
SECRETARY OF STATE AND PROCUREMENT

2021 AGENCY PURCHASING CONFERENCE

OBJECTIVES

- Provide a basic overview of the Secretary of State's role in governing business entities
- Discuss how vendors register with the Secretary of State's office
- Review different business types

BUSINESS REGISTRATION REQUIREMENTS

- SOS is often the first point of contact between a business and State Government.
- SOS functions as the holder of business information that state law mandates be made public.

BUSINESS REGISTRATION REQUIREMENTS

- SOS Laws mandate most businesses:
 - File formation records
 - File annual reports
 - Obtain SOS approval for business name use
 - List officers, directors, business address, etc.
- All States have similar laws.
- Laws apply to all businesses operating in the State whether or not they do business with the State.

FILING AND INCLUSION IN ORGANIZATION SEARCH DATABASE

- Domestic Businesses (created under WV law):
 - After filing appropriate forms, SOS provides Certificate of Existence
 - Business Included in Business Organization Search Database
- Foreign Businesses (created under laws of another state):
 - Foreign means out of state not out of country
 - After filing appropriate forms, SOS provides Certificate of Authority
 - Business Included in Business Organization Search Database

COST OF FAILURE

- Business that Fail to Properly File or Obtain Exemption:
 - Will be in violation of state law
 - Will face owner liability caused by loss of protection offered by corporate form
 - Are not permitted to operate in this State, are not permitted to obtain State contracts

DIFFERENCES IN BUSINESS ENTITIES

- Specific laws allow people to create varying business entity types including Corporations, LLPs, LLCs, PLLCs, sole proprietorships, etc..
- Differences:
 - Separate Legal Entity or not
 - Shareholder v. member v. no separate ownership status
 - Articles of Organization, Articles of Incorporation, no documents
 - Corporate formalities followed, not followed
 - Tax treatment differs by business entity type

WHAT TYPES OF BUSINESSES NEED TO FILE WITH SOS?

- Corporations - Yes
- Limited Liability Companies (LLC) - Yes
- Professional Limited Liability Companies (PLLC) - Yes
- Limited Partnerships (LP) - Yes
- Limited Liability Partnership (LLP) - Yes
- Sole Proprietors – No, unless using a DBA name
- Partnership - No
- Nonprofit corporations - Yes
- Others?

EXEMPTIONS

- Some organizations are exempt from filing formation or qualification documents with SOS. Most common exemptions:
 - Soliciting orders through the mail or internet.
 - Conducting an isolated transaction that is completed within 30 days.
 - Applying for withholding tax on an employee residing in WV, but works in another state.
 - Conducting affairs in interstate commerce.
 - Though they are exempt, a form for Exemption must still be filed with WV SOS and approved.

PROCUREMENT OFFICERS

- What you need to do before contract award:
 - Ensure Vendor shows up in the Business Organization Search or has a completed/approved exemption form.
 - Ensure Vendor is in good standing with SOS (Status must not be revoked, dissolved, terminated, etc.)

BUSINESS NAMING LAWS

- Name of business must be distinguishable from any other company and include the appropriate suffix.
- Standard is “likelihood of confusion” and is focused on public perception

BUSINESS ENTITY NAMING RULES – CORPORATION

W.VA. CODE § 31D-4-401

- A corporate name must contain one of the following:
 - Corporation
 - Incorporated
 - Company
 - Limited
 - Corp.
 - Inc.
 - Co.
 - Ltd.

BUSINESS ENTITY NAMING RULES – LLC

W.VA. CODE ANN. § 31B-1-105

- A Limited Liability Company name must contain one of the following:
 - Limited Liability Company
 - Limited Company
 - Limited Co.
 - Ltd. Company
 - Ltd. Co.
 - L.L.C.
 - LLC
 - L.C.
 - LC

NAMES REALLY DO MATTER

- Verizon Connect Fleet USA LLC
- Verizon Connect Inc.
- Verizon Connect NWF Inc.

- Verizon Corporate Services Corp.
- Verizon Services Corp.
- Verizon Services Organization Inc.

- Verizon Wireless (VAW) LLC
- Verizon Wireless Services, LLC

NAMES REALLY DO MATTER

- ABC Electrical Construction, Inc.
- ABC Electrical Constructions LLC

WHAT ARE DBA NAMES?

- DBA stands for “Doing Business As”
 - Basically a company or business nickname
 - These names must be approved and on file with SOS in order to use them in WV.
 - DBA names for corporate entities will also show up in the Organization Search Database

HOW TO DO A BUSINESS SEARCH?

- Go to sos.wv.gov – Type in the Business Organization Search box
OR
- Click Business Organization Search under the Business Tab

The screenshot displays the official website of the West Virginia Secretary of State, Mac Warner. The header includes the state logo and navigation links for 'About Us', 'Administrative Law', 'Business', 'Licensing', and 'Elections'. A search bar is located in the top right corner. The main content area features a 'Popular Resources' sidebar with links to 'WV One Stop', 'Form Search', 'File an eRule', 'CSR Search', 'Meeting Notices', 'WV Code', 'Campaign Finance', 'Register to Vote', 'FOIA Request', and 'File a Complaint'. The central focus is the 'Business Organization Search' section, which includes a text input field for 'Enter Organization Name', a 'Search' button, and a 'Business and Licensing' section with dropdown menus for 'Go to...' and 'How do I ?...'.

Type in the organization name you are looking for.

SEARCH TIPS: If you have trouble finding a business, try the following:

Enter one or more key words in the business name

Use the % symbol for a wild card search.

Example: searching for Fraternal Order Eagles 1234 ABCD, Inc.
%Fraternal%1234%

The screenshot shows the official website of the West Virginia Secretary of State, Mac Warner. The page is titled "West Virginia Secretary of State" and "Mac Warner". Below the header, there is a navigation bar with links to "Administrative Law", "Business & Licensing", "Elections", and "Miscellaneous". The "Business & Licensing" section is active, and it contains a "Business Organization Search" form. The form has two input fields: "Organization" and "Agent/Officer/Name". Below the input fields, there are "Search" and "Reset" buttons. A "Show Advanced Search Options" link is also present. The page includes a "SEARCH TIPS" section with three numbered instructions: 1. Enter one or more key words in the business name. 2. Use the % symbol for a wild card search. Example: searching for Fraternal Order Eagles 1234 ABCD, Inc. %Fraternal%1234%. 3. The search results will include what are commonly referred to as a fictitious business names in the results, if they have been registered with the State Tax Department. At the bottom of the page, there is a "Back To Top" link and a disclaimer: "NOTICE: The West Virginia Secretary of State's Office makes every reasonable effort to ensure the accuracy of information. However, we make no representation or warranty as to the correctness or completeness of the information."

West Virginia Secretary of State
Mac Warner

West Virginia Secretary of State — Online Data Services

Business and Licensing

Administrative Law Business & Licensing Elections Miscellaneous

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Business & Licensing

Business Organization Search

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Organization

Agent/Officer/Name

Show Advanced Search Options

[Back To Top](#)

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Items to look for once finding organization:

- Organization type
(C=Corporation, LLC= Limited Liability company, ELC= Exempt LLC, EC= Exempt Corporation)
- Effective Date= Date filed with WVSOS
- Termination Date= Date organization became inactive with WVSOS
- Termination Reason= Why they were inactive (revoked, voluntary dissolution, etc.)

Matching records found: **2,963**. Please note that the results are broken into four results types: *Org Name*, *Doing Business As*, *Name Change* and *Name Registrations/Reservations*. You may use the following four links to see the results for each type.

View search results by: [Org Name](#) | [DBA](#) | [Name Change](#) | [Registrations/Reservations](#)

Organization Results								
Organization Name	Org Id	Type	Effective Date	Established Date	Termination Date	Termination Reason	Charter	Class
AMERICAN BEER COMPANY, INC.	310417	C	7/16/2012		11/1/2013	Revoked (Failure to File Annual Report)	Foreign	Profit
AMERICAN & SCHOEN MACHINERY COMPANY	136524	C	7/22/1991		5/24/2006	Revoked (Failure to File Annual Report)	Foreign	Profit
AMERICAN - KLASSIK INSURANCE, INC.	33239	C	8/15/1977		10/1/1979	Dissolution by Court Order	Domestic	Profit
AMERICAN A ACQUISITIONS, LLC	311971	ELC	8/31/2012				Foreign	Profit
AMERICAN ACADEMY BALLET, LLC	281066	LLC	9/11/2009				Domestic	Profit
AMERICAN ACADEMY EMERGENCY MEDICINE BOARD REVIEW COURSE, INC	151608	C	9/2/1992		1/28/1994	Name Change (Reserved for old records)	Domestic	Profit
AMERICAN ACADEMY OF ACCOUNTANCY, INC.	35547	C	2/8/1937		5/13/1940	Dissolution by Court Order	Foreign	Profit
AMERICAN ACADEMY OF FORENSIC SCIENCES	237124	EC	6/6/2005				Foreign	Non-Profit
AMERICAN ACCEPTANCE CORPORATION	116394	C	3/31/1987		12/7/2015	Withdrawal (Foreign)	Foreign	Profit
AMERICAN ACCESSORIES, INC.	739	C	10/1/1959		12/1/2008	Revoked (Failure to File Annual Report)	Domestic	Profit
AMERICAN ACCOUNTS & ADVISERS, INC.	303252	C	11/29/2011		11/1/2013	Revoked (Failure to File Annual Report)	Foreign	Profit

OTHER DOCUMENTATION NEEDED FOR SOS OFFICE

- Corporate documents
- Annual Report
 - Failure to complete can cause termination
- Other reasons for revocation/termination (e.g. fraud)

SOS OFFICE AND WV STATE TAX DEPARTMENT

- Most types of entities (LLC, LP, LLP, etc.) register through the SOS Office to obtain an initial business registration before filing for a Business Registration Certificate from the WV State Tax Department.
- Registering your business on the One Stop Business Portal completes registration with the SOS Office and the WV State Tax Department.

UNIFORM COMMERCIAL CODE (UCC) FILINGS

- When small businesses and consumers get loans as collateral consumer goods, commercial property, or farm property in West Virginia, the lender files a commercial lien to protect their financial interest.

DON'T FORGET TO SIGN THE ATTENDANCE SHEET

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CONTACT US!