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WEST VIRGINIA LEGISLATURE  
REGULAR SESSION, 1955



ENROLLED

HOUSE BILL No. 3

(By Mr. Martin)



PASSED Mar 5 1955

In Effect 90 Days from Passage



Filed in the Office of the Secretary of State  
of West Virginia **MAR 11 1955**  
D. PITT O'BRIEN  
SECRETARY OF STATE

**ENROLLED**

**House Bill No. 3**

(By MR. RICHARDSON, of Mercer)

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[Passed March 5, 1955; in effect ninety days from passage.]

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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 incorporated  
3 by the laws of any other state or territory of the United  
4 States, the District of Columbia, or of any foreign country,  
5 may, unless it be otherwise expressly provided, hold  
6 property and transact business in this state, upon com-

7 plying with the provisions of this section and not other-  
8 wise. Such corporations so complying shall have the  
9 rights, powers and privileges, and be subject to the same  
10 regulations, restrictions and liabilities conferred and im-  
11 posed on corporations chartered under the laws of this  
12 state. Every such corporation shall file with the secretary  
13 of state a copy of its articles of association or certificate  
14 of incorporation, with all amendments thereto, certified  
15 either by the secretary of state of the state of incorpora-  
16 tion or the president or vice president of the corporation.  
17 The secretary of state shall thereupon issue to such cor-  
18 poration a certificate of the fact of its having done so,  
19 which certificate, together with a copy of its articles of  
20 association or certificate of incorporation and all amend-  
21 ments shall be recorded in the office of the clerk of the  
22 county court of the county, or one of the counties, in  
23 which its business is to be conducted.

24 Every railroad corporation now or hereafter engaged  
25 in business in this state under the provisions of this sec-  
26 tion, or under a charter granted by laws passed by the  
27 state of Virginia before the formation of this state, or of

28 this state, is hereby declared to be, as to its works, prop-  
29 erty, operations, acts and business in this state, a domestic  
30 corporation, and shall be so held and treated in all suits  
31 and legal proceedings which may be commenced or  
32 carried on by or against any such railroad corporation, as  
33 well as in all other matters relating to corporations, ex-  
34 cept as to the right to sue in, or remove actions into, the  
35 courts of the United States, but such corporation shall  
36 not be required to file a copy of its charter or any writing  
37 with the secretary of state as provided in this section.

38 No corporation chartered under the laws of any other  
39 state or jurisdiction shall hold any property or transact  
40 any business or bring or maintain any action, suit or pro-  
41 ceeding in this state without having complied with the  
42 requirements hereinbefore stated, and, in addition thereto,  
43 having filed in the office of the secretary of state a writing  
44 duly executed under its corporate seal, accepting the pro-  
45 visions of this section and agreeing to be governed thereby  
46 and by the laws of this state with respect to corporations  
47 chartered under the laws of this state for similar purposes;  
48 and its failure so to do may be pleaded in abatement of

49 any action, suit or proceeding instituted by it; but nothing  
50 herein contained shall be construed to lessen the liability  
51 of any corporation which may not have complied with  
52 the requirements of this section upon any contract or for  
53 any wrong. No such corporation shall hold any property  
54 or transact any business, or bring or maintain any action,  
55 suit or proceeding in this state, where the cause of action  
56 arises out of the holding of property or doing business  
57 therein, without first complying with the provisions here-  
58 of. Every corporation which shall hold property or do  
59 business in this state without having complied with the  
60 provisions hereinabove stated shall be guilty of a mis-  
61 demeanor, and, upon conviction thereof, shall be fined  
62 not less than five hundred nor more than one thousand  
63 dollars for each month its failure so to comply shall  
64 continue, and prosecutions hereunder shall be in the  
65 county in which the seat of government is.

66 A copy of every amendment, certified as hereinabove  
67 provided, made to such articles of agreement or certificate  
68 of incorporation and becoming effective subsequent to the  
69 filing of such article of association or certificate of incor-

70 poration in the office of the secretary of state of this state,  
71 shall also be filed with the secretary of state of this state  
72 who shall issue to such corporation a certificate showing  
73 the filing of such amendment and collect a fee of five  
74 dollars for such certificate. Such certificate together with  
75 a copy of the amendment, shall be recorded in the office  
76 of the clerk of the county court of the county, or one of  
77 the counties, in which its business is to be conducted. A  
78 failure to comply with the provisions of this paragraph  
79 within six months from the date of such amendment shall  
80 subject such corporation to a fine of not more than one  
81 thousand dollars.

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

*[Handwritten Signature]*  
Chairman Senate Committee

*[Handwritten Signature]*  
Chairman House Committee

Originated in the House of Delegates

Takes effect 90 days from passage.

*[Handwritten Signature]*  
Clerk of the Senate

*[Handwritten Signature]*  
Clerk of the House of Delegates

*[Handwritten Signature]*  
President of the Senate

*[Handwritten Signature]*  
Speaker House of Delegates

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

*[Handwritten Signature]*  
Governor



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West Virginia **MAR 11 1955**  
D. PITT O'BRIEN  
SECRETARY OF STATE