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OFFICE OF WEST VIRGINIA  
SECRETARY OF STATE

# WEST VIRGINIA LEGISLATURE

REGULAR SESSION, 1992



# ENROLLED

SENATE BILL NO. 431

(By Senator Wootton)



PASSED March 5, 1992

In Effect 90 days from Passage

**ENROLLED**

**Senate Bill No. 431**

(BY SENATOR WOOTON)

[Passed March 5, 1992; in effect ninety days from passage.]

AN ACT to repeal section ninety, article one, chapter thirty-one of the code of West Virginia, one thousand nine hundred thirty-one, as amended; and to amend and reenact section four, article eight, chapter forty-seven of said code, relating to corporations; removing the provision concerning shareholders preemptive rights in conflict with other provisions; and limiting the use of certain terms in corporation trade names.

*Be it enacted by the Legislature of West Virginia:*

That section ninety, article one, chapter thirty-one of the code of West Virginia, one thousand nine hundred thirty-one, as amended, be repealed; and that section four, article eight, chapter forty-seven of said code be amended and reenacted to read as follows:

**ARTICLE 8. TRADE NAMES.**

**§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

3 order to conduct business within the state may con-  
4 duct or transact any business in this state under any  
5 assumed name, or under any designation, name or  
6 style, corporate or otherwise, other than the name  
7 established by the certificate of incorporation, author-  
8 ity, association or limited partnership, unless the  
9 corporation, limited partnership or association files in  
10 the office of the secretary of state a certificate of  
11 registration of true name setting forth the name or  
12 names under which such business is, or is to be,  
13 conducted or transacted, with the address of the  
14 principal office within the state or, if no office is  
15 maintained within the state, the address of the princi-  
16 pal office in the state in which the corporation,  
17 association or limited partnership is established. A  
18 new certificate of registration is to be filed if the  
19 corporation, limited partnership or association desires  
20 to conduct or transact any business in this state under  
21 any other assumed name not on file in the office of the  
22 secretary of state.

23 (b) Two executed originals of the application for true  
24 name registration shall be delivered to the secretary of  
25 state. If the filing officer finds that the application for  
26 true name registration conforms to law, he or she  
27 shall, when all fees have been paid as prescribed by  
28 law: (i) Endorse on each of the originals the word  
29 "filed" and the month, day and year of the filing; (ii)  
30 file one of the originals; and (iii) issue to the applicant  
31 the certificate of registration of true name with the  
32 other original attached.

33 (c) Upon discontinuing the use of a name other than  
34 the name established by the certificate of incorpora-  
35 tion, authority, association or limited partnership, the  
36 certificate of registration of true name shall be  
37 withdrawn by filing a certificate of withdrawal with  
38 the office of the secretary of state setting forth the  
39 name to be discontinued, the real name, the address of  
40 the party transacting business and the date upon  
41 which the original certificate of registration of true  
42 name was filed.

43 (d) Any corporation authorized to transact business

44 in this state shall procure an amended certificate of  
45 incorporation in the event it changes its corporate  
46 name by filing articles of amendment with the office  
47 of the secretary of state as provided in article one,  
48 chapter thirty-one of this code.

49 (e) A domestic corporation, limited partnership or  
50 association having its principal office within the state  
51 shall file a certified copy of any certificate of true  
52 name with the clerk of the county commission of the  
53 county in which the principal office is located. A  
54 foreign corporation, limited partnership or association  
55 having its principal office outside the state shall file a  
56 certified copy of any such certificate with the clerk of  
57 the county commission of a county in which its  
58 principal business is transacted.

59 (f) The secretary of state shall keep an alphabetical  
60 index of all persons filing certificates provided for in  
61 this section.

62 (g) Any corporation registering a true name pursu-  
63 ant to the provisions of this section is subject to the  
64 limitations set forth in subsection (c), section eleven,  
65 article one, chapter thirty-one of this code regarding  
66 use of the words "engineer", "engineers", "engineer-  
67 ing", or any combination thereof.

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

*Homer Huck*  
.....  
Chairman Senate Committee

*Ernest C. Moore*  
.....  
Chairman House Committee

Originated in the Senate.

In effect ninety days from passage.

*Narrett Ed. Jones*  
.....  
Clerk of the Senate

*Donald G. Kepp*  
.....  
Clerk of the House of Delegates

*Walter Burdette*  
.....  
President of the Senate

*Bob Cole*  
.....  
Speaker House of Delegates

The within *is approved* this the *17<sup>th</sup>*.....  
day of *March*....., 1992.

*Gaston Caperton*  
.....  
Governor

PRESENTED TO THE

GOVERNOR

Date 3/11/92

Time 3:40pm