

# **WEST VIRGINIA LEGISLATURE**

## **2024 REGULAR SESSION**

**Enrolled**

### **Senate Bill 262**

By Senator Woodrum

[Passed March 7, 2024; in effect 90 days from  
passage]

1 AN ACT to amend and reenact §31D-14-1421 of the Code of West Virginia, 1931, as amended,  
2 relating to clarifying the procedure for administrative dissolution of corporations by the  
3 Secretary of State; and requiring Secretary of State to provide notice to corporations  
4 subject to administrative dissolution.

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

**ARTICLE 14. DISSOLUTION.**

**§31D-14-1421. Procedure for and effect of administrative dissolution.**

1 (a) If the Secretary of State determines that one or more grounds exist under §31D-14-  
2 1420 of this code for dissolving a corporation, the Secretary of State shall notify the corporation by  
3 certified mail with written notice of the determination pursuant to §31D-5-504 of this code.

4 (b) If the corporation does not correct each ground for dissolution or demonstrate to the  
5 reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of  
6 State does not exist within 60 days after service of the notice is perfected under §31D-5-504 of this  
7 code, the Secretary of State shall administratively dissolve the corporation by signing and filing a  
8 certificate of dissolution that recites the ground or grounds for dissolution and its effective date.

9 (c) A corporation administratively dissolved continues its corporate existence but may not  
10 carry on any business except that necessary to wind up and liquidate its business and affairs  
11 under §31D-14-1405 of this code and notify claimants pursuant to §31D-14-1406 and §31D-14-  
12 1407 of this code.

13 (d) The administrative dissolution of a corporation does not terminate the authority of its  
14 registered agent.