

Senate Bill No. 585

(By Senators Miller and Williams)

[Introduced February 21, 2011; referred to the Committee on 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code, all relating to permitting the Secretary of State to dissolve a corporate entity if its professional license has been revoked or is in default with the Bureau of Employment Programs.

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

CHAPTER 31B. UNIFORM LIMITED LIABILITY COMPANY ACT.

ARTICLE 8. WINDING UP COMPANY'S BUSINESS.

1 **§31B-8-809. Grounds for administrative dissolution.**

2 The Secretary of State may commence a proceeding to dissolve
3 a limited liability company administratively if the company: ~~does~~
4 ~~not:~~

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

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

9 (3) Has had its professional license revoked by a professional
10 licensing board; or

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

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

13 **ARTICLE 14. DISSOLUTION.**

14 **PART 2. ADMINISTRATIVE DISSOLUTION.**

15 **§31D-14-1420. Grounds for administrative dissolution.**

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

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

22 (2) The corporation does not notify the Secretary of State
23 within sixty days that its registered agent or registered office
24 has been changed, that its registered agent has resigned or that
25 its registered office has been discontinued; ~~or~~

26 (3) The corporation's period of duration stated in its

1 articles of incorporation expires;

2 (4) The corporation's professional license has been revoked by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

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

6 **ARTICLE 15. FOREIGN CORPORATIONS.**

7 PART 3. REVOCATION OF CERTIFICATE OF AUTHORITY.

8 **§31D-15-1530. Grounds for revocation.**

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

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

26 (4) The Secretary of State receives a duly authenticated

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

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

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

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

11 **ARTICLE 13. DISSOLUTION.**

12 **PART 2. ADMINISTRATIVE DISSOLUTION.**

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

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

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

20 (2) The corporation does not notify the Secretary of State
21 within sixty days that its registered agent or registered office
22 has been changed, that its registered agent has resigned, or that
23 its registered office has been discontinued; ~~or~~

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

26 (4) The corporation's professional license has been revoked by

1 a professional licensing board; or

2 (5) The corporation is in default with the Bureau of
3 Employment Programs.

4 **ARTICLE 14. FOREIGN CORPORATIONS.**

5 PART 3. REVOCATION OF CERTIFICATE OF AUTHORITY.

6 **§31E-14-1430. Grounds for revocation.**

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

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

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

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

24 (4) The Secretary of State receives a duly authenticated
25 certificate from the Secretary of State or other official having
26 custody of corporate records in the state or country under whose

1 law the foreign corporation is incorporated stating that it has
2 been dissolved or disappeared as the result of a merger;

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

5 (6) The foreign corporation is in default with the Bureau of
6 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.