

WEST VIRGINIA LEGISLATURE

REGULAR SESSION, 1965



ENROLLED

HOUSE BILL No. 652

(By Mr. Speaker, Mr. White)



PASSED February 22, 1965

In Effect Ninety days from Passage



FILED IN THE OFFICE OF  
JOE F. BURDETT  
SECRETARY OF STATE  
THIS DATE 2-27-65

#652

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# House Bill No. 652

(By MR. SPEAKER, MR. WHITE)

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[Passed February 22, 1965; 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 foreign corporations; conditions for doing business in this state.

*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 incor-

3 porated by the laws of any other state or territory of  
4 the United States, the District of Columbia, or of any  
5 foreign country, may, unless it be otherwise expressly  
6 provided, hold property and transact business in this  
7 state, upon complying with the provisions of this section  
8 and not otherwise. Such corporations so complying shall  
9 have the rights, powers and privileges, and be subject to  
10 the same regulations, restrictions and liabilities con-  
11 ferred and imposed on corporations chartered under the  
12 laws of this state. Every such corporation shall file with  
13 the secretary of state a copy of its articles of association  
14 or certificate of incorporation, with all amendments there-  
15 to, certified by the officer of the state of incorporation with  
16 whom the articles of association or certificate of incorpora-  
17 tion are on file, or shall file with the secretary of state a copy  
18 certified as hereinbefore in this section provided of its re-  
19 stated articles of incorporation or composite charters: *Pro-*  
20 *vided*, That such re-stated articles of incorporation or com-  
21 posite charters shall contain the same facts which the orig-  
22 inal charter would disclose, if presented, including the date  
23 of the original incorporation. The secretary of state shall

24 thereupon issue to such corporation a certificate of the fact  
25 of its having done so, which certificate, together with a  
26 copy of its articles of association or certificate of incorpo-  
27 ration and all amendments shall be recorded in the office  
28 of the clerk of the county court of the county, or one of the  
29 counties, in which its business is to be conducted: *Pro-*  
30 *vided, however,* That any church, religious sect or denomi-  
31 nation incorporated by the laws of any other state or  
32 territory of the United States, the District of Columbia or  
33 of any foreign country, shall not be qualified to do busi-  
34 ness in this state in a corporate capacity.

35 Every railroad corporation now or hereafter engaged  
36 in business in this state under the provisions of this  
37 section, or under a charter granted by laws passed by  
38 the state of Virginia before the formation of this state,  
39 or of this state, is hereby declared to be, as to its works,  
40 property, operations, acts and business in this state, a  
41 domestic corporation, and shall be so held and treated  
42 in all suits and legal proceedings which may be com-  
43 menced or carried on by or against any such railroad  
44 corporation, as well as in all other matters relating to

45 corporations, except as to the right to sue in, or remove  
46 actions into, the courts of the United States, but such  
47 corporation shall not be required to file a copy of its  
48 charter or any writing with the secretary of state as  
49 provided in this section.

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

66 shall hold any property or transact any business, or  
67 bring or maintain any action, suit or proceeding in this  
68 state, where the cause of action arises out of the holding  
69 of property or doing business therein, without first com-  
70 plying with the provisions hereof. Every corporation  
71 which shall hold property or do business in this state  
72 without having complied with the provisions hereinabove  
73 stated shall be guilty of a misdemeanor, and, upon con-  
74 viction thereof, shall be fined not less than five hundred  
75 nor more than one thousand dollars for each month its  
76 failure so to comply shall continue, and prosecutions  
77 hereunder shall be in the county in which the seat of  
78 government is.

79 A copy of every amendment, certified as hereinabove  
80 provided, made to such articles of agreement or certifi-  
81 cate of incorporation and becoming effective subsequent  
82 to the filing of such articles of association or certificate  
83 of incorporation in the office of the secretary of state of  
84 this state, shall also be filed with the secretary of state  
85 of this state who shall issue to such corporation a certifi-  
86 cate showing the filing of such amendment and collect a

87 fee of five dollars for such certificate. Such certificate  
88 together with a copy of the amendment, shall be recorded  
89 in the office of the clerk of the county court of the county,  
90 or one of the counties, in which its business is to be  
91 conducted. A failure to comply with the provisions of  
92 this paragraph within six months from the date of such  
93 amendment shall subject such corporation to a fine of  
94 not more than one thousand dollars.

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

*O. Roy Parker*  
 \_\_\_\_\_  
 Chairman Senate Committee

*James W. Loop*  
 \_\_\_\_\_  
 Chairman House Committee

Originated in the House.

Takes effect ninety days from passage.

*Howard Meyer*  
 \_\_\_\_\_  
 Clerk of the Senate

*A. Blankenship*  
 \_\_\_\_\_  
 Clerk of the House of Delegates

*Samuel W. Mason*  
 \_\_\_\_\_  
 President of the Senate

*H. Robert Zolite*  
 \_\_\_\_\_  
 Speaker House of Delegates

The within *approved* this the *27*  
 day of *February*, 1965.

*Hueyt C. Smith*  
 \_\_\_\_\_  
 Governor



Presented to the Governor's Office  
Feb. 24, 1965  
1:10 p.m.