

1 COMMITTEE SUBSTITUTE

2 for

3 **H. B. 2553**

4
5 (By Delegates Morgan, Stephens, Diserio, Jones,
6 Paxton, M. Smith, Staggers, Hartman and Lynch)

7 (Originating in the Committee on the Judiciary)

8 [March 6, 2013]

9
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 the
15 authority to conduct business in the state; authorizing the
16 Secretary of State to administratively dissolve or revoke the
17 certificate of authority of certain business entities;
18 authorizing dissolution or revocation if a professional
19 license has been revoked and that license is necessary for the
20 continued operation of the business entity; and authorizing
21 dissolution or revocation if the business entity is in default
22 with the Bureau of Employment Programs.

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

24 That §31B-8-809 of the Code of West Virginia, 1931, as
25 amended, be amended and reenacted; that §31D-14-1420 of said code
26 be amended and reenacted; that §31D-15-1530 of said code be amended

1 and reenacted; that §31E-13-1320 of said code be amended and
2 reenacted; and that §31E-14-1430 of said code be amended and
3 reenacted, all to read as follows:

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

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

6 **§31B-8-809. Grounds for administrative dissolution.**

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

10 (1) ~~Pay~~ The company fails to pay any fees, taxes or penalties
11 imposed by this chapter or other law within sixty days after they
12 are due;

13 (2) ~~Deliver~~ The company fails to deliver its annual report to
14 the Secretary of State within sixty days after it is due;

15 (3) The professional license of one or more of the license
16 holders is revoked by a professional licensing board and the
17 license is required for the continued operation of the company; or

18 (4) The company is in default with the Bureau of Employment
19 Programs as provided in section six, article two, chapter
20 twenty-one-a of this code.

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

22 **ARTICLE 14. DISSOLUTION.**

23 PART II. ADMINISTRATIVE DISSOLUTION.

24 **§31D-14-1420. Grounds for administrative dissolution.**

25 The Secretary of State may commence a proceeding under section

1 one thousand four hundred twenty-one of this article to
2 administratively dissolve a corporation if:

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

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

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

12 (4) The professional license of one or more of the license
13 holders is revoked by a professional licensing board and the
14 license is required for the continued operation of the corporation;
15 or

16 (5) The corporation is in default with the Bureau of
17 Employment Programs as provided in section six, article two,
18 chapter twenty-one-a of this code.

19 **ARTICLE 15. FOREIGN CORPORATIONS.**

20 PART III. REVOCATION OF CERTIFICATE OF AUTHORITY.

21 **§31D-15-1530. Grounds for revocation.**

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

26 (1) The foreign corporation does not pay within sixty days

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

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

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

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

18 (5) The professional license of one or more of the license
19 holders is revoked by a professional licensing board and the
20 license is required for the continued operation of the foreign
21 corporation; or

22 (6) The foreign corporation is in default with the Bureau of
23 Employment Programs as provided in section six, article two,
24 chapter twenty-one-a of this code.

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

1 **ARTICLE 13. DISSOLUTION.**

2 PART II. ADMINISTRATIVE DISSOLUTION.

3 **§31E-13-1320. Grounds for administrative dissolution.**

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

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

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

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

16 (4) The professional license of one or more of the license
17 holders is revoked by a professional licensing board and the
18 license is required for the continued operation of the nonprofit
19 entity; or

20 (5) The corporation is in default with the Bureau of
21 Employment Programs as provided in section six, article two,
22 chapter twenty-one-a of this code.

23 **ARTICLE 14. FOREIGN CORPORATIONS.**

24 PART III. REVOCATION OF CERTIFICATE OF AUTHORITY.

25 **§31E-14-1430. Grounds for revocation.**

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

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

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

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

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

23 (5) The professional license of one or more of the license
24 holders is revoked by a professional licensing board and the
25 license is required for the continued operation of the corporation;
26 or

1 (6) The foreign corporation is in default with the Bureau of
2 Employment Programs as provided in section six, article two,
3 chapter twenty-one-a of this code."