WEST VIRGINIA CODE: §31d-11-1109

§31D-11-1109. Conversion of a domestic corporation to a domestic limited liability company.

(a) A corporation of this state may convert to a limited liability company, in accordance with this section.

(b) The Board of Directors of the corporation which desires to convert under this section shall adopt a plan of conversion approving the conversion and recommending the approval of the conversion by the shareholders of the corporation. Such resolution shall be submitted to the shareholders of the corporation at an annual or special meeting. The corporation must notify each shareholder, whether or not entitled to vote of the meeting of shareholders at which the plan of conversion is to be submitted for approval. At the meeting, the plan of conversion shall be considered and a vote taken for its adoption or rejection. Approval of the plan of conversion requires the approval of all of the shareholders, whether or not entitled to vote.

(c) After a plan of conversion is approved pursuant to subsection (b) of this section, the corporation shall file with the office of the Secretary of State articles of conversion which satisfy the requirements for articles of organization under section two hundred three, article two, chapter thirty-one-b of this code and which set forth:

(1) The name of the corporation, and if it has been changed, the name under which it was originally incorporated;

(2) The date of filing of its original articles of incorporation with the office of the Secretary of State;

(3) The name of the limited liability company into which the corporation shall be converted; and

(4) That the conversion has been approved in accordance with the provisions of this section.

(d) Upon the filing of articles of conversion in accordance with subsection (c) of this section and payment to the Secretary of State of all fees prescribed, the Secretary of State shall issue a certificate of conversion. Such certificate of the Secretary of State shall be prima facie evidence of the conversion of the corporation.

(e) A conversion takes effect when the articles of conversion are filed in the office of the Secretary of State or at any later date specified in the articles of conversion.

(f) The conversion of a corporation pursuant to articles of conversion under this section shall not be deemed to affect any obligations or liabilities of the corporation incurred prior to the conversion or the personal liability of any person incurred prior to the conversion.

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(g) After the time the certificate of conversion becomes effective the corporation shall continue to exist as a limited liability company and the laws of this state shall apply to the entity to the same extent as prior to that time.

(h) Unless otherwise provided in the plan of conversion adopted in accordance with this section, the converting corporation shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the conversion shall not constitute a dissolution of the corporation and shall constitute a continuation of the existence of the converting corporation in the form of a limited liability company of this state.

(i) When a corporation has been converted to a limited liability corporation pursuant to this section, the limited liability company shall, for all purposes of the laws of this state, be deemed to be the same entity as the converting corporation, and all of the rights, privileges and powers of the corporation that has been converted, and all property, real, personal and mixed, and all debts due to the corporation, as well as all other things and causes of action belonging to the corporation, shall remain vested in the limited liability company to which the corporation has been converted and shall be the property of the limited liability company, and the title to any real property vested by deed or otherwise in the corporation shall not revert or in any way be impaired by reason of this chapter; but all rights of creditors and all liens upon the property of the corporation shall be preserved unimpaired, and all debts, liabilities and duties of the corporation that has been converted shall remain attached to the limited liability company to which the corporation has been converted, and may be enforced against it to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by it in its capacity as a limited liability company. The rights, privileges, powers and interests in property of the corporation, as well as the debts, liabilities and duties of the corporation, shall not be deemed, as a consequence of the conversion, to have been transferred to the limited liability company to which the corporation has been converted for any purpose of the laws of this state.

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