

1 **Senate Bill No. 82**

2 (By Senator Miller)

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4 [Introduced January 11, 2012; referred to the Committee on the  
5 Judiciary.]  
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10 A BILL to amend and reenact §31B-8-809 of the Code of West  
11 Virginia, 1931, as amended; to amend and reenact §31D-14-1420  
12 of said code; to amend and reenact §31D-15-1530 of said code;  
13 to amend and reenact §31E-13-1320 of said code; and to amend  
14 and reenact §31E-14-1430 of said code, all relating to  
15 permitting the Secretary of State to dissolve a corporate  
16 entity if its professional license has been revoked or is in  
17 default with the Bureau of Employment Programs.

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

19 That §31B-8-809 of the Code of West Virginia, 1931, as  
20 amended, be amended and reenacted; that §31D-14-1420 of said code  
21 be amended and reenacted; that §31D-15-1530 of said code be amended  
22 and reenacted; that §31E-13-1320 of said code be amended and  
23 reenacted; and that §31E-14-1430 of said code be amended and

1 reenacted, all to read as follows:

2           **CHAPTER 31B. UNIFORM LIMITED LIABILITY COMPANY ACT.**

3 **ARTICLE 8. WINDING UP COMPANY'S BUSINESS.**

4 **§31B-8-809. Grounds for administrative dissolution.**

5           The Secretary of State may commence a proceeding to dissolve  
6 a limited liability company administratively if the company: ~~does~~  
7 ~~not:~~

8           (1) ~~Pay~~ Fails to pay any fees, taxes or penalties imposed by  
9 this chapter or other law within sixty days after they are due;

10           (2) ~~Deliver~~ Fails to deliver its annual report to the  
11 Secretary of State within sixty days after it is due;

12           (3) Has had its professional license revoked by a professional  
13 licensing board; or

14           (4) Is in default with the Bureau of Employment Programs.

15           **CHAPTER 31D. WEST VIRGINIA BUSINESS CORPORATION ACT.**

16 **ARTICLE 14. DISSOLUTION.**

17                           PART 2. ADMINISTRATIVE DISSOLUTION.

18 **§31D-14-1420. Grounds for administrative dissolution.**

19           The Secretary of State may commence a proceeding under section  
20 one thousand four hundred twenty-one of this article to  
21 administratively dissolve a corporation if:

22           (1) The corporation does not pay within sixty days after they

1 are due any franchise taxes or penalties imposed by this chapter or  
2 other law;

3 (2) The corporation does not notify the Secretary of State  
4 within sixty days that its registered agent or registered office  
5 has been changed, that its registered agent has resigned or that  
6 its registered office has been discontinued; ~~or~~

7 (3) The corporation's period of duration stated in its  
8 articles of incorporation expires;

9 (4) The corporation's professional license has been revoked by  
10 a professional licensing board; or

11 (5) The corporation is in default with the Bureau of  
12 Employment Programs.

13 **ARTICLE 15. FOREIGN CORPORATIONS.**

14 PART 3. REVOCATION OF CERTIFICATE OF AUTHORITY.

15 **§31D-15-1530. Grounds for revocation.**

16 The Secretary of State may commence a proceeding under section  
17 one thousand five hundred thirty-one of this article to revoke the  
18 certificate of authority of a foreign corporation authorized to  
19 transact business in this state if:

20 (1) The foreign corporation does not pay within sixty days  
21 after they are due any franchise taxes or penalties imposed by this  
22 chapter or other law;

23 (2) The foreign corporation does not inform the Secretary of

1 State under section one thousand five hundred eight or one thousand  
2 five hundred nine of this article that its registered agent or  
3 registered office has changed, that its registered agent has  
4 resigned or that its registered office has been discontinued within  
5 sixty days of the change, resignation or discontinuance;

6 (3) An incorporator, director, officer or agent of the foreign  
7 corporation signed a document he or she knew was false in any  
8 material respect with intent that the document be delivered to the  
9 Secretary of State for filing; ~~or~~

10 (4) The Secretary of State receives a duly authenticated  
11 certificate from the Secretary of State or other official having  
12 custody of corporate records in the state or country under whose  
13 law the foreign corporation is incorporated stating that it has  
14 been dissolved or disappeared as the result of a merger;

15 (5) The Secretary of State receives notification from a  
16 professional licensing board that the foreign corporation's  
17 professional license has been revoked; or

18 (6) The foreign corporation is in default with the Bureau of  
19 Employment Programs.

20 **CHAPTER 31E. WEST VIRGINIA NONPROFIT CORPORATION ACT.**

21 **ARTICLE 13. DISSOLUTION.**

22 **PART 2. ADMINISTRATIVE DISSOLUTION.**

23 **§31E-13-1320. Grounds for administrative dissolution.**

1           The Secretary of State may commence a proceeding under section  
2 one thousand three hundred twenty-one of this article to  
3 administratively dissolve a corporation if:

4           (1) The corporation does not pay within sixty days after they  
5 are due any franchise taxes or penalties imposed by this chapter or  
6 other law;

7           (2) The corporation does not notify the Secretary of State  
8 within sixty days that its registered agent or registered office  
9 has been changed, that its registered agent has resigned, or that  
10 its registered office has been discontinued; ~~or~~

11           (3) The corporation's period of duration stated in its  
12 articles of incorporation expires;

13           (4) The corporation's professional license has been revoked by  
14 a professional licensing board; or

15           (5) The corporation is in default with the Bureau of  
16 Employment Programs.

17 **ARTICLE 14. FOREIGN CORPORATIONS.**

18           PART 3. REVOCATION OF CERTIFICATE OF AUTHORITY.

19 **§31E-14-1430. Grounds for revocation.**

20           The Secretary of State may commence a proceeding under section  
21 one thousand four hundred thirty-one of this article to revoke the  
22 certificate of authority of a foreign corporation authorized to  
23 conduct activities in this state if:

1 (1) The foreign corporation does not pay within sixty days  
2 after they are due any franchise taxes or penalties imposed by this  
3 chapter or other law;

4 (2) The foreign corporation does not inform the Secretary of  
5 State under sections one thousand four hundred eight or one  
6 thousand four hundred nine of this article that its registered  
7 agent or registered office has changed, that its registered agent  
8 has resigned, or that its registered office has been discontinued  
9 within sixty days of the change, resignation, or discontinuance;

10 (3) An incorporator, director, officer, or agent of the  
11 foreign corporation signed a document he or she knew was false in  
12 any material respect with intent that the document be delivered to  
13 the Secretary of State for filing; ~~or~~

14 (4) The Secretary of State receives a duly authenticated  
15 certificate from the Secretary of State or other official having  
16 custody of corporate records in the state or country under whose  
17 law the foreign corporation is incorporated stating that it has  
18 been dissolved or disappeared as the result of a merger;

19 (5) The foreign corporation's professional license has been  
20 revoked by a professional licensing board; or

21 (6) The foreign corporation is in default with the Bureau of  
22 Employment Programs.

NOTE: The purpose of this bill is to permit the Secretary of State to dissolve a corporate entity if its professional license has been revoked or is in default with the Bureau of Employment Programs.

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