APPLICATION FOR EXEMPTION FROM CERTIFICATE OF AUTHORITY
Form CF-2
Rev. 07/2026

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: **$25.00**

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 organization is:

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

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

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

Business/Employees in WV:

5. The type of business to be conducted in WV is: _____

6. Are on site contractual services provided to another business located in WV? **YES** / **NO** If yes, please describe:

_____

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

10. 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: _____

11. 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' Compensation Coverage? ☐ No ☐ Yes

Basis for Claiming Exemption:

12. **List section number(s) of the WV Code** §31D-15-1501 (for **profit** entities) or **WV Code** §31E-14-1401 (**non-profit** entities) or **WV Code** which makes your business exempt from being required to maintain a certificate of authority. **Enter the appropriate Code Number from the attached list of codes in the blank space provided below.**

Code Number: _____ (for **profit** entities) | _____ (**non-profit** entities)

Other [**see section (c)** of the Code in the attached list for profit and non-profit entities]:

_____

_____

13. **Print name of signer:** _____ **Title/Capacity:** _____

Contact phone number (w/ area code): _____

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 business address in the upper left corner of the application. A fee of
$25 for anexemption 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. If you would like a filed, date-stamped copy returned to you, submit one original and one copy of the application. Filing fee is $25. Please make check payable to the West Virginia Secretary of State.

The application must be signed by an officer of the corporation or by the chairman of the board of directors of the corporation (See below ****Important Legal Notice Regarding Signature***).

****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.

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 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 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: *Provided,* that this exemption does not include debts collected by collection agencies as defined in subdivision (b), section two, article sixteen, chapter forty-seven of this code;
(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 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;
(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;
(17) Applying for withholding tax on an employee residing in the State of West Virginia who works for the foreign corporation in another state; and
(18) Holding all, or a portion thereof, of the outstanding stock of another
corporation authorized to transact business in the State of West Virginia: Provided, that the foreign corporation does not produce goods, services or otherwise conduct business in the State of West Virginia.

(c) The list of activities in subsection (b) of this section is not exhaustive. NOTE : If you feel your organization is exempt but do not see an exemption reason listed in the attached code sections here, then you may list why you think your organization is exempt and explain in detail what the business purpose (i.e., legal business activity being conducted in West Virginia) is and by what manner the business is conducted with the State of West Virginia. Our office will then review the reason listed to determine if your business actually qualifies for exemption status.

(d) A foreign corporation is deemed to be transacting business in this state if:
(1) The corporation makes a contract to be performed, in whole or in part, by any party thereto in this state;
(2) The corporation commits a tort, in whole or in part, in this state; or
(3) The corporation manufactures, sells, offers for sale or supplies any product in a defective condition and that product causes injury to any person or property within this state notwithstanding the fact that the corporation had no agents, servants or employees or contacts within this state at the time of the injury.

(e) A foreign corporation's making of a contract, the committing of a manufacture or sale, offer of sale or supply of defective product as described in subsection (d) of this section is deemed to be the agreement of that foreign corporation that any notice or process served upon, or accepted by, the Secretary of State in a proceeding against that foreign corporation arising from, or growing out of, contract, tort or manufacture or sale, offer of sale or supply of the defective product has the same legal force and validity as process duly served on that corporation in this state.

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 orders require acceptance outside this state before they become contracts
(6) Creating or acquiring indebtedness, mortgages, and security interests in real or personal property: *Provided,* that this exemption does not include debts collected by collection agencies as defined in subdivision (b), section two, article sixteen, chapter forty-seven of this code;
(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 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;
(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; and
(17) Applying for withholding tax on an employee residing in the State of West Virginia who works for the foreign corporation in another state.

(c) The list of activities in subsection (b) of this section is not exhaustive. NOTE: If you feel your organization is exempt but do not see an exemption reason listed in the attached code sections here, then you may list why you think your organization is exempt and explain in detail what the business purpose (i.e., legal business activity being conducted in West Virginia) is and by what manner the business is conducted with the State of West Virginia. Our office will then review the reason listed to determine if your business actually qualifies for exemption status.

(d) A foreign corporation is to be deemed to be conducting affairs in this state if:

(1) The corporation makes a contract to be performed, in whole or in part, by any party thereto, in this state;
(2) The corporation commits a tort, in whole or in part, in this state; or
(3) The corporation manufactures, sells, offers for sale or supplies any product in a defective condition and that product causes injury to any person or property within this state notwithstanding the fact that the corporation had no agents,
servants or employees or contacts within this state at the time of the injury.

(e) A foreign corporation's making of a contract, the committing of a manufacture or sale, offer of sale or supply of defective product as described in subsection (d) of this section is deemed to be the agreement of that foreign corporation that any notice or process served upon, or accepted by, the Secretary of State in a proceeding against that foreign corporation arising from, or growing out of, contract, tort, or manufacture or sale, offer of sale or supply of the defective product has the same legal force and validity as process duly served on that corporation in this state.

West Virginia Secretary of
State Business & Licensing
Division Tel: (304)558-8000
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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	**Eastern Panhandle Business Hub** 229 East Martin Street Martinsburg, WV 25401

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* **f**ax 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 **u**tilize the 2-hour expedite service, please enclose with your filing an additional $250.00 per filing and/or order. Please note that this **e**xpedite 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 **u**tilize the 1-hour expedite service, please enclose with your filing an additional $500.00 per filing and/or order. Please note that this **e**xpedite 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.