

WEST VIRGINIA LEGISLATURE

REGULAR SESSION, 1986



ENROLLED

SENATE BILL NO. 257

(By Senator Cook.....)



PASSED February 13, 1986

In Effect July 1, 1986

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Senate Bill No. 257
(BY SENATOR COOK)

[Passed February 13, 1986; to take effect July 1, 1986.]

AN ACT to amend and reenact sections two, three, four and five, article eight, chapter forty-seven of the code of West Virginia, one thousand nine hundred thirty-one, as amended, relating to requiring corporations, associations and limited partnerships to file a certificate of registration of true name with the secretary of state in order to do business as some name other than the name set forth in the certificate of incorporation, authority, association or limited partnership; requiring those business entities to file a copy of the certificate with the county clerk where the entities' principal office is located if a domestic corporation, or where its principal business is transacted if a foreign corporation; providing that failure to comply with section two or four of this article is a misdemeanor and providing penalty therefor; setting forth procedures to be followed; and requiring the secretary of state to keep an index of persons filing certificates of true name.

Be it enacted by the Legislature of West Virginia:

That sections two, three, four and five, article eight, chapter forty-seven of the code of West Virginia, one thousand nine hundred thirty-one, as amended, be amended and reenacted to read as follows:

ARTICLE 8. TRADE NAMES.

§47-8-2. Business not to be conducted under assumed name without filing certificate of true name.

- 1 No individual, sole proprietorship or general partner-
- 2 ship may carry on, conduct or transact any business in

3 this state under any assumed name, or under any design-
4 nation, name or style, corporate or otherwise, other than
5 the real name or names of the individual or individuals
6 owning, conducting or transacting such business, unless
7 that person or persons shall file in the office of the clerk
8 of the county commission of the county in which such
9 person or persons maintains his principal place of business,
10 a certificate setting forth the name under which such
11 business is, or is to be, conducted or transacted, and the
12 true or real full name or names of the person or persons
13 owning, conducting or transacting the same, with the
14 home and post-office address or addresses of such person
15 or persons. Such certificate shall be executed and duly
16 acknowledged by the person or persons so owning, con-
17 ducting or intending to conduct such business: *Provided,*
18 That the selling of goods by sample or through traveling
19 agents or traveling salesmen, or by means of orders for-
20 warded by the purchaser through the mails, may not be
21 construed for purposes of this article as conducting or
22 transacting business so as to require the filing of such
23 certificates.

§47-8-3. Indexing of certificates filed with clerk of county commission.

1 The clerks of county commissions of this state shall keep
2 an alphabetical index of all persons filing certificates
3 provided for in this article.

§47-8-4. Corporations, associations and limited partnerships not to conduct business under assumed name without filing certificate of true name; filing, recordation and indexing of certificates filed; issuance of certificate of true name.

1 (a) No corporation, limited partnership or association
2 required to register with the secretary of state in order to
3 conduct business within the state may conduct or trans-
4 act any business in this state under any assumed name,
5 or under any designation, name or style, corporate or
6 otherwise, other than the name established by the certifi-
7 cate of incorporation, authority, association or limited
8 partnership, unless the corporation, limited partnership

9 or association files in the office of the secretary of state a
10 certificate of registration of true name setting forth the
11 name or names under which such business is, or is to be,
12 conducted or transacted, with the address of the principal
13 office within the state or, if no office is maintained within
14 the state, the address of the principal office in the state in
15 which the corporation, association or limited partnership
16 is established.

17 (b) Two executed originals of the application for true
18 name registration, shall be delivered to the secretary of
19 state. If the filing officer finds that the application for true
20 name registration conforms to law, he or she shall, when
21 all fees have been paid as prescribed by law, (i) endorse
22 on each of the originals the word "filed" and the month,
23 day and year of the filing; (ii) file one of the originals;
24 and (iii) issue to the applicant the certificate of registra-
25 tion of true name with the other original attached.

26 (c) A domestic corporation, limited partnership or
27 association having its principal office within the state shall
28 file a certified copy of the certificate of true name with
29 the clerk of the county commission of the county in which
30 the principal office is located. A foreign corporation, limit-
31 ed partnership or association having its principal office
32 outside the state shall file a certified copy of the certificate
33 with the clerk of the county commission of a county in
34 which its principal business is transacted.

35 (d) The secretary of state shall keep an alphabetical
36 index of all persons filing certificates provided for in this
37 section.

§47-8-5. Penalties for violation of §47-8-2.

1 Any individual, sole proprietorship, general partner-
2 ship, corporation, limited partnership or association or
3 other person owning, carrying on, conducting or trans-
4 acting business as aforesaid who willfully fails to comply
5 with the provisions of section two or four of this article
6 shall be guilty of a misdemeanor, and, upon conviction
7 thereof shall be fined not less than twenty-five nor more
8 than one hundred dollars, or imprisoned in the county
9 jail for a term not exceeding thirty days or both fined and
10 imprisoned.

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

Bruce C. Williams

Chairman Senate Committee

Floyd Fuller

Chairman House Committee

Originated in the Senate.

To take effect July 1, 1986.

Paul C. Wick

Clerk of the Senate

Donald J. Egan

Clerk of the House of Delegates

Sam Tombevin

President of the Senate

Joseph P. Albright

Speaker House of Delegates

The within *approved* this the *19th*
day of *February*, 1986.

Arch A. Moore Jr.
Governor

PRESENTED TO THE

GOVERNOR

Date 2/18/86

Time 11:11 AM

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OFFICE OF THE SECRETARY OF STATE
WEST VIRGINIA

FILED IN THE OFFICE OF
SECRETARY OF STATE OF
WEST VIRGINIA

THIS DATE 2/20/86 *bc*