

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

Form CD-7
Rev. 01/2023



West Virginia Secretary of State
Business & Licensing Division
Tel: (304)558-8000
Fax: (304)558-8381
Website: www.wvsos.gov

FILE ONE ORIGINAL

(Two if you want a filed stamped
copy returned to you.)

FILING FEE: \$25 - Expedite service not available for this type of filing.

**** 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. Current **name and address of agent** (person or entity) to which any **service of process** against the corporation may be mailed. Include entity/corporation name on address line, if necessary.

Name:	_____				
Address 1:	_____				
Address 2:	_____				
City:	_____	State:	_____	Zip Code:	_____
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.

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 DISSOLUTION OF A WV
CORPORATION NEVER COMMENCING BUSINESS**

Due to the nature of the dissolution process, expedited service is not available for this filing.

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:	<u> \$25</u>
\$15 per Certified Copy:	+ <u> </u>
Total Fee:	= <u> </u>

*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.**

Rev. 01/2023

Filing Submission Instructions - Business Division

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORMS.

Please follow the instructions included with the application. Failure to include any of the required information on the form may cause the filing to be rejected.

All forms may be downloaded from our web site www.wvsos.gov.

SUBMIT THE COMPLETED APPLICATION WITH THE *CUSTOMER ORDER REQUEST* FORM TO ONE OF THE OFFICES BELOW. CHOOSE STANDARD PROCESSING SERVICE.

THE FOLLOWING PROCESSING SERVICE IS AVAILABLE FOR THIS TYPE OF FILING:

① STANDARD PROCESSING (5-10 business days)

Standard filing fees apply.

STANDARD PROCESSING requests may be submitted by:

- E-mail to CorpFilings@wvsos.gov
- Fax
- Walk in delivery (drop off service only filed within 5-10 business days)

INCLUDE PAYMENT:

Be sure to enclose the correct filing fee with your filing. If paying by credit card, be sure to include the [e-Payment Authorization](#) form with your filing. **Your filing will be rejected if the payment is not included or if the e-Payment Authorization form is not included if paying by credit card.**

SUBMIT COMPLETED FILING TO ONE OF THE BUSINESS CENTERS BELOW:

BUSINESS SERVICE CENTERS
Standard and Expedited Filings

Charleston Office

One-Stop Business Center

13 Kanawha Blvd. West
Suite 201

Charleston, WV 25302

Phone: (304) 558-8000

Fax: (304) 558-8381

Hours: Mon. - Fri. 8:30a - 5:00p EST

Clarksburg Office

North Central WV Business Center

153 West Main Street
Suite G- Third Floor

Clarksburg, WV 26301

Phone: (304) 367-2775

Fax: (304) 627-2243

Hours: Mon. -Fri. 9:00a - 5:00p EST

Martinsburg Office

Eastern Panhandle Business Center

229 E. Martin Street
Martinsburg, WV 25401

Phone: (304) 356-2654

Fax: (304) 260-4360

Hours: Mon. - Fri. 9:00a - 5:00p EST

Customer Order Request

SUBMIT THIS COMPLETED FORM WITH YOUR FILING.

Order Processing Requested*:

- Standard Processing***
(Avg. processing turnaround
5-10 business days)
- *"Processing" indicates the filing will
be completed and registered in the
Secretary of State registration database.

Name of Entity:

Return filing to:
(Return Address)

Contact Name:

Phone:

Return Delivery Options: Email or Fax options do not receive a copy via mail; must be ordered separately.

Email to: _____ Fax to: _____

Hold for Pick Up Mail to Return Address above FedEx: Acct # _____

Other (explain below): _____ UPS: Acct # _____

Order Description (include items being ordered and fee breakdown):

* **PLEASE NOTE:** Original paperwork is kept by this office. Include a copy of the original filing if you want a file stamped copy returned to you at no extra charge. **Certified copy requests are an additional \$15 per certified copy being requested.**

Total Amount:

Payment Method:

Check/Money Order

Credit Card

(Must attach [e-Payment Authorization](#) request form including payment information.)

Cash (*Do Not mail cash*)

Pre-paid Acct #: _____

Attach signed pre-paid slip.

