

West Virginia Secretary of State
State Capitol Building
Charleston, WV 25305



Penney Barker, Manager
Corporations Division
Tel: (304)558-8000
Fax: (304)558-8381
Website: www.wvsos.com
E-mail: business@wvsos.com

FILE ONE ORIGINAL

(Two if you want a filed
stamped copy returned to you)
FEE: \$25.00

**ARTICLES OF DISSOLUTION
OF A WV CORPORATION
NEVER COMMENCING BUSINESS**

Office Hours: Monday – Friday
8:30 a.m. – 5:00 p.m. ET

**** The incorporators or initial board of directors adopt and file the following Articles of Dissolution ****
for the purposes of dissolving a West Virginia corporation, which has never commenced business,
according to the provisions of the West Virginia Code.

1. The **name of the corporation** is: _____
2. The **date the certificate of incorporation** was issued: _____
3. The **mailing address** to which the Secretary of State may mail a copy of any process against the corporation:

No. & Street

City/State/Zip

4. The officers and/or initial board of directors attest to the following statements on behalf of the corporation:
 - ❖ The corporation has not commenced business and/or none of the shares of the corporation have ever been issued.
 - ❖ The amount actually paid in on subscription for share of the corporation, less any part disbursed for necessary expenses, has been returned to those entitled, hereto.
 - ❖ All debts of the corporation have been paid.
 - ❖ A majority of the incorporators elect that the corporation be dissolved.
5. **Name and phone number of contact person** (This is optional, however, if there is a problem with the filing, listing a contact person and phone number may avoid having to return or reject the document.):

Contact Name

Phone Number

6. **Signature information** (See below **Important Legal Notice Regarding Signature**):

Print Name of Signer: _____ Title/Capacity: _____

Signature: _____ Date: _____

***Important Legal Notice Regarding Signature:** Per West Virginia Code [§31D-1-129](#). **Penalty for signing false document.** Any person who signs a document he or she knows is false in any material respect and knows that the document is to be delivered to the secretary of state for filing is guilty of a misdemeanor and, upon conviction thereof, shall be fined not more than one thousand dollars or confined in the county or regional jail not more than one year, or both.

INSTRUCTIONS FOR FILING ARTICLES OF DISSOLUTION OF A WV CORPORATION NEVER COMMENCING BUSINESS

If a for profit corporation did not commence business and/or the corporation did not issue any shares, its incorporators or initial board of directors may dissolve the corporation at any time.

In order for the Office of the Secretary of State to issue a Certificate of Dissolution for a profit corporation that never commenced business, the corporation must submit an original application for “Dissolution of a WV Corporation Never Commencing Business”.

The Secretary of State will request, in writing, clearances from the West Virginia State Tax Department, Employer Coverage Unit (Workers Compensation) and Department of Employment Security. After those clearances are received in writing by the Office of Secretary of State, which may take as long as two years, a Certificate of Dissolution will be prepared and mailed to the address given on the Articles of Dissolution.

You will be held liable for all taxes, fees, penalties, interest, etc. until clearances are obtained from all the applicable departments and divisions listed above.

The **filing fee is \$25** and the check should be made payable to the **WV Secretary of State**. If you are requesting a Certified Copy of the filing returned to you, include the additional payment of **\$15 per Certified Copy requested**.

Registration fee:	_____	\$25
\$15 per Certified Copy:	+ _____	
Total Fee:	= _____	

Make your checks payable to West Virginia Secretary of State.

IF YOU NEED ADDITIONAL INFORMATION CONCERNING DISSOLVING YOUR CORPORATION, PLEASE CONTACT OUR OFFICE AT 304-558-8000.