WEST virginia legislature

2023 regular session

Introduced

Senate Bill 514

By Senator Woodrum

[Introduced January 30, 2023; referred
to the Committee on Government Organization]

A BILL to amend and reenact §31D-14-1421 of the Code of West Virginia, 1931, as amended, relating to clarifying the procedure for administrative dissolution of corporations by the Secretary of State; and relating to the Secretary of State providing notice to corporations subject to administrative dissolution.

Be it enacted by the Legislature of West Virginia:

Article 14. dissolution.

§31D-14-1421. Procedure for and effect of administrative dissolution.

(a) If the Secretary of State determines that one or more grounds exist under §31D-14-1420 of this code for dissolving a corporation, ~~he or she shall serve the corporation with written notice of his or her determination~~ the Secretary of State shall notify the corporation by certified mail with written notice of the determination pursuant to §31D-5-504 of this code.

(b) If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist within 60 days after service of the notice is perfected under §31D-5-504 of this code, the Secretary of State shall administratively dissolve the corporation by signing and filing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. ~~The Secretary of State shall file the original of the certificate and serve a copy on the corporation pursuant to section five hundred four, article five of this chapter~~

(c) A corporation administratively dissolved continues its corporate existence but may not carry on any business except that necessary to wind up and liquidate its business and affairs under §31D-14-1405 of this code and notify claimants pursuant to §31D-14-1406 and §31D-14-1407 of this code.

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

NOTE: The purpose of this bill is to clarify the procedure for the Secretary of State to provide notice of pending and final administrative dissolution proceedings against corporations.

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