

710. 2138

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SECRETARY OF STATE

WEST VIRGINIA LEGISLATURE

REGULAR SESSION, 1989



ENROLLED

Com. Sub. for
HOUSE BILL No. 2138

(By Mr. *Speaker, Mr. Chambers, & Del. Rollins*)



Passed *April 5* 1989

In Effect *Ninety Days from* Passage

ENROLLED
COMMITTEE SUBSTITUTE
FOR
H. B. 2138

(By MR. SPEAKER, MR. CHAMBERS, AND DELEGATE ROLLINS)

[Passed April 5, 1989; in effect ninety days from passage.]

AN ACT to amend and reenact sections fifty-three and fifty-four, article one, chapter thirty-one of the code of West Virginia, one thousand nine hundred thirty-one, as amended, relating to corporations generally; abolishing the requirement that foreign corporations have to submit certified copies of their articles of incorporation and amendments as part of their application for a certificate of authority; and abolishing the requirement that foreign corporations record copies of their articles of incorporation and amendments in county clerks' offices.

Be it enacted by the Legislature of West Virginia:

That sections fifty-three and fifty-four, 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:

ARTICLE 1. BUSINESS AND NONPROFIT CORPORATIONS.

§31-1-53. Application for certificate of authority by foreign corporation; contents; churches or religious denominations in corporate capacity prohibited.

1 (a) A foreign corporation, in order to procure a
2 certificate of authority to conduct affairs, or do or
3 transact business in this state, shall make application
4 therefor to the secretary of state, which application shall
5 set forth:

6 (1) The name of the corporation and the state or
7 country under the laws of which it is incorporated.

8 (2) If the name of the corporation does not contain the
9 word "corporation," "company," "incorporated" or
10 "limited," or does not contain an abbreviation of one of
11 such words, then the name of the corporation with the
12 word or abbreviation which it elects to add thereto for
13 use in this state.

14 (3) The date of incorporation and the period of
15 duration of the corporation.

16 (4) The address of the principal office of the corpora-
17 tion.

18 (5) The name and address of the person to whom shall
19 be sent notice or process served upon, or service of which
20 is accepted by, the secretary of state, if one has been
21 designated.

22 (6) The purpose or purposes of the corporation which
23 it proposes to pursue in conducting its affairs or doing
24 or transacting its business in this state.

25 (7) The names and respective addresses of the direc-
26 tors and officers of the corporation.

27 (8) Such additional information as may be necessary
28 or appropriate in order to enable the secretary of state
29 to determine whether such corporation is entitled to a
30 certificate of authority to conduct its affairs or do or
31 transact business in this state and to determine and
32 assess the fees payable as prescribed by law.

33 (9) The county wherein the corporation intends to
34 record its certificate of authority.

35 (b) In the case of a business corporation, in addition
36 to those matters required to be set forth under the
37 provisions of subsection (a) of this section, such appli-

38 cation shall set forth:

39 (1) A statement of the aggregate number of shares
40 which the corporation has authority to issue, itemized
41 by classes, par value of shares, shares without par value,
42 and series, if any, within a class.

43 (2) A statement of the aggregate number of issued
44 shares itemized by classes, par value of shares, shares
45 without par value, and series, if any, within a class.

46 (3) A statement, expressed in dollars, of the amount
47 of stated capital of the corporation, as defined in this
48 article.

49 (4) An estimate, expressed in dollars, of the value of
50 all property to be owned by the corporation, for the
51 following year, wherever located, and an estimate of the
52 value of the property of the corporation to be located
53 within this state during such year, and an estimate,
54 expressed in dollars, of the gross amount of business
55 which will be done or transacted by the corporation
56 during such year, and an estimate of the gross amount
57 thereof which will be done or transacted by the
58 corporation at or from places of business in this state
59 during such year.

60 (c) Such application shall be made on forms pres-
61 cribed and furnished by the secretary of state and shall
62 be executed in duplicate by the corporation by its
63 president or vice president and by its secretary or an
64 assistant secretary, and verified by one of the officers
65 signing such application.

66 (d) No church, religious sect or denomination incor-
67 porated by the laws of any other state or territory of the
68 United States, the District of Columbia or of any foreign
69 country shall be qualified to conduct affairs or do or
70 transact business in this state in a corporate capacity.

**§31-1-54. Application for certificate of authority; filing;
issuance of certificate; recordation; penalty
for failure to record.**

1 (a) Duplicate originals of the application of a foreign
2 corporation for a certificate of authority shall be

3 delivered to the secretary of state together with a
4 statement or certificate from the proper officer of the
5 state or country under the laws of which it is incorpo-
6 rated that the corporation is in good standing with the
7 state or country under the laws of which it is
8 incorporated.

9 If the secretary of state finds that such application
10 conforms to law, he shall, when all fees have been paid
11 as prescribed by law, (i) endorse on each of such
12 originals the word "Filed," and the month, day and year
13 of the filing thereof; (ii) file one of such duplicate
14 originals of the application and (iii) issue a certificate
15 of authority to conduct affairs or to do or transact
16 business in this state, to which he shall affix the other
17 duplicate original application.

18 (b) The certificate of authority, together with the
19 duplicate original of the application affixed thereto by
20 the secretary of state, shall be returned to the corpora-
21 tion or its representative.

22 (c) The certificate of authority, shall be recorded in
23 the office of the county commission of the county where
24 the principal office of the corporation in this state is
25 located. If such corporation does not maintain a
26 principal office in this state, such recordation may be
27 completed in any county in which it is conducting its
28 affairs or doing or transacting business. A failure to
29 comply with the provisions of this subsection within six
30 months from the date of issuance of a certificate of
31 authority shall subject such corporation to a fine of not
32 more than one thousand dollars.

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

Frederick L. Parker
Chairman Senate Committee

Bernard V. Kelly
Chairman House Committee

Originating in the House.

Takes effect ninety days from passage.

Jord C. Meeks
Clerk of the Senate

Donald S. Kopp
Clerk of the House of Delegates

Lawrence G. ...
President of the Senate

Robert ...
Speaker of the House of Delegates

The within *is approved* this the *24th*
day of *April*, 1989.
Caston Caperton
Governor

PRESENTED TO THE

GOVERNOR

Date 4/14/89

Time 5:03