WEST VIRGINIA LEGISLATURE
SECOND REGULAR SESSION, 2008

ENROLLED

COMMITTEE SUBSTITUTE FOR
House Bill No. 4421

(By Delegates White and Kominar)

Passed March 5, 2008
In Effect July 1, 2008
AN ACT to amend the Code of West Virginia, 1931, as amended, by adding thereto a new section, designated §11-12C-13; to amend and reenact §31B-1-108 of said code; to amend and reenact §59-1-2 of said code; and to amend said code by adding thereto a new section, designated §59-1-2a, all relating to the repeal of the corporate license tax; creating an annual report fee: requiring the filing of an annual report with fee payment with the Secretary of State; creating a special revenue account; providing purposes for the expenditure of certain fee collections; legislative rules; and administrative and criminal penalties.

Be it enacted by the Legislature of West Virginia:

That the Code of West Virginia, 1931, as amended, be amended by adding thereto a new section, designated §11-12C-13; that §31B-1-108 of said code be amended and reenacted; that §59-1-2 of said code be amended and reenacted; and that said code be amended by adding thereto a new section, designated §59-1-2a, all to read as follows:
CHAPTER 11. TAXATION.

ARTICLE 12C. CORPORATE LICENSE TAX.

§11-12C-13. Repeal of article.

Each provision of this article is repealed for all taxable periods beginning on and after the first day of July, two thousand eight: Provided, That tax and fee liabilities arising for license tax years ending before the first day of July, two thousand eight, are determined, paid, administered, assessed and collected as if the tax imposed by this article had not been repealed, and the rights and duties of the taxpayer and the state of West Virginia are fully and completely preserved.

CHAPTER 31B. UNIFORM LIMITED LIABILITY COMPANY ACT.

ARTICLE 31B. UNIFORM LIMITED LIABILITY COMPANY ACT.

§31B-1-108. Designated office and agent for service of process.

(a) A limited liability company and a foreign limited liability company authorized to do business in this state may continuously maintain in this state:

(1) An office, which need not be a place of its business in this state; and

(2) An agent and address of the agent for service of process on the company.

(b) An agent shall be an individual resident of this state, a domestic corporation, another limited liability company or a foreign corporation or foreign company authorized to do business in this state.

(c) Every limited liability company shall pay the annual report fee of twenty-five dollars for the filing of the annual report for the limited liability company as described in section two-a, article one, chapter fifty-nine of this code,
which fee shall be due and payable each year after the initial registration of the limited liability company on or before the dates specified in section two-a, article one, chapter fifty-nine of this code and other applicable provisions thereof, and shall be collected by the Secretary of State and deposited in the general administrative fees account established by section two, article one, chapter fifty-nine of this code. The Secretary of State shall dedicate sufficient resources from that fund or other funds to provide the services required in this chapter.

(d) The Secretary of State shall keep a record of all processes, notices and demands served pursuant to this section and record the time of and the action taken regarding the service.

(e) This section does not affect the right to serve process, notice or demand in any manner otherwise provided by law.

(f) The amendments to this section enacted in two thousand eight are effective beginning on and after the first day of July, two thousand eight.

CHAPTER 59. FEES, ALLOWANCES AND COSTS; NEWSPAPERS; LEGAL ADVERTISEMENTS.

ARTICLE 1. FEES AND ALLOWANCES.

§59-1-2. Fees to be charged by Secretary of State.

(a) Except as may be otherwise provided in this code, the Secretary of State shall charge for services rendered in his or her office the following fees to be paid by the person to whom the service is rendered at the time it is done:

(1) For filing, recording, indexing, preserving a record of and issuing a certificate relating to the formation, amendment, change of name, registration of trade name, merger, consolidation, conversion, renewal, dissolution, termination, cancellation, withdrawal revocation and reinstatement of business entities organized within the state, as follows:
Articles of incorporation of for-profit corporation $50.00

Articles of incorporation of nonprofit corporation 25.00

Articles of organization of limited liability company 100.00

Agreement of a general partnership 50.00

Certificate of a limited partnership 100.00

Agreement of a voluntary association 50.00

Articles of organization of a business trust 50.00

Amendment or correction of articles of incorporation, including change of name or increase of capital stock, in addition to any applicable license tax 25.00

Amendment or correction, including change of name, of articles of organization of business trust, limited liability partnership, limited liability company or professional limited liability company or of certificate of limited partnership or agreement of voluntary association 25.00

Amendment and restatement of articles of incorporation, certificate of limited partnership, agreement of voluntary association or articles of organization of limited liability partnership, limited liability company or professional limited liability company or business trust 25.00

Registration of trade name, otherwise designated as a true name, fictitious name or D.B.A. (doing business as) name for any domestic business entity as permitted by law 25.00

Articles of merger of two corporations, limited partnerships, limited liability partnerships, limited liability companies or professional limited liability companies, voluntary associations or business trusts 25.00
(M) Plus for each additional party to the merger in excess of two. ................................ 15.00

(N) Statement of conversion, when permitted, from one business entity into another business entity, in addition to the cost of filing the appropriate documents to organize the surviving entity ........................................ 25.00

(O) Articles of dissolution of a corporation, voluntary association or business trust, or statement of dissolution of a general partnership ........................................... 25.00

(P) Revocation of voluntary dissolution of a corporation, voluntary association or business trust ............... 15.00

(Q) Articles of termination of a limited liability company, cancellation of a limited partnership or statement of withdrawal of limited liability partnership .......... 25.00

(R) Reinstatement of a limited liability company or professional limited liability company after administrative dissolution ................................................. 25.00

(2) For filing, recording, indexing, preserving a record of and issuing a certificate relating to the registration, amendment, change of name, merger, consolidation, conversion, renewal, withdrawal or termination within this state of business entities organized in other states or countries, as follows:

(A) Certificate of authority of for-profit corporation ........................................ $100.00

(B) Certificate of authority of nonprofit corporation .... 50.00

(C) Certificate of authority of foreign limited liability companies ........................................ 150.00

(D) Certificate of exemption from certificate of authority ........................................ 25.00
<table>
<thead>
<tr>
<th></th>
<th>Description</th>
<th>Fee</th>
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<tbody>
<tr>
<td>73</td>
<td>(E) Registration of a general partnership</td>
<td>50.00</td>
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<tr>
<td>74</td>
<td>(F) Registration of a limited partnership</td>
<td>150.00</td>
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<td>75</td>
<td>(G) Registration of a limited liability partnership for two-year term</td>
<td>500.00</td>
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<td>77</td>
<td>(H) Registration of a voluntary association</td>
<td>50.00</td>
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<td>78</td>
<td>(I) Registration of a trust or business trust</td>
<td>50.00</td>
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<tr>
<td>79</td>
<td>(J) Amendment or correction of certificate of authority of a foreign corporation, including change of name or increase of capital stock, in addition to any applicable license tax</td>
<td>25.00</td>
</tr>
<tr>
<td>83</td>
<td>(K) Amendment or correction of certificate of limited partnership, limited liability partnership, limited liability company or professional limited liability company, voluntary association or business trust</td>
<td>25.00</td>
</tr>
<tr>
<td>87</td>
<td>(L) Registration of trade name, otherwise designated as a true name, fictitious name or D.B.A. (doing business as) name for any foreign business entity as permitted by law</td>
<td>25.00</td>
</tr>
<tr>
<td>91</td>
<td>(M) Amendment and restatement of certificate of authority or of registration of a corporation, limited partnership, limited liability partnership, limited liability company or professional limited liability company, voluntary association or business trust</td>
<td>25.00</td>
</tr>
<tr>
<td>96</td>
<td>(N) Articles of merger of two corporations, limited partnerships, limited liability partnerships, limited liability companies or professional limited liability companies, voluntary associations or business trusts</td>
<td>25.00</td>
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<tr>
<td>100</td>
<td>(O) Plus for each additional party to the merger in excess of two</td>
<td>5.00</td>
</tr>
<tr>
<td>102</td>
<td>(P) Statement of conversion, when permitted, from one business entity into another business entity, in addition to the</td>
<td></td>
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</tbody>
</table>
(Q) Certificate of withdrawal or cancellation of a corporation, limited partnership, limited liability partnership, limited liability company, voluntary association or business trust ........................................ 25.00

Notwithstanding any other provision of this section to the contrary, after the thirtieth day of June, two thousand eight, the fees described in this subdivision that are collected for the issuance of a certificate relating to the initial registration of a corporation, limited partnership, domestic limited liability company or foreign limited liability company shall be deposited in the general administrative fees account established by this section.

(3) For receiving, filing and recording a change of the principal or designated office, change of the agent of process and/or change of officers, directors, partners, members or managers, as the case may be, of a corporation, limited partnership, limited liability partnership, limited liability company or other business entity as provided by law ........................................ 15.00

(4) For receiving, filing and preserving a reservation of a name for each one hundred twenty days or for any other period in excess of seven days prescribed by law for a corporation, limited partnership, limited liability partnership or limited liability company ..................... 15.00

(5) For issuing a certificate relating to a corporation or other business entity, as follows:

(A) Certificate of good standing of a domestic or foreign corporation ........................................ $10.00

(B) Certificate of existence of a domestic limited liability company, and certificate of authorization foreign limited liability company ..................... 10.00
(C) Certificate of existence of any business entity, trademark or service mark registered with the Secretary of State ........................................ 10.00

(D) Certified copy of corporate charter or comparable organizing documents for other business entities ... 15.00

(E) Plus, for each additional amendment, restatement or other additional document ...................... 5.00

(F) Certificate of registration of the name of a foreign corporation, limited liability company, limited partnership or limited liability partnership .................... 25.00

(G) And for the annual renewal of the name registration ........................................ 10.00

(H) Any other certificate not specified in this subdivision ........................................ 10.00

(6) For issuing a certificate other than those relating to business entities, as provided in this subsection, as follows:

(A) Certificate or apostille relating to the authority of certain public officers, including the membership of boards and commissions ........................................ $10.00

(B) Plus, for each additional certificate pertaining to the same transaction ........................................ 5.00

(C) Any other certificate not specified in this subdivision ........................................ 10.00

(D) For acceptance, indexing and recordation of service of process any corporation, limited partnership, limited liability partnership, limited liability company, voluntary association, business trust, insurance company, person or other entity as permitted by law ....................... 15.00

(E) For shipping and handling expenses for execution of service of process by certified mail upon any defendant within the United States, which fee is to be deposited to the
special revenue account established in this section for the operation of the office of the Secretary of State. . . . . 5.00

(F) For shipping and handling expenses for execution of service of process upon any defendant outside the United States by registered mail, which fee is to be deposited to the special revenue account established in this section for the operation of the office of the Secretary of State. . . . . 15.00

(7) For a search of records of the office conducted by employees of or at the expense of the Secretary of State upon request, as follows:

(A) For any search of archival records maintained at sites other than the office of the Secretary of State, no less than ........................................... $10.00

(B) For searches of archival records maintained at sites other than the office of the Secretary of State which require more than one hour, for each hour or fraction of an hour consumed in making such search ................... 10.00

(C) For any search of records maintained on site for the purpose of obtaining copies of documents or printouts of data ..................................... 5.00

(D) For any search of records maintained in electronic format which requires special programming to be performed by the state information services agency or other vendor, any actual cost, but not less than ................... 25.00

(E) The cost of the search is in addition to the cost of any copies or printouts prepared or any certificate issued pursuant to or based on the search.

(F) For recording any paper for which no specific fee is prescribed ........................................... 5.00

(8) For producing and providing photocopies or printouts of electronic data of specific records upon request, as follows:
(A) For a copy of any paper or printout of electronic data, if one sheet ........................................... $1.00

(B) For each sheet after the first ............................... .50

(C) For sending the copies or lists by fax transmission ................................. 5.00

(D) For producing and providing photocopies of lists, reports, guidelines and other documents produced in multiple copies for general public use, a publication price to be established by the Secretary of State at a rate approximating 2.00 plus .10 per page and rounded to the nearest dollar.

(E) For electronic copies of records obtained in data format on disk, the cost of the record in the least expensive available printed format, plus, for each required disk, which shall be provided by the Secretary of State .......................... 5.00

(b) The Secretary of State may propose legislative rules for promulgation for charges for on-line electronic access to database information or other information maintained by the Secretary of State.

(c) For any other work or service not enumerated in this subsection, the fee prescribed elsewhere in this code or a rule promulgated under the authority of this code.

(d) The records maintained by the Secretary of State are prepared and indexed at the expense of the state and those records shall not be obtained for commercial resale without the written agreement of the state to a contract including reimbursement to the state for each instance of resale.

(e) The Secretary of State may provide printed or electronic information free of charge as he or she considers necessary and efficient for the purpose of informing the general public or the news media.

(f) There is hereby continued in the state treasury a special revenue account to be known as the “service fees and collections” account. Expenditures from the account shall be
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used for the operation of the office of the Secretary of State and are not authorized from collections, but are to be made only in accordance with appropriation by the Legislature and in accordance with the provisions of article three, chapter twelve of this code and upon the fulfillment of the provisions set forth in article two, chapter five-a of this code.

Notwithstanding any other provision of this code to the contrary, except as provided in subsection (h) of this section and section two-a of this article, one half of all the fees and service charges established in the following sections and for the following purposes shall be deposited by the Secretary of State or other collecting agency to that special revenue account and used for the operation of the office of the Secretary of State:

(1) The annual attorney-in-fact fee for corporations and limited partnerships established in section five, article twelve-c, chapter eleven of this code;

(2) The fees received for the sale of the state register, code of state rules and other copies established by rule and authorized by section seven, article two, chapter twenty-nine-a of this code;

(3) The registration fees, late fees and legal settlements charged for registration and enforcement of the charitable organizations and professional solicitations established in sections five, nine and fifteen-b, article nineteen, chapter twenty-nine of this code;

(4) The annual attorney-in-fact fee for limited liability companies as designated in section one hundred eight, article one, chapter thirty-one-b of this code and established in section two hundred eleven, article two of said chapter: Provided, That after the thirtieth day of June, two thousand eight, the annual report fees designated in section one hundred eight, article one, chapter thirty-one-b of this code shall upon collection be deposited in the general administrative fees account described in subsection (h) of this section;
(5) The filing fees and search and copying fees for uniform commercial code transactions established by section five hundred twenty-five, article nine, chapter forty-six of this code;

(6) The annual attorney-in-fact fee for licensed insurers established in section twelve, article four, chapter thirty-three of this code;

(7) The fees for the application and record maintenance of all notaries public established by section one hundred seven, article one, chapter twenty-nine-c of this code;

(8) The fees for the application and record maintenance of commissioners for West Virginia as established by section twelve, article four, chapter twenty-nine of this code;

(9) The fees for registering credit service organizations as established by section five, article six-c, chapter forty-six-a of this code;

(10) The fees for registering and renewing a West Virginia limited liability partnership as established by section one, article ten, chapter forty-seven of this code;

(11) The filing fees for the registration and renewal of trademarks and service marks established in section seventeen, article two, chapter forty-seven of this code;

(12) All fees for services, the sale of photocopies and data maintained at the expense of the Secretary of State as provided in this section; and

(13) All registration, license and other fees collected by the Secretary of State not specified in this section.

(g) Any balance in the service fees and collections account established by this section which exceeds five hundred thousand dollars as of the thirtieth day of June, two thousand three, and each year thereafter, shall be expired to the state fund, general revenue fund.
(h)(1) Effective the first day of July, two thousand eight, there is hereby created in the state treasury a special revenue account to be known as the general administrative fees account. Expenditures from the account shall be used for the operation of the office of the Secretary of State and are not authorized from collections, but are to be made only in accordance with appropriation by the Legislature and in accordance with the provisions of article three, chapter twelve of this code and upon the fulfillment of the provisions set forth in article two, chapter eleven-b of this code:

Provided. That for the fiscal year ending the thirtieth day of June, two thousand nine, expenditures are authorized from collections rather than pursuant to an appropriation by the Legislature. Any balance in the account at the end of each fiscal year shall not revert to the general revenue fund but shall remain in the fund and be expended as provided by this subsection.

(2) After the thirtieth day of June, two thousand eight, all the fees and service charges established in section two-a of this article for the following purposes shall be collected and deposited by the Secretary of State or other collecting agency in the general administrative fees account and used for the operation of the office of the Secretary of State:

(A) The annual report fees paid to the Secretary of State by corporations, limited partnerships, domestic limited liability companies and foreign limited liability companies;

(B) The fees for the issuance of a certificate relating to the initial registration of a corporation, limited partnership, domestic limited liability company or foreign limited liability company described in subdivision (2), subsection (a) of this section; and

(C) The fees for the purchase of date and updates related to the State's Business Organizations Database described in section two-a of this article.

§59-1-2a. Annual business fees to be paid to the Secretary of State; filing of annual reports; purchase of data.
(a) **Definitions.** -- As used in this section:

(1) "Annual report fee" means the fee described in subsection (c) of this article that is to be paid to the Secretary of State each year by corporations, limited partnerships, domestic limited liability companies and foreign limited liability companies. After the thirtieth day of June, two thousand eight, any reference in this code to a fee paid to the Secretary of State for services as a statutory attorney in fact shall mean the annual report fee described in this section.

(2) "Business activity" means all activities engaged in or caused to be engaged in with the object of gain or economic benefit, direct or indirect, but does not mean any of the activities of foreign corporations enumerated in subsection (b), section one thousand five hundred one, article fifteen, chapter thirty-one-d of this code, except for the activity of conducting affairs in interstate commerce when activity occurs in this state, nor does it mean any of the activities of foreign limited liability companies enumerated in subsection (a), section one thousand three, article ten, chapter thirty-one-b of this code except for the activity of conducting affairs in interstate commerce when activity occurs in this state.

(3) "Corporation" means a "domestic corporation", a "foreign corporation" or a "nonprofit corporation".

(4) "Deliver or delivery" means any method of delivery used in conventional commercial practice, including, but not limited to delivery by hand, mail, commercial delivery and electronic transmission.

(5) "Domestic corporation" means a corporation for profit which is not a foreign corporation incorporated under or subject to the provisions of chapter thirty-one-d of this code.

(6) "Domestic limited liability company" means a limited liability company which is not a foreign limited liability company under or subject to the provisions of chapter thirty-one-b of this code.
(7) "Foreign corporation" means a for-profit corporation incorporated under a law other than the laws of this state.

(8) "Foreign limited liability company" means a limited liability company organized under a law other than the laws of this state.

(9) "Limited partnership" means a partnership as defined by section one, article nine, chapter forty-seven of this code.

(10) "Nonprofit corporation" means a nonprofit corporation as defined by section one hundred fifty, article one, chapter thirty-one-e of this code.

(11) "Registration fee" means the fee for the issuance of a certificate relating to the initial registration of a corporation, limited partnership, domestic limited liability company or foreign limited liability company described in subdivision (2), subsection (a), section two of this article. The term "initial registration" also means the date upon which the registration fee is paid.

(b) Required payment of annual report fee and filing of annual report. -- After the thirtieth day of June, two thousand eight, no corporation, limited partnership, domestic limited liability company or foreign limited liability company may engage in any business activity in this state without paying the annual report fee and filing the annual report as required by this section.

c) Annual report fee. -- After the thirtieth day of June, two thousand eight, each corporation, limited partnership, domestic limited liability company and foreign limited liability company engaged in or authorized to do business in this state shall pay an annual report fee of twenty-five dollars for the services of the Secretary of State as attorney-in-fact for the corporation, limited partnership, domestic limited liability company or foreign limited liability company, and for such other administrative services as may be imposed by law upon the Secretary of State. The fee is due and payable each year after the initial registration of the corporation, limited partnership, domestic limited liability company or
foreign limited liability company with the annual report
described in subsection (d) of this section on or before the
dates specified in subsection (e) of this section. The fee is
due and payable each year with the annual report from
corporations, limited partnerships, domestic limited liability
companies and foreign limited liability companies that paid
the registration fee prior to the first day of July, two thousand
eight, on or before the dates specified in subsection (e) of this
section. The annual report fees received by the Secretary of
State pursuant to the provisions of this subsection shall be
deposited by the Secretary of State in the general
administrative fees account established by section two of this
article.

(d) Annual report. -- (1) After the thirtieth day of June,
two thousand eight, each corporation, limited partnership,
domestic limited liability company and foreign limited
liability company engaged in or authorized to do business in
this state shall file an annual report. The report is due each
year after the initial registration of the corporation, limited
partnership, domestic limited liability company or foreign
limited liability company with the annual report fee described
in subsection (c) of this section on or before the dates
specified in subsection (e) of this section. The report is due
each year from corporations, limited partnerships, domestic
limited liability companies and foreign limited liability
companies that paid the registration fee prior to the first day
of July, two thousand eight, on or before the dates specified
in subsection (e) of this section.

(2)(A) The annual report shall be filed with the
Secretary of State on forms provided by the Secretary of
State for that purpose. The annual report shall, in the case of
corporations, contain: (i) The address of the corporation’s
principal office; (ii) the names and mailing addresses of its
officers and directors; (iii) the name and mailing address of
the person on whom notice of process may be served; (iv) the
name and address of the corporation’s parent corporation and
of each subsidiary of the corporation licensed to do business
in this state; (v) in the case of limited partnerships domestic
limited liability companies and foreign limited liability
companies, similar information with respect to their principal
or controlling interests as determined by the Secretary of State or otherwise required by law to be reported to the Secretary of State; (vi) the county or county code in which the principal office address or mailing address of the company is located; (vii) business class code; and (viii) any other information the Secretary of State considers appropriate.

(B) Notwithstanding any other provision of law to the contrary, the Secretary of State shall, upon request of any person, disclose, with respect to corporations: (i) The address of the corporation's principal office; (ii) the names and addresses of its officers and directors; (iii) the name and mailing address of the person on whom notice of process may be served; (iv) the name and address of each subsidiary of the corporation and the corporation's parent corporation; (v) the county or county code in which the principal office address or mailing address of the company is located; and (vi) the business class code. The Secretary of State shall provide similar information with respect to information in its possession relating to limited partnerships domestic limited liability companies and foreign limited liability companies, similar information with respect to their principal or controlling interests.

(e) Annual reports and fees due July 1 or April 1. -- After the thirtieth day of June, two thousand eight, each corporation and limited partnership shall file with the Secretary of State the annual report and pay the annual report fee by the first day of July, two thousand nine, and each year thereafter, and each limited liability company and foreign limited liability shall file with the Secretary of State the annual report and pay the annual report fee by the first day of April, two thousand nine, and each year thereafter: Provided, That each corporation and limited partnership that paid the registration fee prior to the first day of July, two thousand eight shall file the annual report and pay the annual report fee by the first day of July, two thousand eight, and each year thereafter.

(f) Deposit of fees. -- The annual report fees received by the Secretary of State pursuant to the provisions of this
section shall be deposited by the Secretary of State in the
general administrative fees account established by section
two, article one, chapter fifty-nine of this code.

(g) Duty to pay. -- It shall be the duty of each
corporation, limited partnership, limited liability company
and foreign limited liability company required to pay the
annual report fees imposed under this article, to remit them
with a properly completed annual report to the Secretary of
State, and if it fails to do so it shall be subject to the penalties
prescribed in subsection (h) of this article.

(h) Penalties. -- (1) The following penalties shall be in
addition to any other penalties and remedies available
elsewhere in this code:

(A) Administrative penalty. -- The Secretary of State
shall impose upon each corporation, limited partnership,
limited liability company and foreign limited liability
company delinquent in the payment of an annual report fee
or the filing of an annual report an administrative penalty in
the amount of one hundred dollars per year for each year or
portion thereof in which the report which is due is not filed
or the fees which are owed are not paid. This penalty shall be
assessed and collected in the same manner as the fees
imposed under this article.

(B) Criminal penalty. -- It is a misdemeanor for a each
corporation, limited partnership, limited liability company or
foreign limited liability company to conduct business for
more than thirty consecutive calendar days without paying in
full the amount of annual report fees which are due or
without filing the annual report which is due. Upon
conviction, each officer, agent or employee shall be fined not
more than one thousand each day or portion thereof, after
the initial period of thirty consecutive days, during which
business is conducted without paying in full the amount of
fees which are due, or without filing the report which is due,
shall constitute a separate punishable criminal offense.
Failure to file shall constitute a separate punishable criminal
offense and failure to pay shall constitute a separate
punishable criminal offense.
(2) All penalties collected under this subsection shall be deposited into general revenue fund of the state treasury in the manner provided by law.

(i) Reports to tax commissioner; suspension, cancellation or withholding of business registration certificate. -- (1) The Secretary of State shall, within twenty days after the close of each month, make a report to the Tax Commissioner for the preceding month, in which he or she shall set out the name of every business entity to which he or she issued a certificate to conduct business in the State of West Virginia during that month. The report shall set out the names and addresses all corporations, limited partnerships, limited liability companies and foreign limited liability companies to which he or she issued certificates of change of name or of change of location of principal office, dissolution, withdrawal or merger. If the Secretary of State fails to make the report, it shall be the duty of the tax commissioner to report such failure to the governor. A writ of mandamus shall lie for correction of such failure.

(2) Notwithstanding any other provisions of this code to the contrary, upon receipt of notice from the Secretary of State that a corporation, limited partnership, limited liability company and foreign limited liability company is more than thirty days delinquent in the payment of annual report fees or in the filing of an annual report required by this section, the tax commissioner may suspend, cancel or withhold a business registration certificate issued to or applied for by the delinquent corporation, limited partnership, limited liability company or foreign limited liability company until the same is paid and filed in the manner provided for the suspension, cancellation or withholding of business registration certificates for other reasons under article twelve, chapter eleven of this code.

(j) Purchase of data. -- The Secretary of State will provide electronically, for purchase, any data maintained in the Secretary of State’s Business Organizations Database. For the electronic purchase of the entire Business Organizations Database, the cost is twelve thousand dollars. For the purchase of the monthly updates of the Business
Organizations Database, the cost is one thousand dollars per month. The fees received by the Secretary of State pursuant to the provisions of this subsection shall be deposited by the Secretary of State in the general administrative fees account established by section two. article one, chapter fifty-nine of this code.

(k) Rules. -- The Secretary of State may propose legislative rules for promulgation pursuant to article three, chapter twenty-nine-a of this code to implement the provisions of this article, and may, pending promulgation of those rules, promulgate emergency rules pursuant to those provisions for those purposes.
That Joint Committee on Enrolled Bills hereby certifies that the foregoing bill is correctly enrolled.

Chairman Senate Committee

Chairman House Committee

Originating in the House.

In effect July 1, 2008.

Clerk of the Senate

Clerk of the House of Delegates

President of the Senate

Speaker of the House of Delegates

The within is approved this the 27th day of May, 2008.

Governor
PRESENTED TO THE
GOVERNOR

MAR 19 2008

Time 10:15 AM