



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

**ARTICLES OF TERMINATION  
OF WEST VIRGINIA  
LIMITED LIABILITY COMPANY**

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

\*\*\*\* Pursuant to West Virginia Code [§31B-8-805](#). \*\*\*\*

1. The **name** of the limited liability company is: \_\_\_\_\_
2. The **address** to which correspondence relating to this termination is to be sent: \_\_\_\_\_  
\_\_\_\_\_
3. The **date** on which the company was **terminated** as a result of one of the causes enumerated in [§31B-8-801](#) was: \_\_\_\_\_
4. The **effective date of the termination** of the above named limited liability company is:  the date the articles of termination are filed  
 the following date: \_\_\_\_\_  
(requested date may not be earlier than filing nor later than 90 days after filing in our office)
5. **Contact name and phone number** to reach in case of a problem with filing: (Optional, however, listing one may help to avoid a return or rejection of filing if there is a problem with the document.)

\_\_\_\_\_  
Contact Name Phone Number

Business e-mail address, if any: \_\_\_\_\_

6. I, the undersigned, hereby certify that: (1) I am authorized to act on behalf of the limited liability company in this matter; (2) the business of this limited liability company has been wound up according to the provisions of [Article 8, Chapter 31B](#); (3) all responsibilities for filing with the Department of Tax and Revenue and any other State agencies have been completed; and (4) the legal existence of the company has been terminated.

\_\_\_\_\_  
Name (print) Title/Capacity

\_\_\_\_\_  
Signature\* Date

***\*Important Legal Notice Regarding Signature:*** Per West Virginia Code [§31B-2-209](#). **Liability for false statement in filed record.** If a record authorized or required to be filed under this chapter contains a false statement, one who suffers loss by reliance on the statement may recover damages for the loss from a person who signed the record or caused another to sign it on the person's behalf and knew the statement to be false at the time the record was signed.

**Important Note:** This form is a public document. Please **DO NOT** provide any personal identifiable information on this form such as social security number, bank account numbers, credit card numbers, tax identification or driver's license numbers.

## **Instructions for filing Articles of Termination of a West Virginia Limited Liability Company**

A limited liability company may file articles of termination only after the company has been dissolved and the business of the company wound up, pursuant to WV Code [§31B-8-801](#) through 812.

### **Dissolution & Winding Up**

A Limited Liability Company is **dissolved** when any one of the following events occurs, and the business must then be wound up, unless action is taken to prevent the dissolution or the operating agreement provides the company will continue under the given circumstances.

- ❖ An event causing dissolution specified in the operating agreement occurs;
- ❖ The required number or percentage of members consents to dissolution;
- ❖ One of the following persons dissociates from the LLC
  - a member who is also a manager
  - a member of an at-will company where there is no manager
  - a member of a term company for a reason specified in [§31B-6-601](#)(7) through (11)
- ❖ An event occurs that makes it unlawful for substantially all the business of the company to be continued, and the illegality is not cured within 90 days;
- ❖ A member or dissociated member applies to the court for dissolution, upon entry of a judicial decree [see [§31B-8-801\(5\)](#)];
- ❖ A transferee of a member's interest applies to the court for dissolution, upon entry of a judicial decree [see [§31B-8-801\(6\)](#)].

Once the company is dissolved, it may do only those activities necessary to **wind up** the business of the company. During the period of winding up, the members may still take actions to reverse the dissolution and reestablish the company. The process of winding up business includes:

- ❖ Completing any necessary filings with state agencies, including Tax, Workers Compensation, Employment Security, and other agencies.
- ❖ Disposing of known claims against the company [[§31B-8-807](#)];
- ❖ Publishing notice of dissolution to establish time limit on other claims [[§31B-8-808](#)]; and
- ❖ Distributing the remaining assets of the company [[§3-8-806](#)].

### **Articles of Termination**

Complete all sections of the articles.

**Section 1.** Enter the name of the limited liability company to be terminated.

**Section 2.** Enter the address where correspondence relating to the termination may be sent.

**Section 3.** The termination date is the date when one of the events occurred causing dissolution, such as a vote of the members to dissolve.

**Section 4.** The effective date of the termination. **Note: The effective date CANNOT be earlier than filing nor LATER than 90 days from the date of filing with the Office of Secretary of State.**

**Section 5.** Contact name and number of person to reach in case of a problem with filing. This is optional; however, listing one may prevent return or rejection of documents if there is a problem.

**Section 6.** Enter the name and title/capacity of the person signing the document.

### **Filing Fee**

Submit **\$25**, payable to the *West Virginia Secretary of State*, and one original (two if you want a filed stamped copy returned to you) to the address on the top of the form.