WEST VIRGINIA LEGISLATURE

REGULAR SESSION, 1989

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ENROLLED

Com. Sub. for

HOUSE BILL No. 2138

(By Mr. Speaker, Mr. Chamber, and Pro. Roller)

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Passed April 5, 1989

In Effect Immediately After Passage
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COMMITTEE SUBSTITUTE
FOR
H. B. 2138
(By Mr. Speaker, Mr. Chambers, and Delegate Rollins)

[Passed April 5, 1969; 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.
(a) A foreign corporation, in order to procure a certificate of authority to conduct affairs, or do or transact business in this state, shall make application therefor to the secretary of state, which application shall set forth:

1. The name of the corporation and the state or country under the laws of which it is incorporated.
2. If the name of the corporation does not contain the word “corporation,” “company,” “incorporated” or “limited,” or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state.
3. The date of incorporation and the period of duration of the corporation.
4. The address of the principal office of the corporation.
5. The name and address of the person to whom shall be sent notice or process served upon, or service of which is accepted by, the secretary of state, if one has been designated.
6. The purpose or purposes of the corporation which it proposes to pursue in conducting its affairs or doing or transacting its business in this state.
7. The names and respective addresses of the directors and officers of the corporation.
8. Such additional information as may be necessary or appropriate in order to enable the secretary of state to determine whether such corporation is entitled to a certificate of authority to conduct its affairs or do or transact business in this state and to determine and assess the fees payable as prescribed by law.
9. The county wherein the corporation intends to record its certificate of authority.

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

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

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

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

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

(c) Such application shall be made on forms prescribed and furnished by the secretary of state and shall be executed in duplicate by the corporation by its president or vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such application.

(d) No church, religious sect or denomination incorporated by the laws of any other state or territory of the United States, the District of Columbia or of any foreign country shall be qualified to conduct affairs or do or 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.

(a) Duplicate originals of the application of a foreign corporation for a certificate of authority shall be
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delivered to the secretary of state together with a
statement or certificate from the proper officer of the
state or country under the laws of which it is incorpo-
rated that the corporation is in good standing with the
state or country under the laws of which it is
incorporated.

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

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

(c) The certificate of authority, shall be recorded in
the office of the county commission of the county where
the principal office of the corporation in this state is
located. If such corporation does not maintain a
principal office in this state, such recordation may be
completed in any county in which it is conducting its
affairs or doing or transacting business. A failure to
comply with the provisions of this subsection within six
months from the date of issuance of a certificate of
authority 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.

Frederick L. Parker
Chairman Senate Committee

Bernard V. Kelly
Chairman House Committee

Originating in the House.

Takes effect ninety days from passage.

Joseph C. Nickel
Clerk of the Senate

Donald E. Vogt
Clerk of the House of Delegates

Peter A. Coury
President of the Senate

Michael D. Busch
Speaker of the House of Delegates

The within is approved this the 24th day of April, 1989.

Governor

Yoston Caperton
PRESENTED TO THE
GOVERNOR
Date 5/4/69
Time 5:03