WEST VIRGINIA LEGISLATURE
REGULAR SESSION, 1955

ENROLLED

HOUSE BILL No. 3

(By Mr. )

PASSED March 5, 1955

In Effect for Passage

Filed in the Office of the Secretary of State of West Virginia
MAR 11 1955
D. PITT O'BRIEN
SECRETARY OF STATE
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 Business in this State.—Any corporation duly incorporated by the laws of any other state or territory of the United States, the District of Columbia, or of any foreign country, may, unless it be otherwise expressly provided, hold property and transact business in this state, upon com-
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plying with the provisions of this section and not otherwise. Such corporations so complying shall have the rights, powers and privileges, and be subject to the same regulations, restrictions and liabilities conferred and imposed on corporations chartered under the laws of this state. Every such corporation shall file with the secretary of state a copy of its articles of association or certificate of incorporation, with all amendments thereto, certified either by the secretary of state of the state of incorporation or the president or vice president of the corporation. The secretary of state shall thereupon issue to such corporation a certificate of the fact of its having done so, which certificate, together with a copy of its articles of association or certificate of incorporation and all amendments shall be recorded in the office of the clerk of the county court of the county, or one of the counties, in which its business is to be conducted.

Every railroad corporation now or hereafter engaged in business in this state under the provisions of this section, or under a charter granted by laws passed by the state of Virginia before the formation of this state, or of
this state, is hereby declared to be, as to its works, property, operations, acts and business in this state, a domestic corporation, and shall be so held and treated in all suits and legal proceedings which may be commenced or carried on by or against any such railroad corporation, as well as in all other matters relating to corporations, except as to the right to sue in, or remove actions into, the courts of the United States, but such corporation shall not be required to file a copy of its charter or any writing with the secretary of state as provided in this section.

No corporation chartered under the laws of any other state or jurisdiction shall hold any property or transact any business or bring or maintain any action, suit or proceeding in this state without having complied with the requirements hereinbefore stated, and, in addition thereto, having filed in the office of the secretary of state a writing duly executed under its corporate seal, accepting the provisions of this section and agreeing to be governed thereby and by the laws of this state with respect to corporations chartered under the laws of this state for similar purposes; and its failure so to do may be pleaded in abatement of
any action, suit or proceeding instituted by it; but nothing
herein contained shall be construed to lessen the liability
of any corporation which may not have complied with
the requirements of this section upon any contract or for
any wrong. No such corporation shall hold any property
or transact any business, or bring or maintain any action,
suit or proceeding in this state, where the cause of action
arises out of the holding of property or doing business
therein, without first complying with the provisions here-
of. Every corporation which shall hold property or do
business in this state without having complied with the
provisions hereinabove stated shall be guilty of a mis-
demeanor, and, upon conviction thereof, shall be fined
not less than five hundred nor more than one thousand
dollars for each month its failure so to comply shall
continue, and prosecutions hereunder shall be in the
county in which the seat of government is.

A copy of every amendment, certified as hereinabove
provided, made to such articles of agreement or certificate
of incorporation and becoming effective subsequent to the
filing of such article of association or certificate of incor-
poration in the office of the secretary of state of this state,
shall also be filed with the secretary of state of this state
who shall issue to such corporation a certificate showing
the filing of such amendment and collect a fee of five
dollars for such certificate. Such certificate together with
a copy of the amendment, shall be recorded in the office
of the clerk of the county court of the county, or one of
the counties, in which its business is to be conducted. A
failure to comply with the provisions of this paragraph
within six months from the date of such amendment shall
subject such corporation to a fine of not more than one
thousand dollars.
The Joint Committee on Enrolled Bills hereby certifies that the foregoing bill is correctly enrolled.

Chairman Senate Committee

Chairman House Committee

Originated in the House of Delegates

Takes effect 90 days from passage.

Clerk of the Senate

Clerk of the House of Delegates

President of the Senate

Speaker House of Delegates

The within approved this the 10th day of March, 1955.

Governor

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MAR 11 1955
D. PITF O'BRIEN
SECRETARY OF STATE