APPLICATION FOR EXEMPTION FROM CERTIFICATE OF AUTHORITY OF A LIMITED LIABILITY COMPANY

Form LLF-2
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: $25.00 **Control #** _____

Organization Information

1. The name of the limited liability co. applying to do business in WV:

_____

2. The company was organized under the laws of the State of: _____

Date of Organization: _____

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 of the WV Code** §31B-10-1003 which makes your business exempt from being required to have a certificate of authority. **List the section number (see attached list) in the blank space provided below.**
Code Number: (A) _____

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

Contact phone number (w/ area code): _____

Signature: _____ **Date:** _____

Instructions for Applying for Exemption from Certificate of Authority of a Limited Liability Company

Before completing this application please review the provision of the West Virginia Code. If you believe the nature and extent of your organization'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 the form to the address on the top of the application. A fee of $25 for an exemption 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 company may not obtain a business license, obtain workers compensation or unemployment insurance, or obtain other licenses and permits 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, or if you would like a filed copy returned to you submit two applications. The filing fee is $25 and you should make checks payable to the WV Secretary of State.

The application needs to be signed by a member (or manager, depending on the type of management structure) of the limited liability company (See below ****Important Legal Notice Regarding Signature***).

****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.

WEST VIRGINIA CODE ON OBTAINING AN EXEMPTION FOR A LIMITED LIABILITY COMPANY

§31B-10-1003. Activities not constituting transacting business.

(a) Activities of a foreign limited liability company that do not constitute transacting business in this State within the meaning of this article include:

(1) Maintaining, defending or settling any proceeding;

(2) Holding meetings of its members or managers or carrying on other activities concerning internal affairs;

(3) Maintaining bank accounts;

(4) Maintaining offices or agencies for the transfer, exchange and registration of the foreign company's own securities or maintaining trustees or depositories with respect to those securities;

(5) Selling through independent contractors;

(6) 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;

(7) Creating or acquiring indebtness, mortgages and security interests in real or personal property;

(8) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts, and holding, protecting and maintaining property so acquired;

(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) Transacting business in interstate commerce;

(11) Applying for withholding tax on an employee residing in the State of West Virginia who works for the foreign limited liability company in another state; and

(12) 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 limited liability company does not produce goods, services or otherwise conduct business in the State of West Virginia.

(b) For purposes of this article, the ownership in this State of income-producing real property or tangible personal property, other than property excluded under subsection (a) of this section, constitutes transacting business in this State.

(c) This section does not apply in determining the contracts or activities that may subject a foreign limited liability company to service of process, taxation or regulation under any other law of this State.

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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

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.