

West Virginia Secretary of State  
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Bldg. 1, Suite 157-K  
Charleston, WV 25305



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

**WEST VIRGINIA APPLICATION FOR  
CERTIFICATE OF AUTHORITY OF  
LIMITED LIABILITY COMPANY**

Office Hours: Monday - Friday  
8:30 a.m. - 5:00 p.m. EST

**FILING FEE: \$150**

**\* Fee Waived for Veteran-owned organization**

**Control #** \_\_\_\_\_

**\*\*\* The undersigned, having authority to transact business on behalf of a foreign (out-of-state) registered entity, agrees to \*\*\*  
comply with the requirements of West Virginia Code [§31B-10-1002](#) to apply for Certificate of Authority.**

1. The **name** of the **limited liability company** as  
registered in its home state is: \_\_\_\_\_

and the **State or Country** of organization is: \_\_\_\_\_

☐ **CHECK HERE** to indicate you have obtained and submitted with this application a **CERTIFICATE OF EXISTENCE (GOOD  
STANDING)**, dated during the current tax year, from your home state of original formation as required to process your application.  
The certificate may be obtained by contacting the Secretary of State's Office in the home state of original formation.

2. The **business name** to be used in **West  
Virginia** will be: [The **name must con-  
tain one of the required terms** such as  
"limited liability company" or abbreviations  
such as "LLC" or "PLLC." See instructions  
for complete list of acceptable terms and re-  
quirements for use of Trade Name.]

☐ **Home State name as listed in Section 1. above**, if available in West Virginia  
(If name is not available, check **DBA Name** box below and follow special instructions  
in **Section 2.** attached.)

☐ **DBA Name** \_\_\_\_\_  
(See special instructions in **Section 2.** regarding the **Letter of Resolution** attached to  
this application. [Click here](#) to see a sample Letter of Resolution.)

3. The **company will be a**: [See [instructions](#)  
[for limitations on professions which may form](#)  
**P.L.L.C. in WV.** All members must have WV  
professional license. See (\*) note at the right.]

☐ **regular LLC**

☐ **Professional LLC\*** for the profession of: \_\_\_\_\_

\* In most cases, a **Letter of Authorization/Approval from the appropriate State  
Licensing Board** is required to process the application. [See attached instructions.](#)

4. The **address** of the **principal office**  
of the company 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: \_\_\_\_\_

5. The **address** of the initial **designated**  
(physical) office of the company in  
West Virginia, if any, will be:

Street: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Located in the **County** of:

County: \_\_\_\_\_

5. (Continued from previous page....)

The **mailing address** of the above location, if different, will be:

Street: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

6. **Agent of Process:**

may be sent, if any, will be:

Name: \_\_\_\_\_

Street: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

7. **E-mail address** where business correspondence may be received: \_\_\_\_\_

8. **Website address** of the business, if any (ex: *yourdomainname.com*): \_\_\_\_\_

9. 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? \_\_\_\_\_

10. The company is: ☐ an **AT-WILL** company, conducting business for an indefinite period.  
(required) ☐ a **TERM** company, conducting business for the term of \_\_\_\_\_ years.

11. The company is: ☐ **MEMBER-MANAGED** [List the names and addresses of **all members** below.]  
(required) ☐ **MANAGER-MANAGED** [List the names and addresses of **all managers** below.]

List the **name(s) and address(es) of the Member(s)/Manager(s)** of the company (required; attach additional pages if necessary):

Name

No. & Street Address

City

State

Zip Code

\_\_\_\_\_  
\_\_\_\_\_

12. All or specified members of a limited liability company are **liable in their capacity as members** for all or specified debts, obligations or liabilities of the company (required): ☐ **No** - All debts, obligations and liabilities are those of the company.  
☐ **Yes** - Those persons who are liable in their capacity as members for all debts, obligations or liability of the company have consented in writing to the adoption of the provision or to be bound by the provision.

13. The **purpose(s)** for which this limited liability company is formed is as follows:

[Describe the type(s) of business activity which will be conducted, for example, "real estate," "construction of residential and commercial buildings," "commercial painting," "professional practice of law" (see **Section 2.** for acceptable "professional" business activities). Purpose may conclude with words "...including the transaction of any or all lawful business for which corporations may be incorporated in West Virginia."]

\_\_\_\_\_  
\_\_\_\_\_

14. 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 15.]

☐ **No** [Proceed to Section 15.]

15. Other provisions which may be set forth in the operating agreement or matters not inconsistent with law:  
[See instructions for further information; use extra pages if necessary.]
- 


16. The number of pages attached and included in these Articles is: \_\_\_\_\_

17. The **requested effective date** is: ☐ the **date and time of filing** in the Secretary of State's Office.  
[Requested date may not be earlier than filing nor later than 90 days after filing in our office.]  
☐ the following date \_\_\_\_\_ and time \_\_\_\_\_.

18. 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.

<input type="checkbox"/> <b>Yes</b> (If "Yes," attach Form DD214)  <input type="checkbox"/> <b>CHECK BOX</b> indicating you have attached <b>Veteran Affairs Form DD214</b>	You may obtain a copy of your Veterans Affairs Form DD214 by contacting:	<b>National Personnel Records Center</b> <b>Military Personnel Records</b> 1 Archives Drive St. Louis, MO 63138 Toll free: 1-86-NARA-NARA or 1-866-272-6272 Phone: 314-801-0800 <a href="http://www.archives.gov/veterans/military-service-records">www.archives.gov/veterans/military-service-records</a>
<input type="checkbox"/> <b>No</b>		

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\(m\)](#)].

19. **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 or type name of signer: \_\_\_\_\_ Title/Capacity of signer: \_\_\_\_\_
- c. **Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**\*Important Legal Notice Regarding Signature:** Per West Virginia Code [§31B-2-209](#). **Liability for false statement in filed record.** If a record authorized or required to be filed under this chapter contains a false statement, one who suffers loss by reliance on the statement may recover damages for the loss from a person who signed the record or caused another to sign it on the person's behalf and knew the statement to be false at the time the record was signed.

**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.