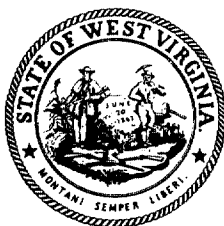


KEN HECHLER
Secretary of State
State Capitol, W-139
Charleston, WV 25305
(304) 558-8000
FAX: (304) 558-0900



FILE IN DUPLICATE ORIGINALS
FEE: AS PER SCHEDULE ON PAGE 3
- BUSINESS CORPORATION
(stock, for profit):
Complete all items except 3.A.
- NON-PROFIT CORPORATION
(membership, nonstock):
Complete all items except 3.B. & 7

WEST VIRGINIA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 31, Article 1, Section 27 of the West Virginia Code, adopt(s) the following Articles of Incorporation for such corporation:

1. The undersigned agree to become a West Virginia corporation by the name of _____

(The name of the corporation shall contain one of the words "corporation," "company," "incorporated," "limited" or shall contain an abbreviation of one of such words. (§31-1-11, WV Code)

2. A. The address at the physical location of the principal office of the corporation will be _____ street, in the city, town or village of _____, county of _____, State of _____, Zip Code _____.

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

- B. The address at the physical location of the principal place of business in West Virginia of the corporation, if different than the above address, will be _____ street, in the city, town or village of _____, _____ County, West Virginia, Zip Code _____. The mailing address of the above location, if different, will be _____.

- C. The name and address of the appointed person to whom notice or process may be sent is _____.

3. This corporation is organized as: (check 3A or 3B)

- A. Non-stock, non-profit _____
or
B. Stock, for profit _____, and the aggregate value of the authorized capital stock of said profit corporation will be _____ dollars, which shall be divided into _____ (no. of shares)

shares of the par value of _____ dollars each. (If the shares are to be divided (or state "without par value," if applicable)

into more than one class or if the corporation is to issue shares in any preferred or special class in series, additional statements are required within the articles of incorporation.) (As provided by law, for the purpose of assessment of the license tax, and for no other purpose, shares of stock having no par value shall be presumed to be of the par value of \$25 each; but, if such stock was originally issued for a consideration greater than \$25 per share, the annual license taxes as are required to be paid to the Tax Commissioner shall be computed upon the basis of the consideration for which such stock was issued. WV Code §11-12-78)

4. The period of duration of the corporation, which may be perpetual, is _____.

PLEASE DOUBLE SPACE; IF MORE SPACE IS NEEDED, USE ADDITIONAL SPACE ON PAGE 4 AND ADD PAGES:

5. The purpose (s) for which this corporation is formed (which may be stated to be, or to include, the transaction of any or all lawful business for which corporations may be incorporated in West Virginia), is (are) as follows:

6. The provisions for the regulation of the internal affairs of the corporation, which the incorporators elect to set forth in the articles of incorporation, are as follows:

7. The provisions granting, limiting or denying preemptive rights to shareholders, if any, are as follows:

8. The full name(s) and address(es) of the incorporator(s), including street and street numbers, if any, and the city, town or village, including the zip code, and the number of shares subscribed for by each is (are) as follows:

NAME	ADDRESS	Number of Shares (Optional)

9. The number of directors constituting the initial board of directors of the corporation is _____ and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders/members, or until their successors are elected and shall qualify, are as follows:

[illegible]

ACKNOWLEDGMENT

I (We), the undersigned, for the purpose of forming a corporation under the laws of the State of West Virginia, do make and file this "Articles of Incorporation."

In witness whereof, I (we) have accordingly hereunto set my (our) respective hands this _____ day of _____, 19____.

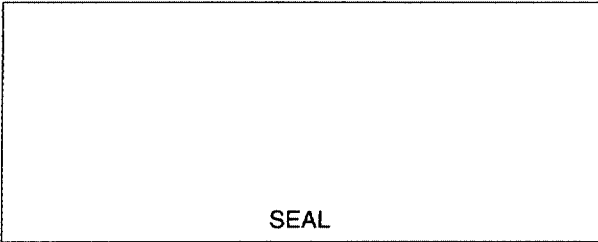
(All incorporators must sign below. Names and signatures must appear the same throughout the Articles of Incorporation.)
PHOTOCOPIES OF THE SIGNATURES OF THE INCORPORATORS AND THE NOTARY PUBLIC CANNOT BE ACCEPTED.

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public, in and for the county and state aforesaid, hereby certify that (names of all incorporators as shown in item 8 must be inserted in this space by official taking acknowledgment)

whose name(s) is (are) signed to the foregoing Articles of Incorporation, this day personally appeared before me in my said county and acknowledged his (her) (their) signature(s).



My commission expires _____

(Notary Public)

ARTICLES OF INCORPORATION PREPARED BY _____

whose mailing address is _____

FEE SCHEDULE

SECRETARY OF STATE		LICENSE TAX SCHEDULE FOR DOMESTIC BUSINESS CORPORATIONS¹										FISCAL YEAR	
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	168	154
	175,001 - 200,000	\$150	150	150	135	120	105	90	75	60	45	180	165

- Note *IF VALUE OF AUTHORIZED CAPITAL STOCK IS MORE THAN \$200,000.00 - \$180.00 PLUS AN ADDITIONAL 20 CENTS FOR EACH \$1,000.00, OR FRACTION THEREOF, OVER \$200,000.00, UP TO \$1,000,000.00.
- Note **IF OVER \$1,000,000.00 - \$340.00 PLUS AN ADDITIONAL 15 CENTS FOR EACH \$1,000.00, OR FRACTION THEREOF, UP TO \$15,000,000.00.
- Note ***THIS AMOUNT INCLUDES ADVANCE PAYMENT OF NEXT FISCAL YEAR LICENSE TAXES.

¹THE CHARTER FEE OF \$10.00 IS TO BE ADDED TO THE LICENSE TAX. Both Non-Profit and Business Corporations must pay the charter fee; Non-Profit Corporations do not pay the license tax. Every domestic corporation, both Non-Profit and Business, having its principal place of business located outside the State of West Virginia shall also pay an annual ATTORNEY-IN-FACT FEE of \$10.00, proratable and remitted according to the percentage shown in the License Tax Schedule above for the month of application.

PLEASE MAKE ALL CHECKS PAYABLE TO: SECRETARY OF STATE.

KEN HECHLER
Secretary of State
State Capitol, W-139
Charleston, WV 25305-0770
(304) 558-8000
FAX (304) 558-0900



INSTRUCTIONS FOR INCORPORATING

1. Filling out the articles of incorporation:

- a. The name of the corporation should be checked to see if it is available for use. Remember, a phone check is not the same as a guarantee. **Be sure to reserve the name.** You may reserve a name by writing the Secretary of State, Corporations Division requesting a name and enclosing a \$5.00 filing fee. This will guarantee the exclusive use of that name for 120 days, enough time to allow you to submit articles.
- b. Notice of process: The agent for service of process is the person to whom this office will forward any summonses or complaints or annual report. (Section 31-1-15 requires a letter to change the agent or the address)
- c. Authorized capital stock: Look to the fee schedule on the back of the articles of incorporation form for the proper fee.
- d. Period of duration: A corporation can not dissolve simply by putting down a specific period of duration (or life). You should put "perpetual" in this field.
- e. Purposes: What are the goals of your corporation? Be specific, but brief. You may also want to include the phrase, "Any and all acts allowed corporations by West Virginia Code."
- f. Internal Regulation: This refers to the by-laws of the corporation. You may want to refer to your by-laws by using the phrase, "as per the by-laws of the corporation" in this area.
- g. Preemptive rights: Preemptive rights deal with the priority of current stockholders to purchase unissued "treasury" shares in the corporation. If preemptive rights are granted, your current stockholders will be given first refusal on the purchase of any additional shares the corporation may want to sell.
- h. Incorporator: This is just the person that submits the articles of incorporation for filing. It does not mean that the person runs or owns the corporation. Control of the corporation is through ownership of shares.
- i. Directors: West Virginia law requires two people to be in the corporation, a president and a secretary. They can't be the same person. However, when setting up the articles, you may not have officers yet. Therefore, you may leave this area blank or just list one officer.
- j. General filing requirements: You must prepare your articles of incorporation in duplicate. You may use photocopies of the forms, but the signatures and notary acknowledgment must be originals.
- k. Prepared by: You should use your name and address if you prepared the articles of incorporation. This gives us a contact person to call if there is an error in the articles.

2. Fee Schedule

- a. The License tax schedule is prorated according to fiscal year. Be sure to add the certificate charter fee of \$10.00 to the license tax amount. Checks should be payable to the Secretary of State.
- b. Nonprofit corporations pay only the certificate fee of \$10.00.

3. Filing requirements in your county:

- a. Be sure to file a copy of the articles of incorporation and certificate with the county clerk where your principal place of business is located within 60 days.

4. Dissolution of corporation

- a. When you incorporate, you create a person. It is a formal procedure to incorporate and it is a formal procedure to dissolve the corporation. You don't just write a letter saying you are out of business or return the certificate of incorporation. When you no longer wish to be incorporated, contact this office or your attorney for the specific steps to dissolve a corporation.
- b. Remember: You are liable for all taxes, assessments, fines, penalties and interest until you receive a certificate of dissolution from the Secretary of State.

5. Trade name (True Name)

- a. If you are going to conduct business under **any** name other than the name on your certificate of incorporation, you must register that trade name with the Secretary of State. Failure to do so could result in a fine or a term of imprisonment.
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