

**WEST VIRGINIA ARTICLES OF INCORPORATION
FOR A BROADBAND COOPERATIVE ASSOCIATION**

Form: CBD-1
Rev. 07/2026

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

FILE ONE ORIGINAL

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

FILING FEE: \$100 (profit)

\$25 (non-profit)

*** Fee Waived for Veteran-owned corporation**

Control # _____

The undersigned, acting as incorporators as governed by WV Code §31G-2 of the amended Code which shall be perpetual, adopt the following Articles of Incorporation for a West Virginia Broadband Cooperative Association (broadband internet services).

1. The name of the West Virginia Broadband Cooperative Association shall be: [Per 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:
- Located in the **County** of:
- The mailing address of the above location, if different, will be:
4. The name and address of the **person (agent) to whom notice of process may be sent, if any, will be:**
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 one 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. **Will the West Virginia Broadband Cooperative Association apply for 501(c)(12) status as a utility cooperative with the IRS?**[If Yes, you will need to include specific language that is required by the IRS to be included in your Articles of Incorporation.]
- ☐ **Yes** ☐ **No**
9. The corporation is organized as (check one): ☐ **FOR PROFIT** (Proceed to question #10.)
- ☐ **NON-PROFIT, NON-STOCK** (Proceed to question #11.)
10. **FOR PROFIT ONLY** (Indicate the amount and par value of capital stock issued. If not issuing capital stock, enter zero's "0".):
- The total value of all authorized capital stock of the corporation will be \$ _____ .
(*number of shares x \$ value per share*)
- The capital stock will be divided into _____ shares at the par value of \$ _____
(*number of shares*) (*\$ value*)
- per share.

b. If Organized with MORE THAN ONE class of stock:

The total number of authorized shares of all classes of stock of the corporation will be: _____

The number of shares of each class that have a par value will be: _____

The par value of each share by class will be: _____

The number of shares that are to be without par value: _____

Please include a statement of the powers, preferences, rights, qualifications, limitations or restrictions in respect to a class of stock fixed:

c. If Organized WITHOUT capital stock:

The property rights and interest of each member shall be: ☐ Equal ☐ Unequal

If UNEQUAL:

Please state the general rules applicable to the classes of members whose property rights and interests are determined and fixed:

Please include provisions regarding the admission of new members who may be entitled to share in the property of the association with the old members:

11. a. The **purpose for which this West Virginia Broadband Cooperative Association is formed** is as follows (Describe the type of business activity to be conducted in the spaces provided below.):

Internet services - Per [§31G-2-1](#) of the WV Code, the association may be organized to "engage in any qualified activity in connection with any internet service; or any activity in connection with the purchase, providing or use by its members of internet services; or in the financing, directly, through the association of any qualified activities." "Internet services" means providing access to, and presence on, the internet and other services. Data may be transmitted using several technologies, including dial-up, DSL, cable modem, wireless, or dedicated high-speed interconnects. "Qualified person" means a person who is engaged in the use of internet services, either in an individual capacity, as a political subdivision of this state, or as a business. "Qualified activity" means using internet services.

11. a. *cont.*

☐ **Check here if applying for 501(c)(12) status.**

This West Virginia Broadband Cooperative Association is organized and operated on a cooperative basis for the purpose of providing a mutually desired service to members at cost. All income will be used to cover losses and expenses with any excess either being distributed to members or retained to cover future losses and expenses, as governed by the bylaws. The purpose of this association is to embody the cooperative structure through democratic control, subordination of capital, and operating at cost with a benefit to members.

b. Will the incorporation elect to be organized for purposes as a “**Benefit Corporation**” per West Virginia Code [§31F](#)? **ONLY applicable to "FOR PROFIT" corporations; "NON-PROFIT" corporations CANNOT elect this status.**

☐ **Yes** [If "Yes," the corporation must be formed FOR PROFIT and the purpose(s) indicated in Section 10a. above must include a "**general public benefit**" as set forth in [§31F-3-301\(a\)](#) of the West Virginia Code. Per [§31F-1-102\(c\)](#), “general public benefit” means “a material positive impact on society and the environment taken as a whole, as measured by a third-party standard, from the business and operations of a benefit corporation.”].

☐ **No** [Proceed to Section 12.]

12. The **names and addresses of the incorporators (members)** are:

NOTE: West Virginia Broadband Cooperative Associations must list at least TWENTY (20) incorporators (members).

	<u>Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
1.					
2.					
3.					
4.					
5.					
6.					
7.					
8.					
9.					
10.					
11.					
12.					
13.					
14.					
15.					
16.					

Continued on page 5.

12. Continued from page 4:

	<u>Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
17.	_____	_____	_____	_____	_____
18.	_____	_____	_____	_____	_____
19.	_____	_____	_____	_____	_____
20.	_____	_____	_____	_____	_____

13. ☐ Check this box to acknowledge that your bylaws will set out the **total number of Directors which shall not be less than 3.**

14. 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:
 - 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\(m\)](#)].

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

15. 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.

**INSTRUCTIONS FOR FILING ARTICLES OF INCORPORATION FOR A WEST VIRGINIA
BROADBAND COOPERATIVE ASSOCIATION**

BEFORE YOU COMPLETE THE APPLICATION:

I. 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 the applicable fee payable to the Secretary of State, mailed to the address at 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 the broadband cooperative association. The name MUST contain the following words in the name:**

- a) Per [§31G-2-1](#) of the WV Code, the name must include the words “cooperative,” “co-operative” or “co-op” in the name, **and**
- b) 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. If you plan to apply for 501(c)(12) status as a utility cooperative with the IRS, check "Yes." 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 under Section 11a. on page 3 of this application. Be sure to check the box next to "**Check here if applying for 501(c)(12) status**" under **Section 11a.** if this applies to your entity.

Section 9. Check **For Profit** if the corporation will be organized as a "for profit" corporation. Check **Non-Profit, Non-Stock** if the corporation will be organized as a "non-profit, non-stock" corporation.

Section 10. a. If organized with ONE class of stock: This statement sets the total value of all authorized capital stock, for which there will be one class, and how it is divided into shares with a set value per share. (*Calculation example: 100 shares x \$10 per share = \$1,000 total value.*) It does not necessarily reflect the money put into the corporation. The number of shares must be listed, but may be increased later. If not issuing stock, enter zero "0" in the fields.

b. **If organized with MORE THAN ONE class of stock:** This statement sets forth the total number of authorized shares of all classes of stock issued, the number of shares of each class that have a par value, the par value of each share by class, and the number of shares that are to be issued without par value. You must also include a statement of the powers, preferences, rights, qualifications, limitations or restrictions in respect to a class of stock fixed. Attach additional pages if necessary.

c. **If organized WITHOUT capital stock:** Indicate whether the property rights and interest of each member shall be "equal" or "unequal." If "unequal," you must state the general rules applicable to the classes of members whose property rights and interests are determined and fixed. You must also include provisions regarding the admission of new members who may be entitled to share in the property of the association with the old members.

Section 11. 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. Broadband cooperative associations may be organized to engage in any qualified activity in connection with obtaining or providing **internet services** [per WV Code [§31G-2-1](#)]. See the description under this question on the application for more information.

501(c)(12) IRS Status: If the corporation is applying for **501(c)(12) status through IRS**, check the box to confirm it will organize and operate on a cooperative basis for the purpose of providing a mutually desired service to its members at cost and to **include the 501(c)(12) status language in the Articles of Incorporation as required by the IRS.**

b. If “No,” proceed to Section 12. If “Yes,” and the **FOR PROFIT** incorporation elects to be organized for purposes as a “**Benefit Corporation**,” per West Virginia Code [§31F-3-301](#) (**NON-PROFIT corporations CANNOT elect this status**), the purpose listed in Section 11a. above must clearly state as one of its purposes the purpose of creating a “**general public benefit**.” You must indicate as one of its purposes stated in Section 11a. above the purpose of creating a “**general public benefit**” as set forth in [§31F-3-301\(a\)](#) of the West Virginia Code. A “general public benefit” means “a material positive impact on society and the environment taken as a whole, as measured by a third-party standard, from the business and operations of a benefit corporation,” [see West Virginia Code [§31F-1-102\(c\)](#)]. This purpose is in addition to its principal business purpose stated under [§31D-3-302](#) of the West Virginia Code. It may also identify one or more “**specific public benefits**” that it is the purpose of the corporation to create. Per West Virginia Code [§31F-1-102\(e\)](#) “specific public benefit” means “a benefit that serves one or more public welfare, religious, charitable, scientific, literary or educational purposes, or other purposes or benefit beyond the strict interest of the shareholders of the benefit corporation, including:

- (1) Providing low-income or under served individuals or communities with beneficial products or services;
- (2) Promoting economic opportunity for individuals or communities beyond the creation of jobs in the normal course of business;
- (3) Preserving or improving the environment;
- (4) Improving human health;
- (5) Promoting the arts, sciences or advancement of knowledge;
- (6) Increasing the flow of capital to entities with a public benefit purpose; and
- (7) Conferring any other particular benefit on society or the environment.”

Section 12. The **incorporators** are the persons who initially set up the corporation. There must be **at least three [3] incorporators** for an **agricultural association** and **at least twenty [20] incorporators** for an **internet services association**. They need not own shares in nor run the corporation.

Section 13. Check the box as indicated to acknowledge the corporation's bylaws will set out the **total number of Directors which shall not be less than three (3).**

Section 14. 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 15. 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 16. 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:

WV Code [59-1-2a](#), requires every corporation (both *for profit* and *non-profit*) to file an annual report and pay the annual report filing fee between 12:00 AM January 1st and 11:59PM 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 [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> either by logging in, creating a log in, or filing as a 'guest'.

WV Code [§31F-5-501](#) requires every “benefit corporation,” as described in Section 10b. 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 WV 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: = _____

For **Profit** Corporation - \$100 / **Non-Profit** Corporation - \$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

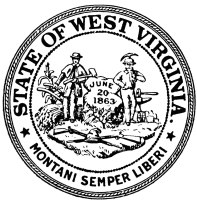
13 Kanawha Blvd. W.
Suite 201
Charleston, WV 25302

North Central WV Business Hub

153 West Main Street
Suite G - Third Floor
Clarksburg, WV 26301

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.