WEST VIRGINIA CODE: §31B-14-605

§31B-14-605. Plan of merger.

In a merger under §31B-14-604 of this code, the plan of merger must:

(1) Comply with §31B-9-904 of this code; and

(2) State in a record:

(A) For any protected series of a non-surviving company, whether after the merger the protected series will be a relocated protected series or be dissolved, wound up, and terminated;

(B) For any protected series of the surviving company which exists before the merger, whether after the merger the protected series will be a continuing protected series or be dissolved, wound up, and terminated;

(C) For each relocated protected series or continuing protected series:

(i) The name of any person that becomes an associated member or protected-series transferee of the protected series after the merger, any consideration to be paid by, on behalf of, or in respect of the person, the name of the payor, and the name of the payee;

(ii) The name of any person whose rights or obligations in the person’s capacity as an associated member or protected-series transferee will change after the merger;

(iii) Any consideration to be paid to a person who before the merger was an associated member or protected-series transferee of the protected series and the name of the payor; and

(iv) If after the merger the protected series will be a relocated protected series, its new name;

(D) For any protected series to be established by the surviving company as a result of the merger:

(i) The name of the protected series;

(ii) Any protected-series distributional interest to be owned by the surviving company when the protected series is established; and

(iii) The name of and any protected-series distributional interest owned by any person that will be an associated member of the protected series when the protected series is established; and

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(E) For any person that is an associated member of a relocated protected series and will remain a member after the merger, any amendment to the operating agreement of the surviving company which:

(i) Is or is proposed to be in a record; and

(ii) Is necessary or appropriate to state the rights and obligations of the person as a member of the surviving company.

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