

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



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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: \$25.00

APPLICATION FOR EXEMPTION FROM CERTIFICATE OF AUTHORITY

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 corporation is:

No. & Street City/State/Zip

Business/Employees in WV:

4. The type of business to be conducted in WV is: _____
5. Are on site contractual services provided to another business located in WV? If yes, please describe:

6. Will you maintain an office in WV? If yes, where? No Yes, at: _____
7. Will you apply for a contractor's license for construction work? No Yes
8. Is the business in the state limited to sales? If yes, answer a-d
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 Co. Vehicles
9. 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: _____
10. 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' Comp. Coverage? No Yes

Basis for Claiming Exemption:

11. List section number(s) of the WV Code §31D-15-1501 (for profit entities) or WV Code §31E-14-1401 (non-profit entities) which makes your business exempt from being required to have a certificate of authority. List the section number in the blank for the appropriate Code.

Code Number §31D-15-1501 _____ (for profit entities)

§31E-14-1401 _____ (non profit entities)

12. Print name of signer: _____ Title/Capacity: _____

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 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, or if you would like a filed copy returned to you submit two applications. Filing fee is \$25 and you should make checks payable to the WV Secretary of State.

The application needs to be signed by an officer of the corporation or by the chairman of the board of directors of the corporation.

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 transact business 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;
 - (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 inspections and appraisal of property in West Virginia as security for deeds of trust, or mortgages and negotiations for the purchase of loans and secured by property in West Virginia; and
- (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.

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 order 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 collection 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.
 - (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; and
 - (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.