WEST VIRGINIA CODE: §31b-9-905

§31B-9-905. Articles of merger.

(a) After approval of the plan of merger under section 9-904(c), unless the merger is abandoned under section 9-904(d), articles of merger must be signed on behalf of each limited liability company and other entity that is a party to the merger and delivered to the Secretary of State for filing. The articles must set forth:

(1) The name and jurisdiction of formation or organization of each of the limited liability companies and other entities that are parties to the merger;

(2) For each limited liability company that is to merge, the date its articles of organization were filed with the Secretary of State;

(3) That a plan of merger has been approved and signed by each limited liability company and other entity that is to merge;

(4) The name and address of the surviving limited liability company or other surviving entity;

(5) The effective date of the merger;

(6) If a limited liability company is the surviving entity, such changes in its articles of organization as are necessary by reason of the merger;

(7) If a party to a merger is a foreign limited liability company, the jurisdiction and date of filing of its initial articles of organization and the date when its application for authority was filed by the Secretary of State or, if an application has not been filed, a statement to that effect; and

(8) If the surviving entity is not a limited liability company, an agreement that the surviving entity may be served with process in this state and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of any limited liability company previously subject to suit in this state which is to merge, and for the enforcement, as provided in this chapter, of the right of members of any limited liability company to receive payment for their interest against the surviving entity.

(b) If a foreign limited liability company is the surviving entity of a merger, it may not do business in this state until an application for that authority is filed with the Secretary of State.

(c) The surviving limited liability company or other entity shall furnish a copy of the plan of merger, on request and without cost, to any member of any limited liability company or any person holding an interest in any other entity that is to merge.

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(d) Articles of merger operate as an amendment to the limited liability company's articles of organization.

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