WEST VIRGINIA CODE: §31E-2-202

§31E-2-202. Articles of incorporation.

(a) The articles of incorporation must set forth:

(1) A corporate name for the corporation that satisfies the requirements of section four hundred one, article four of this chapter;

(2) A statement that the corporation is nonprofit and that the corporation may not have or issue shares of stock or make distributions;

(3) Whether the corporation is to have members and, if it is to have members, the provisions required by section six hundred one, article six of this chapter to be set forth in the certificate of incorporation;

(4) The mailing address of the corporation's initial registered office, if any, and the name of its initial registered agent at that office, if any;

(5) The name and address of each incorporator;

(6) The mailing address of the corporation's principal office; and

(7) An e-mail address where informational notices and reminders of annual filings may be sent, unless there is a technical inability to comply.

(b) The articles of incorporation may set forth:

(1) The names and addresses of the individuals who are to serve as the initial directors;

(2) Provisions not inconsistent with law regarding:

(A) Managing and regulating the affairs of the corporation; or

(B) Defining, limiting and regulating the powers of the corporation, its board of directors and members or any class of members;

(3) Any provision that under this chapter is required or permitted to be set forth in the bylaws;

(4) A provision eliminating or limiting the personal liability of a director to the corporation or its members for monetary damages for any action taken, or any failure to take any action, as a director or member, except liability for: (A) The amount of a financial benefit received by a director or member to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the members; (C) a violation of section eight hundred thirty-three, article

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eight of this chapter regarding unlawful distributions; or (D) an intentional violation of criminal law; and

(5) A provision permitting or making obligatory indemnification of a director for liability as that term is defined in section eight hundred fifty, article eight of this chapter to any person for any action taken, or any failure to take any action, as a director, except liability for: (A) Receipt of a financial benefit to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or its members; (C) a violation of section eight hundred thirty-three, article eight of this chapter for unlawful distributions; or (D) an intentional violation of criminal law.

(c) The articles of incorporation need not set forth any of the corporate powers enumerated in this chapter.

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