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FILE ONE ORIGINAL
(Two if you want a filed
stamped copy returned to you)
FEE: See chart on page 4
for applicable fees

WEST VIRGINIA ARTICLES OF INCORPORATION

Hrs: 8:30 a.m. – 5:00 p.m. ET

Control # _____

The undersigned, acting as incorporator(s) according to the West Virginia Code, 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: _____
[This name is your official name and must be used in **its entirety**
when in use **unless** a trade name is registered with the Office of the
Secretary of State, according to Chapter 47-8 of the West Virginia Code.] _____

2. The **address** of the **principal office** of the corporation will be: _____
located in the county of: _____
The mailing address of the above location, if different, will be _____

Street: _____
City/State/Zip: _____
County: _____
Street/Box: _____
City/State/Zip: _____

3. The **physical address** (not a PO Box) of the **principal place** of business in West Virginia, if any: _____
The mailing address of the above location, if different, will be _____

Street: _____
City/State/Zip: _____
County: _____
Street/Box: _____
City/State/Zip: _____

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

Name: _____
Street: _____
City/State/Zip: _____

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

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

NON-PROFIT, NON-STOCK, (if you plan on applying for 501(c)(3) status with the IRS you may want to include certain language that is required by IRS to be included in your articles of incorporation.

FOR PROFIT

7. FOR PROFIT ONLY:

The total value of all authorized capital stock of the corporation will be \$ _____.

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

8. 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.")

9. FOR NON PROFITS ONLY: (Check the statement that applies to your entity)

- Corporation will have no members
- Corporation will have members

(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 have to attach a separate sheet listing the above required information, unless it will fit in the space below.

10. The name and address of the incorporator(s) is:

Name Address City/State/Zip

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

12. Contact and Signature Information:

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: _____

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.

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.

FILLING OUT THE APPLICATION:

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.

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.

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. If you change your agent of process, you should notify the Secretary of State with appropriate form and fee.

Section 5. List an e-mail address where you can receive on-line notification.

Section 6. In a **non-profit corporation**, no funds of the corporation may be distributed to members, directors or officers. In a **for-profit corporation**, the assets and profits of the corporation “belong to” the shareholders, and can be distributed to them. Check the appropriate box. Non-profit status will not be granted by the Tax Department until IRS 501(c) status is approved. There is certain language that the IRS requires to be included in the Articles of Incorporation. You may obtain that language by contacting the IRS directly or the Secretary of State’s Office has an attachment containing the language that we can supply to you upon request.

Section 7. 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. It does not necessarily reflect the money put into the corporation. The number of shares must be listed, but may be increased later.

Section 8. It is important to describe the **purposes** of the corporation clearly to insure you receive all the necessary information about registering with the required state agencies. Attach an extra page if needed.

Section 9. Only those forming a **non-profit** entity would complete this section. Attach additional pages, if necessary.

Section 10. 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 11. 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 12. An incorporator must sign the original 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 document.

FILING THE ARTICLES – ONE ORIGINAL REQUIRED – AND PAYING THE FEE
Send an additional original if you want a filed copy returned to you

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

Registration fee:	_____	For profit corporations \$50.00 Non-Profit corporations \$25.00
Excess acreage fee:	+ _____	For each acre over 10,000 – 5¢ per acre
\$15 per certified copy:	_____	
Total Fee:	= _____	

Make your checks payable to: WV Secretary of State

DISSOLUTION: A corporation is a legal entity which can only be dissolved 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 dissolution from the Secretary of State. Contact us for more information.

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.

**Statement Required by IRS to be Included in Articles of Incorporation,
Restatement or Amendment for 501(c)(3) Status Approval**

Said corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, included, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future purpose.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.