

H. B. 2553

(By Delegates Morgan, Stephens, Diserio, Jones,
Paxton, M. Smith, Staggers, Hartman and Lynch)
[Introduced February 20, 2013; referred to the
Committee on Government Organization then the Judiciary.]

A BILL to amend and reenact §31B-8-809 of the Code of West
Virginia, 1931, as amended; to amend and reenact §31D-14-1420
of said code; to amend and reenact §31D-15-1530 of said code;
to amend and reenact §31E-13-1320 of said code; and to amend
and reenact §31E-14-1430 of said code, all relating to
authorizing the Secretary of State to administratively
dissolve certain business entities; authorizing dissolution if
that business entity incorporator's professional license has
been revoked and that license is necessary for the continued
operation of the company; and authorizing dissolution if that
business entity is in default with the Bureau of Employment
Programs.

Be it enacted by the Legislature of West Virginia:

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

1 be amended and reenacted; that §31D-15-1530 of said code be amended
2 and reenacted; that §31E-13-1320 of said code be amended and
3 reenacted; and that §31E-14-1430 of said code be amended and
4 reenacted, all to read as follows:

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

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

7 **§31B-8-809. Grounds for administrative dissolution.**

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

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

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

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

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

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

23 **ARTICLE 14. DISSOLUTION.**

1 PART II. ADMINISTRATIVE DISSOLUTION.

2 **§31D-14-1420. Grounds for administrative dissolution.**

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

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

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

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

15 (4) The professional license of one or more of the
16 incorporators is revoked by a professional licensing board and the
17 license is required for the continued operation of the corporation;
18 or

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

22 **ARTICLE 15. FOREIGN CORPORATIONS.**

23 PART III. REVOCATION OF CERTIFICATE OF AUTHORITY.

24 **§31D-15-1530. Grounds for revocation.**

1 The Secretary of State may commence a proceeding under section
2 one thousand five hundred thirty-one of this article to revoke the
3 certificate of authority of a foreign corporation authorized to
4 transact business 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 section one thousand five hundred eight or one thousand
10 five hundred nine of this article that its registered agent or
11 registered office has changed, that its registered agent has
12 resigned or that its registered office has been discontinued within
13 sixty days of the change, resignation or discontinuance;

14 (3) An incorporator, director, officer or agent of the foreign
15 corporation signed a document he or she knew was false in any
16 material respect with intent that the document be delivered to the
17 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
24 incorporators is revoked by a professional licensing board and the

1 license is required for the continued operation of the foreign
2 corporation; or

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

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

7 **ARTICLE 13. DISSOLUTION.**

8 PART II. ADMINISTRATIVE DISSOLUTION.

9 **§31E-13-1320. Grounds for administrative dissolution.**

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

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

16 (2) The corporation does not notify the Secretary of State
17 within sixty days that its registered agent or registered office
18 has been changed, that its registered agent has resigned, or that
19 its registered office has been discontinued; ~~or~~

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

22 (4) The professional license of one or more of the
23 incorporators is revoked by a professional licensing board and the

1 license is required for the continued operation of the nonprofit
2 entity; or

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

6 **ARTICLE 14. FOREIGN CORPORATIONS.**

7 PART III. REVOCATION OF CERTIFICATE OF AUTHORITY.

8 **§31E-14-1430. Grounds for revocation.**

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

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

16 (2) The foreign corporation does not inform the Secretary of
17 State under sections one thousand four hundred eight or one
18 thousand four hundred nine of this article that its registered
19 agent or registered office has changed, that its registered agent
20 has resigned, or that its registered office has been discontinued
21 within sixty days of the change, resignation, or discontinuance;

22 (3) An incorporator, director, officer, or agent of the
23 foreign corporation signed a document he or she knew was false in
24 any material respect with intent that the document be delivered to

1 the Secretary of State for filing; ~~or~~

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

7 (5) The professional license of one or more of the
8 incorporators is revoked by a professional licensing board and the
9 license is required for the continued operation of the corporation;
10 or

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

NOTE: The purpose of this bill is to permit the Secretary of State to dissolve a limited liability company, a corporation, a nonprofit corporation or a foreign corporation corporate entity if a necessary professional license has been revoked or the entity 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.