WEST VIRGINIA CODE: §31b-2-211

§31B-2-211. Annual and Biennial Report for Secretary of State.

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

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

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

(3) The address of its principal office;

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

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

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

(c) The first annual 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 limited liability company was organized or a foreign company was authorized to transact business. Subsequent annual reports must be delivered to the Secretary of State between January 1 and July 1 of the ensuing calendar years.

(d) If an annual report does not contain the information required in subsection (a) of this section, the Secretary of State shall promptly notify the reporting limited liability company or foreign limited liability company and return the report to it for correction. If the report is corrected to contain the information required in subsection (a) of this section and delivered to the Secretary of State within 30 days after the effective date of the notice, it is timely filed.

(e) Notwithstanding any provision of this section to the contrary, a limited liability company or a foreign limited liability company authorized to transact business in this state may elect to file a biennial report in lieu of an annual report if the company has timely filed all required annual reports under this section for five consecutive calendar years and is in good standing with the Secretary of State at the time of election.

(1) The election shall be made at the time of filing the fifth consecutive timely annual report,

WV Legislature

or, for any limited liability company or foreign limited liability company that has already satisfied the five-year timely filing requirement as of the effective date of this subsection, at any time between January 1 and July 1 of the next calendar year following the effective date of this subsection in a form and manner prescribed by the Secretary of State;

(2) Upon making the biennial reporting election, the limited liability company or foreign limited liability company is not required to file an annual report for the next calendar year. The first biennial report shall be delivered to the Secretary of State between January 1 and July 1 of the second calendar year following the calendar year in which the election is made, and every two years thereafter;

(3) Biennial reports shall include the same information as the annual reports outlined in subsection (a) of this section and shall be delivered in a form and manner prescribed by the Secretary of State. If a biennial report does not contain the information required in subsection (a) of this section, the Secretary of State shall promptly notify the reporting limited liability company or foreign limited liability company and return the report to it for correction. If the report is corrected to contain the information required in subsection (a) of this section and delivered to the Secretary of State within 60 days after the effective date of the notice, it is timely filed;

(4) After election of biennial reporting, any failure to timely file a biennial report or loss of good standing revokes the biennial reporting election, and the limited liability company or foreign limited liability company must timely file annual reports for another five consecutive calendar years before making the election again.

(f) Amendments to this section concerning the election of biennial reporting 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.

WV Legislature