



1 follows:

2           **CHAPTER 31D. WEST VIRGINIA BUSINESS CORPORATION ACT.**

3 **§31D-15-1532. Reinstatement following administrative revocation.**

4           (a) A corporation administratively revoked under section one  
5 thousand five hundred thirty-one of this article may apply to the  
6 Secretary of State for reinstatement within two years after the  
7 effective date of revocation. The application must:

8           (1) Recite the name of the corporation and the effective date  
9 of its administrative revocation;

10          (2) State that the ground or grounds for revocation have been  
11 eliminated;

12          (3) State that the corporation's name satisfies the  
13 requirements of section one thousand five hundred six, article  
14 fifteen of this chapter; and

15          (4) Obtain a certificate from the Tax Commissioner reciting  
16 that all taxes owed by the corporation have been paid.

17          (b) If the Secretary of State determines that the application  
18 contains the information required by subsection (a) of this section  
19 and that the information is correct, he or she shall cancel the  
20 certificate of revocation and prepare a certificate of  
21 reinstatement that recites his or her determination and the  
22 effective date of reinstatement, file the original of the  
23 certificate and send notice of the reinstatement to the

1 corporation.

2 (c) When the reinstatement is effective, it relates back to  
3 and takes effect as of the effective date of the administrative  
4 revocation and the corporation resumes carrying on its business as  
5 if the administrative revocation had never occurred.

6 **§31D-15-1533. Appeal from denial of reinstatement.**

7 (a) If the Secretary of State denies a corporation's  
8 application for reinstatement following administrative revocation,  
9 he or she shall notify the corporation with written notice that  
10 explains the reason or reasons for denial.

11 (b) The corporation may appeal the denial of reinstatement to  
12 the circuit court within thirty days after service of the notice of  
13 denial is perfected. The corporation appeals by petitioning the  
14 circuit court to set aside the revocation and attaching to the  
15 petition copies of the Secretary of State's certificate of  
16 revocation, the corporation's application for reinstatement and the  
17 Secretary of State's notice of denial.

18 (c) The circuit court may summarily order the Secretary of  
19 State to reinstate the revoked corporation or may take other action  
20 the circuit court considers appropriate.

21 (d) The circuit court's final decision may be appealed as in  
22 other civil proceedings.

23 **CHAPTER 31E. WEST VIRGINIA NONPROFIT CORPORATION ACT.**

1 **§31E-14-1432. Reinstatement following administrative revocation.**

2 (a) A corporation administratively revoked under section one  
3 thousand four hundred thirty-one of this article may apply to the  
4 Secretary of State for reinstatement within two years after the  
5 effective date of revocation. The application must:

6 (1) Recite the name of the corporation and the effective date  
7 of its administrative revocation;

8 (2) State that the ground or grounds for revocation have been  
9 eliminated;

10 (3) State that the corporation's name satisfies the  
11 requirements of section one thousand four hundred six, article  
12 fourteen of this chapter; and

13 (4) Obtain a certificate from the Tax Commissioner reciting  
14 that all taxes owed by the corporation have been paid.

15 (b) If the Secretary of State determines that the application  
16 contains the information required by subsection (a) of this section  
17 and that the information is correct, he or she shall cancel the  
18 certificate of revocation and prepare a certificate of  
19 reinstatement that recites his or her determination and the  
20 effective date of reinstatement, file the original of the  
21 certificate and send notice of the reinstatement to the  
22 corporation.

23 (c) When the reinstatement is effective, it relates back to

1 and takes effect as of the effective date of the administrative  
2 revocation and the corporation resumes carrying on its business as  
3 if the administrative revocation had never occurred.

4                   **CHAPTER 59. FEES, ALLOWANCES AND COSTS;**

5                   **NEWSPAPERS; LEGAL ADVERTISEMENTS.**

6 **ARTICLE 1. FEES AND ALLOWANCES.**

7 **§59-1-2. Fees to be charged by Secretary of State.**

8           (a) Except as may be otherwise provided in this code, the  
9 Secretary of State shall charge for services rendered in his or her  
10 office the following fees to be paid by the person to whom the  
11 service is rendered at the time it is done:

12           (1) For filing, recording, indexing, preserving a record of  
13 and issuing a certificate relating to the formation, amendment,  
14 change of name, registration of trade name, merger, consolidation,  
15 conversion, renewal, dissolution, termination, cancellation,  
16 withdrawal revocation and reinstatement of business entities  
17 organized within the state, as follows:

18           (A) Articles of incorporation of for-profit corporation....  
19 .....\$50.00

20           (B) Articles of incorporation of nonprofit corporation.....  
21 ..... 25.00

22           (C) Articles of organization of limited liability company...

|    |  |        |
|----|--|--------|
| 1  | .....  | 100.00 |
| 2  | (D) Agreement of a general partnership..                           | 50.00  |
| 3  | (E) Certificate of a limited partnership..                         | 100.00 |
| 4  | (F) Agreement of a voluntary association..                         | 50.00  |
| 5  | (G) Articles of organization of a business trust..                 | 50.00  |
| 6  | (H) Amendment or correction of articles of incorporation,          |        |
| 7  | including change of name or increase of capital stock, in addition |        |
| 8  | to any applicable license tax..                                    | 25.00  |
| 9  | (I) Amendment or correction, including change of name, of          |        |
| 10 | articles of organization of business trust, limited liability      |        |
| 11 | partnership, limited liability company or professional limited     |        |
| 12 | liability company or of certificate of limited partnership or      |        |
| 13 | agreement of voluntary association. . . . .                        | 25.00  |
| 14 | (J) Amendment and restatement of articles of incorporation,        |        |
| 15 | certificate of limited partnership, agreement of voluntary         |        |
| 16 | association or articles of organization of limited liability       |        |
| 17 | partnership, limited liability company or professional limited     |        |
| 18 | liability company or business trust..                              | 25.00  |
| 19 | (K) Registration of trade name, otherwise designated as a true     |        |
| 20 | name, fictitious name or D.B.A. (doing business as) name for any   |        |
| 21 | domestic business entity as permitted by law. . . . .              | 25.00  |
| 22 | (L) Articles of merger of two corporations, limited                |        |
| 23 | partnerships, limited liability partnerships, limited liability    |        |

1 companies or professional limited liability companies, voluntary  
2 associations or business trusts.. . . . . 25.00

3 (M) Plus for each additional party to the merger in excess of  
4 two. . . . . 15.00

5 (N) Statement of conversion, when permitted, from one business  
6 entity into another business entity, in addition to the cost of  
7 filing the appropriate documents to organize the surviving entity  
8 25.00

9 (O) Articles of dissolution of a corporation, voluntary  
10 association or business trust, or statement of dissolution of a  
11 general partnership.. . . . . 25.00

12 (P) Revocation of voluntary dissolution of a corporation,  
13 voluntary association or business trust.. . . . . 15.00

14 (Q) Articles of termination of a limited liability company,  
15 cancellation of a limited partnership or statement of withdrawal of  
16 limited liability partnership.. . . . . 25.00

17 (R) Reinstatement of a domestic or foreign limited liability  
18 company, ~~or a~~ professional limited liability company after  
19 ~~administrative dissolution~~ or a domestic or foreign corporation  
20 after administrative dissolution or revocation. . . . . . 25.00

21 (2) For filing, recording, indexing, preserving a record of  
22 and issuing a certificate relating to the registration, amendment,  
23 change of name, merger, consolidation, conversion, renewal,

1 withdrawal or termination within this state of business entities  
2 organized in other states or countries, as follows:

3 (A) Certificate of authority of for-profit corporation  
4 . . . . . \$100.00

5 (B) Certificate of authority of nonprofit corporation.....  
6 . . . . . 50.00

7 (C) Certificate of authority of foreign limited liability  
8 companies.. . . . 150.00

9 (D) Certificate of exemption from certificate of authority..  
10 . . . . . 25.00

11 (E) Registration of a general partnership. . . . . 50.00

12 (F) Registration of a limited partnership. . . . . 150.00

13 (G) Registration of a limited liability partnership for  
14 two-year term.. . . . 500.00

15 (H) Registration of a voluntary association. . . . . 50.00

16 (I) Registration of a trust or business trust. . . . . 50.00

17 (J) Amendment or correction of certificate of authority of a  
18 foreign corporation, including change of name or increase of  
19 capital stock, in addition to any applicable license tax. . 25.00

20 (K) Amendment or correction of certificate of limited  
21 partnership, limited liability partnership, limited liability  
22 company or professional limited liability company, voluntary  
23 association or business trust.. . . . 25.00

1 (L) Registration of trade name, otherwise designated as a true  
2 name, fictitious name or D.B.A. (doing business as) name for any  
3 foreign business entity as permitted by law.. . . . 25.00

4 (M) Amendment and restatement of certificate of authority or  
5 of registration of a corporation, limited partnership, limited  
6 liability partnership, limited liability company or professional  
7 limited liability company, voluntary association or business trust  
8 . . . . . 25.00

9 (N) Articles of merger of two corporations, limited  
10 partnerships, limited liability partnerships, limited liability  
11 companies or professional limited liability companies, voluntary  
12 associations or business trusts.. . . . 25.00

13 (O) Plus for each additional party to the merger in excess of  
14 two..... . . . . 5.00

15 (P) Statement of conversion, when permitted, from one business  
16 entity into another business entity, in addition to the cost of  
17 filing the appropriate articles or certificate to organize the  
18 surviving entity. . . . . 25.00

19 (Q) Certificate of withdrawal or cancellation of a  
20 corporation, limited partnership, limited liability partnership,  
21 limited liability company, voluntary association or business trust  
22 . . . . . 25.00

23 Notwithstanding any other provision of this section to the

1 contrary, after June 30, 2008, the fees described in this  
2 subdivision that are collected for the issuance of a certificate  
3 relating to the initial registration of a corporation, limited  
4 partnership, domestic limited liability company or foreign limited  
5 liability company shall be deposited in the general administrative  
6 fees account established by this section.

7       (3) For receiving, filing and recording a change of the  
8 principal or designated office, change of the agent of process  
9 and/or change of officers, directors, partners, members or  
10 managers, as the case may be, of a corporation, limited  
11 partnership, limited liability partnership, limited liability  
12 company or other business entity as provided by law.. . . \$15.00

13       (4) For receiving, filing and preserving a reservation of a  
14 name for each one hundred twenty days or for any other period in  
15 excess of seven days prescribed by law for a corporation, limited  
16 partnership, limited liability partnership or limited liability  
17 company.. . . . . \$15.00

18       (5) For issuing a certificate relating to a corporation or  
19 other business entity, as follows:

20       (A) Certificate of good standing of a domestic or foreign  
21 corporation.. . . . . \$10.00

22       (B) Certificate of existence of a domestic limited liability  
23 company, and certificate of authorization foreign limited liability

1 company.. . . . . 10.00

2 (C) Certificate of existence of any business entity, trademark  
3 or service mark registered with the Secretary of State. . . 10.00

4 (D) Certified copy of corporate charter or comparable  
5 organizing documents for other business entities. . . . . 15.00

6 (E) Plus, for each additional amendment, restatement or other  
7 additional document.. . . . . 5.00

8 (F) Certificate of registration of the name of a foreign  
9 corporation, limited liability company, limited partnership or  
10 limited liability partnership.. . . . . 25.00

11 (G) And for the annual renewal of the name registration.....  
12 . . . . . 10.00

13 (H) Any other certificate not specified in this subdivision  
14 . . . . . 10.00

15 (6) For issuing a certificate other than those relating to  
16 business entities, as provided in this subsection, as follows:

17 (A) Certificate or apostille relating to the authority of  
18 certain public officers, including the membership of boards and  
19 commissions.. . . . . \$10.00

20 (B) Plus, for each additional certificate pertaining to the  
21 same transaction . . . . . 5.00

22 (C) Any other certificate not specified in this  
23 subdivision.. . . . . 10.00

1 (D) For acceptance, indexing and recordation of service of  
2 process any corporation, limited partnership, limited liability  
3 partnership, limited liability company, voluntary association,  
4 business trust, insurance company, person or other entity as  
5 permitted by law. . . . . 15.00

6 (E) For shipping and handling expenses for execution of  
7 service of process by certified mail upon ~~any~~ a defendant within  
8 the United States which fee is to be deposited to the special  
9 revenue account established in this section for the operation of  
10 the office of the Secretary of State... . . . . . 5.00

11 (F) For shipping and handling expenses for execution of  
12 service of process upon ~~any~~ a defendant outside the United States  
13 by registered mail which fee is to be deposited to the special  
14 revenue account established in this section for the operation of  
15 the Office of the Secretary of State... . . . . . 15.00

16 (7) For a search of records of the office conducted by  
17 employees of or at the expense of the Secretary of State upon  
18 request, as follows:

19 (A) For any search of archival records maintained at sites  
20 other than the Office of the Secretary of State  
21 no less than. . . . . \$10.00

22 (B) For searches of archival records maintained at sites other  
23 than the Office of the Secretary of State which require more than

1 one hour, for each hour or fraction of an hour consumed in making  
2 such search.. . . . . 10.00

3 (C) For ~~any~~ a search of records maintained on site for the  
4 purpose of obtaining copies of documents or printouts of data....  
5 . . . . . 5.00

6 (D) For ~~any~~ a search of records maintained in electronic  
7 format which requires special programming to be performed by the  
8 state information services agency or other vendor any actual cost,  
9 but not less than.. . . . . 25.00

10 (E) The cost of the search is in addition to the cost of ~~any~~  
11 copies or printouts prepared or ~~any~~ a certificate issued pursuant  
12 to or based on the search.

13 (F) For recording ~~any~~ a paper for which no specific fee is  
14 prescribed. . . . . 5.00

15 (8) For producing and providing photocopies or printouts of  
16 electronic data of specific records upon request, as follows:

17 (A) For a copy of ~~any~~ paper or printout of electronic data, if  
18 one sheet.. . . . . \$1.00

19 (B) For each sheet after the first . . . . . .50

20 (C) For sending the copies or lists by fax transmission.....  
21 ..... 5.00

22 (D) For producing and providing photocopies of lists, reports,  
23 guidelines and other documents produced in multiple copies for

1 general public use, a publication price to be established by the  
2 Secretary of State at a rate approximating \$2 plus .10 per page and  
3 rounded to the nearest dollar.

4 (E) For electronic copies of records obtained in data format  
5 on disk, the cost of the record in the least expensive available  
6 printed format, plus, for each required disk, which ~~shall be~~ is  
7 provided by the Secretary of State. . . . . 5.00

8 (b) The Secretary of State may propose legislative rules for  
9 promulgation for charges for on-line electronic access to database  
10 information or other information maintained by the Secretary of  
11 State.

12 (c) For any other work or service not enumerated in this  
13 subsection, the fee prescribed elsewhere in this code or a rule  
14 promulgated under the authority of this code.

15 (d) The records maintained by the Secretary of State are  
16 prepared and indexed at the expense of the state and ~~those~~ these  
17 records ~~shall~~ may not be obtained for commercial resale without the  
18 written agreement of the state to a contract including  
19 reimbursement to the state for each instance of resale.

20 (e) The Secretary of State may provide printed or electronic  
21 information free of charge as he or she considers necessary and  
22 efficient for the purpose of informing the general public or the  
23 news media.

1           (f) There is hereby continued in the State Treasury a special  
2 revenue account to be known as the Service Fees and Collections  
3 Account. Expenditures from the account shall be used for the  
4 operation of the office of the Secretary of State and are not  
5 authorized from collections but are to be made only in accordance  
6 with appropriation by the Legislature and in accordance with the  
7 provisions of article three, chapter twelve of this code and upon  
8 the fulfillment of the provisions set forth in article two, chapter  
9 five-a of this code. Notwithstanding any other provision of this  
10 code to the contrary, except as provided in subsection (h) of this  
11 section and section two-a of this article, one half of all the fees  
12 and service charges established in the following sections and for  
13 the following purposes shall be deposited by the Secretary of State  
14 or other collecting agency to ~~that special revenue account~~ the  
15 Service Fees and Collections Account and used for the operation of  
16 the Office of the Secretary of State:

17           (1) The annual attorney-in-fact fee for corporations and  
18 limited partnerships established in section five, article twelve-c,  
19 chapter eleven of this code;

20           (2) The fees received for the sale of the State Register, Code  
21 of State Rules and other copies established by rule and authorized  
22 by section seven, article two, chapter twenty-nine-a of this code;

23           (3) The registration fees, late fees and legal settlements

1 charged for registration and enforcement of the charitable  
2 organizations and professional solicitations established in  
3 sections five, nine and fifteen-b, article nineteen, chapter  
4 twenty-nine of this code;

5 (4) The annual attorney-in-fact fee for limited liability  
6 companies as designated in section one hundred eight, article one,  
7 chapter thirty-one-b of this code and established in section two  
8 hundred eleven, article two of said chapter. ~~Provided, That~~ After  
9 June 30, 2008, the annual report fees designated in section one  
10 hundred eight, article one, chapter thirty-one-b of this code  
11 shall, upon collection, be deposited in the general administrative  
12 fees account described in subsection (h) of this section;

13 (5) The filing fees and search and copying fees for uniform  
14 commercial code transactions established by section five hundred  
15 twenty-five, article nine, chapter forty-six of this code;

16 (6) The annual attorney-in-fact fee for licensed insurers  
17 established in section twelve, article four, chapter thirty-three  
18 of this code;

19 (7) The fees for the application and record maintenance of all  
20 notaries public established by section one hundred seven, article  
21 one, chapter twenty-nine-c of this code;

22 (8) The fees for the application and record maintenance of  
23 commissioners for West Virginia as established by section twelve,

1 article four, chapter twenty-nine of this code;

2 (9) The fees for registering credit service organizations as  
3 established by section five, article six-c, chapter forty-six-a of  
4 this code;

5 (10) The fees for registering and renewing a West Virginia  
6 limited liability partnership as established by section one,  
7 article ten, chapter forty-seven-b of this code;

8 (11) The filing fees for the registration and renewal of  
9 trademarks and service marks established in section seventeen,  
10 article two, chapter forty-seven of this code;

11 (12) All fees for services, the sale of photocopies and data  
12 maintained at the expense of the Secretary of State as provided in  
13 this section; and

14 (13) All registration, license and other fees collected by the  
15 Secretary of State not specified in this section.

16 (g) Any balance in the Service Fees and Collections Account  
17 established by this section which exceeds \$500,000 as of June 30,  
18 2003, and each year thereafter, ~~shall be expired~~ expires to the  
19 state fund, General Revenue Fund.

20 (h) (1) Effective July 1, 2008, there is hereby created in the  
21 State Treasury a special revenue account to be known as the General  
22 Administrative Fees Account. Expenditures from the account shall  
23 be used for the operation of the office of the Secretary of State

1 and are not authorized from collections but are to be made only in  
2 accordance with appropriation by the Legislature and in accordance  
3 with the provisions of article three, chapter twelve of this code  
4 and upon the fulfillment of the provisions set forth in article  
5 two, chapter eleven-b of this code. ~~Provided, That~~ For the fiscal  
6 year ending June 30, 2009, expenditures are authorized from  
7 collections rather than ~~pursuant to~~ an appropriation by the  
8 Legislature. Any balance in the account at the end of each fiscal  
9 year ~~shall~~ does not revert to the General Revenue Fund but ~~shall~~  
10 ~~remain~~ remains in the fund and ~~be~~ expended as provided by this  
11 subsection.

12 (2) After June 30, 2008, all the fees and service charges  
13 established in section two-a of this article for the following  
14 purposes shall be collected and deposited by the Secretary of State  
15 or other collecting agency in the General Administrative Fees  
16 Account and used for the operation of the office of the Secretary  
17 of State:

18 (A) The annual report fees paid to the Secretary of State by  
19 corporations, limited partnerships, domestic limited liability  
20 companies and foreign limited liability companies;

21 (B) The fees for the issuance of a certificate relating to the  
22 initial registration of a corporation, limited partnership,  
23 domestic limited liability company or foreign limited liability

1 company described in subdivision (2), subsection (a) of this  
2 section; and

3 (C) The fees for the purchase of data and updates related to  
4 the state's Business Organizations Database described in section  
5 two-a of this article.

6 (i) There is continued in the office of the Secretary of State  
7 a noninterest bearing, escrow account to be known as the Prepaid  
8 Fees and Services Account. This account ~~shall be~~ is for the  
9 purpose of allowing customers of the Secretary of State to prepay  
10 for services with payment to be held in escrow until services are  
11 rendered. Payments deposited in the account ~~shall~~ remain in the  
12 account until services are rendered by the Secretary of State and  
13 at that time the fees will be reallocated to the appropriate  
14 general or special revenue accounts. There ~~shall be~~ is no fee  
15 charged by the Secretary of State to the customer for the use of  
16 this account and the customer may request the return of any moneys  
17 maintained in the account at any time without penalty. The assets  
18 of the Prepaid Fees and Services Account ~~do not constitute~~ are not  
19 public funds of the state and are available solely for carrying out  
20 the purposes of this section.

NOTE: The purpose of this bill is to provide a procedure for  
foreign profit and nonprofit corporations to reinstate in the  
statutory manner provided for limited liability companies

§31D-15-1532 has been completely rewritten; therefore, strike-throughs and underscoring have been omitted.

§31D-15-1533 is new; therefore, strike-throughs and underscoring have been omitted.

§31E-14-1432 has been completely rewritten; therefore, strike-throughs and underscoring have been omitted.

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