

WEST VIRGINIA LEGISLATURE

2025 REGULAR SESSION

Committee Substitute

for

Senate Bill 522

BY SENATOR WOODRUM

[Reported March 5, 2025, from 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
3 of 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
8 of State does not exist within 60 days after service of the notice is perfected under §31B-1-111 of
9 this code, the Secretary of State shall administratively dissolve the company by signing and filing
10 a 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~~
12 ~~of the certificate.~~ send electronic notice to the company with a copy of the certificate of dissolution
13 if the Secretary of State has an email address on file for the company.

14 (c) A company administratively dissolved continues its existence but may carry on only
15 business necessary to wind up and liquidate its business and affairs under ~~section 8-802~~ §31B-
16 8-802 of this code and to notify claimants under ~~sections 8-807~~ §31B-8-807 and ~~8-808~~ §31B-8-
17 808 of this code.

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