

RCW 23.100.1301 Definitions. (1) In this section and RCW 23.100.1302 through 23.100.1320:

(a) "Approve" means, in the case of an entity, for its governors and interest holders to take whatever steps are necessary under the entity's organic rules, organic law, and other law to:

- (i) Propose a conversion or merger subject to this subchapter;
- (ii) Adopt and approve the terms and conditions of the conversion or merger; and
- (iii) Conduct any required proceedings or otherwise obtain any required votes or consents of the governors or interest holders.

(b) "Conversion" means a transaction authorized by RCW 23.100.1302 through 23.100.1307.

(c) "Converted entity" means the converting entity as it continues in existence after a conversion.

(d) "Converting entity" means the domestic entity that approves a plan of conversion pursuant to RCW 23.100.1303.

(e) "Interest holder liability" means:

(i) Personal liability for a liability of an entity which is imposed on a person:

(A) Solely by reason of the status of the person as an interest holder; or

(B) By the organic rules of the entity which make one or more specified interest holders or categories of interest holders liable in their capacity as interest holders for all or specified liabilities of the entity; or

(ii) An obligation of an interest holder under the organic rules of an entity to contribute to the entity.

(f) "Merger" means a transaction in which two or more merging entities are combined into a surviving entity pursuant to a record filed by the secretary of state.

(g) "Merging entity" means an entity that is a party to a merger and exists immediately before the merger becomes effective.

(h) "Plan" means a plan of merger or plan of conversion.

(i) "Plan of conversion" means a plan under RCW 23.100.1303.

(j) "Plan of merger" means a plan under section RCW 23.100.1309.

(k) "Protected agreement" means:

(i) A record evidencing indebtedness and any related agreement in effect on July 28, 2019;

(ii) An agreement that is binding on an entity on July 28, 2019;

(iii) The organic rules of an entity in effect on July 28, 2019;

or

(iv) An agreement that is binding on any of the governors or interest holders of an entity on July 28, 2019.

(l)(i) "Qualifying entity" means, except as provided in (l)(ii) of this subsection, a domestic entity:

(A) Organized under chapter 23.86 RCW; or

(B) Organized under chapter 24.06 RCW and taking the election provided in RCW 24.06.032(1).

(ii) "Qualifying entity" does not include an entity that is organized for the purpose of generating, purchasing, selling, marketing, transmitting, or distributing electric energy.

(m) "Statement of conversion" means a statement under RCW 23.100.1306.

(n) "Statement of merger" means a statement under RCW 23.100.1312.

(o) "This subchapter" means this section and RCW 23.100.1302 through 23.100.1320.

(2) The following definitions from RCW 23.95.105 apply to this subchapter: "Domestic," "entity," "execute," "executes," and "executed," "foreign," "governor," "interest," "interest holder," "jurisdiction," "jurisdiction of formation," "organic law," "organic rules," "person," "private organic rules," "property," "public organic record," "receipt," "record," "state," "transfer," and "type of entity." [2019 c 37 s 1301.]