

1 **H. B. 4488**

2
3 (By Delegates Morgan, Poore, D. Poling,
4 Fleischauer, Manypenny and Sponaugle)

5 (By Request of the Secretary of State)

6 [Introduced February 12, 2014; referred to the
7 Committee on the Judiciary.]

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10 A BILL to amend and reenact §19-4-6 of the Code of West Virginia,
11 1931, as amended, relating to eliminating the requirement for
12 notarization of the articles of incorporation for cooperative
13 associations.

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

15 That §19-4-6 of the Code of West Virginia, 1931, as amended,
16 be amended and reenacted to read as follows:

17 **ARTICLE 4. COOPERATIVE ASSOCIATIONS.**

18 **§19-4-6. Articles of incorporation.**

19 Each association formed under this article shall prepare and
20 file articles of incorporation, setting forth:

21 (a) The name of the association, which ~~shall include~~ includes
22 the words "cooperative," "co-operative," or "co-op," and words or
23 abbreviations designating a corporation;

24 (b) The purposes for which it is formed;

1 (c) The place where its principal business will be transacted;

2 (d) The period, if any prescribed, for the duration of the
3 corporation;

4 (e) The number of incorporators which ~~shall not be~~ is not less
5 than three, the number of directors which ~~shall not be~~ is not less
6 than three and ~~may be~~ any number in excess ~~thereof~~ of those
7 minimums, or it may be set forth that the number of directors ~~shall~~
8 will be fixed by the bylaws;

9 (f) If organized without capital stock, whether the property
10 rights and interest of each member are equal or unequal; and if
11 unequal, the general rules applicable to the classes of members
12 whose property rights and interest are determined and fixed; and
13 provision for the admission of new members who may be entitled to
14 share in the property of the association with the old members, in
15 accordance with the general rules. This provision of the articles
16 of incorporation ~~shall~~ may not be altered, amended or repealed
17 except by the written consent or vote of three fourths of the
18 members;

19 (g) If organized with capital stock and authorized to issue
20 only one class of stock, the total number of shares of stock which
21 the association ~~shall have~~ has authority to issue, including: (1)
22 The par value of each of the shares; or (2) a statement that all
23 the shares are to be without par value;

24 (h) If the association is authorized to issue more than one

1 class of stock, the total number of shares of all classes of stock
2 which the association may issue, including: (1) The number of
3 shares of each class that have a par value and the par value of
4 each share by class; (2) the number of shares that are to be
5 without par value; and (3) a statement of the powers, preferences,
6 rights, qualifications, limitations or restrictions that are
7 permitted by section thirteen of this article in respect to a class
8 of stock fixed by the articles of incorporation or by resolution of
9 the board of directors;

10 (i) The articles shall be signed ~~notarized~~ and filed in
11 accordance with the provisions of the business or nonprofit
12 corporation laws of this state;

13 (j) The articles may also contain any provisions managing,
14 defining, limiting or regulating the powers and affairs of the
15 association, the directors, the stockholders or members of the
16 association.

NOTE: The purpose of this bill is to eliminate the
notarization requirement for articles of incorporation of
cooperative associations, to make it consistent with other business
organization's filing procedures.

Strike-throughs indicate language that would be stricken from
the present law, and underscoring indicates new language that would
be added.