

JOE MANCHIN,III
Secretary of State
State Capitol Building
1900 Kanawha Blvd. East
Charleston, WV 25305-0770



Penney Barker, Team Leader
Corporations Division
Tel: (304) 558-8000
Fax: (304) 558-5758
www.wvsos.com
FILE One Original

WEST VIRGINIA ARTICLES OF INCORPORATION

Control # _____

The undersigned, acting as incorporator(s) according to the West Virginia Code, adopts 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 Secretary of State, according to Chapter 47-8-3 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, 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:

_____ WV _____

4. The name and address of the person to whom notice of process may be sent is:

Name:

Street:

City/State/Zip:

5. This 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

FOR PROFIT ONLY:

6.

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.

7. The purposes for which this corporation is formed are 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 printing", "retail grocery and sale of beer and wine". Purposes may conclude with words "... including the transaction of any or all lawful business for which corporations may be incorporated in West Virginia.")

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

☐ Corporation will have no members

☐ Corporation will have members

(NOTE) If 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

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

Name

Address

City/State/Zip

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10. 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: _____

**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 scientific purposes, including, 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 federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public 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.



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 shown above. Once approved, you are guaranteed exclusive use of the name for 120 days, enough time to prepare and submit the articles.

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 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 and annual report forms, legal process and forms will go to the address listed in #2. If you change your agent of process, you should notify the Secretary of State in writing.

Section 5. 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 6. 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. If you are just starting out and want to begin at the lowest license tax category, the total value must be \$5,000 or less. The par value is calculated this way, Total value divided by no. of shares = par value. If you list the shares as having "no par value," for the purpose of calculating the license tax, these "no par value" shares are presumed to have the par value of \$25.

Section 7. 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 8. Only those forming a **non profit** entity would complete this section. Attach additional pages, if necessary.

Section 9. 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 10. 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 the 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, a license tax fee and an attorney-in-fact fee.

+	Registration fee:	<input type="text"/>	For profit corporations -- \$50 Non-profit corporations -- \$25
	Attorney-in-fact fee	<input type="text"/>	
	<hr/>		
+	Non-profits pay this amt.	<input type="text"/>	
	License tax for profit corporations	<input type="text"/>	
	<hr/>		
	TOTAL FEE:	<input type="text"/>	(See chart below for license tax and atty-in fact fee)

LICENSE TAX FEE CHART AND ATTORNEY-IN-FACT FEE CHART

*If mailing the application during the last few days of the month, use the next month's fee.
 Make your checks payable to: WV Secretary of State.*

TOTAL VALUE OF AUTHORIZED CAPITAL STOCK	JULY 100%	AUG. 100%	SEPT. 100%	OCT. 90%	NOV. 80%	DEC. 70%	JAN. 60%	FEB. 50%	MAR. 40%	APR. 30%	MAY** 120%	JUNE** 110%
0 - 5,000	20	20	20	18	16	14	12	10	10	10	30	30
5,001 - 10,000	30	30	30	27	24	21	18	15	12	10	40	40
10,001- 25,000	40	40	40	36	32	28	24	20	16	12	50	50
25,001- 50,000	50	50	50	45	40	35	30	25	20	15	60	60
50,001- 75,000	80	80	80	72	64	56	48	40	32	24	96	90
75,001- 100,000	100	100	100	90	80	70	60	50	40	30	120	110
100,001- 125,000	110	110	110	99	88	77	66	55	44	33	132	121
125,001- 150,000	120	120	120	108	96	84	72	60	48	36	144	132
150,001- 175,000	140	140	140	126	112	98	84	70	56	42	158	154
175,001- 200,000*	150	150	150	135	120	105	90	75	60	45	180	165
Attorney-in-Fact	25	25	25	22.50	20	17.50	15	12.50	10	7.50	30	27.50

* If value of authorized capital stock is over \$200,000 fee (100%) is \$180 + \$.20 for each added \$1,000 or fraction thereof, up to \$1 million.
 If value over \$1 million, fee (100%) is \$340 + \$.15 for each added \$1,000 or fraction thereof, up to \$15 million.

** May and June rates include advance payment of next fiscal year license taxes.

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.