

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



Penney Barker, Manager
Corporations Division
Tel: (304)558-8000
Fax: (304)558-8381
www.wvsos.com

Hrs: 8:30 a.m. – 5:00 p.m. ET

FILE ONE ORIGINAL
(Two if you want a filed
stamped copy returned to you)
FEE: \$100.00 for profit
\$50.00 non-profit

CERTIFICATE OF AUTHORITY

Control # _____

****A CERTIFICATE OF EXISTENCE, dated during the current tax year, from your home state****
of original incorporation is required to accompany this filing.

1. Home State Information:

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

2. Principal Office Information:

- a. Address of the principal office of the corporation: No. & Street: _____
City/State/Zip: _____
- b. Mailing address, if different, from above address: Street/PO Box: _____
City/State/Zip: _____

3. West Virginia Information:

- a. Corporate name to be used in W. Va.: Home state name as listed on line 1.a above, if available
Check one
(Note, you may only select DBA if your name is not available for use in WV.) DBA Name: _____
- b. Address of registered office in West Virginia if any: No. & Street: _____
City/State/Zip: _____
- c. Mailing address in WV, if different from above: Street/PO Box: _____
City/State/Zip: _____

4. Agent of Process:

- Properly designated person to whom notice of process may be sent, if any: Name: _____
Address: _____
City/State/Zip: _____

5. Proposed purpose(s) for transaction of business in West Virginia is:

6. 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 question 7.].

No [Proceed to question 7.]

7. E-mail address where future correspondence can be received: _____

8. Website address of the business, if any: _____

9. 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)

Officer Title	Officer Name	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

11. Contact and Signature Information:

a.	_____	_____
	Contact Name	Phone Number
b.	_____	_____
	Print or type name of signer	Title / Capacity of Signer
c.	_____	_____
	Signature	Date

Instructions for Filing an 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 WV Code §33-1-12.

Obtain a **Certificate of Good Standing** or **Certificate of Existence** from your home state of original incorporation dated during the current tax year.

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 copy of the application according to the instructions below. If you would like a filed 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 resolution of your board of directors adopting DBA Name if your home state name isn't available in West Virginia,
- ❖ 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.

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

Section 3. a. More applications are rejected due to invalid name selection than any other reason.
Please read carefully!

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 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. Authorization from the WV State Board of Professional Engineers is required.
- ❖ **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. & c. Enter the mailing address of the registered office in WV, 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. State your **purpose** briefly and clearly.

Section 6. If the business activities include “**Scrap Metal Dealer**”, select “Yes” and complete the **Scrap Metal Dealer Registration Form (Form SMD-1)** and submit with your application. Proceed to question 7. If “No,” proceed to question 7.

Section 7. List a valid **e-mail address** where future correspondence can be received.

Section 8. List the **website address of the business**, if any.

Section 9. a. Check whether the corporation is organized **for profit** or **non-profit** purposes.
b. List the names of the officers and directors and their addresses or business addresses. (attach additional pages if necessary).

Section 10. 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¢ per acre over 10,000.

Section 11. 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. Individual with signature authority must sign and date the form.

NOTICE: WV Code §59-1-2a. requires every foreign 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. Failure to file may result in revocation of certificate of authority. 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.

Registration fee:	_____	For Profit Corporations – \$100
		Non-Profit Corporations - \$50
Excess Acreage fee: +	_____	
\$15 per certified copy:	_____	
Total fee:	= _____	

Make your checks payable to West Virginia Secretary of State.

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.

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 “text alert – sign up” at the top of the page. 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.

WITHDRAWAL: A foreign corporation is a legal entity which can only withdraw its certificate of authority through formal action – not by a letter or phone call. You remain liable for all taxes, assessments, fines, penalties and interest until you receive a certificate of withdrawal from the Secretary of State. Contact us for more information.