

WEST VIRGINIA LEGISLATURE

2025 REGULAR SESSION

Enrolled

Committee Substitute

for

Senate Bill 522

BY SENATOR WOODRUM

[Passed April 3, 2025; in effect 90 days from passage (July 2, 2025)]

1 AN ACT 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 one or more grounds exist under §31B-8-809
2 of this code for administratively dissolving a limited liability company, the Secretary of State shall
3 notify the company by certified mail with written notice of the determination pursuant to §31B-1-
4 111 of this code.

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

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

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

The Clerk of the Senate and the Clerk of the House of Delegates hereby certify that the foregoing bill is correctly enrolled.

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Clerk of the Senate

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Clerk of the House of Delegates

Originated in the Senate.

In effect 90 days from passage.

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President of the Senate

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Speaker of the House of Delegates

The within is this the.....
Day of, 2025.

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Governor