WEST VIRGINIA CODE: §31E-11-1104

§31E-11-1104. Effect of merger.

When a merger takes effect:

(1) Every other corporation party to the merger merges into the surviving corporation and the separate existence of every corporation except the surviving corporation ceases;

(2) All property owned by, and every contract right possessed by, each corporation or other entity that merges into the survivor is vested in the survivor without reversion or impairment;

(3) All real property located in the state owned by each corporation or other entity that merges into the survivor passes by operation of law and the transfer is evidenced by recording a confirmation deed in each county in which the real property is located. No transfer or excise taxes may be assessed for the recording of the confirmation deeds.

(4) The surviving corporation has all liabilities of each corporation party to the merger;

(5) A proceeding pending against any corporation party to the merger may be continued as if the merger did not occur or the surviving corporation may be substituted in the proceeding for the corporation whose existence ceased;

(6) The articles of incorporation of the surviving corporation is amended to the extent provided in the plan of merger;

(7) The memberships, if any, of each corporation party to the merger that are to be converted into memberships of the surviving corporation are converted, and the former members in the membership classes are entitled only to the designation, qualifications, privileges and rights of the class of members to which they are converted, as provided in the articles of incorporation of the surviving corporation as the articles may be amended by the plan of merger; and

(8) Any devise, bequest, gift or grant, contained in any will or in any other instrument, made before or after the merger, to or for the benefit of any of the merging corporations inures to the benefit of the surviving corporation, and so far as is necessary for that purpose, the existence of each merging corporation is deemed to continue in and through the surviving or new corporation.

WV Legislature