WEST VIRGINIA CODE: §31e-10-1006

§31E-10-1006. Restated articles of incorporation.

(a) A corporation's board of directors may restate its articles of incorporation at any time with or without member action.

(b) The restatement may include one or more amendments to the articles. If the restatement includes an amendment requiring member approval, it must be adopted as provided in section one thousand three of this article. If the restatement includes an amendment which does not require member approval, it must be adopted as provided in section one thousand two or one thousand four of this article.

(c) If the board of directors submits a restatement for member action, the corporation shall notify each member entitled to vote on the proposed amendment of the proposed members' meeting in accordance with section seven hundred five, article seven of this chapter. The notice of meeting must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed restatement and contain or be accompanied by a copy of the restatement that identifies any amendment or other change it would make in the articles.

(d) A corporation restating its articles of incorporation shall deliver to the Secretary of State for filing articles of restatement setting forth the name of the corporation and the text of the restated articles of incorporation together with a statement setting forth: (1) Whether the restatement contains an amendment to the articles of incorporation requiring member approval and, if it does not, that the board of directors, or the incorporators before the corporation had directors, adopted the restatement; or (2) if the restatement contains an amendment to the articles of incorporation requiring member approval, the information required by section one thousand five of this article.

(e) Duly adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to it.

(f) The Secretary of State may certify a restated articles of incorporation, as the articles of incorporation currently in effect, without including the statement information required by subsection (d) of this section.

WV Legislature