

RCW 23.100.1313 Effect of merger. (1) When a merger under this section and RCW 23.100.1308 through 23.100.1312 becomes effective:

(a) The surviving cooperative association continues or comes into existence;

(b) Each merging cooperative association that is not the surviving cooperative association ceases to exist;

(c) All property of each merging cooperative association vests in the surviving cooperative association without transfer, reversion, or impairment;

(d) All debts, obligations, and other liabilities of each merging cooperative association are debts, obligations, and other liabilities of the surviving cooperative association;

(e) Except as otherwise provided by law or the plan of merger, all the rights, privileges, immunities, powers, and purposes of each merging cooperative association vest in the surviving cooperative association;

(f) If the surviving cooperative association exists before the merger:

(i) All its property continues to be vested in it without transfer, reversion, or impairment;

(ii) It remains subject to all its debts, obligations, and other liabilities; and

(iii) All its rights, privileges, immunities, powers, and purposes continue to be vested in it;

(g) The name of the surviving cooperative association may be substituted for the name of any merging cooperative association that is a party to any pending action or proceeding;

(h) If the surviving cooperative association exists before the merger:

(i) Its public organic record, if any, is amended to the extent provided in the statement of merger; and

(ii) Its private organic rules that are to be in a record, if any, are amended to the extent provided in the plan of merger;

(i) If the surviving cooperative association is created by the merger, its private organic rules are effective and its public organic record is effective; and

(j) The interests in each merging cooperative association which are to be converted in the merger are converted, and the interest holders of those interests are entitled only to the rights provided to them under the plan of merger and to any appraisal rights they have under the merging cooperative association's organic law.

(2) Except as otherwise provided in the organic law or organic rules of a merging cooperative association, a merger under this section and RCW 23.100.1308 through 23.100.1312 does not give rise to any rights that an interest holder, governor, or third party would have upon a dissolution, liquidation, or winding up of the merging entity.

(3) When a merger under this section and RCW 23.100.1308 through 23.100.1312 becomes effective, a person that did not have interest holder liability with respect to any of the merging cooperative associations and becomes subject to interest holder liability with respect to a domestic entity as a result of the merger has interest holder liability only to the extent provided by the organic law of that entity and only for those debts, obligations, and other liabilities that are incurred after the merger becomes effective.

(4) When a merger becomes effective, the interest holder liability of a person that ceases to hold an interest in a domestic

merging limited cooperative association with respect to which the person had interest holder liability is subject to the following rules:

(a) The merger does not discharge any interest holder liability under the organic law of the domestic merging cooperative association to the extent the interest holder liability was incurred before the merger became effective.

(b) The person does not have interest holder liability under the organic law of the domestic merging cooperative association for any debt, obligation, or other liability that is incurred after the merger becomes effective.

(c) The organic law of the domestic merging cooperative association continues to apply to the release, collection, or discharge of any interest holder liability preserved under (a) of this subsection as if the merger had not occurred.

(d) The person has whatever rights of contribution from any other person as are provided by law other than this subchapter or the organic rules of the domestic merging limited cooperative association with respect to any interest holder liability preserved under (a) of this subsection as if the merger had not occurred.

(5) When a merger under this section and RCW 23.100.1308 through 23.100.1312 becomes effective, a foreign entity that is the surviving entity may be served with process in this state for the collection and enforcement of any debts, obligations, or other liabilities of a domestic merging limited cooperative association in accordance with applicable law.

(6) When a merger under this section and RCW 23.100.1308 through 23.100.1312 becomes effective, the registration to do business in this state of any foreign merging cooperative association that is not the surviving entity is canceled. [2019 c 37 s 1313.]