

# WEST VIRGINIA CODE: §31B-2-203

## **§31B-2-203. Articles of organization.**

(a) Articles of organization of a limited liability company must set forth:

- (1) The name of the company;
- (2) The address of the initial designated office in West Virginia, if any, and the mailing address of the principal office;
- (3) The name and address of the initial agent for service of process, if any;
- (4) The name and address of each organizer and of each member having authority to execute instruments on behalf of the limited liability company;
- (5) Whether the company is to be a term company and, if so, the term specified;
- (6) Whether the company is to be manager-managed and, if so, the name and address of each initial manager;
- (7) Whether one or more of the members of the company are to be liable for its debts and obligations under section 3-303(c);
- (8) The purpose or purposes for which the limited liability company is organized; and
- (9) An e-mail address where informational notices and reminders of annual filings may be sent, unless there is a technical inability to comply.

(b) Articles of organization of a limited liability company may set forth:

- (1) Provisions permitted to be set forth in an operating agreement; or
- (2) Other matters not inconsistent with law.

(c) Articles of organization of a limited liability company may not vary the nonwaivable provisions of section 1-103(b). As to all other matters, if any provision of an operating agreement is inconsistent with the articles of organization:

- (1) The operating agreement controls as to managers, members and members' transferees; and
- (2) The articles of organization control as to persons other than managers, members and their transferees who reasonably rely on the articles to their detriment.