following Articles of Incorporation for a West Virginia Domestic Corporation, which shall be perpetual.**

1. The **name** of the **West Virginia corporation** shall be:
[See **Section 1**. of the attached instructions pertaining to name requirements. This name is your official name and must be used in its entirety when in use unless a Trade Name (DBA) is registered with the Office of the Secretary of State, according to Chapter 47-8 of the West Virginia Code.]

_____
_____
_____

☐ **CHECK BOX to indicate you've included one of the REQUIRED CORPORATE NAME ENDINGS (*See instructions for name endings*).**

2. The **address** of the **principal office** of the corporation will be:

Street: _____
City: _____ State: _____ Zip Code: _____

Located in the **County** of (required): County: _____

The **mailing address** of the above location, if different, will be:

Street: _____
City: _____ State: _____ Zip Code: _____

3. The **physical address** (not a PO Box) of the **principal place of business** in West Virginia, if any:

Street: _____
City: _____ State: _____ Zip Code: _____

Located in the **County** of: County: _____

The **mailing address** of the above location, if different, will be:

Street: _____
City: _____ State: _____ Zip Code: _____

4. The name and address of the **person (agent) to whom notice of process** may be sent, if any, will be:

Name: _____
Street: _____
City: _____ State: _____ Zip Code: _____

5. **E-mail address** where business correspondence may be received: _____

6. **Website address** of the business, if any (*ex: yourdomainname.com*): _____

7. Do you **own or operate more than one business in West Virginia**? ☐ **Yes** * *Answer **a. and b.** below.* ☐ **No** ☐ **Decline to answer**

   If "**Yes**"... a. How many businesses? _____ b. Located in how many West Virginia counties? _____

8. The corporation is organized as (check one below):

   ☐ **NON-PROFIT, NON-STOCK** [If you plan to apply for 501(c)(3) status with the IRS, you will need to include specific language that is required by the IRS to be included in your Articles of Incorporation. Click here to complete the **Articles of Incorporation with Non-Profit IRS Attachment** (Form **CD-1NP**), instead of completing this application.]

   ☐ **FOR PROFIT**

9. FOR **PROFIT ONLY** (capital stock must be issued for a profit corporation):
   The total value of all authorized capital stock of the corporation will be $ _____.
   (number of shares x $ value per share)

   The capital stock will be divided into _____ shares at the par value of $ _____ per share.
   (number of shares) ($ value)

10. a. The **purpose for which this corporation is formed** is as follows:
   (Describe the type(s) of business activity which will be conducted, for example, "agricultural production of grain and poultry", "construction of residential and commercial buildings", "manufacturing of food products", "commercial painting", "retail grocery and sale of beer and wine." Purpose may conclude with words "…including the transaction of any or all lawful business for which corporations may be incorporated in West Virginia.")

   _____

   _____

   b. Will the incorporation elect to be organized for purposes as a "**Benefit Corporation**" per West Virginia Code §31F? **ONLY applicable to "FOR PROFIT" corporations; "NON-PROFIT" corporations CANNOT elect this status.**

   ☐ **Yes** [If "**Yes**," the corporation must be formed FOR PROFIT and the purpose(s) indicated in Section 10a. above must include a "**general public benefit**" as set forth in §31F-3-301(a) of the West Virginia Code. Per §31F-1-102(c), "general public benefit" means "a material positive impact on society and the environment taken as a whole, as measured by a third-party standard, from the business and operations of a benefit corporation."].

   ☐ **No** [Proceed to 10c.]

   c. Is the business a **Scrap Metal Dealer**?

   ☐ **Yes** [If "**Yes**," you must complete the **Scrap Metal Dealer Registration Form** (Form SMD-1) and proceed to Section 11.]

   ☐ **No** [Proceed to Section 11.]

11. FOR **NON-PROFIT ONLY** (Check the statement thatapplies to your entity.):

   ☐ Corporation will have **NO MEMBERS**.

   ☐ Corporation will have **MEMBERS** (See ***NOTE** below.)

   ***NOTE**: **If the corporation has one or more classes of members, the designation of a class or classes is to be set forth in the articles of incorporation and the manner of election or appointment and the qualifications and rights of the members of each class is to be set forth in the articles of incorporation or bylaws. If this applies to your entity then you will need to attach a separate sheet listing the above required information, unless it will fit in the space provided below.**

   _____

   _____

12. The **name(s) and address(es) of the incorporator(s)** is (You must list at least ONE incorporator; attach additional pages if necessary.):

	Name	Address	City	State	Zip Code
a)					
b)					

13. Is the organization a "**veteran-owned**" organization?

Effective **JULY 1, 2015**, to meet the requirements for a "**veteran-owned**" organization, the entity filing the registration must meet the following criteria per West Virginia Code §59-1-2a:

1. A "**veteran**" must be honorably discharged or under honorable conditions, and
2. A "**veteran-owned business**" means a business that meets one of the following criteria:
   - Is at least fifty-one percent (51%) unconditionally owned by one or more veterans; or
   - In the case of a publicly owned business, at least fifty-one percent (51%) of the stock is unconditionally owned by one or more veterans.

☐ **Yes** (If "**Yes,**" attach **Form DD214**) ➡ ☐ **CHECK BOX** indicating you have attached **Veteran Affairs Form DD214**

☐ **No**

You may obtain a copy of your Veterans Affairs Form DD214 by contacting:

National Personnel Records Center
Military Personnel Records
1 Archives Drive
St. Louis, MO 63138
Toll free: 1-86-NARA-NARA or 1-866-272-6272
Phone: 314-801-0800
www.archives.gov/veterans/military-service-records

Per WV Code 59-1-2(j) effective July 1, 2015, the **registration fee is waived** for entities that meet the requirements as a "**veteran-owned**" organization. See attached instructions to determine if the organization qualifies for this waiver. In addition, a "**veteran-owned**" entity will have **four (4) consecutive years of Annual Report fees waived** AFTER the organization's initial formation [see WV Code 59-1-2a(m)].

14. The number of acres of land it holds or expects to hold in West Virginia is: _____

15. **Contact and Signature Information*** (See below ***Important Legal Notice Regarding Signature***):

a. Contact person to reach in case there is a problem with filing: _____ Phone: _____

b. Print name of person who is signing articles of incorporation: _____

c. **Signature of Incorporator:** _____ **Date:** _____

****Important Legal Notice Regarding Signature:*** Per **West Virginia Code** §31D-1-129**. Penalty for signing false document.** Any person who signs a document he or she knows is false in any material respect and knows that the document is to be delivered to the secretary of state for filing is guilty of a misdemeanor and, upon conviction thereof, shall be fined not more than one thousand dollars or confined in the county or regional jail not more than one year, or both.

Important Note: This form is a public document. Please **do NOT provide any personal identifiable information on this form** such as social security number, bank account numbers, credit card numbers, tax identification or driver's license numbers.

Reset Form Print Form

INSTRUCTIONS FOR FILING ARTICLES OF INCORPORATION

BEFORE you fill out the application: The corporate name you select will be approved **only** if it is available - that is, if the name is not the same as and is distinguishable from any other name which has been reserved or filed. If you prepare corporate papers without applying for and receiving a name reservation, you do so at your own risk. A telephone check on availability of a name is NOT a guarantee the name will be available once we receive the application. You may apply for a name reservation in writing, accompanied by a $15 fee payable to the Secretary of State, mailed to the address on the top of the application. Once approved, the name will be held for 120 days.

Section 1. **Enter the exact name of the corporation, and be sure to include one of the required terms, "corporation," "company," "incorporated," "limited," or an abbreviation of one of these terms.** Remember, the name that is on your certificate of incorporation is your official name and must be used in its entirety when in use unless you file a trade name registration with the Office of the Secretary of State. Failure to do so could result in a fine or imprisonment.

Section 2. The **principal office** may be located within West Virginia or another state. List the address of the principal office. You may change your principal office address by filing with the Secretary of State an application to appoint or change address, agent or officers [Form AAO] (fee $15).

Section 3. A West Virginia domestic corporation may have a physical location as the **principal place of business** within the state. Give the street address, city, zip and county in WV, if any. You may change your principal office address by filing with the Secretary of State an application to appoint or change address, agent or officers [Form AAO] (fee $15).

Section 4. Unless you name a person or business as "**agent of process**" who can receive service of a summons or complaint, legal process will go to the address listed in #2. You may change "agent of process" by filing with the Secretary of State an application to appoint or change address, agent or officers [Form AAO] (fee $15).

Section 5. List an **e-mail address** (*yourname@domainname.com*) where you can receive important e-mail notifications (e.g., **Annual Report** notices).

Section 6. List the **website address** (*domainname.com*) **of the business**, if any. DO NOT list a physical mailing address.

Section 7. Indicate whether or not you **own or operate more than one business in West Virginia**. If **"Yes"**...

a. List the **total number of businesses in West Virginia** in the space provided.
b. List the **total number of counties in West Virginia** in which the businesses conduct operations.

Section 8. In a **non-profit corporation**, no funds of the corporation may be distributed to members, directors or officers. **Non-profit status will not be granted by the Tax Department until IRS 501(c) status is approved.** If you plan to apply for 501(c)(3) status with the IRS, you will need to include specific language required by the IRS to be included in your Articles of Incorporation. That required language statement is provided as an attachment to the Form **CD-1NP** application [see last page of the document]. Be sure to include this attachment when submitting your Articles of Incorporation if this applies to your entity. In a **for-profit corporation**, the the assets and profits of the corporation "belong to" the shareholders, and can be distributed to them. Check the appropriate box.

Section 9. When a for-profit corporation is formed, this statement sets the total value of all authorized capital stock, and how it is divided into shares. (*Calculation example*: 100 shares x $10 per share = $1,000 total value.) It does not necessarily reflect the money put into the corporation. The number of shares must be listed, but may be increased later.

Section 10. a. It is important to describe the **purpose(s)** [i.e., principal activity(ies) to be conducted by the business] of the corporation clearly to insure you receive all the necessary information about registering with the required state agencies. Attach an additional page if necessary.

b. If "**No**," proceed to Section 10c.If "**Yes**," and the **FOR PROFIT** incorporation elects to be organized for purposes as a "**Benefit Corporation**," per West Virginia Code §31F-3-301 (**NON-PROFIT corporations CANNOT elect this status**), the purpose listed in Section 10a. above must clearly state as one of its purposes the purpose of creating a "general public benefit." **You must indicate as one of its purposes stated in Section 10a. above the purpose of creating a "general public benefit" as set forth in** §31F-3-301(a) **of the West Virginia Code.** A "general public benefit" means "a material positive impact on society and the environment taken as a whole, as measured by a third-party standard, from the business and operations of a benefit corporation," [see West Virginia Code §31F-1-102(c)]. **This purpose is in addition to its principal business purpose stated under** §31D-3-302 **of the West Virginia Code.** It may also identify one or more "specific public benefits" that it is the purpose of the corporation to create. Per West Virginia Code §31F-1-102(e) "specific public benefit" means "a benefit that serves one or more public welfare, religious, charitable, scientific, literary or educational purposes, or other purposes or benefit beyond the strict interest of the shareholders of the benefit corporation, including:

(1) Providing low-income or under served individuals or communities with beneficial products or services;
(2) Promoting economic opportunity for individuals or communities beyond the creation of jobs in the normal course of business;
(3) Preserving or improving the environment;
(4) Improving human health;
(5) Promoting the arts, sciences or advancement of knowledge;
(6) Increasing the flow of capital to entities with a public benefit purpose; and
(7) Conferring any other particular benefit on society or the environment."

c. If the business activities include "**Scrap Metal Dealer**", check "**Yes**" and complete the **Scrap Metal Dealer Registration Form (**Form SMD-1**)** [per revised West Virginia Business Code §61-3-49-(b)(4)] and submit with your application. Proceed to Section 11. If "**No**," proceed to Section 11.

Section 11. Only those forming a **non-profit** entity would complete this section. Attach additional pages, if necessary.

Section 12. The **incorporators** (one or more persons or a domestic or foreign corporation) are the persons who set up the corporation. They need not own shares in nor run the corporation.

Section 13. Check the appropriate box indicating whether or not the organization is "**veteran-owned**." Effective **JULY 1, 2015**, the following criteria must be met in order to qualify as a "veteran-owned" entity: (1) veteran must be "honorably discharged or under honorable conditions;" and (2) if a publicly-owned entity, at least fifty-one per cent (51%) of the stock must be unconditionally owned by one or more veterans [see WV Code **59-1-2a(12)-(13)(A)(B)**]. **If "Yes," you must provide proof of veteran status by including with this application a copy of your Veteran Affairs Form DD214.**

Section 14. Enter the number of acres the company desires to hold in West Virginia. If your company holds more than 10,000 acres of land, you must submit a fee of 5¢ for each acre over 10,000.

Section 15. **AN INCORPORATOR MUST SIGN THE APPLICATION.** Listing a contact person and phone number is optional, however listing a person to contact in case of a problem with filing may help to speed the filing process along and avoid possible rejection of the document.

ANNUAL REPORT NOTICE:

West Virginia Code 59-1-2a. **requires every corporation (both *for profit* and *non-profit*) to file an annual report and pay the annual report filing fee between January 1 and July 1 of each year following the calendar year in which the business was registered with the Office of the Secretary of State. The $25 annual report fee is waived for Veteran-owned entities for the following four (4) years after initial formation [see West Virginia Code** 59-1-2a(m)]. **Failure to file may result in revocation of the organization's legal authority to transact business in the state. Notification of the filing requirement will be sent, but the company is responsible for filing the annual report as required by West Virginia Code. You may file the annual report online at** www.business4wv.com**. You must** register a User Account Login ID and Password **to create a personal "Filing Cabinet" to file the annual report.**

West Virginia Code §31F-5-501 **requires every "benefit corporation," as described in Section 9b. above, to prepare an annual benefit report (separate and unrelated to the Secretary of State Annual Report referenced above) made available annually to each shareholder of the benefit corporation. See West Virginia Code** §31F-5-501 **for further information regarding the "Annual Benefit Report."**

FILING THE ARTICLES - ONE ORIGINAL REQUIRED - AND PAYING THE FEE

Send an additional original if you want a filed date-stamped copy returned to you at no additional cost.

The filing fee will consist of paying a registration fee and excess acreage fee, if applicable.

If requesting a certified copy, an additional fee of $15 per certified copy requested is required.

For **Profit** Corporations - **$50**
Non-Profit Corporations - **$25**
* **Veteran-owned** entity registration **FEE WAIVED - $0**
[Registration fee is waived for "veteran-owned" entity effective July 1, 2015 per WV Code **59-1-2(j)**; **Be sure to attach the veteran proof of status Veteran Affairs Form DD214 when claiming "veteran-owned" status**.]

Registration fee* _____

Excess Acreage fee: +_____

$15 per certified copy: +_____

Total fee: =_____

**** *Make your checks payable to **West Virginia Secretary of State*.* ****

TEXT ALERTS: Stay up-to-date regarding filing deadlines and changes to business, charity, notary, private investigation, and security guard laws. To sign up, go to www. wvsos.com and click on the **Business and Licensing** category link. On the **Business and Licensing** page, scroll down and click on the Click Here To Sign Up For Text Alerts From The West Virginia Secretary Of State's Office link. Next, under the heading, "Choose SMS Subscription," click the down arrow and select "Business and Licensing." Then enter your ten-digit mobile phone number and your cellular carrier. Click *Subscribe*. This will allow you to get important information delivered right to your mobile phone. Please note, standard text messaging rates apply and you may unsubscribe at any time.

CHARITABLE REGISTRATION: If your company receives contributions, donations or grants, registration as a charitable organization may be required. Contact our office for more information or visit our website at www.wvsos.com.

DISSOLUTION: A corporation is a legal entity which can only be dissolved through formal action by filing the necessary documents for dissolution - not by a letter or phone call. You remain liable for all taxes, assessments, fines, penalties and interest until you receive a certificate of dissolution from the Secretary of State. Contact us for more information.