WEST VIRGINIA
ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY
Form LLD-1
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: **$100**
* **Fee Waived for Veteran-owned organization**

Control # _____

*******We acting as organizers according to West Virginia Code** §31B-2-202**, adopt the ***** following Articles of Organization for a West Virginia Limited Liability Company.**

1. The **name** of the **West Virginia limited liability company** shall 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 a list of acceptable terms.] _____

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

2. The company will be a: ☐ **LLC** ☐ **Professional LLC*** for the profession of: _____
*(See **Section 2.** 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.**

3. 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: _____

4. 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: _____

5. 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: _____

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

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

8. 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? _____

9. The **name(s) and address(es) of the organizer(s)** is (You must list at least ONE organizer.):

Name	**No. & Street Address**	**City**	**State**	**Zip Code**

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.]

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.):

Name	**No. & Street Address**	**City**	**State**	**Zip Code**

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

[Requested date ***may not be earlier than filing nor later than 90 days after filing in our office.***]

☐ the date and time of filing in the Secretary of State's Office.

☐ the following date _____and time _____ .

18. 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.

Continued on next page

18. Is the organization a "**veteran-owned**" organization? ***Continued.***

☐ **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 signer: _____

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 ARTICLES OF ORGANIZATION

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.

FILLING OUT THE APPLICATION

Section 1. Enter the **exact name of the company** and be sure to include one of the required corporate name endings: "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**] 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**]

Section 2. **LLC vs. PLLC** - Check the first box unless your company qualifies as 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 these Articles 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 3. The **principal office address** need not be in WV, but is the principal place of business for the company. This is generally the address where all corporate documents (records) are maintained. You may change the principal office address by filing with the Secretary of State an Application to Appoint or Change Address, Agent, or Officers [**Form AAO**] (fee $15).

The **county in which the principal office address is located** is required to be listed.

The **principal mailing address** need not be in WV, but is the principal place of business for the company. This is the address to which all correspondence from our office is mailed. You may change the principal mailing address by filing with the Secretary of State an Application to Appoint or Change Address, Agent, or Officers [Form AAO] (fee $15).

Section 4. The **designated (physical) office** location need not be the principal place of business. You may change the designated (physical) office by
filing with the Secretary of State an Application to Appoint or Change Address, Agent, or Officers [**Form AAO**] (fee $15).
The **county in which the designated (physical) office address is located.**
The **mailing address of the designated (physical) office address**, if different from the designated (physical) office address.

Section 5. You may wish to maintain an "**agent for service of process**" in West Virginia who can receive service of a summons or complaint. The agent may be an individual resident, a corporation, or another limited liability company. You may change your agent by filing with the Secretary of State an Application to Appoint or Change Address, Agent, or Officers [**Form AAO**] (fee $15).

Section 6. List an **e-mail address (***yourname@domainname.com*) where you can receive important e-mail notifications (e.g., **Annual Report** notices).

Section 7. List the **website address** (*domainname.com*) **of the business**, if any. DO NOT list a physical mailing address.

Section 8. 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 9. One or more persons may **organize** a limited liability company. The **name and address of each organizer** having authority to execute instruments on behalf of the limited liability company **is required**.

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 - **$100**
***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.]**

$15 per certified copy: +_____

Expedite Fee is additional if requesting expedite service.
See **Customer Order Request** form for more information.

Total fee: =_____

**** *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**.

TERMINATION: A limited liability company is a legal entity which can only be terminated 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 termination from the Secretary of State. Contact us 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 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.