

West Virginia Secretary of State
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FILE ONE ORIGINAL
(Two if you want a filed stamped
copy returned to you.)

**WEST VIRGINIA APPLICATION FOR
CERTIFICATE OF AUTHORITY OF
LIMITED LIABILITY COMPANY**

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

FILING FEE: \$150

*** Fee Waived for Veteran-owned organization**

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 West Virginia Code [§31B-10-1002](#) to apply for Certificate of Authority.**

1. The **name** of the **limited liability company** as
registered in its home state is: _____

and the **State or Country of organization** is: _____

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 formation 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 formation.

2. The **business name** to be used in **West Virginia** will be: [The **name must contain one of the required terms** such as "limited liability company" or abbreviations such as "LLC" or "PLLC." See instructions for complete list of acceptable terms and requirements for use of Trade Name.] **Home State name as listed in Section 1. above**, if available in West Virginia
(If name is not available, check **DBA Name** box below and follow special instructions in **Section 2.** attached.)

DBA Name _____
(See special instructions in **Section 2.** regarding the **Letter of Resolution** attached to this application. [Click here](#) to see a sample Letter of Resolution.)

3. The **company will be a:** [See instructions for limitations on professions which may form **P.L.L.C.** in WV. All members must have WV professional license. See (*) note at the right.] **regular LLC**
 Professional LLC* for the profession of: _____

* In most cases, a **Letter of Authorization/Approval from the appropriate State Licensing Board** is required to process the application. See attached instructions.

4. The **address** of the **principal office** of the company will be:
Street: _____
City: _____ State: _____ Zip Code: _____

Located in the **County** of (required): _____

The **mailing address** of the above location, if different, will be:
Street: _____
City: _____ State: _____ Zip Code: _____

5. The **address** of the initial **designated** (physical) office of the company in West Virginia, if any, will be:
Street: _____
City: _____ State: _____ Zip Code: _____

Located in the **County** of: _____

5. (Continued from previous page....)

The mailing address of the above location, if different, will be:

Street: _____
City: _____ State: _____ Zip Code: _____

6. Agent of Process: may be sent, if any, will be:

Name: _____
Street: _____
City: _____ State: _____ Zip Code: _____

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

8. Website address of the business, if any (ex: yourdomainname.com): _____

9. 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? _____

10. The company is: [] an AT-WILL company, conducting business for an indefinite period. (required) [] a TERM company, conducting business for the term of _____ years.

11. The company is: [] MEMBER-MANAGED [List the names and addresses of all members below.] (required) [] MANAGER-MANAGED [List the names and addresses of all managers below.]

List the name(s) and address(es) of the Member(s)/Manager(s) of the company (required; attach additional pages if necessary):

Table with 5 columns: Name, No. & Street Address, City, State, Zip Code. Two empty rows for data entry.

12. All or specified members of a limited liability company are liable in their capacity as members for all or specified debts, obligations or liabilities of the company (required): [] No - All debts, obligations and liabilities are those of the company. [] Yes - Those persons who are liable in their capacity as members for all debts, obligations or liability of the company have consented in writing to the adoption of the provision or to be bound by the provision.

13. The purpose(s) for which this limited liability company is formed is as follows: [Describe the type(s) of business activity which will be conducted, for example, "real estate," "construction of residential and commercial buildings," "commercial painting," "professional practice of law" (see Section 2. for acceptable "professional" business activities). Purpose may conclude with words "...including the transaction of any or all lawful business for which corporations may be incorporated in West Virginia."]

14. 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 15.] [] No [Proceed to Section 15.]

15. Other provisions which may be set forth in the operating agreement or matters not inconsistent with law: [See instructions for further information; use extra pages if necessary.]

16. The number of pages attached and included in these Articles is: _____

17. The requested effective date is: [Requested date may not be earlier than filing nor later than 90 days after filing in our office.]
 the date and time of filing in the Secretary of State's Office.
 the following date _____ and time _____

18. 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

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)].

19. 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 §31B-2-209. Liability for false statement in filed record. If a record authorized or required to be filed under this chapter contains a false statement, one who suffers loss by reliance on the statement may recover damages for the loss from a person who signed the record or caused another to sign it on the person's behalf and knew the statement to be false at the time the record was signed.

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 APPLICATION FOR CERTIFICATE OF AUTHORITY OF LIMITED LIABILITY COMPANY

BEFORE you fill out the application: The company 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 LLC 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 of name availability. You may apply for a name reservation in writing, accompanied by a \$15 fee made payable to the WV Secretary of State, mailed to the address shown above. Once approved, you are guaranteed exclusive use of the name for 120 days, enough time to prepare and submit the articles. If you plan to do business under any name, other than the name on your certificate of organization, you must register that trade name with the Secretary of State. Failure to do so could result in a fine or imprisonment.

FILING THE APPLICATION:

Section 1. Enter the exact name of the limited liability company as it is registered in its home state, or country.

- 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. If your home state name is not available in West Virginia, you must do the following:

- Select a name as a forced DBA ("doing business as") name which your company wants to use in West Virginia; and be sure to include one of the required terms. "Limited liability company," "limited company," or the abbreviations "L.L.C.," "LLC," "L.C.," or "LC." "Limited" may be abbreviated as "Ltd." and "Company" may be abbreviated as "Co." [WV Code [§31B-1-105, 31B-10-1005](#)] Professional companies must use "professional limited liability company," professional L.L.C.," "professional LLC," "P.L.L.C.," or "PLLC." [WV Code [§31B-13-1303](#)]
- Make certain that name is available, preferably by reserving it in advance.
- Arrange for the managers or members, depending on the type of company, to draft a letter a resolution adopting the fictitious name, and attach a copy of that resolution to the filing. A FORCED DBA NAME WILL NOT BE ACCEPTED UNLESS THE REQUIRED RESOLUTION IS ATTACHED. [Click here](#) to see a sample **Letter of Resolution**.

Section 3. **LLC vs. PLLC** - Check the first box unless your company qualifies as a Professional LLC. A Professional LLC may be organized only by one or more persons licensed or otherwise legally authorized to provide the same or compatible professional services or to practice together within the state. No person may be a member of the PLLC who is not licensed or otherwise legally authorized to render the professional service for which the PLLC was organized. **Only the following professions listed below under the specified articles of Chapter 30 of West Virginia Code may form a PLLC.** If you are a member of another profession please contact your licensing board before attempting to establish your business as a regular LLC.

Attorneys-at-law	[Article 2]	Physicians & Podiatrists	[Article 3]
Dentists	[Article 4]	Optometrists	[Article 8]
Accountants	[Article 9]	Veterinarians	[Article 10]
Architects	[Article 12]	Engineers	[Article 13]
Land Surveyors	[Article 13a]	Osteopathic Physicians and Surgeons	[Article 14]
Chiropractors	[Article 16]	Psychologists	[Article 21]
Social Workers	[Article 30]		

*****Important***** **The Secretary of State cannot complete your filing until confirmation is received from the licensing board that the licenses of your members are current and in effect.** A PLLC is required to carry at all times \$1 million of professional limited liability insurance [See WV Code [§31B-13-1305](#)].

Section 4. List the address of your **principal office**. This is the address to which all correspondence from our office is mailed. You may change your principal office address by filing with the Secretary of State an application to appoint or change address, agent or officers [[Form AAO](#)] (fee \$15).

Section 5. The **designated office** need not be the principal place of business. The designated office may be changed by filing with the Secretary of State an application to appoint or change address, agent, or officers [[Form AAO](#)] (fee \$15).

Section 6. You may maintain an "**agent of process**" who can receive service of a summons or complaint. The agent may be an individual resident of the state, a domestic corporation, another limited liability company or a foreign corporation or foreign company. 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 7. List an **e-mail address** (*yourname@domainname.com*) where you can receive important e-mail notifications (e.g., **Annual Report** notices).

Section 8. List the **website address** (*domainname.com*) of the business, if any. DO NOT list a physical mailing address.

Section 9. 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 10. An **AT-WILL company** will continue to exist until voluntarily terminated or administratively dissolved. A **TERM company** is one in which its members have agreed to remain members until the expiration of a term specified in the articles. If neither box is marked, or if the length of term is not specified, the company will be established as an at-will company.

Section 11. For a **MEMBER-managed company**, the authority to transact business and execute instruments is in the hands of the members, and any member may act to carry on the ordinary course of the company's business as an agent of the company. For a **MANAGER-managed company**, a manager,

who may or may not be a member, is an agent of the company for the purpose of its business. See WV Code [§31B](#) for more information about the authority of members & managers. **You must list all members' (for a member-managed LLC) or managers' (for a manager-managed LLC) names and addresses who have signature authority.**

Section 12. DO NOT check "Yes" to this question UNLESS and UNTIL you have in hand the written consent of those members who are liable for all debts, obligations and liabilities of the company agreeing to the adoption of or to be bound by this provision in the operating agreement. The liabilities may not be assigned on the belief that members will consent.

Section 13. The State Tax Department requests that you describe the **purposes** of the limited liability company clearly to insure you receive all the necessary information about registering with the required state agencies. **Please note that filing the application for Certificate of Authority alone does not qualify you to do business in West Virginia. You must obtain a business license from the West Virginia Department of Tax and Revenue, and you may be required to meet other licensing requirements to conduct the type of business you intend.** Attach additional pages if necessary.

Section 14. If the business activities include "Scrap Metal Dealer", check "Yes." Complete the **Scrap Metal Dealer Registration Form (Form SMD-1)** [per revised WV Business Code [§61-3-49-\(b\)\(4\)](#)] and submit with your application. Proceed to Section 15. If "No," proceed to Section 15.

Section 15. The articles may include provisions permitted to be set forth in an operating agreement [but may not vary the non-waivable provisions of WV Code [§31B-1-103\(b\)](#)] and other matters not inconsistent with law. If any provision of the operating agreement is inconsistent with the articles of organization, the articles control as to persons other than managers, members and their transferees who reasonably rely on the articles to their detriment.

Section 16. List the number of attached pages to insure your complete filing is recorded.

Section 17. You may accept the date of filing by the Office of Secretary of State as your effective date, or assign a future date and time when the company will be activated. If the date you give is more than 90 days after the filing date by the Secretary of State, the active date will be the 90th day after filing. If you do not specify a time, the filing is effective at the close of business on that date.

Section 18. Check the appropriate box indicating whether or not the organization 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) 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 19. AN ORGANIZER MUST SIGN THE 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 the document.

ANNUAL REPORT NOTICE: WV Code [59-1-2a](#) (see also [31B-2-211](#)) requires every limited liability company [both *domestic* (in-state) and *foreign* (out-of-state)] 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** [see WV 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 WV 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.

FILING THE ARTICLES - 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 an initial registration fee. If requesting a certified copy, an additional fee of \$15 per certified copy requested is required.

Registration fee - \$150

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

Registration fee*	_____	[Registration fee is waived for "veteran-owned" entity effective July 1, 2015 per WV Code 59-1-2(j) ; Be sure to attach the veteran proof of status Veteran Affairs Form DD214 when claiming "veteran-owned" status.]
\$15 per certified copy: +	_____	

Total fee: = _____

**** *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 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.

CANCELLATION: A foreign limited liability company is a legal entity which can only be cancelled 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 cancellation from the Secretary of State. Contact our office for more information.