

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



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**FILE ONE ORIGINAL**  
(Two if you want a filed stamped  
copy returned to you.)  
**FILING FEE: \$100 (profit)**  
**\$50 (non-profit)**  
**\* Fee Waived for Veteran-owned corporation**

## APPLICATION FOR CERTIFICATE OF AUTHORITY

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

Control # \_\_\_\_\_

**\*\*\* The undersigned, having authority to transact business on behalf of a foreign (out-of-state) registered entity, agrees to \*\*\*  
comply with the requirements of WV Code [§31D-15](#) to apply for Certificate of Authority.**

### 1. Home State Information:

- a. The **name of the corporation** as it is registered in its home state is: \_\_\_\_\_
- b. **State of** \_\_\_\_\_ **Date of Incorporation:** \_\_\_\_\_ **Duration (no. yrs. or perpetual):** \_\_\_\_\_
- c. NAIC# (if an insurance company): \_\_\_\_\_

**CHECK HERE** to indicate you have obtained and submitted with this application a **CERTIFICATE OF EXISTENCE (GOOD STANDING)**, dated during the current tax year, from your home state of original incorporation as **required to process your application**. The certificate may be obtained by contacting the Secretary of State's Office in the home state of original incorporation.

### 2. Principal Office Information:

- a. **Principal office address** of the corporation is:
 

No. & Street:	_____		
City:	State:	Zip Code:	
_____	_____	_____	
Street/PO Box: _____			
City:	State:	Zip Code:	
_____	_____	_____	
- b. **Mailing address**, if different from above address:

### 3. West Virginia Office Information:

- a. **Corporate name to be used in WV:**  **Home state name as listed on line 1a. above**, if available. (If name is not available, check **DBA Name** box below and follow special instructions under Section 3a. attached to this application.)  
 [The name must contain one of the required terms such as "**Corporation**," "**Corp.**" or "**Inc.**" See instructions for complete list of acceptable terms and requirements for use of Trade Name.]
  **DBA Name:** \_\_\_\_\_  
 (See special instructions in **Section 3a.** regarding the **Letter of Resolution** approving use of a "forced **DBA Name**" attached to this application. [Click here](#) to see a sample Letter of Resolution.)

- b. **Designated (physical) office address** in West Virginia, if any:
 

No. & Street:	_____		
City:	State:	Zip Code:	
_____	_____	_____	
County: _____			
Street/PO Box: _____			
City:	State:	Zip Code:	
_____	_____	_____	
- c. Located in the **County** of:
- d. **Mailing address** in West Virginia, if different from above:

4. **Agent for Service of Process:**  
 Properly designated person to whom notice of legal process may be sent, if any.

Name: \_\_\_\_\_  
 No. & 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. a. **Proposed purpose(s) for transaction of business in West Virginia is(are):**

\_\_\_\_\_  
 \_\_\_\_\_

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 Section 9.]

9. 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 10.]

**No** [Proceed to Section 10.]

10. **Corporate Status Information:**

a. Corporation is organized as (check one):  **For Profit**  **Non-Profit**

b. **Officers and Directors:** (*add additional pages if necessary; please list all officers*)

<u>Officer Title</u>	<u>Officer Name</u>	<u>No. &amp; Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

11. 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:
  - o Is at least fifty-one percent (51%) unconditionally owned by one or more veterans; or
  - o 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](http://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\(m\)](#)].

12. The number of acres of land it holds or expects to hold in West Virginia is: \_\_\_\_\_

13. **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 or type name of signer: \_\_\_\_\_ Title/Capacity of signer: \_\_\_\_\_

c. **Signature:** \_\_\_\_\_ **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.

**INSTRUCTIONS FOR FILING WEST VIRGINIA APPLICATION FOR CERTIFICATE OF AUTHORITY**

Check for availability of the corporate name in West Virginia. Preliminary information is available by phone at 304-558-8000. To reserve your name, file an application for name reservation with a \$15 fee. If approved, the name will be held for 120 days. If an insurance company, list your NAIC number, if you have one. Insurance companies are subject to and must adhere to the naming provisions of West Virginia Code [§33-1-12](#).

**\*\*\*IMPORTANT\*\*\*** Obtain a “**Certificate of Good Standing**” or “**Certificate of Existence**” (also known in some states as a “Certificate of Status,” or “Certificate of Fact), from your home state of original incorporation **dated during the current tax year**. You may contact the home state of original incorporation's Secretary of State Office to obtain a current copy of the Certificate of Good Standing (Existence). You may access a **list of Secretary of State websites** by clicking on the link provided here. If the link does not work, copy and paste the Following URL into your web browser: <http://www.nass.org/state-business-services/corporate-registration/>

Pursuant to West Virginia Code [§33-3-3](#) the Secretary of State shall not issue a certificate of incorporation to any insurance company until the West Virginia Insurance Commissioner has examined the charter of the insurance company and approved same in writing. If the application is for a currently licensed insurance company, please submit a copy of the Certificate of Authority issued by the West Virginia Insurance Commissioner for your current tax year. If the application is from an insurance company with a pending license review before the West Virginia Insurance Commissioner, please submit a copy of the written approval of the charter from the Office of the Insurance Commissioner. Submitting a copy of the Certificate of Authority issued by the West Virginia Insurance Commissioner or copy of the written approval of the charter, whichever is applicable, at the time of filing will avoid denial of the application by the Secretary of State.

**Complete one original application according to the instructions below.** If you would like a “filed date-stamped” copy returned to you, then submit two original applications. Incomplete applications will be returned.

**Mail or deliver to the Secretary of State the following as a packet:**

- Certificate of Existence/Good Standing**, dated during the current tax year, from the original State of Incorporation,
- Original application(s) for **Certificate of Authority**, signed by an officer of the corporation,
- A letter of resolution of your board of directors adopting a forced DBA Name if your home state name isn't available in West Virginia. [Click here](#) to see a sample **Letter of Resolution**,
- Insurance companies include a copy of the Certificate of Authority issued by the WV Insurance Commissioner for your current tax year or a copy of the written approval of the charter from the Offices of the West Virginia Insurance Commissioner,
- Scrap Metal Dealers must also include a completed **Scrap Metal Dealer Registration Form (Form SMD-1)** [per revised West Virginia Business Code [§61-3-49-\(b\)\(4\)](#)] and submit with the application.

**Completing the Application**

- Section 1.**
- a. The name entered here must match the name on your good standing certificate.
  - b. Even if your corporation is not perpetual in your home state, remember that your responsibilities for tax reporting in West Virginia will not end until you file a certificate of withdrawal.
  - c. If an insurance company, list your NAIC number, if you have one.

**CHECK THE BOX to indicate you have obtained and submitted with this application a CERTIFICATE OF EXISTENCE (GOOD STANDING), dated during the current tax year, from your home state of original organization as required to process your application. The certificate may be obtained by contacting the Secretary of State's Office in the home state of original organization.**

- Section 2.**
- a. The **principal office address**, whether it is in West Virginia or out-of-state.
  - b. Enter the **principal mailing address**, if different from principal office address.

**Section 3.** a. ***PLEASE READ CAREFULLY!*** More applications are rejected due to invalid name selection than any other reason.

**Is your name available?** The name of a corporation shall not be the same as, and shall be distinguishable from any other name which has been reserved or filed. The “distinguishable” standard is defined as meaning (a) at least a one word difference when the words are common terms and the company is or might appear to be in a similar business; or (b) at least a word order difference between names when the different word is a proper name or an unusual term, or when the company is clearly in a different type of business from the existing company.

- If your home **state name is available, but does not include a corporate suffix such as “Inc.” or “Corp.”....** enter your corporate name on the second line and add a corporate suffix.
- If your home state name is not available...** attach a resolution of the board of directors adopting an available fictitious name for use to transact business in West Virginia and enter the name on 3.a. “DBA” (doing business as name).

**Does your name misrepresent the purpose of your corporation?** The name of a corporation may not contain any word or phrase which indicates or implies it is organized for any purpose other than one or more of the purposes in its articles of incorporation.

- Banking and Insurance:** Words implying the business of banking or insurance may only be used if the corporation is authorized under the laws of this state to engage in those businesses.
- Engineering:** Words such as “engineer” or “engineering” may be used only if the purpose of the corporation is to practice professional engineering and one or more of the officers are registered in West Virginia as a professional engineer. **You must enclose with the Secretary of State's Application for Certificate of Authority, (Form CF-1), a copy of your latest Certificate of Authorization (COA) issued by the following state licensing board upon your most recent COA application or renewal (Without this proof of authorization, your application will be rejected and returned to you.):**

**West Virginia State Board of Registration for Professional Engineers**

300 Capitol Street  
Charleston, WV 25301  
304-558-3554  
[www.wvpebd.org](http://www.wvpebd.org)

- Professional Corporation:** If the home state name includes the abbreviation “P.C.” in the corporate name (indicating a “Professional Corporation”) the words “**Professional Corporation**” must be spelled out in full to be eligible to file in State of West Virginia.
  - b. Enter the **designated (physical) office address in West Virginia**, if any.
  - c. Enter the **name of the West Virginia county** in which the designated (physical) office is located.
  - d. Enter the **mailing address of the registered office in West Virginia**, if any.

**Section 4.** Provide the name and address of a person or business to whom a summons or complaint may be mailed, if any. The agent need not have a West Virginia address. You may change your agent by filing with the Secretary of State an application to appoint or change address, agent or officer [[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.** 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 9. 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 8a. 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 8a. 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.”

**Section 9.** 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 10. If “No,” proceed to Section 10.

**Section 10.** a. Check whether the corporation is formed for **profit or non-profit** purposes.

b. List the **officer titles** (i.e., President, Vice-President, Secretary, Treasurer, Director, etc.), **officer names and addresses** (street number with street name, city, state and zip code) for each of the officers/directors of the corporation. The address information may be either the officer/director's

personal address or the corporate business address. Attach additional pages, if necessary.

**Section 11.** Check the appropriate box indicating whether or not the corporation 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) a privately-owned entity must be at least fifty-one per cent (51%) unconditionally owned by one or more veterans; or (3) 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 12.** 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 13.** a. Listing the name of a contact person is optional; however, listing one may speed up the filing process and avoid a possible rejection of the filing if there appears to be a problem with the filing.

b. Print the name of the person signing and list the title/capacity

c. An individual (Officer/Director) with signature authority must sign and date the form.

**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 in West Virginia [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](http://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 8b. 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 APPLICATION - 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 - \$100

Non-Profit Corporations - \$50

\* Veteran-owned entity registration FEE WAIVED - \$0

[Registration fee is waived effective July 1, 2015 per WV Code [59-1-2\(j\)](#); Be sure to attach the veteran proof of status Veteran Affairs Form DD214.]

Registration fee*	_____
Excess Acreage fee: +	_____
\$15 per certified copy: +	_____
<b>Total fee:</b>	<b>= _____</b>

\*\*\*\* 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](http://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](http://www.wvsos.com).

**WITHDRAWAL:** A foreign corporation is a legal entity which can only withdraw its Certificate of Authority through formal action - not by submitting a letter or making a phone call to the Secretary of State. To withdraw from its Certificate of Authority, a foreign corporation must file the **Application for Certificate of Withdrawal from Certificate of Authority** (Form [CF-5](#)) and pay the withdrawal fee. You remain liable for all taxes, assessments, fines, penalties and interest until you receive a Certificate of Withdrawal from the Secretary of State. Contact our office for more information.