

## WEST VIRGINIA CODE: §47-9-53A

### **§47-9-53a. Revocation and reinstatement of foreign limited partnership certificates of authority.**

(a) The Secretary of State may revoke a certificate of authority of a foreign limited partnership to transact business in this state in the manner set forth in subsection (b) of this section if:

(1) The limited partnership fails to:

(A) Pay all applicable fees, franchise taxes and penalties owed to the state within sixty days after the due date;

(B) Deliver its annual report within sixty days of the due date; or

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

(2) The limited partnership has made a misrepresentation of any material fact in any application, report, affidavit or other record submitted pursuant to this article; or

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

(4) The limited partnership is in default with the Bureau of Employment Programs as provided in section six, article two, chapter twenty-one-a of this code.

(b)(1) The Secretary of State may not revoke a certificate of authority of a foreign limited partnership unless the Secretary of State serves notice to the foreign limited partnership of the Secretary's intent to revoke the foreign limited partnership's certificate of authority at least sixty days prior to the effective date of the revocation, by a notice addressed to the foreign limited partnership's principal office.

(2) The notice must specify the cause for the revocation of the certificate of authority.

(3) The authority of the foreign limited partnership to transact business in this state ceases on the effective date of the revocation.

(c) A foreign limited partnership that has been 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 foreign limited partnership and the effective date of its

administrative revocation;

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

(3) Demonstrate that the foreign limited partnership's name satisfies the requirements of section two, article nine, chapter forty-seven of this code; and

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

(d) 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 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.

(2) The Secretary of State shall file the certificate of reinstatement, and serve the foreign 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 revocation and the foreign limited partnership resumes its business as if the administrative revocation had never occurred.