WEST VIRGINIA CODE CHAPTER 47B ARTICLE 10

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§47B-10-1. Registered limited liability partnerships.

(a) To become a registered limited liability partnership, a partnership shall deliver and file with the Secretary of State a statement of registration stating:

(1) The name of the partnership;

(2) The address of its principal office;

(3) The address of a registered office;

(4) The name and address of a registered agent for service of process, if any;

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

(6) A brief statement of the business in which the partnership engages;

(7) The name and address of each partner authorized to execute instruments on behalf of the partnership;

(8) Any other matters that the partnership determines to include; and

(9) That the partnership thereby registers as a registered limited liability partnership.

(b) The registration shall be executed by one or more partners authorized to execute a registration.

(c) The registration shall be accompanied by a fee of $250.

(d) The Secretary of State shall register as a registered limited liability partnership any partnership that submits a completed registration with the required fee and deliver to the partnership or its representative a receipt for the record and the fees.

(e) A partnership registered under this section shall pay, in each year following the year in which its registration is filed, an annual fee of $500 or a biennial fee of $1,000 if a proper election is made under subsection (u) of this section. The fee shall be accompanied by a notice, on a form provided by the Secretary of State, of any material changes in the information contained in the partnership's registration. The annual notice and fee are due between January 1 and July 1 of each year or every two years if a proper election is made under subsection (u) of this section.

(f) Registration is effective:

(1) Immediately after the date a registration is filed; or

(2) On a date specified in the statement of registration, which date shall not be more than 60

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days after the date of filing.

(g) Registration remains effective until:

(1) It is voluntarily withdrawn by filing with the Secretary of State a statement of withdrawal; or

(2) It is administratively dissolved by the Secretary of State: *Provided*, That the Secretary of State commenced a proceeding to dissolve the limited liability partnership and notification of the administrative proceeding to dissolve the limited liability partnership was delivered to the limited liability partnership. The Secretary of State may commence the administrative proceeding due to:

(A) A limited liability partnership's failure to pay fees imposed by this chapter or any other law within 60 days after the fees were due; or

(B) A limited liability partnership's failure to deliver its annual or biennial notice to the Secretary of State within 60 days after the notice was due.

(h) The procedure for administrative dissolution is as follows:

(1) If the Secretary of State determines that one or more grounds exist under this section for dissolving a limited liability partnership, he or she shall notify the limited liability partnership in writing, of his or her determination;

(2) If the limited liability partnership 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 Secretary of State's notice, the Secretary of State shall administratively dissolve the limited liability partnership by issuing a certificate of administrative dissolution that recites the ground or grounds for dissolution and its effective date. The Secretary of State shall send a copy of the administrative dissolution to the limited liability partnership.

(i) A limited liability partnership administratively dissolved continues its existence but may not carry on any business except that necessary to wind up and liquidate its business and affairs and notify claimants of such.

(j) The administrative dissolution of a limited liability partnership does not terminate the authority of its registered agent.

(k) A limited liability partnership administratively dissolved under this section may apply to the secretary of state for reinstatement within two years after the effective date of dissolution. The application must:

(1) Recite the name of the limited liability partnership and the effective date of its administrative dissolution;

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(2) State that the ground or grounds for dissolution either did not exist or have been eliminated; and

(3) Contain a certificate from the tax commissioner reciting that all taxes owed by the limited liability partnership have been paid.

(l) If the Secretary of State determines that the application contains the information required by subsection (k) of this section and that the information is correct, he or she shall cancel the certificate of dissolution and prepare a certificate of reinstatement that recites his or her determination and the effective date of reinstatement, file the original of the certificate, and send a copy to the limited liability partnership.

(m) When the reinstatement is effective, it relates back to and takes effect as of the effective date of the administrative dissolution and the limited liability partnership resumes carrying on its business as if the administrative dissolution had never occurred.

(n) If the Secretary of State denies a limited liability partnership's application for reinstatement following administrative dissolution, he or she shall notify the limited liability partnership in writing to explain the reason or reasons for denial.

(o) The limited liability partnership may appeal the denial of reinstatement to the circuit court of the county where the limited liability partnership is located within 30 days after service of the Secretary of State's notice. The appeal to the circuit court to set aside the dissolution shall include copies of the Secretary of State's certificate of dissolution, the limited liability's application for reinstatement, and the Secretary of State's notice of denial.

(p) The circuit court may summarily order the Secretary of State to reinstate the dissolved limited liability partnership or may take other action the circuit court considers appropriate.

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

(r) The status of a partnership as a registered limited liability partnership and the liability of the partners thereof shall not be affected by:

(1) Errors in the information contained in a statement of registration under subsection (a) of this section or notice under subsection (e) of this section; or

(2) Changes after the filing of the statement of registration or notice in the information stated in the registration or notice.

(s) The Secretary of State may provide forms for the statement of registration under subsection (a) of this section or a notice under subsection (e) of this section.

(t) All fees and moneys collected by the Secretary of State pursuant to the provisions of this article shall be deposited by the Secretary of State as follows: One-half shall be deposited in the state General Revenue Fund and one-half shall be deposited in the service fees and

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collections account established by §59-1-2 of this code for the operation of the office of the Secretary of State. The Secretary of State shall dedicate sufficient resources from that fund or other funds to provide the services required in this article.

(u) Notwithstanding any provision of this section to the contrary, a partnership registered under this article may elect to file a biennial report in lieu of an annual report if the partnership 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, or, for any partnership 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 partnership 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 partnership 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 partnership must timely file annual reports for another five consecutive calendar years before making the election again.

(v) 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.

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§47B-10-2. Effect of registration; entity unchanged.

(a) A partnership that has registered pursuant to this article is for all purposes the same partnership that existed before the registration.

(b) When registration takes effect:

(1) All property owned by the registering partnership remains vested in the registered partnership;

(2) All obligations of the registering partnership continue as obligations of the registered partnership; and

(3) An action or proceeding pending against the registering partnership may be continued as if the registration had not occurred.

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§47B-10-3. Name of registered limited liability partnership.

(a) The name of a registered limited liability partnership shall contain either the words Registered Limited Liability Partnership, or the abbreviation L.L.P. or LLP as the last words or letters of its name; or

(b) A registered limited liability limited partnership shall contain the words Registered Limited Liability Limited Partnership, or the abbreviation L.L.L.P. or LLLP as the last words or letters of its name.

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§47B-10-4. Applicability of article to foreign and interstate commerce.

(a) A registered limited liability partnership formed under this article may conduct its business, carry on its operations, and have and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or in any foreign country.

(b) It is the intent of the Legislature that the legal existence of registered limited liability partnerships formed under this article be recognized outside the boundaries of this state and that the laws of this state governing such registered limited liability partnerships doing business outside this state be granted the protection of full faith and credit under the Constitution of the United States.

(c) Notwithstanding §47B-1-6 of this code, the internal affairs of registered limited liability partnerships formed under this article, including the liability of partners for debts, obligations, and liabilities of or chargeable to the partnership, shall be subject to and governed by the laws of this state.

(d) Before transacting business in this state, a foreign registered limited liability partnership shall:

(1) Comply with any statutory or administrative registration or filing requirements governing the specific type of business in which the partnership is engaged; and

(2) File a notice with the Secretary of State, stating the name of the partnership or if its name is unavailable for use in this state, a limited partnership name that satisfies the requirements of §47B-10-4(e) of this code, including a copy of the resolution of its partners adopting the fictitious name; the address of its principal office; the address of a registered office and the name and address of a registered agent for service of process, if any; an e-mail address to where informational notices and reminders of annual filings may be sent, unless there is a technical inability to comply; a brief statement of the business in which the partnership engages; the name and address of each partner authorized to execute instruments on behalf of the partnership and any other matters that the partnership determines to include; and a brief statement of the business in which the partnership engages. Such notice shall be effective for one year from the date of filing, after which time the partnership shall file a new notice: *Provided*, That notwithstanding the provisions of this section, a foreign partnership registered under this section is eligible to elect to file biennially in accordance with the provisions of §47B-10-1(u).

(e) The name of a foreign registered limited liability partnership doing business in this state shall contain the words "Registered Limited Liability Partnership" or the abbreviation "L.L.P." or "LLP" as the last words or letters of its name.

(f) Notwithstanding §47B-1-6 of this code, the internal affairs of foreign registered limited liability partnerships, including the liability of partners for debts, obligations, and liabilities of or chargeable to the partnership, shall be subject to and governed by the laws of the

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jurisdiction in which the foreign registered limited liability partnership is registered.

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§47B-10-5. Insurance or financial responsibility of registered limited liability partnerships.

(a) A registered limited liability partnership, and any foreign limited liability partnership transacting business in this state, shall carry at all times at least $1 million of liability insurance of a kind that is designed to cover the kinds of omissions, negligence, wrongful acts, misconduct and malpractice for which liability is limited by subsection (c), section six, article three of this chapter and which insures the partnership and its partners.

(b) If, in any proceeding, compliance by a partnership with the requirements of subsection (a) of this section is disputed, that issue shall be determined by the court, and the burden of proof of compliance shall be on the person who claims the limitation of liability in subsection (c), section six, article three of this chapter.

(c) If a registered limited liability partnership is in compliance with the requirements of subsection (a) of this section, the requirements of this section shall not be admissible or in any way be made known to a jury in determining an issue of liability for or extent of the obligation or damages in question.

(d) A registered limited liability partnership is considered to be in compliance with subsection (a) of this section if the partnership provides $1 million of funds specifically designated and segregated for the satisfaction of judgments against the partnership or its partners based on the kinds of omissions, negligence, wrongful acts, misconduct and malpractice for which liability is limited by subsection (c), section six, article three of this chapter, by:

(1) Deposit in trust or in bank escrow of cash, bank certificates of deposit or United States Treasury obligations; or

(2) A bank letter of credit or insurance company bond.

(e) Any policy or contract of liability insurance providing coverage for liability as described in this section shall be read so as to contain a provision or endorsement whereby the company issuing such policy waives or agrees not to assert as a defense on behalf of the policyholder or any beneficiary thereof, to any claim covered by the terms of such policy within the policy limits, the immunity from liability of the insured granted by the provisions of this chapter.

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