

WEST VIRGINIA ARTICLES OF INCORPORATIONForm CD-1
Rev. 9/2026West 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 (profit) *Effective July 7, 2017 per WV Code §59-1-2.**\$25 (non-profit)****** Fee Waived for Veteran-owned and Young Entrepreneur
corporation**

Control # _____

****** The undersigned, acting as incorporator(s) according to the West Virginia Code
§31D-2-202, adopt the **** following Articles of Incorporation for a West Virginia Domestic
Corporation, which shall be perpetual.**1. The **name** of the **West Virginia corporation**
shall be:[See Section 1, of the attached instructions
pertaining to name requirements. 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):The **mailing address** of the
above location, if different,
will be:Street: _____
City: _____ State: _____ Zip Code: _____
County: _____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:Street: _____
City: _____ State: _____ Zip Code: _____
County: _____Street: _____
City: _____ State: _____ Zip Code: _____

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

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

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. The corporation is organized as (check one below):

☐ **NON-PROFIT, NON-STOCK** [If you plan to apply for 501(c)(3) status with the IRS, you will need to include specific language that is required by the IRS to be included in your Articles of Incorporation. Complete the **Articles of Incorporation with Non-Profit IRS Attachment** (Form [CD-1NP](#)) instead of completing this application.]

☐ **FOR PROFIT**

9. **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.

10. a. The **purpose for which this corporation is formed** is as follows: [In the space below, describe the type(s) of business activity which will be conducted, for example, "agricultural production of grain and poultry," "construction of residential and commercial buildings." Purpose may conclude with words "... including the transaction of any or all lawful business for which corporations may be incorporated in West Virginia." ***NOTE - "Professional" business organizations** must attach to this application the completed **Verification of Eligibility** (Form VOE) authorized and signed by your professional state licensing board (see attached instructions and CHECK BOX below).

☐ **Professional business organizations** (physicians, attorneys, engineers, CPA's, etc.): **CHECK BOX** indicating you have attached the state licensing board **Verification of Eligibility** (Form [VOE](#)) to this application if your profession meets the requirements as defined by **Chapter 30** of the WV Code. *See Section 10 of the attached instructions for a list of professions.* **Your application will be rejected if the VOE is not signed by the board and attached.**

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 10c.]

c. 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 10d.]

d. 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 11.]

☐ **No** [Proceed to Section 11.]

11. FOR **NON-PROFIT ONLY** (Check the statement that applies to your entity.):

☐ Corporation will have **NO MEMBERS**. Proceed to Section 12.

☐ Corporation will have **MEMBERS**. See ***Required** note continued
on next page.

11. FOR **NON-PROFIT ONLY** (Continued):

***Required:** If the corporation has **ONE OR MORE CLASSES OF MEMBERS**, the designation of a class or classes is to be set forth in the articles of incorporation and the manner of election or appointment and the qualifications and rights of the members of each class is to be set forth in the articles of incorporation or bylaws. If this applies to your entity then you will need to attach a separate sheet listing the above required information, unless it will fit in the space provided below. Otherwise, you may indicate below, "The required member information will be provided in the Bylaws."

12. The **name(s) and address(es) of the incorporator(s)** is (You must list at least ONE incorporator; attach additional pages if necessary.):

	<u>Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
a)	_____	_____	_____	_____	_____
b)	_____	_____	_____	_____	_____

13. 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 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 form** such as social security number, bank account numbers, credit card numbers, tax identification or driver's license numbers.

INSTRUCTIONS FOR FILING ARTICLES OF INCORPORATION

BEFORE you fill out the application: 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 the name will be available once we receive the application. You may apply for a name reservation in writing, accompanied by a \$15 fee payable to the Secretary of State, mailed to the address on the top of the application. Once approved, the name will be held for 120 days.

Section 1. Enter the exact name of the corporation, and **be sure to include one of the required terms, "corporation," "company," "incorporated," "limited," 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 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"...

- List the **total number of businesses in West Virginia** in the space provided.
- List the **total number of counties in West Virginia** in which the businesses conduct operations.

Section 8. In a **non-profit corporation**, no funds of the corporation may be distributed to members, directors or officers. **Non-profit status will not be granted by the Tax Department until IRS 501(c) status is approved.** If you plan to apply for 501(c)(3) status with the IRS, 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 as an attachment to the Form CD-1NP application [see last page of the document]. Be sure to include this attachment when submitting your Articles of Incorporation if this applies to your entity. In a **for-profit corporation**, the the assets and profits of the corporation “belong to” the shareholders, and can be distributed to them. Check the appropriate box.

Section 9. When a for-profit corporation is formed, this statement sets the total value of all authorized capital stock, and how it is divided into shares. (*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.

Section 10. a. It is required you describe the **purpose** [i.e., principal activity to be conducted by the business] of the corporation clearly to ensure you receive all the necessary information about registering with the required state agencies. Attach an additional page if necessary. **Only the following professions listed below under the specified articles of Chapter 30 of West Virginia Code may register as a "professional" business organization.**

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*** Professional business organizations: 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. Your application will be rejected if the VOE is not signed by the board and attached to this application.****

b. If "No," proceed to Section 10c. 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.

c. If “No,” proceed to Section 10d. 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 10a. 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 10a. 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.”

d. **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 11. If “No,” proceed to Section 11.**

Section 11. Only those forming a **non-profit** entity would complete this section. Attach additional pages, if necessary.

Section 12. The **incorporators** (one or more persons or a domestic or foreign corporation) are the persons or entities who set up the corporation. They need not own shares in nor run the corporation.

Section 13. 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 of veteran status by including with this application a copy of your Veteran Affairs Form DD214.**

Section 14. 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 15. **AN INCORPORATOR 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. **The application will be returned to you as incomplete without a signature.**

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 1 and 11:59 PM 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'.

West Virginia Code §31F-5-501 requires every “benefit corporation,” as described in Section 9b. 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 West Virginia 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.]

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

****** 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, go to **www.wvsos.gov**.

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 a letter or phone call. You remain liable for all taxes, assessments, fines, penalties and interest until you receive a certificate of dissolution 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: _____

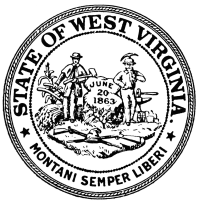
Street: _____

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



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.