



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

**APPLICATION FOR EXEMPTION FROM  
CERTIFICATE OF AUTHORITY**

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

**FILING FEE: \$25.00**

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

**Corporate Information**

1. The name of the corporation applying to do business in WV: \_\_\_\_\_  
\_\_\_\_\_
2. The company was incorporated under the laws of the State of: \_\_\_\_\_  
Date of Incorporation: \_\_\_\_\_
3. The address of the **principal office** of the organization is:  
Street: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_
4. The name and address of the **Agent (person or company) to whom notice of process** may be sent, if any, will be:  
Name: \_\_\_\_\_  
Street: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

**Business/Employees in WV:**

5. The type of business to be conducted in WV is: \_\_\_\_\_
6. Are on site contractual services provided to another business located in WV? **YES / NO** If yes, please describe:  
\_\_\_\_\_
7. Will you maintain an office in WV? If "Yes," where?  No  Yes, at: \_\_\_\_\_
8. Will you apply for a contractor's license for construction work?  No  Yes
9. Is the business in the state limited to sales? If "Yes," answer a-d.  No  Yes
  - a. Does any salesperson reside in the state?  No  Yes
  - b. Will any salesperson need WV Workers' Comp. coverage?  No  Yes
  - c. Does your salesperson have authority to finalize a contract?  No  Yes
  - d. How are goods shipped to your customers?  Common Carrier  Company Vehicles
10. Do you expect work to be limited to only one occasion of no more than one month?  No, we plan on multiple jobs or on-going business.  
 Yes, Beginning: \_\_\_\_\_ Ending: \_\_\_\_\_
11. Will you have employees, other than sales people, working within the state? If "Yes," answer a-c.  No  Yes
  - a. Will WV taxes be withheld?  No  Yes
  - b. Will they have WV Unemployment Coverage?  No  Yes
  - c. Will they have WV Workers' Compensation Coverage?  No  Yes

*Continued on page 2 of this application.*

**Basis for Claiming Exemption:**

12. List section number(s) of the WV Code [§31D-15-1501](#) (for profit entities) or WV Code [§31E-14-1401](#) (non-profit entities) or WV Code which makes your business exempt from being required to maintain a certificate of authority. **Enter the appropriate Code Number from the attached list of codes in the blank space provided below.**

Code Number: \_\_\_\_\_ (for profit entities) | \_\_\_\_\_ (non-profit entities)

Other [see section (e) of the Code in the attached list for profit and non-profit entities]: \_\_\_\_\_

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

13. Print name of signer: \_\_\_\_\_ Title/Capacity: \_\_\_\_\_

Contact phone number (w/ area code): \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

## **Instructions for Applying for Exemption from Certificate of Authority**

Before completing this application please review the provision of the West Virginia Code. If you believe the nature and extent of your corporation's activity in West Virginia Will qualify your company to conduct business **without obtaining a certificate of authority under one of the listed exemptions**, you may apply for an exemption by completing the Exemption application and mailing this form to the business address in the upper left corner of the application. A fee of \$25 for an exemption certificate is required.

The Secretary of State will determine, based on the information you provide, whether an exemption may be granted or whether your company will be required to obtain a certificate of authority prior to beginning business. Please note that a corporation may not obtain other licenses and permit without first obtaining either an exemption or a certificate of authority. If your company is not eligible for an exemption, then the exemption application will be returned to you and you will have to file for a certificate of authority.

File with the Secretary of State one original signed application. If you would like a filed, date-stamped copy returned to you, submit one original and one copy of the application. Filing fee is \$25. Please make check payable to the West Virginia Secretary of State.

**The application must be signed by an officer of the corporation or by the chairman of the board of directors of the corporation** (See below *\***Important Legal Notice Regarding Signature***).

*\***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.

### **WEST VIRGINIA CODE ON OBTAINING AN EXEMPTION FOR A PROFIT CORPORATION**

#### **§31D-15-1501 Authority to transact business and jurisdiction over foreign corporations.**

- (a) A foreign corporation may not conduct affairs in this state until it obtains a certificate of authority from the Secretary of State.
  
- (b) The following activities, among others, do not constitute conducting affairs within the meaning of subsection (a) of this section:
  - (1) Maintaining, defending or settling any proceeding;
  - (2) Holding meetings of the board of directors or shareholders or carrying on other activities concerning internal corporate affairs;
  - (3) Maintaining bank accounts;
  - (4) Selling through independent contractors;
  - (5) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;
  - (6) Creating or acquiring indebtedness, mortgages and security interests in real or personal property;
  - (7) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts: *Provided*, that this exemption does not include debts collected by collection agencies as defined in subdivision (b), section two, article sixteen, chapter forty-seven of this code;
  - (8) Owning, without more, real or personal property;
  - (9) Conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature;
  - (10) Conducting affairs in interstate commerce;
  - (11) Granting funds or other gifts;

- (12) Distributing information to its shareholders or members;
- (13) Effecting sales through independent contractors;
- (14) The acquisition by purchase of lands secured by mortgage or deeds;
- (15) Physical inspection and appraisal of property in West Virginia as security for deeds of trust, or mortgages and negotiations for the purchase of loans secured by property in West Virginia;
- (16) The management, rental, maintenance and sale or the operating, maintaining, renting or otherwise dealing with selling or disposing of property acquired under foreclosure sale or by agreement in lieu of foreclosure sale;
- (17) Applying for withholding tax on an employee residing in the State of West Virginia who works for the foreign corporation in another state; and
- (18) Holding all, or a portion thereof, of the outstanding stock of another corporation authorized to transact business in the State of West Virginia: *Provided*, that the foreign corporation does not produce goods, services or otherwise conduct business in the State of West Virginia.

(c) The list of activities in subsection (b) of this section is not exhaustive. NOTE : If you feel your organization is exempt but do not see an exemption reason listed in the attached code sections here, then you may list why you think your organization is exempt and explain in detail what the business purpose (i.e., legal business activity being conducted in West Virginia) is and by what manner the business is conducted with the State of West Virginia. Our office will then review the reason listed to determine if your business actually qualifies for exemption status.

(d) A foreign corporation is deemed to be transacting business in this state if:

- (1) The corporation makes a contract to be performed, in whole or in part, by any party thereto in this state;
- (2) The corporation commits a tort, in whole or in part, in this state; or
- (3) The corporation manufactures, sells, offers for sale or supplies any product in a defective condition and that product causes injury to any person or property within this state notwithstanding the fact that the corporation had no agents, servants or employees or contacts within this state at the time of the injury.

(e) A foreign corporation's making of a contract, the committing of a manufacture or sale, offer of sale or supply of defective product as described in subsection (d) of this section is deemed to be the agreement of that foreign corporation that any notice or process served upon, or accepted by, the Secretary of State in a proceeding against that foreign corporation arising from, or growing out of, contract, tort or manufacture or sale, offer of sale or supply of the defective product has the same legal force and validity as process duly served on that corporation in this state.

## **WEST VIRGINIA CODE ON OBTAINING AN EXEMPTION FOR A NON-PROFIT CORPORATION**

### **§31E-14-1401 Authority to conduct affairs required.**

- (a) A foreign corporation may not conduct affairs in this state until it obtains a certificate of authority from the Secretary of State.
- (b) The following activities, among others, do not constitute conducting affairs within the meaning of subsection (a) of this section:
  - (1) Maintaining, defending, or settling any proceeding;
  - (2) Holding meetings of the board of directors or members or carrying on other activities concerning internal corporate affairs;

- (3) Maintaining bank accounts;
- (4) Selling through independent contractors;
- (5) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts
- (6) Creating or acquiring indebtedness, mortgages, and security interests in real or personal property: *Provided*, that this exemption does not include debts collected by collection agencies as defined in subdivision (b), section two, article sixteen, chapter forty-seven of this code;
- (7) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts;
- (8) Owning, without more, real or personal property;
- (9) Conducting an isolated transaction that is completed within thirty days and that is not one in the course of repeated transactions of a like nature;
- (10) Conducting affairs in interstate commerce;
- (11) Granting funds or other gifts;
- (12) Distributing information to its shareholders or members;
- (13) Effecting sales through independent contractors;
- (14) The acquisition by purchase of lands secured by mortgage or deeds;
- (15) Physical inspection and appraisal of property in West Virginia as security for deeds of trust, or mortgages and negotiations for the purchase of loans secured by property in West Virginia;
- (16) The management, rental, maintenance and sale; or the operating, maintaining, renting or otherwise, dealing with selling or disposing of property acquired under foreclosure sale or by agreement in lieu of foreclosure sale; and
- (17) Applying for withholding tax on an employee residing in the State of West Virginia who works for the foreign corporation in another state.

(c) The list of activities in subsection (b) of this section is not exhaustive. NOTE: If you feel your organization is exempt but do not see an exemption reason listed in the attached code sections here, then you may list why you think your organization is exempt and explain in detail what the business purpose (i.e., legal business activity being conducted in West Virginia) is and by what manner the business is conducted with the State of West Virginia. Our office will then review the reason listed to determine if your business actually qualifies for exemption status.

(d) A foreign corporation is to be deemed to be conducting affairs in this state if:

- (1) The corporation makes a contract to be performed, in whole or in part, by any party thereto, in this state;
- (2) The corporation commits a tort, in whole or in part, in this state; or
- (3) The corporation manufactures, sells, offers for sale or supplies any product in a defective condition and that product causes injury to any person or property within this state notwithstanding the fact that the corporation had no agents, servants or employees or contacts within this state at the time of the injury.

(e) A foreign corporation's making of a contract, the committing of a manufacture or sale, offer of sale or supply of defective product as described in subsection (d) of this section is deemed to be the agreement of that foreign corporation that any notice or process served upon, or accepted by, the Secretary of State in a proceeding against that foreign corporation arising from, or growing out of, contract, tort, or manufacture or sale, offer of sale or supply of the defective product has the same legal force and validity as process duly served on that corporation in this state.