

WEST VIRGINIA LEGISLATURE

REGULAR SESSION, 1951

ENROLLED

SENATE BILL NO. 199

(By Mr. Love.....)

PASSED March 3.....1951

In Effect from.....Passage



199

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Senate Bill No. 199

(By MR. LOVE)

[Passed March 3, 1951; in effect from passage.]

AN ACT to amend and reenact section seventy-nine, article one, chapter thirty-one of the code of West Virginia, one thousand nine hundred thirty-one, as amended, relating to the conditions for doing business in this state by foreign corporations.

Be it enacted by the Legislature of West Virginia:

That section seventy-nine, article one, chapter thirty-one of the code of West Virginia, one thousand nine hundred thirty-one, as amended, be amended and reenacted to read as follows:

Section 79. *Foreign Corporations; Conditions for Doing*
2 *Business in this State.*—Any corporation duly incorpo-
3 rated by the laws of any other state or territory of the
4 United States, the District of Columbia, or of any foreign

5 country, may, unless it be otherwise expressly provided,
6 hold property and transact business in this state, upon
7 complying with the provisions of this section and not
8 otherwise. Such corporations so complying shall have
9 the rights, powers and privileges, and be subject to the
10 same regulations, restrictions and liabilities conferred
11 and imposed on corporations chartered under the laws
12 of this state. Every such corporation shall file with the
13 secretary of state a copy of its articles of association or
14 certificate of incorporation, with all amendments there-
15 to, certified either by the secretary of state of the state
16 of incorporation or the president or vice president of the
17 corporation. The secretary of state shall thereupon issue
18 to such corporation a certificate of the fact of its having
19 done so, which certificate, together with a copy of its ar-
20 ticles of association or certificate of incorporation and all
21 prior and subsequent amendments shall be recorded in the
22 office of the clerk of the county court of the county, or one
23 of the counties, in which its business is to be conducted.
24 A copy of every other amendment, certified as herein-
25 above provided, made to such articles of agreement or

26 certificate of incorporation and becoming effective subse-
27 quent to the filing of such articles of association or cer-
28 tificate of incorporation in the office of the secretary of
29 state of this state shall also be filed with the secretary
30 of state of this state who shall issue to such corporation
31 a certificate showing the filing of such amendment and
32 collect a fee of five dollars for such certificate.

33 Every railroad corporation now or hereafter engaged
34 in business in this state under the provisions of this
35 section, or under a charter granted by laws passed by
36 state of Virginia before the formation of this state, or of
37 this state, is hereby declared to be, as to its works, prop-
38 erty, operations, acts and business in this state, a domestic
39 corporation, and shall be so held and treated in all suits
40 and legal proceedings which may be commenced or car-
41 ried on by or against any such railroad corporation, as
42 well as in all other matters relating to corporations, ex-
43 cept as to the right to sue in, or remove actions into, the
44 courts of the United States, but such corporation shall
45 not be required to file a copy of its charter or any writ-

46 ing with the secretary of state as provided in this sec-
47 tion.

48 No corporation chartered under the laws of any other
49 state or jurisdiction shall hold any property or transact
50 any business or bring or maintain any action, suit or
51 proceeding in this state without having complied with
52 the requirements hereinbefore stated, and, in addition
53 thereto, having filed in the office of the secretary of state
54 a writing duly executed under its corporate seal, ac-
55 cepting the provisions of this section and agreeing to be
56 governed thereby and by the laws of this state with
57 respect to corporations chartered under the laws of this
58 state for similar purposes; and its failure so to do may
59 be pleaded in abatement of any action, suit or proceed-
60 ing instituted by it; but nothing herein contained shall
61 be construed to lessen the liability of any corporation
62 which may not have complied with the requirements
63 of this section upon any contract or for any wrong. No
64 such corporation shall hold any property or transact
65 any business, or bring or maintain any action, suit or
66 proceeding in this state, where the cause of action arises

67 out of the holding of property or doing business therein,
68 without first complying with the provisions hereof.
69 Every corporation which shall hold property or do busi-
70 ness in this state without having complied with the pro-
71 visions of this section shall be guilty of a misdemeanor,
72 and, upon conviction thereof, shall be fined not less than
73 five hundred nor more than one thousand dollars for
74 each month its failure so to comply shall continue, and
75 prosecutions hereunder shall be in the county in which
76 the seat of government is.

The Joint Committee on Enrolled Bills hereby certifies that the foregoing bill is correctly enrolled.

Robert B. Boyd
Chairman Senate Committee

James M. Loop
Chairman House Committee

Originated in the Senate.

Takes effect *from* passage.

Thomas K. Ryan
Clerk of the Senate

J. R. Gray
Clerk of the House of Delegates

Walter H. Johnston
President of the Senate

W. E. Flannery
Speaker House of Delegates

The within *APPROVED* this the *8th* day of *MARCH*, 1951.

Chas. S. Patton
Governor.



FILED IN THE OFFICE OF THE SECRETARY OF STATE
of West Virginia **MAR 8 1951**
D. PITT O'BRIEN,
SECRETARY OF STATE