WEST VIRGINIA CODE: §31B-10-1006

§31B-10-1006. Revocation and reinstatement of certificate of authority.

(a) A certificate of authority of a foreign limited liability company to transact business in this state may be revoked by the Secretary of State in the manner provided in subsection (b) of this section if:

(1) The company fails to:

(A) Pay any fees, taxes, and penalties owed to this state;

(B) Deliver its annual or biennial report required under §31-2-211 of this code to the Secretary of State within 60 days after it is due; or

(C) File a statement of a change in the name or business address of the agent as required by this article;

(2) A misrepresentation has been made of any material matter in any application, report, affidavit, or other record submitted by the company pursuant to this article;

(3) The professional license of one or more of the license holders is revoked by a professional licensing board and the license is or all the licenses are required for the continued operation of the company; or

(4) The company is in default with the Bureau of Employment Programs as provided in §21a-2-6 of this code.

(b) The Secretary of State may not revoke a certificate of authority of a foreign limited liability company unless the Secretary of State sends the company notice of the revocation, at least 60 days before its effective date, by a record addressed to its principal office. The notice must specify the cause for the revocation of the certificate of authority. The authority of the company to transact business in this state ceases on the effective date of the revocation unless the foreign limited liability company cures the failure before that date.

(c) A foreign limited liability company administratively revoked may apply to the Secretary of State for reinstatement within two years after the effective date of revocation. The application must:

(1) Recite the name of the company and the effective date of its administrative revocation;

(2) State that the ground for revocation either did not exist or has been eliminated;

(3) State that the company's name satisfies the requirements of §31B-10-1005 of this code; and

WV Legislature

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

(d) If the Secretary of State determines that the application contains the information required by subsection (a) of this section and that the information is correct, the Secretary of State shall cancel the certificate of revocation and prepare a certificate of reinstatement that recites this determination and the effective date of reinstatement, file the original of the certificate, and serve the company with a copy of the certificate.

(e) When reinstatement is effective, it relates back to and takes effect as of the effective date of the administrative revocation and the company may resume its business as if the administrative revocation had never occurred.

WV Legislature