

**WEST VIRGINIA
ARTICLES OF INCORPORATION
WITH NON-PROFIT IRS ATTACHMENT**
Form CD-1NP
Rev. 01/2023

West Virginia Secretary of State
Business & Licensing Division
Tel: (304)558-8000
Fax: (304)558-8381
Website: www.wvsos.gov

FILE ONE ORIGINAL
(Two if you want a filed stamped
copy returned to you.)

FILING FEE: \$25 (non-profit)
*** Fee Waived for Veteran-owned corporation**

Control # _____

***** The undersigned, acting as incorporator(s) according to the West Virginia Code §31E-2-202, adopt the following ***
Articles of Incorporation for a West Virginia Non-Profit Domestic Corporation, which shall be perpetual.**

1. The **name** of the **West Virginia corporation** shall be:
[The name **MUST** contain one of the required corporate name endings*
per §31D-4-401 of the West Virginia Code (*see attached instructions for
the list of required name endings)]. This name is your official name and
must be used in its entirety when in use unless a Trade Name (DBA) is
registered with the Office of the Secretary of State, according to
Chapter 47-8 of the West Virginia Code.] _____

CHECK BOX to indicate you've included one of the REQUIRED CORPORATE NAME ENDINGS (See instructions for name endings).

2. The **address** of the **principal office**
of the corporation will be: Street: _____
City: _____ State: _____ Zip Code: _____
Located in the **County** of (required): County: _____
The **mailing address** of the above
location, if different, will be: Street: _____
City: _____ State: _____ Zip Code: _____

3. The **physical address** (not a PO Box)
of the **principal place of business** in
West Virginia, if any: Street: _____
City: _____ State: _____ Zip Code: _____
Located in the **County** of: County: _____
The **mailing address** of the above
location, if different, will be: Street: _____
City: _____ State: _____ Zip Code: _____

4. The name and address of the **person**
(agent) to whom notice of process
may be sent, if any, will be: Name: _____
Street: _____
City: _____ State: _____ Zip Code: _____

5. E-mail address where business correspondence may be received: _____

6. Website address of the business, if any (ex: yourdomainname.com): _____

7. Do you own or operate more than one business in West Virginia? Yes * Answer a. and b. below. No Decline to answer

If "Yes"... a. How many businesses? _____ b. Located in how many West Virginia counties? _____

8. The corporation is organized as (check the box below):

NON-PROFIT, NON-STOCK (If you plan to apply for 501(c)(3) status with the IRS, you will need to include specific language that is required by the IRS to be included in your Articles of Incorporation. That language is included as an attachment to this application - see last page of this application.)

9. a. The purpose for which this corporation is formed is as follows:

(Describe the type(s) of business activity which will be conducted, for example, "agricultural production of grain and poultry", "construction of residential and commercial buildings", "manufacturing of food products", "commercial painting", "retail grocery and sale of beer and wine." Purpose may conclude with words "...including the transaction of any or all lawful business for which corporations may be incorporated in West Virginia.")

b. Is the business a Scrap Metal Dealer?

Yes [If "Yes," you must complete the Scrap Metal Dealer Registration Form (Form SMD-1) and proceed to Section 10.]
 No [Proceed to Section 10.]

10. FOR NON-PROFIT ONLY (Check the statement that applies to your entity.):

Corporation will have NO MEMBERS.
 Corporation will have MEMBERS (See *NOTE below.)

*NOTE: If the corporation has one or more classes of members, the designation of a class or classes is to be set forth in the articles of incorporation and the manner of election or appointment and the qualifications and rights of the members of each class is to be set forth in the articles of incorporation or bylaws. If this applies to your entity then you will need to attach a separate sheet listing the above required information, unless it will fit in the space provided below.

11. The name(s) and address(es) of the incorporator(s) is (You must list at least ONE incorporator.):

Name Address City State Zip Code

a) _____

b) _____

12. Is the organization a "veteran-owned" organization?

Effective **JULY 1, 2015**, to meet the requirements for a "veteran-owned" organization, the entity filing the registration must meet the following criteria per West Virginia Code §59-1-2a:

- 1. A "veteran" must be honorably discharged or under honorable conditions, and
- 2. A "veteran-owned business" means a business that meets one of the following criteria:
 - o Is at least fifty-one percent (51%) unconditionally owned by one or more veterans; or
 - o In the case of a publicly owned business, at least fifty-one percent (51%) of the stock is unconditionally owned by one or more veterans.

Yes (If "Yes," attach Form DD214)

CHECK BOX indicating you have attached **Veteran Affairs Form DD214**

No

You may obtain a copy of your Veterans Affairs Form DD214 by contacting:

**National Personnel Records Center
Military Personnel Records**
1 Archives Drive
St. Louis, MO 63138
Toll free: 1-86-NARA-NARA or 1-866-272-6272
Phone: 314-801-0800
www.archives.gov/veterans/military-service-records

Per WV Code 59-1-2(j) effective July 1, 2015, the **registration fee is waived** for entities that meet the requirements as a "veteran-owned" organization. See attached instructions to determine if the organization qualifies for this waiver. In addition, a "veteran-owned" entity will have **four (4) consecutive years of Annual Report fees waived** AFTER the organization's initial formation [see WV Code 59-1-2a(m)].

13. The number of acres of land it holds or expects to hold in West Virginia is: _____

14. **Contact and Signature Information*** (See below *Important Legal Notice Regarding Signature*):

a. Contact person to reach in case there is a problem with filing: _____ Phone: _____

b. Print name of person who is signing articles of incorporation: _____

c. **Signature of Incorporator:** _____ **Date:** _____

***Important Legal Notice Regarding Signature:** Per West Virginia Code §31E-1-129. **Penalty for signing false document.** Any person who signs a document he or she knows is false in any material respect and knows that the document is to be delivered to the secretary of state for filing is guilty of a misdemeanor and, upon conviction thereof, shall be fined not more than one thousand dollars or confined in the county or regional jail not more than one year, or both.

Important Note: This form is a public document. Please **do NOT provide any personal identifiable information on this form** such as social security number, bank account numbers, credit card numbers, tax identification or driver's license numbers.

Statement Required by IRS to be Included in Articles of Incorporation, Restatement or Amendment for 501(c)(3) Status Approval

Said corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, included, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

INSTRUCTIONS FOR FILING ARTICLES OF INCORPORATION WITH NON-PROFIT IRS ATTACHMENT

BEFORE you fill out the application: The corporate name you select will be approved **only** if it is available - that is, if the name is not the same as and is distinguishable from any other name which has been reserved or filed. If you prepare corporate papers without applying for and receiving a name reservation, you do so at your own risk. A telephone check on availability of a name is NOT a guarantee the name will be available once we receive the application. You may apply for a name reservation in writing, accompanied by a \$15 fee payable to the Secretary of State, mailed to the address on the top of the application. Once approved, the name will be held for 120 days.

Section 1. Enter the exact name of the corporation, and be sure to include one of the required terms, “corporation,” “company,” “incorporated,” “limited,” or an abbreviation of one of these terms. Remember, the name that is on your certificate of incorporation is your official name and must be used in its entirety when in use unless you file a trade name registration with the Office of the Secretary of State. Failure to do so could result in a fine or imprisonment.

Section 2. The principal office may be located within West Virginia or another state. List the address of the principal office. You may change your principal office address by filing with the Secretary of State an application to appoint or change address, agent or officers [Form AAO] (fee \$15).

Section 3. A West Virginia domestic corporation may have a physical location as the principal place of business within the state. Give the street address, city, zip and county in WV, if any. You may change your principal office address by filing with the Secretary of State an application to appoint or change address, agent or officers [Form AAO] (fee \$15).

Section 4. Unless you name a person or business as “agent of process” who can receive service of a summons or complaint, legal process will go to the address listed in #2. You may change “agent of process” by filing with the Secretary of State an application to appoint or change address, agent or officers [Form AAO] (fee \$15).

Section 5. List an e-mail address (*yourname@domainname.com*) where you can receive important e-mail notifications (e.g., **Annual Report** notices).

Section 6. List the website address (*domainname.com*) of the business, if any. DO NOT list a physical mailing address.

Section 7. Indicate whether or not you own or operate more than one business in West Virginia. If “Yes”...

- a. List the **total number of businesses in West Virginia** in the space provided.
- b. List the **total number of counties in West Virginia** in which the businesses conduct operations.

Section 8. In a non-profit corporation, no funds of the corporation may be distributed to members, directors or officers. **Non-profit status will not be granted by the Tax Department until IRS 501(c) status is approved.** If you plan to apply for 501(c)(3) status with the IRS, you will need to include specific language required by the IRS to be included in your Articles of Incorporation. That required language statement is provided as an attachment to this application (Form CD-1NP) [see last page of the document]. Be sure to include this attachment when submitting your Articles of Incorporation if this applies to your entity.

Section 9. a. It is important to describe the **purpose(s)** [i.e., principal activity(ies) to be conducted by the business] of the corporation clearly to insure you receive all the necessary information about registering with the required state agencies. Attach an additional page if necessary.

b. If the business activities include “**Scrap Metal Dealer**”, check “**Yes**” and complete the **Scrap Metal Dealer Registration Form (Form SMD-1)** [per revised West Virginia Business Code §61-3-49-(b)(4)] and submit with your application. Proceed to Section 10. If “**No**,” proceed to Section 10.

Section 10. A non-profit entity may elect to have “members.” **NOTE: If the corporation has one or more classes of members, the designation of a class or classes is to be set forth in the articles of incorporation and the manner of election or appointment and the qualifications and rights of the members of each class is to be set forth in the articles of incorporation or bylaws. If this applies to your entity then you will need to attach a separate sheet listing the above required information, unless it will fit in the space provided below.** Attach additional pages, if necessary.

Section 11. The incorporators (one or more persons or a domestic or foreign corporation) are the persons who set up the corporation. They need not own shares in nor run the corporation.

Section 12. Check the appropriate box indicating whether or not the organization is “veteran-owned.” **Effective JULY 1, 2015**, the following criteria must be met in order to qualify as a “veteran-owned” entity: (1) veteran must be “honorably discharged or under honorable conditions;” and (2) a privately-owned entity must be at least fifty-one per cent (51%) unconditionally owned by one or more veterans; or (3) if a publicly-owned entity at least fifty-one per cent (51%) of the stock must be unconditionally owned by one or more veterans [see WV Code 59-1-2a(12)-(13)(A)(B)]. **If “Yes,” you must provide proof of veteran status by including with this application a copy of your Veteran Affairs Form DD214.**

Section 13. Enter the number of acres the company desires to hold in West Virginia. If your company holds more than 10,000 acres of land, you must submit a fee of 5¢ for each acre over 10,000.

Section 14. **AN INCORPORATOR MUST SIGN THE APPLICATION.** Listing a contact person and phone number is optional, however listing a person to contact in case of a problem with filing may help to speed the filing process along and avoid possible rejection of the document.

ANNUAL REPORT NOTICE:

WV Code 59-1-2a. requires every corporation (both *for profit* and *non-profit*) to file an **annual report** and **pay the annual report filing fee between January 1 and July 1** of each year following the calendar year in which the business was registered with the Office of the Secretary of State. **The \$25 annual report fee is waived for Veteran-owned entities for the following four (4) years after initial formation** [see WV Code 59-1-2a(m)]. Failure to file may result in revocation of the organization's legal authority to transact business in the state. Notification of the filing requirement will be sent, but the company is responsible for filing the annual report as required by WV Code. You may file the annual report online at <https://onestop.wv.gov>.

West Virginia Code §31F-5-501 requires every “**benefit corporation,**” as described in Section 9b. above, to prepare an **annual benefit report (separate and unrelated to the Secretary of State Annual Report referenced above)** made available annually to each shareholder of the benefit corporation. See West Virginia Code §31F-5-501 for further information regarding the “Annual Benefit Report.”

FILING THE ARTICLES - ONE ORIGINAL REQUIRED - AND PAYING THE FEE

Send an additional original if you want a filed date-stamped copy returned to you at no additional cost.

The filing fee will consist of paying a registration fee and excess acreage fee, if applicable.

If requesting a certified copy, an additional fee of \$15 per certified copy requested is required.

Non-Profit Corporation - \$25

*** Veteran-owned entity registration FEE WAIVED - \$0**

Registration fee*	_____	[Registration fee is waived for "veteran-owned" entity effective July 1, 2015 per WV Code 59-1-2(j); Be sure to attach the veteran proof of status Veteran Affairs Form DD214 when claiming "veteran-owned" status.]
Excess Acreage fee: +	_____	
\$15 per certified copy: +	_____	
Total fee:	= _____	

**** *Make your checks payable to West Virginia Secretary of State.* ****

TEXT ALERTS: Stay up-to-date regarding filing deadlines and changes to business, charity, notary, private investigation, and security guard laws. To sign up, visit the Secretary of State online at sos.wv.gov and select **Text Alerts**. Next, under the heading, “Choose SMS Subscription,” click the down arrow and select “Business and Licensing.” Then enter your ten-digit mobile phone number and your cellular carrier. Click *Subscribe*. This will allow you to get important information delivered right to your mobile phone. Please note, standard text messaging rates apply and you may unsubscribe at any time.

CHARITABLE REGISTRATION: If your company receives contributions, donations or grants, registration as a charitable organization may be required. Contact our office for more information or visit our web site at sos.wv.gov.

DISSOLUTION: A corporation is a legal entity which can only be dissolved through formal action by filing the necessary documents for dissolution - not by a letter or phone call. You remain liable for all taxes, assessments, fines, penalties and interest until you receive a certificate of dissolution from the Secretary of State. Contact us for more information.

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Filing Submission Instructions - Business Division

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORMS.

Please follow the instructions included with the application. Failure to include any of the required information on the form may cause the filing to be rejected.

All forms may be downloaded from our web site www.wvsos.gov.

SUBMIT THE COMPLETED APPLICATION WITH THE [CUSTOMER ORDER REQUEST](#) FORM TO ONE OF THE OFFICES BELOW. CHOOSE EXPEDITED OR STANDARD PROCESSING SERVICE. IF NOT USING THE CUSTOMER ORDER REQUEST FORM AND YOU ARE REQUESTING EXPEDITED SERVICE, YOU MUST INCLUDE THE WORD "EXPEDITE" AND THE LEVEL OF EXPEDITED SERVICE BEING REQUESTED (24-HOUR, 2-HOUR OR 1-HOUR) IN YOUR CORRESPONDENCE. BE SURE TO INCLUDE THE CORRECT ADDITIONAL EXPEDITED FEE. THIS FEE IS IN ADDITION TO THE REGULAR FILING FEE (*SEE FEES BELOW*).

CHOOSE ONE OF THE FOLLOWING PROCESSING SERVICES:

① **EXPEDITED SERVICE (24-hour, 2-hour and 1-hour; *Requires standard filing fee plus additional expedite fee, *see below*)**

<u>Expedite Service</u>	<u>*Fee</u>	<u>EXPEDITED SERVICE requests may be submitted by:</u>
24-Hour	\$ 25.00	- E-mail to efilings@wvsos.gov
2-Hour	\$250.00	- Fax
1-Hour	\$500.00	- Walk in delivery

② **STANDARD PROCESSING (5-10 business days)**

<u>Standard filing fees apply.</u>	<u>STANDARD PROCESSING requests may be submitted by:</u>
	- E-mail to CorpFilings@wvsos.gov
	- Fax
	- Walk in delivery (drop off service only filed within 5-10 business days)

INCLUDE PAYMENT:

Be sure to enclose the correct filing fee with your filing. If paying by credit card, be sure to include the [e-Payment Authorization](#) form with your filing. **Your filing will be rejected if the payment is not included or if the e-Payment Authorization form is not included if paying by credit card.**

SUBMIT COMPLETED FILING TO ONE OF THE BUSINESS CENTERS BELOW:

BUSINESS SERVICE CENTERS *Standard and Expedited Filings*

Charleston Office
One-Stop Business Center
13 Kanawha Blvd. West
Suite 201
Charleston, WV 25302
Phone: (304) 558-8000
Fax: (304) 558-8381
Hours: Mon. - Fri. 8:30a - 5:00p EST

Clarksburg Office
North Central WV Business Center
153 West Main Street
Suite G- Third Floor
Clarksburg, WV 26301
Phone: (304) 367-2775
Fax: (304) 627-2243
Hours: Mon. -Fri. 9:00a - 5:00p EST

Martinsburg Office
Eastern Panhandle Business Center
229 E. Martin Street
Martinsburg, WV 25401
Phone: (304) 356-2654
Fax: (304) 260-4360
Hours: Mon. - Fri. 9:00a - 5:00p EST

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Customer Order Request

SUBMIT THIS COMPLETED FORM WITH YOUR FILING.

READ CAREFULLY BEFORE SUBMITTING - Expedite service is **NOT AVAILABLE** for the following filings:

- >> Tax Department filings including Sole Proprietorships, General Partnerships, and Associations
- >> Dissolution or Withdrawal of Corporation, Voluntary Association or Business Trust

Order Processing Requested*:

*** Expedite Processing Requires Additional Fees ***

Standard Processing**
(Avg. processing turnaround
5-10 business days)

24-HOUR Expedite***
(additional \$25.00 fee included)

2-HOUR Expedite
(additional \$250.00 fee included)

1-HOUR Expedite
(additional \$500.00 fee included)

Email to: CorpFilings@wvsos.gov

Email to: eFilings@wvsos.gov

ALL Requests for Copies of documents email to: Copies@wvsos.gov

*"Processing" indicates the filing will be completed and registered in the Secretary of State registration database.

**Standard Processing applications received by E-MAIL or FAX must include the e-Payment Authorization form with credit card information.

***NOTE: Orders filed in person through any Secretary of State office location requesting the filing be processed will be assessed a 24-HOUR Expedite fee of \$25.00 per order.

Name of Entity: _____

Return filing to:
(Return Address) _____

Contact Name: _____

Phone: _____

Return Delivery Options: Email or Fax options do not receive a copy via mail; must be ordered separately.

Email to: _____ Fax to: _____

Hold for Pick Up Mail to Return Address above FedEx: Acct # _____

Other (explain below): _____ UPS: Acct # _____

Order Description (include items being ordered and fee breakdown):

* PLEASE NOTE: Original paperwork is kept by this office. Include a copy of the original filing if you want a file stamped copy returned to you at no extra charge. **Certified copy requests are an additional \$15 per certified copy being requested.**

Total Amount: _____

Payment Method:

Check/Money Order

Credit Card (Must attach [e-Payment Authorization](#) request form including payment information.)

Cash (Do Not mail cash)

Pre-paid Acct #: _____ Attach signed pre-paid slip.

24-hour, 2-hour and 1-hour Expedite Service Guidelines

IMPORTANT: To ensure expedited service, please mark “EXPEDITE” in a conspicuous place at the top of the service request. Please indicate method of delivery.

24-HOUR EXPEDITE SERVICE

The Secretary of State offers a 24-hour expedite service on most business organization filings processed by this office. If you choose to utilize this service, please enclose with your filing the additional expedite fee. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. You must mark the document with your “**24-HOUR EXPEDITE**” request. If using a cover letter, note that you are requesting 24-hour expedited service, and include your telephone number and return information. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made. This office *does not* fax confirmation of a 24-hour expedite.

The fee for 24-hour handling is \$25.00 in addition to the usual fee for service. Please consult our fee schedules for the appropriate fee. If you require assistance, please contact this office.

Time Constraints: Under most circumstances, each filing submitted receives same day filing date and may be picked up in the office by the end of the same business day. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in acceptable fileable form.

2-HOUR EXPEDITE SERVICE

The Secretary of State offers a 2-hour expedite service on most filings processed by this office. If you choose to utilize the 2-hour expedite service, please enclose with your filing an additional \$250.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 2-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 2-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-HOUR EXPEDITE SERVICE

The Secretary of State offers a 1-hour expedite service on most filings processed by this office. If you choose to utilize the 1-hour expedite service, please enclose with your filing an additional \$500.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 1-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 1-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-Hour and 2-Hour Time Constraints: Each filing submitted for either 1-hour or 2-hour expedite receives same day filing date and will be acknowledged by fax or e-mail within expedite service time. Failure to indicate method of acknowledgement (fax or e-mail) or to provide a correct fax number or e-mail address may prevent the Secretary of State from acknowledging the filing of such documents. Filings may be picked up within the expedite service period. Filings to be mailed will be mailed out no later than the next business day following receipt. Expedite period begins when filing or service request is received in this office in fileable form.

The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages or equipment malfunction. These extensions are few and will rarely extend more than a few hours.

e-Payment Authorization

USE BLACK INK ONLY - DO NOT HIGHLIGHT

This document contains confidential financial information and will be properly shredded after payment has been processed by this office. Electronic storage of payment information is only permitted by signed authorization below which may be retracted at any time by written request by the authorized party.

Service Type: Fax E-mail Mail

Payment by Card (card holder name and billing address required below)

Card Type: Visa Mastercard Discover American Express

Credit Card Number: **V Code***

* 3-digit number on back of VISA, MasterCard and Discover cards.
4-digit number on front right side of American Express card.

NOTICE: For security and verification purposes, all credit card payments must include the 3- or 4-digit CVV2 code (V Code) number located on the credit card. Failure to include this code will result in the rejection of your filing or service request.

Credit Card Expiration Date: Month: Year:

Amount to Charge Card: USD \$

Order Information (required)

Entity Name:

Card Holder Information:

Name as it appears on the account
Billing Address
City State Zip Code
Telephone Ext.

Payment Information Storage Authorization (optional)

I authorize the Secretary of State to store this payment information for future payment transactions processed by Secretary of State:

X _____ Date
Authorized Signature

Payment Authorization (required)

I authorize the Secretary of State to bill an amount not to exceed the following to be charged to the above listed account(s):

X _____ Date
Authorized Signature

Not to Exceed Amount: USD \$