

**ARTICLES OF INCORPORATION
OF
GROW WARWOOD PRIDE**

(Under the West Virginia Business Corporation Act)

FIRST: The name of the corporation is Grow Warwood Pride.

SECOND: The principal place of business of the corporation is 188 N 9th St., City of Wheeling, County of Ohio, West Virginia, 26003.

THIRD: The name and street address of the registered agent is JulieAnn Davis, 118 N 9th St., Wheeling, Ohio, West Virginia, 26003.

FOURTH: The purpose for which the corporation is organized is To improving our neighborhood through education, advocacy, volunteerism, wellness and safety, and community involvement.. The corporation does not elect to be organized for purposes as a “benefit corporation” per West Virginia Code Section 31F. The business is not a Scrap Metal Dealer.

FIFTH: The corporation is organized as non-profit (non-stock). The corporation will have members.

SIXTH: The name and address of the director(s) is:

JulieAnn Davis	118 N 9th St, Wheeling, WV 26003
Anthony Assaro	_____
Stacey Bell	102 N 21st St., Wheeling, WV 26003
Rebecca Gentle	106 N 10th St., Wheeling, WV 26003
Matthew Rafa	310 Longvue Acres Rd., Wheeling, WV 26003

The name and address of the officer(s) is:

JulieAnn Davis	118 N 9th St., Wheeling, WV 26003
Anthony Assaro	109 Warwood Terrace, Wheeling, WV 26003
Stacey Bell	102 N 21st St., Wheeling, WV 26003
Rebecca Gentle	106 N 10th St, Wheeling, WV 26003

SEVENTH: The name and address of the incorporator is Matthew Rafa, 310 Longvue Acres Rd, Wheeling, West Virginia, 26003.

EIGHTH: The period of duration of the Corporation is perpetual.

NINTH: The email address where business correspondence may be received is growwarwoodpride@gmail.com. The website address of the business, if any, is _____. The total number of employees is 0. The total number of employees who are West Virginia residents is 0.

TENTH: The corporation is not a minority owned business.

ELEVENTH: The corporation is not a woman owned business.

TWELFTH: The corporation does not own or operate more than one business in West Virginia.

THIRTEENTH: The corporation does not employ active or retired members of the United States armed forces. The owner(s) of the corporation are not active or retired member(s) of the United States armed forces.

FOURTEENTH: The number of acres of land it holds or expects to hold in West Virginia is 0.0.

Signature of Incorporator *

Date

Matthew Rafa

Print Name of Incorporator

****Important Legal Notice Regarding Signature:*** Per West Virginia Code §31D-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.

JulieAnn Davis

Contact Person

(In case there is a problem with the filing)

(304) 280-2621

Phone Number

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GENERAL INSTRUCTIONS

WHAT IS AN ARTICLES OF INCORPORATION?

An Articles of Incorporation, also commonly known as a Certificate of Incorporation, is a set of formal documents that contain basic information about a company being created. Because each state has its own requirements, the Articles of Incorporation are usually filed with the Secretary of State. Once the Articles of Incorporation are filed, the company becomes a registered business entity for legal and tax purposes in the state.

WHAT SHOULD BE INCLUDED

A basic Articles of Incorporation will include the following details:

- **Full Name of Corporation:** check whether the company name is still available at your Secretary of State (i.e. California allows you to check online) and be sure to include one of a corporate suffix at the end of the name:
 - o Corporation or Corp.
 - o Company or Co.
 - o Incorporated or Inc.
 - o Limited or Ltd.
- **Principal Place of Business:** address of the corporation
- **Registered Agent:** person or business who receives legal notices and paperwork
- **Business Purpose:** the reason your corporation is being created (i.e. any lawful activity)
- **Stock:** total number of authorized shares, type of stock, and par value of stock
- **Incorporator:** a person at least 18 years old who is setting up the company
- **Director:** person(s) who will oversee the overall affairs of the company
- **Officer:** person(s) who will manage daily business affairs (i.e. President, VP, Secretary)
- **Duration:** length of time the company will exist, often the default is “perpetual”

MOST COMMON SITUATIONS

A Certificate of Incorporation is often used when a company wants to be legally recognized as a business entity to minimize taxes and gain liability protection.

WHY IS IT NEEDED

If you want to take advantage of a state’s tax and legal benefits, you should file a Certificate of Incorporation with that Secretary of State when creating your business. For example, about half of public corporations choose to incorporate in Delaware and Nevada to save taxes. Many states require companies to file “foreign registration” documents if they are an out-of-state entity incorporated elsewhere but doing business in their state.

Independent of where you incorporate, companies may also need to create corporate bylaws to formalize the incorporation process. Corporate bylaws establish the everyday rules and guidelines of running a business and not mixing your personal debts and assets with those of your business.

CONSEQUENCES OF NOT INCORPORATING

If you do not use an Articles of Incorporation, the default assumption is that you are a sole proprietor. As an unincorporated business, the law treats you and your business as one entity. For tax purposes, the IRS allows you to file one form for yourself and your company. In the worst case, a creditor can go after both your personal and company assets for a business debt.

Here are some of the possible consequences that could be prevented by properly incorporating your business and filing Articles of Incorporation:

1. **Lost Money** (i.e. Unexpected legal bills, potential tax savings associated with incorporating)
2. **Lost Time** (i.e. Time spent defending your personal assets from creditors or the public, Cleaning up mistakes instead of preventing them in the first place)
3. **Opportunity Cost** (i.e. Loss of liability protection available to incorporated businesses, Peace of mind that your personal home and bank accounts are protected)

In contrast, if you follow proper procedures, a formally incorporated business legally separates you from your company. You the owner cannot be held personally liable for company debts, obligations, or risks. The increased liability protection is particularly useful if your business has employees or if your products or services put you at risk of being sued by the general public. Retail businesses, in danger of lawsuits for a slip and fall or other small mishaps, should consider purchasing general business liability insurance to cover any accidents.

