

WEST VIRGINIA LEGISLATURE

2025 REGULAR SESSION

Introduced

Senate Bill 522

By Senator Woodrum

[Introduced February 19, 2025; referred
to the Committee on Government Organization]

1 A BILL to amend and reenact §31B-8-810 of the Code of West Virginia, 1931, as amended,
 2 relating to clarifying the procedure for administrative dissolution of limited liability
 3 companies by the Secretary of State; and requiring the Secretary of State to provide notice
 4 to limited liability companies subject to administrative dissolution.

Be it enacted by the Legislature of West Virginia:

ARTICLE 8. WINDING UP COMPANY'S BUSINESS.

§31B-8-810. Procedure for and effect of administrative dissolution.

1 (a) If the Secretary of State determines that ~~a ground~~ one or more grounds exists under
 2 §31B-8-809 of this code for administratively dissolving a limited liability company, the Secretary of
 3 State shall ~~enter a record of the determination and serve the company with a copy of the record~~
 4 notify the company by certified mail with written notice of the determination pursuant to §31B-1-
 5 111 of this code.

6 (b) If the company does not correct each ground for dissolution or demonstrate to the
 7 reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of
 8 State does not exist within 60 days after service of the notice is perfected under §31B-1-111 of this
 9 code, the Secretary of State shall administratively dissolve the company by signing and filing a
 10 certificate of dissolution that recites the ground or grounds for dissolution and its effective date.
 11 ~~The Secretary of State shall file the original of the certificate and serve the company with a copy of~~
 12 ~~the certificate.~~

13 (c) A company administratively dissolved continues its existence but may carry on only
 14 business necessary to wind up and liquidate its business and affairs under ~~section 8-802~~ §31B-8-
 15 802 of this code and to notify claimants under ~~sections 8-807~~ §31B-8-807 and ~~8-808~~ §31B-8-808
 16 of this code.

17 (d) The administrative dissolution of a company does not terminate the authority of its
 18 agent for service of process.

NOTE: The purpose of this bill is to clarify the procedure for administrative dissolution of

limited liability companies by the Secretary of State; and require Secretary of State to provide notice to limited liability companies subject to administrative dissolution.

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