WEST VIRGINIA ARTICLES OF INCORPORATION FOR AN AGRICULTURAL COOPERATIVE ASSOCIATION WITH 501(c)(3) NON-PROFIT IRS ATTACHMENT

Form CAD-1NP
Rev. 09/2026

West Virginia Secretary of State
Business & Licensing Division
Tel: (304)558-8000
Fax: (304)558-8381
Website: www.wvsos.gov

FILE ONE ORIGINAL
(Two if you want a filed stamped copy returned to you.)

FILING FEE: $25
*** Fee Waived for Veteran-owned corporation**

Control # _____

The undersigned, acting as incorporators as governed by WV Code §31D-2-202, adopt the following Articles of Incorporation for a West Virginia Agricultural Cooperative Association, according to §19-4 of the amended Code , which shall be perpetual.

1. The name of the WV Agricultural Cooperative Association shall be: [Per §19-4-6 of the WV Code, **the name must include the words "cooperative," "co-operative" or "co-op"** in the name and **the name MUST contain one of the required corporate name endings*per §31D-4-401 of the West Virginia Code (*see attached instructions for the list of required name endings)**]. This name is your official name and must be **used in its entirety** when in use **unless** a Trade Name (DBA) is registered with the Office of the Secretary of State, according to Chapter 47-8 of the West Virginia Code.] _____

☐ **CHECK BOX to indicate you've included one of the REQUIRED CORPORATE NAME ENDINGS *(See instructions for name endings).***

2. The **address** of the **principal office** of the corporation will be:
Located in the **County** of (required):

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

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

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

3. The **physical address** (not a PO Box) of the principal place of business in West Virginia, if any:

   Street: _____

   City: _____ State: _____ Zip Code: _____

   Located in the **County** of: County: _____

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

   Street: _____

   City: _____ State: _____ Zip Code: _____

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

   Name: _____

   Street: _____

   City: _____ State: _____ Zip Code: _____

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

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

7. Do you **own or operate more than on 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? _____

8. The corporation is organized as (*check the box below*):

   ☐ **NON-PROFIT, NON-STOCK** (If you plan to apply for 501(c)(3) status with the IRS, you will need to include specific language that is required by the IRS to be included in your Articles of Incorporation. That language is included as an attachment to this application - *see last page of this application.*)

9. a. The **purpose for which this corporation is formed** is as follows (attach additional pages if necessary): (Describe the type of business activity which will be conducted. Per §19-4-3 of the WV Code, the association may be organized to "engage in one or more qualified activities in connection with the marketing or selling of agricultural products or the goods and services of its members or those purchased from other persons; or in connection with the manufacturing, selling or supplying to its members of machinery, equipment or supplies; or in securing and disseminating market information; or in the financing directly, through agricultural credit associations, and/or otherwise, the above- enumerated activities; or in any one or more of the activities specified herein." "Agricultural products" are defined as “horticultural, viticultural, forestry, dairy, livestock, poultry, bee and any farm products, in their natural form or process." "Goods and services" means food and beverages, arts and crafts, woodworking and furniture-making, and recycling, composting and repurposing materials.)

_____

_____

b. 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 11.]

☐ **No** [Proceed to Section 11.]

10. FOR **NON-PROFIT ONLY** (Check the statement that applies to your entity.):

☐ Corporation will have **NO MEMBERS**.

☐ Corporation will have **MEMBERS** (See ***NOTE** below.)

***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 need to attach a separate sheet listing the above required information, unless it will fit in the space provided below.**

_____

_____

11. The **names and addresses of the incorporators** are (must list at least THREE (3) incorporators; attach additional pages if necessary):

	Name	**Address**	**City**	**State**	**Zip Code**
a)					
b)					
c)					

12. 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:
   - Is at least fifty-one percent (51%) unconditionally owned by one or more veterans; or
   - 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)].

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

14.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 name of person who is signing articles of incorporation: _____

c. **Signature of Incorporator:** _____ **Date:** _____

****Important Legal Notice Regarding Signature:*** Per **West Virginia Code** §31D-1-129**. Penalty for signing false document.** Any person who signs a document he or she knows is false in any material respect and knows that the document is to be delivered to the secretary of state for filing is guilty of a misdemeanor and, upon conviction thereof, shall be fined not more than one thousand dollars or confined in the county or regional jail not more than one year, or both.

Important Note: This form is a public document. Please **do NOT provide any personal identifiable information on this for** such as social security number, bank account numbers, credit card numbers, tax identification or driver's license numbers.

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.

INSTRUCTIONS FOR FILING ARTICLES OF INCORPORATION FOR AN AGRICULTURAL COOPERATIVE ASSOCIATION WITH 501(C)(3) NON-PROFIT IRS ATTACHMENT

BEFORE YOU COMPLETE THE APPLICATION:

I. Per §19-4-2 of the West Virginia Code, **three (3) or more persons engaged in the production of agricultural products may form a cooperative association with or without capital stock.** Three (3) or more cooperative associations may form an agricultural credit association, with or without capital stock, under this article and in compliance with the credit union provisions of Chapter 31C of this Code. In accordance with §19-4-10 of the West Virginia Code, the cooperative association shall be managed by a board of not less than three (3) directors, elected by the members or stockholders.

II. 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.

COMPLETING THE APPLICATION:

Section 1. **Enter the exact name of West Virginia agricultural cooperative association. The name MUST contain the following words in the name:**

a) Per §19-4-6(a) of the WV Code, the name must include the words **"cooperative," "co-operative" or "co-op"** in the name, **and** words or abbreviations designating a corporation such as, **"corporation" (corp.), "company" (co.), "incorporated" (inc.), "limited" (ltd.), 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 (dba) 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. 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 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. 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 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. You may change "agent of process" by filing with the Secretary of State an application to appoint or change address, agent or officers [Form AAO] (fee $15).

Section 5. List an **e-mail address** (*yourname@domainname.com*) where you can receive important e-mail notifications (e.g., **Annual Report** notices).

Section 6. List the **website address** *(domainname.com*) **of the business**, if any. DO NOT list a physical mailing address.

Section 7. 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 8. In a **non-profit corporation**, no funds of the corporation may be distributed to members, directors or officers. **Non-profit status will not be granted by the Tax Department until IRS 501(c) status is approved.** If you plan to apply for 501(c)(3) status with the IRS, you will need to include specific language required by the IRS to be included in your Articles of Incorporation. That required language statement is provided as an attachment to this application [see Page 4 of this application]. Be sure to include this attachment when submitting your Articles of Incorporation if this applies to your entity. 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.

Section 9. a. It is important to describe the **purpose(s)** [i.e., principal activity(ies)] to be conducted by the corporation clearly to insure you receive all the necessary information about registering with the required state agencies. Per §19-4-3 of the WV Code, the association may be organized to "engage in one or more qualified activities in connection with the marketing or selling of agricultural products or the goods and services of its members or those purchased from other persons; or in connection with the manufacturing, selling or supplying to its members of machinery, equipment or supplies; or in securing and disseminating market information; or in the financing directly, through agricultural credit associations, and/or otherwise, the above- enumerated activities; or in any one or more of the activities specified herein." "Agricultural products" are defined as "horticultural, viticultural, forestry, dairy, livestock, poultry, bee and any farm products, in their natural form or process." "Goods and services" means food and beverages, arts and crafts, woodworking and furniture-making, and recycling, composting and repurposing materials. Attach additional pages if necessary.

b. If the business activities include "**Scrap Metal Dealer,**" check "**Yes**" and complete the Scrap Metal Dealer Registration Form (Form SMD-1) [perrevised WV Business Code §61-3-49-(b)(4)] and submit with your application. Proceed to Section 11. If "No," proceed to Section 11.

Section 10. **If the non-profit 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 need to attach a separate sheet listing the above required information, unless it will fit in the space provided**. Attach additional pages, if necessary.

Section 11. The **incorporators** (must be at least three [3] persons) are the persons who initially set up the corporation. They need not own shares in nor run the corporation.

Section 12. 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 by including with this application a copy of your Veteran Affairs Form DD214.**

Section 13. 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 14. Per WV Code §19-4-6(i), **the articles shall be signed and filed in accordance with the provisions of the business or nonprofit corporation laws of this state**. 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:

West Virginia Code 59-1-2a. 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 12:00 AM January 1st and 11:59 PM June 30th 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 in West Virginia [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 West Virginia Code. You may file the annual report online at https://onestop.wv.gov either by logging in, creating a log in, or filing as a 'guest'.

West Virginia Code §31F-5-501 requires every "benefit corporation," as described in Section 9b. above, to prepare an annual benefit report (separate and unrelated to the Secretary of State Annual Report referenced above) made available annually to each shareholder of the benefit corporation. See West Virginia Code §31F-5-501 for further information regarding the "Annual Benefit 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 a registration fee and excess acreage fee, if applicable.

If requesting a certified copy, an additional fee of $15 per certified copy requested is required.

Registration fee* _____

Excess Acreage fee: +_____

$15 per certified copy: +_____

Total fee: =_____

Registration fee - $25

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

[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.]**

**** *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, visit the Secretary of State online at **www.wvsos.gov** and select **Text Alerts**. 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.

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.gov**.

DISSOLUTION: A corporation is a legal entity which can only be dissolved through formal action by filing the necessary documents for dissolution - not by submitting a letter or making a phone call to the Secretary of State. To dissolve the business, a domestic corporation must file the **Articles of Dissolution** (Form **CD-6**) and pay the dissolution fee. You remain liable for all taxes, assessments, fines, penalties and interest until you receive a certificate of dissolution from the Secretary of State. Contact our office for more information.

West Virginia Secretary of
State Business & Licensing
Division Tel: (304)558-8000
Fax: (304)558-8381
Website: www.wvsos.gov

CUSTOMER ORDER REQUEST

INCLUDE THIS FORM WITH YOUR FILING

Name of Business on Filing: _____

Contact for Filing:
Name: _____
Phone: _____
Email: _____

Order Description: Please Identify the type of filing or request being made.

EXPEDITING SERVICE OPTIONS*

- ☐ Standard (5-10 business days) - No additional cost
- ☐ In-Person Same Day -$25 in addition to filing fee
- ☐ Next Business Day - $25 in addition to filing fee
- ☐ 2 Hour - $250 in addition to filing fee
- ☐ 1 Hour - $500 in addition to filing fee

Expediting Service is NOT AVAILABLE for:

-Dissolutions / Withdrawals of Corporations, Voluntary Associations, or Business Trusts
-Credit Service Organization Registrations
-Trademark Filings
-Sole Proprietor / General Partnership Trade Names

*Fees apply to each business. Time frame Indicates when the filing will be completed and registered in the Secretary of State database.

Return Information:

Method of Return:

- ☐ Hold for Pick Up
- ☐ Email: _____
- ☐ Specialty Carrier (Please provide return envelope & prepaid label)
- ☐ USPS Mail (standard)
  Attention: _____
  Street: _____
  City: _____ State: _____ Zip code: _____

Please Mail Filing to Any Secretary of State Hub Office	
WV One Stop Business Center 13 Kanawha Blvd. W. Suite 201 Charleston, WV 25302	**North Central WV Business Hub** 153 West Main Street Suite G - Third Floor Clarksburg, WV 26301

Secretary of State State Capitol Building Charleston, WV 25305 Phone: (304) 558-6000 Website: sos.wv.gov

Next Business Day, 2-Hour, and 1-Hour Expedite Service Guidelines

NEXT BUSINESS DAY EXPEDITE SERVICE

The Secretary of State offers a 24-hour expedite service on most business organization filings processed by this office. If you choose to utilize this service, please enclose with your filing the additional expedite fee. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. You must mark the document with your "**24-HOUR EXPEDITE"** request. If using a cover letter, note that you are requesting 24-hour expedited service, and include your telephone number and return information. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made. This office *does not* fax confirmation of a 24-hour expedite.

The fee for 24-hour handling is $25.00 in addition to the usual fee for service. Please consult our fee schedules for the appropriate fee. If you require assistance, please contact this office.

Time Constraints: Under most circumstances, each filing submitted receives same day filing date and may be picked up in the office by the end of the same business day. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in acceptable fileable form.

2-HOUR EXPEDITE SERVICE

The Secretary of State offers a 2-hour expedite service on most filings processed by this office. If you choose to utilize the 2-hour expedite service, please enclose with your filing an additional $250.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 2-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 2-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-HOUR EXPEDITE SERVICE

The Secretary of State offers a 1-hour expedite service on most filings processed by this office. If you choose to utilize the 1-hour expedite service, please enclose with your filing an additional $500.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 1-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 1-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-Hour and 2-Hour Time Constraints: Each filing submitted for either 1-hour or 2-hour expedite receives same day filing date and will be acknowledged by fax or e-mail within expedite service time. Failure to indicate method of acknowledgment (fax or e-mail) or to provide a correct fax number or e-mail address may prevent the Secretary of State from acknowledging the filing of such documents. Filings may be picked up within the expedite service period. Filings to be mailed will be mailed out no later than the next business day following receipt. Expedite period begins when filing or service request is received in this office in fileable form.

The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages or equipment malfunction. These extensions are few and will rarely extend more than a few hours.