

# **WEST VIRGINIA LEGISLATURE**

## **2026 REGULAR SESSION**

### **Introduced**

## **House Bill 4546**

**FISCAL  
NOTE**

By Delegates Criss, Flannigan, Gearheart, and

Hornby

[Introduced January 19, 2026; referred to the

Committee on the Judiciary]

1 A BILL to amend and reenact §31B-2-211, §47-9-10a, and §59-1-2a, of the Code of West Virginia,  
2 1931, as amended, related to making certain business reporting requirements and fees to  
3 the Secretary of State biennially instead of annually.

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

## **CHAPTER 31B. UNIFORM LIMITED LIABILITY COMPANY ACT.**

### **ARTICLE**

### **2.**

### **ORGANIZATION.**

#### **§31B-2-211. Annual Biennial report for Secretary of State.**

1 (a) A limited liability company, and a foreign limited liability company authorized to transact  
2 business in this state, shall deliver to the Secretary of State for filing ~~an annual~~ a biennial report  
3 that sets forth:

4 (1) The name of the company and the state or country under whose law it is organized;

5 (2) The address of its designated office, if any and the name and address of its agent for  
6 service of process in this state, if any;

7 (3) The address of its principal office;

8 (4) The names and business addresses of any managers and the name and address of  
9 each member having authority to execute instruments on behalf of the limited liability company;  
10 and

11 (5) An e-mail address where informational notices and reminders of ~~annual~~ filings may be  
12 sent, unless there is a technical inability to comply.

13 (b) Information in ~~an annual~~ a biennial report must be current as of the date the ~~annual~~  
14 report is signed on behalf of the limited liability company.

15 (c) The first ~~annual~~ biennial report must be delivered to the Secretary of State between  
16 January 1 and July 1 of the year following the calendar year in which a limited liability company  
17 was organized or a foreign company was authorized to transact business. Subsequent ~~annual~~  
18 biennial reports must be delivered to the Secretary of State between January 1 and July 1 of the

19 ~~ensuing every other~~ calendar years.

20 (d) If ~~an annual~~ a biennial report does not contain the information required in subsection (a)  
21 of this section, the Secretary of State shall promptly notify the reporting limited liability company or  
22 foreign limited liability company and return the report to it for correction. If the report is corrected to  
23 contain the information required in subsection (a) of this section and delivered to the Secretary of  
24 State within ~~thirty~~ 60 days after the effective date of the notice, it is timely filed.

25 (e) Amendments to this section concerning the change from annual to biennial reports  
26 enacted into law during the Regular Legislative Session of the year 2026, shall take effect on July  
27 1, 2026, and shall not forgive prior failures to file annual reports or pay annual fees previously due.

## CHAPTER 47. REGULATION OF TRADE.

### ARTICLE 9. UNIFORM LIMITED PARTNERSHIP ACT.

#### **§47-9-10a. Administrative dissolution of a limited partnership; reinstatement; appeals.**

1 (a) The Secretary of State may commence a proceeding to administratively dissolve a  
2 limited partnership if the limited partnership does not:

3 (1) Pay all applicable fees, franchise taxes, or penalties imposed by this chapter or other  
4 law within 60 days after the due date;

5 (2) Deliver its ~~annual~~ report to the Secretary of State within 60 days after the due date;

6 (3) The professional license of one or more of the license holders is revoked by a  
7 professional licensing board and the license is required for the continued operation of the limited  
8 partnership;

9 (4) The limited partnership is in default with the Bureau of Employment Programs as  
10 provided in §21A-2-6 of this code; or

11 (5) A misrepresentation has been made of any material matter in any application, report,  
12 affidavit, or other record submitted by the limited partnership pursuant to this chapter.

13 (b) If the Secretary of State determines that adequate grounds exist to administratively

14 dissolve a limited partnership, the Secretary of State shall make and file a record of the  
15 determination and serve the limited partnership with a notice of the determination along with a  
16 copy of the record by certified mail.

17 (1)(A) The limited partnership must correct each issue described in the dissolution record  
18 or take reasonable steps toward correcting each issue within 60 days of service of the record on  
19 the limited partnership.

20 (B) If the limited partnership fails to take adequate steps toward correcting the issue or  
21 issues described in the record, the Secretary of State may administratively dissolve the limited  
22 partnership by signing the certification of dissolution.

23 (C) The Secretary of State shall file the original certificate of dissolution and serve a copy of  
24 the certificate of dissolution to the limited partnership by certified mail.

25 (2) A limited partnership that has been administratively dissolved may continue its  
26 existence only to the extent necessary to wind up and liquidate its business and affairs.

27 (3) The administrative dissolution of a limited partnership does not terminate the authority  
28 of its agent for service of process.

29 (c) A limited partnership that has been administratively dissolved may apply to the  
30 Secretary of State for reinstatement within two years after the effective date of dissolution. The  
31 application for reinstatement shall:

32 (1) Recite the name of the limited partnership and the effective date of its administrative  
33 dissolution;

34 (2) Demonstrate that the grounds for dissolution either did not exist or have been  
35 eliminated;

36 (3) Demonstrate that the limited partnership's name satisfies the requirements of §47-9-2  
37 of this code; and

38 (4) Contain a certificate from the Tax Commissioner reciting that all taxes owed by the  
39 limited partnership have been paid.

(d)(1) If the Secretary of State determines that the application for reinstatement contains the information required by subsection (c) of this section and that the information is accurate, the Secretary of State shall cancel the certificate of dissolution and prepare a certificate of reinstatement that recites this determination and the effective date of reinstatement.

(2) The Secretary of State shall file the certificate of reinstatement and serve the limited partnership with a copy of the certificate.

(e) When the Secretary of State grants a reinstatement, the reinstatement relates back to and takes effect as of the effective date of the administrative dissolution and the limited partnership resumes its business as if the administrative dissolution had never occurred.

(f) If the Secretary of State denies a limited partnership's application for reinstatement following administrative dissolution, the Secretary of State shall serve the limited partnership with a notice that explains the reason or reasons for denial.

(g) A limited partnership may appeal a denial of reinstatement by filing a petition to set aside the dissolution in the circuit court of Kanawha County within 30 days after the date upon which the limited partnership received notice of the denial of reinstatement. The petition shall include a copy of the Secretary of State's certificate of dissolution, the limited partnership's application for reinstatement and, the Secretary of State's notice of denial. A copy of the petition shall be served on the Secretary of State by certified mail.

(h) If a reinstatement is granted by the court, the reinstatement relates back to and takes effect as of the effective date of the administrative dissolution and the limited partnership resumes its business as if the administrative dissolution had never occurred.

## **CHAPTER 59. FEES, ALLOWANCES AND COSTS; NEWSPAPERS; LEGAL ADVERTISEMENTS.**

### **ARTICLE 1. FEES AND ALLOWANCES.**

**§59-1-2a. Annual Biennial business fees to be paid to the Secretary of State; filing of annual**

**biennial reports; purchase of data.**

(a) Definitions. — As used in this section:

"~~Annual~~ Biennial report fee" means the fee described in subsection (c) of this section that is to be paid to the Secretary of State ~~each year~~ by corporations, limited partnerships, domestic limited liability companies, and foreign limited liability companies. After ~~June 30, 2008~~, July 1, 2026, any reference in this code to a fee paid to the Secretary of State for services as a statutory attorney in fact shall mean the ~~annual~~ biennial report fee described in this section.

"Business activity" means all activities engaged in or caused to be engaged in with the object of gain or economic benefit, direct or indirect, but does not mean any of the activities of foreign corporations enumerated in §31D-15-1501(b) of this code, except for the activity of conducting affairs in interstate commerce when activity occurs in this state, nor does it mean any of the activities of foreign limited liability companies enumerated in §31B-10-1003(a) of this code, except for the activity of conducting affairs in interstate commerce when activity occurs in this state.

"Corporation" means a "domestic corporation", a "foreign corporation", or a "nonprofit corporation".

"Deliver or delivery" means any method of delivery used in conventional commercial practice, including, but not limited to, delivery by hand, mail, commercial delivery, and electronic transmission.

"Domestic corporation" means a corporation for profit, which is not a foreign corporation, incorporated under or subject to chapter 31D of this code.

"Domestic limited liability company" means a limited liability company, which is not a foreign limited liability company, under or subject to chapter 31B of this code.

"Foreign corporation" means a for-profit corporation incorporated under a law other than the laws of this state.

"Foreign limited liability company" means a limited liability company organized under a law

26 other than the laws of this state.

27 "Limited partnership" means a partnership as defined by §47-9-1 of this code.

28 "Nonprofit corporation" means a nonprofit corporation as defined by §31E-1-150 of this  
29 code.

30 "Registration fee" means the fee for the issuance of a certificate relating to the initial  
31 registration of a corporation, limited partnership, domestic limited liability company, or foreign  
32 limited liability company described in §59-1-2(a)(2) of this code. The term "initial registration" also  
33 means the date upon which the registration fee is paid.

34 "Veteran" means any person who has served as an active member of the armed forces of  
35 the United States, the National Guard, or a reserve component as described in 38 U.S.C. §101.  
36 Notwithstanding any provision in this code to the contrary, a veteran must be honorably  
37 discharged or under honorable conditions as described in 38 U.S.C. §101.

38 "Veteran-owned business" or "active-duty member-owned business" means a business  
39 that meets the following criteria:

40 (A) Is at least 51 percent unconditionally owned by one or more veterans, active-duty  
41 members of any branch of the United States military, or their respective spouses; or

42 (B) In the case of a publicly owned business, at least 51 percent of the stock is  
43 unconditionally owned by one or more veterans, active-duty members of any branch of the United  
44 States military, or their respective spouses.

45 (b) Required payment of ~~annual~~ biennial report fee and filing of ~~annual~~ biennial report. —  
46 After ~~June 30, 2008~~, July 1, 2026, no corporation, limited partnership, domestic limited liability  
47 company, or foreign limited liability company may engage in any business activity in this state  
48 without paying the ~~annual~~ biennial report fee and filing the ~~annual~~ biennial report as required by  
49 this section.

50 (c) Annual Biennial report fee. — After ~~June 30, 2008~~, July 1, 2026, each corporation,  
51 limited partnership, domestic limited liability company, and foreign limited liability company

engaged in or authorized to do business in this state shall pay ~~an annual~~ a biennial report fee of \$~~25~~ \$35 for the services of the Secretary of State as attorney-in-fact for the corporation, limited partnership, domestic limited liability company, or foreign limited liability company and for such other administrative services as may be imposed by law upon the Secretary of State. The fee is due and payable ~~each year after the initial registration of the corporation, limited partnership, domestic limited liability company, or foreign limited liability company~~ with the annual report described in subsection (d) of this section on or before the dates specified in subsection (e) of this section. ~~The fee is due and payable each year with the annual report from corporations, limited partnerships, domestic limited liability companies, and foreign limited liability companies that paid the registration fee prior to July 1, 2008, on or before the dates specified in subsection (e) of this section.~~ The ~~annual~~ biennial report fees received by the Secretary of State pursuant to this subsection shall be deposited by the Secretary of State in the general administrative fees account established by §59-1-2 of this code.

(d) ~~Annual~~ Biennial report. —

(1) ~~After June 30, 2008,~~ July 1, 2026, each corporation, limited partnership, domestic limited liability company, and foreign limited liability company engaged in or authorized to do business in this state shall file an ~~annual~~ a biennial report. The first biennial report must be delivered to the Secretary of State between January 1 and July 1 of the year following the calendar year in which a corporation, limited partnership, domestic limited liability company, and foreign limited liability company was organized or a foreign company was authorized to transact business. Subsequent biennial reports must be delivered to the Secretary of State between January 1 and July 1 of every other calendar year. The report is due ~~each year after the initial registration of the corporation, limited partnership, domestic limited liability company, or foreign limited liability company~~ with the ~~annual~~ report fee described in subsection (c) of this section on or before the dates specified in subsection (e) of this section. ~~The report is due each year from corporations, limited partnerships, domestic limited liability companies, and foreign limited liability companies~~



78 ~~that paid the registration fee prior to July 1, 2008, on or before the dates specified in subsection (e)~~  
79 ~~of this section.~~

80 (2)(A) The ~~annual~~ biennial report shall be filed with the Secretary of State on forms  
81 provided by the Secretary of State for that purpose. The ~~annual~~ biennial report shall, in the case of  
82 corporations, contain: (i) The address of the corporation's principal office; (ii) the names and  
83 mailing addresses of its officers and directors; (iii) the name and mailing address of the person on  
84 whom notice of process may be served; (iv) the name and address of the corporation's parent  
85 corporation and of each subsidiary of the corporation licensed to do business in this state; (v) in  
86 the case of limited partnerships, domestic limited liability companies, and foreign limited liability  
87 companies, similar information with respect to their principal or controlling interests as determined  
88 by the Secretary of State or otherwise required by law to be reported to the Secretary of State; (vi)  
89 the county or county code in which the principal office address or mailing address of the company  
90 is located; (vii) business class code; and (viii) any other information the Secretary of State  
91 considers appropriate.

92 (B) Notwithstanding any other provision of law to the contrary, the Secretary of State shall,  
93 upon request of any person, disclose, with respect to corporations: (i) The address of the  
94 corporation's principal office; (ii) the names and addresses of its officers and directors; (iii) the  
95 name and mailing address of the person on whom notice of process may be served; (iv) the name  
96 and address of each subsidiary of the corporation and the corporation's parent corporation; (v) the  
97 county or county code in which the principal office address or mailing address of the company is  
98 located; and (vi) the business class code. The Secretary of State shall provide similar information  
99 with respect to information in its possession relating to limited partnerships, domestic limited  
100 liability companies, and foreign limited liability companies, similar information with respect to their  
101 principal or controlling interests.

102 (e) ~~Annual~~ Biennial reports and fees due by June 30. — Each domestic and foreign  
103 corporation, limited partnership, limited liability company, and foreign limited liability company

shall file with the Secretary of State the ~~annual~~ biennial report and pay the ~~annual~~ biennial report fee on or before 11:59 PM on June 30 of each applicable year.

(f) Deposit of fees. — The ~~annual~~ biennial report fees received by the Secretary of State pursuant to this section shall be deposited by the Secretary of State in the general administrative fees account established by §59-1-2 of this code.

(g)(1) Duty to pay. — It is the duty of each corporation, limited partnership, limited liability company, and foreign limited liability company required to pay the ~~annual~~ biennial report fees imposed under this article to remit them with a properly completed ~~annual~~ biennial report to the Secretary of State, and if it fails to do so it is subject to the late fees prescribed in subsection (h) of this section and dissolution or revocation, pursuant to this code: *Provided*, That before dissolution or revocation for failure to pay fees may occur, the Secretary of State shall notify the entity by certified mail, return receipt requested, of its failure to pay, all late fees or bad check fees associated with the failure to pay, and the date upon which dissolution or revocation will occur if all fees are not paid in full. The certified mail required by this subdivision shall be postmarked at least ~~30~~ 60 days before the dissolution or revocation date listed in the notice.

(2) Bad check fee. — If any corporation, limited partnership, limited liability company, or foreign limited liability company submits payment by check or money order for the ~~annual~~ biennial report fee imposed under this article and the check or money order is rejected because there are insufficient funds in the account, an invalid account number is provided, or the account is closed, the Secretary of State shall assess a bad check fee to the corporation, limited partnership, limited liability company, or foreign limited liability company that is equivalent to the service charge paid by the Secretary of State due to the rejected check or money order. The bad check fee assessed under this subdivision shall be deposited into the account or accounts from which the Secretary of State paid the service charge.

(h) Late fees. —

(1) The following late fees are in addition to any other penalties and remedies available

130 elsewhere in this code:

131 (A) Administrative late fee. — The Secretary of State shall assess upon each corporation,  
132 limited partnership, limited liability company, and foreign limited liability company delinquent in the  
133 payment of ~~an annual~~ a biennial report fee or the filing of ~~an annual~~ a biennial report an  
134 administrative late fee in the amount of \$50.

135 (B) Administrative late fees for nonprofit corporations. — The Secretary of State shall  
136 assess each nonprofit corporation delinquent in the payment of ~~an annual~~ a biennial report fee or  
137 the filing of ~~an annual~~ a biennial report an administrative late fee in the amount of \$25.

138 (2) The Secretary of State shall deposit the first \$25,000 of fees collected under this  
139 subsection into the General Administrative Fees Account established in §59-1-2(h) of this code  
140 and shall deposit any additional fees collected under this section into the General Revenue Fund  
141 of the state.

142 (i) Reports to Tax Commissioner; suspension, cancellation or withholding of business  
143 registration certificate. —

144 (1) The Secretary of State shall, within 20 days after the close of each month, make a  
145 report to the Tax Commissioner for the preceding month, in which he or she shall set out the name  
146 of every business entity to which he or she issued a certificate to conduct business in the State of  
147 West Virginia during that month. The report shall set out the names and addresses of all  
148 corporations, limited partnerships, limited liability companies, and foreign limited liability  
149 companies to which he or she issued certificates of change of name or of change of location of  
150 principal office, dissolution, withdrawal, or merger. If the Secretary of State fails to make the report,  
151 it is the duty of the Tax Commissioner to report such failure to the Governor. A writ of mandamus  
152 lies for correction of such failure.

153 (2) Notwithstanding any other provision of this code to the contrary, upon receipt of notice  
154 from the Secretary of State that a corporation, limited partnership, limited liability company, and  
155 foreign limited liability company is more than ~~30~~ 60 days delinquent in the payment of ~~annual~~

156 biennial report fees or in the filing of ~~an annual~~ a biennial report required by this section, the Tax  
157 Commissioner may suspend, cancel, or withhold a business registration certificate issued to or  
158 applied for by the delinquent corporation, limited partnership, limited liability company, or foreign  
159 limited liability company until the same is paid and filed in the manner provided for the suspension,  
160 cancellation, or withholding of business registration certificates for other reasons under §11-12-1  
161 *et seq.* of this code.

162 (j) Purchase of data. — The Secretary of State shall provide electronically, for purchase,  
163 any data maintained in the Secretary of State's Business Organizations Database. For the  
164 electronic purchase of the entire Business Organizations Database, the cost is \$12,000. For the  
165 purchase of the monthly updates of the Business Organizations Database, the cost is \$1,000 per  
166 month. The fees received by the Secretary of State pursuant to this subsection shall be deposited  
167 by the Secretary of State in the general administrative fees account established by §59-1-2 of this  
168 code.

169 (k) The Secretary of State may collect the service fee per transaction, if any, charged for an  
170 online service from any customer who purchases data or conducts transactions through an online  
171 service.

172 (l) Rules. — The Secretary of State may propose rules for legislative approval, in  
173 accordance with the provisions of §29A-3-1 *et seq.* of this code, to implement this article.

174 (m) A veteran-owned business, as defined in this section, commenced on or after July 1,  
175 2015, or an active-duty member-owned business, as defined in this section, commenced on or  
176 after July 1, 2021, is exempt from paying the ~~annual~~ biennial report fee, required by this section,  
177 for the first four years after its initial registration: *Provided*, That a veteran-owned business or an  
178 active-duty member-owned business is not exempt from any filing deadlines or other fees required  
179 by this section.

180 (n) The Secretary of State may waive new business registration fees at up to three  
181 entrepreneurship events or conferences within the state of West Virginia.

(o) Any person, firm, corporation, or association that is a nongovernmental entity who solicits the purchase of or payment for a product or service from businesses with which they do not have a pre-existing commercial relationship for ~~annual~~ biennial report filing under subsection (d) of this section by means of a mailing, electronic mail, or facsimile, shall include all of the following requirements on each solicitation:

(1) Conspicuously display in the heading of the solicitation a disclosure on the front and back of each page, the following statement in 16-point bold Helvetica font and in all capital letters: "THIS PRODUCT OR SERVICE HAS NOT BEEN APPROVED OR ENDORSED BY ANY GOVERNMENTAL AGENCY, AND THIS OFFER IS NOT BEING MADE BY AN AGENCY OF THE GOVERNMENT";

(2) In the case of a mailed solicitation, the envelope or outside cover or wrapper in which the solicitation is mailed, conspicuously display in 16-point bold Helvetica font and in all capital letters on the front of the envelope, outside cover, or wrapper, the following disclosure: "THIS IS NOT A GOVERNMENT DOCUMENT"; and

(3) On each fee schedule page, the following disclosure in 12-point bold font: "~~Annual~~ "Biennial Report filings may be filed directly with the Secretary of State for the statutory ~~\$25~~ \$35 fee".

(p) Any person who violates subsection (o) of this section is guilty of a misdemeanor and, upon conviction thereof, shall be fined up to \$1,000 for each noncompliant solicitation, or confined in jail for a period of up to one year, or both fined and confined.

(q) Any person harmed as a result of a violation of subsection (o) of this section may recover damages in an amount equal to three times the amount solicited, any associated court costs and attorneys' fees, and any other damages, at the discretion of the court.

(r) Amendments to this code section concerning the change from annual to biennial reports enacted into law during the Regular Legislative Session of the year 2026, shall take effect on July 1, 2026, and shall not forgive prior failures to file annual reports or pay annual fees previously due.

NOTE: The purpose of this bill is to require biennial reports for limited liability and foreign limited liability companies.

Strike-throughs indicate language that would be stricken from a heading or the present law and underscoring indicates new language that would be added.