WEST VIRGINIA CODE: §31b-10-1005

§31B-10-1005. Name of foreign limited liability company.

(a) If the name of a foreign limited liability company does not satisfy the requirements of section 1-105, the company, to obtain or maintain a certificate of authority to transact business in this state, must use a fictitious name to transact business in this state if its real name is unavailable and it delivers to the Secretary of State for filing a copy of the resolution of its managers, in the case of a manager-managed company, or of its members, in the case of a member-managed company, adopting the fictitious name.

(b) Except as authorized by subsections (c) and (d) of this section, the name, including a fictitious name to be used to transact business in this state, of a foreign limited liability company must be distinguishable upon the records of the Secretary of State from:

(1) The name of any corporation, limited partnership, or company incorporated, organized or authorized to transact business in this state;

(2) A name reserved or registered under section 1-106 or 1-107; and

(3) The fictitious name of another foreign limited liability company authorized to transact business in this state.

(c) A foreign limited liability company may apply to the Secretary of State for authority to use in this state a name that is not distinguishable upon the records of the Secretary of State from a name described in subsection (b) of this section. The Secretary of State shall authorize use of the name applied for if:

(1) The present user, registrant or owner of a reserved name consents to the use in a record and submits an undertaking in form satisfactory to the Secretary of State to change its name to a name that is distinguishable upon the records of the Secretary of State from the name of the foreign applying limited liability company; or

(2) The applicant delivers to the Secretary of State a certified copy of a final judgment of a court establishing the applicant's right to use the name applied for in this state.

(d) A foreign limited liability company may use in this state the name, including the fictitious name, of another domestic or foreign entity that is used in this state if the other entity is incorporated, organized or authorized to transact business in this state and the foreign limited liability company:

(1) Has merged with the other entity;

(2) Has been formed by reorganization of the other entity; or

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(3) Has acquired all or substantially all of the assets, including the name, of the other entity.

(e) If a foreign limited liability company authorized to transact business in this state changes its name to one that does not satisfy the requirements of section 1-105, it may not transact business in this state under the name as changed until it adopts a name satisfying the requirements of section 1-105 and obtains an amended certificate of authority.

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