

# **WEST VIRGINIA LEGISLATURE**

## **2025 REGULAR SESSION**

**Introduced**

### **Senate Bill 525**

By Senator Woodrum

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

1 A BILL to amend and reenact §31E-13-1321 of the Code of West Virginia, 1931, as amended,  
2 relating to clarifying the procedure for administrative dissolution of nonprofit corporations  
3 by the Secretary of State; and requiring the Secretary of State to provide notice to nonprofit  
4 corporations subject to administrative dissolution.

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

## ARTICLE

## 13.

## DISSOLUTION.

### **§31E-13-1321. Procedure for and effect of administrative dissolution.**

1 (a) If the Secretary of State determines that one or more grounds exist under §31E-13-  
2 1320 of this code for administratively dissolving a corporation, ~~he or she shall serve the~~  
3 ~~corporation with written notice of his or her determination~~ the Secretary of State shall notify the  
4 corporation by certified mail with written notice of the determination pursuant to §31E-5-504 of this  
5 code.

6 (b) If the corporation 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 §31E-5-504 of this  
9 code, the Secretary of State shall administratively dissolve the corporation 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 a copy on the corporation~~  
12 ~~pursuant to section five hundred four, article five of this chapter.~~

13 (c) A corporation administratively dissolved continues its corporate existence but may not  
14 carry on any business except that necessary to wind up and liquidate its business and affairs  
15 under §31E-13-1305 of this code and notify claimants pursuant to §31E-13-1306 and §31E-13-  
16 1307 of this code.

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

NOTE: The purpose of this bill is to clarify the procedure for administrative dissolution of nonprofit corporations by the Secretary of State; and require Secretary of State to provide notice to nonprofit corporations 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.