WEST VIRGINIA LEGISLATURE
REGULAR SESSION, 1967

ENROLLED

COM. SET FOR

HOUSE BILL No. 631

(BY MR. SPEAKER, MR. WHITE, AND
MR. CONN)

PASSED

FEBRUARY 28, 1967

IN EFFECT FROM PASSAGE

FILED IN THE OFFICE
ROBERT D. BAILEY
SECRETARY OF STATE
THIS DATE 3-11-67
AN ACT to amend article one, chapter thirty-one of the code of West Virginia, one thousand nine hundred thirty-one, as amended, by adding thereto a new section, designated section seven-a, relating to the restatement of corporate charters.

Be it enacted by the Legislature of West Virginia:

That article one, chapter thirty-one of the code of West Virginia, one thousand nine hundred thirty-one, as amended, be amended by adding thereto a new section, designated section seven-a, to read as follows:
ARTICLE 1. PROVISIONS RELATING TO CORPORATIONS GENERALLY.

§31-1-7a. Restatement of charters.

Any corporation of this state may at any time restate its charter in the following manner:

(a) The board of directors, or, in the event that the restated charter includes an amendment not previously certified to the secretary of state pursuant to section twelve of this article, the stockholders, shall adopt a restatement resolution setting forth the text of the corporation's charter as amended or restated, or both, omitting provisions which are not then in effect and, if desired, including any new amendment or amendments then authorized by law. The resolution shall be entitled a restatement resolution under this section and shall state (i) that it is adopted under this section; (ii) the name of the corporation; (iii) if its name has been changed at any time, the name under which it was formed; (iv) the date on which its charter was issued by the secretary of state; (v) the county in which its certificate of incorporation is recorded pursuant to section ten of this article; (vi) the then current amount of authorized capital stock;
and (vii) the restated charter. The resolution shall identify each amendment to the charter included therein which has not been previously certified to the secretary of state pursuant to section twelve of this article or, if there is no such amendment, shall so state.

(b) If the restated charter includes, or is to include, an amendment to the charter of the corporation which has not previously been certified to the secretary of state pursuant to section twelve of this article, the restatement resolution shall be adopted by the stockholders in the same manner, upon the same notice and under all the same terms and conditions as any amendment to the charter adopted pursuant to section twelve of this article.

(c) The president or vice president of the corporation, under his signature and the seal of the corporation, shall certify to the secretary of state the resolution adopted by the directors or by the stockholders, as the case may be, and the fact and the manner of its adoption by the directors, or by the directors and the stockholders, and, if the resolution includes any amendment not previously certified to the secretary of state pursuant to section
enr. com. sub. for h. b. no. 631] 4

twelve of this article, the fact of the assenting of all stock-
holders, the consent of whom is required under this article
for the making of the amendment.

(d) Upon the filing of such a certificate in the office of
the secretary of state, and the payment of a fee equal to
the fee for the issuance of a certificate of incorporation,
he shall issue his certificate under the great seal of the
state, to the following effect: "I, A. B., Secretary of State
of West Virginia, hereby certify that restatement resolu-
tion, duly certified, has been this day filed in my office,
stating a restated charter, in words and figures follow-
ing: (here insert restated charter). Wherefore, I do de-
clare said restated charter as set forth above is authorized
by law and is in effect from the date hereof. Given under
my hand and the great seal of the said State, at Charle-
ton, this ______ day of __________________________ 19_____." The sec-
retary of state shall preserve the restatement resolution
certificate in his office and shall record his said certifi-
cate in the manner provided for the recordation of cer-
tificates of incorporation; and the secretary of state may
at any time make and certify a copy thereof. Such cer-
5 [Enr. Com. Sub. for H. B. No. 631

tificate or certified copy thereof shall be recorded and
received in evidence as provided for recordation and ad-
mission in evidence of an original certificate of incorpora-
tion or a certified copy of such original. Upon the issuance
of such certificate by the secretary of state, the restated
charter shall become effective, shall supersede the original
certificate of incorporation, all amendments thereto and
all prior restated charters, and shall be the charter of the
corporation.
The Joint Committee on Enrolled Bills hereby certifies that the foregoing bill is correctly enrolled.

William Tempo
Chairman Senate Committee

Clayton C. Davidson
Chairman House Committee

Originated in the House.

Takes effect from passage.

J. Howard Barger
Clerk of the Senate

C. Blake Swepson
Clerk of the House of Delegates

Howard E. Cannon
President of the Senate

H. Sabran White
Speaker House of Delegates

The within approved this the 11th day of March, 1967.

Hulet C. Smith
Governor
PRESENTED TO THE
GOVERNOR

Date 3/7/67

Time 1:40pm