

Topic: Changing of Officers

Question by: Penney J. Barker

Jurisdiction: West Virginia

Date: October 5, 2011

Jurisdiction	Question(s)	
	Does your office accept and file officer/member changes throughout the year (Not changes that are submitted on annual reports)?	If yes, do you check the name of the person filing the documents against the names listed on your database to <b>verify</b> that the person filing the documents has signature authority and are listed on your database?
<b>Manitoba</b>		
<b>Corporations Canada</b>	Corporations Canada is responsible for incorporating businesses and not-for-profit organizations that choose to incorporate federally rather than provincially or territorially. Businesses and not-for-profit organizations incorporated federally in Canada are not required to provide information on the officers or members. As a result, they are not required to file officer or member changes. They are only required to file notice of a change of director within 15 days of the change.	This notice can be filed by anyone declaring that he or she has relevant knowledge of the corporation and that he or she is authorized to sign the form. Corporations Canada does not verify this statement but the form warns the signer that misrepresentation constitutes an offence punishable by fine or imprisonment.
<b>Alabama</b>		
<b>Alaska</b>		
<b>Arizona</b>	Yes - we accept amended annual reports or letters that change officers or directors, and there is no filing fee for these.	Our current practice is to require that the officer signing the annual report be listed on the annual report as an officer.
<b>Arkansas</b>		
<b>California</b>		

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<b>Colorado</b>	Colorado does not require that officer/member information be filed with an annual report. However, if an entity wants to make that information part of the entity's record, they can file a Statem	No. Colorado does not verify the name of the person delivering the document for filing. All documents are submitted under penalty of perjury.
<b>Connecticut</b>		
<b>Delaware</b>		
<b>District of Columbia</b>	Yes as amended report.	Yes, we do. Most of the changes usually involve either internal dispute or true change in governors lineup. We ask for affidavit stating the reason for a change.
<b>Florida</b>	in Florida officer/director/manager/member/partner changes can be made by amendment as well as on the annual report.	We do NOT check to see if the person filing/signing the document is currently listed in our records. Our statutes provide that we accept the document at face value and do not "speak to" the correctness or incorrectness or the validity or invalidity of the information contained in a document.
<b>Georgia</b>		
<b>Hawaii</b>	Yes, we do and changes can be made on an amended annual or through a change letter.	No, we do not. The person signing the amended annual or change letter certifies that the information is true and correct.
<b>Idaho</b>		
<b>Illinois</b>		
<b>Indiana</b>		
<b>Iowa</b>		
<b>Kansas</b>		
<b>Kentucky</b>		

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<b>Louisiana</b>	Yes	No, we take them in good faith....the filer must prove their authority if there is a dispute
<b>Maine</b>	Yes, we accept amended annual reports.	Not at this time.
<b>Maryland</b>		
<b>Massachusetts</b>		
Michigan		
<b>Minnesota</b>		
<b>Mississippi</b>		
<b>Missouri</b>	Yes, by filing an amended registration report.	We do not check.
<b>Montana</b>	We accepted amended reports any time throughout the year. We accept them at face value. They are added to the record and become a public record.	We do not check the name of the person filing the document. An annual report may be signed by an authorized agent and is done so under penalty of false swearing.
<b>Nebraska</b>	No	No, we take them in good faith....the filer must prove their authority if there is a dispute
<b>Nevada</b>	Yes, we accept amended annual reports.	Not at this time.
<b>New Hampshire</b>		
<b>New Jersey</b>		
<b>New Mexico</b>		
<b>New York</b>	Yes, a biennial statement for a corporation would contain CEO information and may be changed by filing an amendment of the biennial statement. No member information is required on LLC filings.	No, this information is not verified.

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<b>North Carolina</b>	Yes, North Carolina does accept officer/member changes throughout the year on an amended annual report for a \$10 fee.	The second part of this question is the one, I have slowly implemented and began with capturing the officer information in it's own field for examiners to click and view the current officers when documents are filed. However, this check is not part of the official operating procedures just yet, but we are capable at this time to implement upon approval.
<b>North Dakota</b>	Yes	No, we take them in good faith....the filer must prove their authority if there is a dispute
<b>Ohio</b>	Ohio does not have annual reports, but these changes can be filed by amendment throughout the year.	We do not verify whether the person submitting the document is authorized to do so or not, we rely on the customer to be honest when signing as an “authorized representative
<b>Oklahoma</b>		
<b>Oregon</b>		
<b>Pennsylvania</b>		
<b>Rhode Island</b>	Rhode Island accepts AMENDED annual reports, at no fee, throughout the year	We do not verify signature authority. All annuals have a “under penalty of perjury” clause.
<b>South Carolina</b>		
<b>South Dakota</b>		
<b>Tennessee</b>		

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<b>Texas</b>	The Comptroller of Public Accounts does not accept amendments or supplements to the annual public information reports. The SOS would not have grounds to refuse to file an amendment to the certificate of formation or an application for registration that added or changed officers or changed management.	No
<b>Utah</b>	Yes	No, we take them in good faith....the filer must prove their authority if there is a dispute
<b>Vermont</b>		
<b>Virginia</b>	Virginia will accepted an amended annual report at any time. There is no fee for filing an annual report or an amended annual report.	The annual report must be signed by an officer or director listed therein. There does not appear to be a simple method of verifying that the person signing has authority since there is no required continuity from one annual report to the next. All of the officers and directors in one annual report can legitimately be replaced by a new group of individuals who are listed in the next report. Accordingly, Virginia, like most other states, relies on the statutory provision that makes the filing of a false annual report a crime.
<b>Washington</b>	Yes, we accept amended annual reports.	Not at this time.
<b>West Virginia</b>		

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<b>Wisconsin</b>	In Wisconsin, for Corporations and Cooperatives, we have a form they can file throughout the year to report changes to officers and directors (after the annual report has been filed). It is called Certificate of Newly Elected Officers and Directors and the fee is \$3.00.	No, we don't do any verification of the signature.
<b>Wyoming</b>		

**Additional comments:**

**Full text of email:**

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Thanks

Penney J. Barker

Manager, Business and Licensing Division

West Virginia Secretary of State's Office

1900 Kanawha Blvd. East

Charleston, WV 25305

304-558-8000

[pbarker@wvsos.com](mailto:pbarker@wvsos.com)