

WEST VIRGINIA APPLICATION FOR CERTIFICATE OF AUTHORITY OF LIMITED LIABILITY COMPANY

Form LLF-1
Rev. 07/2025

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: \$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. View a [sample Letter of Resolution](#).)

3. The **company will be a**: [See instructions for limitations on professions which may form **PLLC** in WV. All members must have WV professional license. See (*) note at the right.]

- Regular LLC**
- Series LLC** [WV Code §41-1A-14(c)]
- Professional LLC*** for the profession of: _____
(See **Section 3.** of the attached instructions for list of accepted professions.)
- Professional business organizations: CHECK BOX** indicating you have attached the state licensing board **Verification of Eligibility** (Form **VOE**) to these Articles if your profession meets the requirements as defined by **Chapter 30** of WV Code. **Your application will be rejected if the VOE signed by the board is not attached.**

4. The address of the principal office of the company will be:

Street: _____

City: _____ State: _____ Zip Code: _____

Located in the County of (required):

County: _____

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 will be:

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: _____

6. The name and address of the person or company (agent) to whom notice 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 onbusiness 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 will be - CHECK ONE (required): an AT-WILL company, conducting business for an indefinite period. a TERM company conducting business for the term of _____ years.

11. The company will be - CHECK ONE (required): MEMBER-MANAGED [List the names and addresses of all MEMBERS below.] MANAGER-MANAGED [List the names and addresses of all MANAGERS below.]

12. List the **name(s) and address(es) of the MEMBER(S) [if member-managed] or the MANAGER(S) [if manager-managed]** of the company (required; **Note: The application will be rejected if the information is not provided below.** Attach additional pages if necessary.):

<u>Name</u>	<u>No. & Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

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. a. The **purpose(s) for which this limited liability company is formed** is as follows (required): [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."]

b. Will the above purpose include any business activity conducted as a **consumer litigation financier** pursuant to WV Code §46A-6N.

- Yes** [By checking "Yes," the applicant affirms the above **purpose includes the required statement that the organization shall be designated as a litigation financier** pursuant to WV Code §46A-6N. You are also affirming that you have included with this application an original completed copy of the **required [Application for Registration as a Litigation Financier](#)** (Form **LF-1**) with the associated requisite filing fee.]
- No** [Proceed to 14.]

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

18. Is the organization "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 singer: _____

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:

- o 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]
- o Make certain that name is available, preferably by reserving it in advance.
- o 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.

Section 3. Regular LLC, Series LLC or PLLC - Check the first box (Regular LLC) unless your company qualifies as a Series LLC or 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 Land	[Article 12]	Engineers	[Article 13]
Surveyors	[Article 13a]	Osteopathic Physicians & Surgeons	[Article 14]
Chiropractors	[Article 16]	Psychologists	[Article 21]
Social Workers	[Article 30]	Acupuncturists	[Article 36]

*****Important***** For PLLC's: **CHECK BOX** indicating you have attached **Verification of Eligibility (Form VOE)** to this Certificate of Authority application if your profession meets the requirements as defined by Chapter 30 of the WV Code. The Secretary of State cannot complete your filing until verification is received from the appropriate State licensing board that the licenses of your members are current and in full effect. A PLLC is required to carry at all times \$1 million of professional limited liability insurance [See WV Code §31B-13-1305]. Your application will be rejected if the VOE is not signed by the board and attached.

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. a. The State Tax Department requests that you describe the **purposes** of the limited liability company clearly to ensure you receive all the necessary information about registering with the required state agencies. **Please note that filing Articles of Organization 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.

b. If "No," proceed to Section 14. If "Yes," the above purpose includes any business activity conducted as a **consumer litigation financier**, pursuant to WV Code §46A-6N, the organization must register as a litigation financier by completing and submitting to Secretary of State an original copy of the **Application for Registration as a Litigation Financier (Form LF-1)** and pay the associated requisite filing fee. If this applies to your organization, check the "Yes" box to include in your purpose the required statement that the organization shall be designated as a litigation financier.

Section 14. If the business activities include "Scrap Metal Dealer", check "Yes" and complete the Scrap Metal Dealer Registration Form (Form SMD-1) [per revised West Virginia 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 ensure 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 include 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 <https://onestop.wv.gov>. 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 a registration fee. If requesting a certified copy, an additional fee of \$15 per certified copy requested is required.

Continued on next page.

Registration fee* _____

Registration fee - **\$150**

***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\(\)](#); **Be sure to attach the veteran proof of status Veteran Affairs Form DD214 when claiming veteran-owned status.**]

\$15 per certified copy: + _____

E pedite Fee is additional if requesting expedite service.

See **Customer Order Request** form for more information.

Total fee: = _____

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.

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 cancelation 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: _____

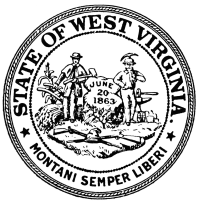
City: _____ State: _____ Zip code: _____

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

Eastern Panhandle Business Hub
 229 East Martin Street
 Martinsburg, WV 25401



Secretary of 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.