

WEST VIRGINIA LEGISLATURE

2025 REGULAR SESSION

Committee Substitute

for

Senate Bill 525

BY SENATOR WOODRUM

[Reported March 5, 2025, from 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
5 this 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
8 of State does not exist within 60 days after service of the notice is perfected under §31E-5-504 of
9 this code, the Secretary of State shall administratively dissolve the corporation by signing and
10 filing a certificate of dissolution that recites the ground or grounds for dissolution and its effective
11 date. The Secretary of State shall ~~file the original of the certificate and serve a copy on the~~
12 ~~corporation pursuant to section five hundred four, article five of this chapter.~~ send electronic notice
13 to the corporation with a copy of the certificate of dissolution if the Secretary of State has an email
14 address on file for the corporation.

15 (c) A corporation administratively dissolved continues its corporate existence but may not
16 carry on any business except that necessary to wind up and liquidate its business and affairs
17 under §31E-13-1305 of this code and notify claimants pursuant to §31E-13-1306 and §31E-13-
18 1307 of this code.

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