

WEST VIRGINIA LEGISLATURE

2025 REGULAR SESSION

Enrolled

Committee Substitute

for

Senate Bill 525

BY SENATOR WOODRUM

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

1 AN ACT 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, the Secretary of State shall notify
3 the corporation by certified mail with written notice of the determination pursuant to §31E-5-504
4 of this code.

5 (b) If the corporation 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 §31E-5-504 of
8 this code, the Secretary of State shall administratively dissolve the corporation by signing and
9 filing a certificate of dissolution that recites the ground or grounds for dissolution and its effective
10 date. The Secretary of State shall send electronic notice to the corporation with a copy of the
11 certificate of dissolution if the Secretary of State has an email address on file for the corporation.

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

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

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