

**RCW 23B.09.005 Definitions.** The definitions in this section apply throughout this chapter unless the context clearly requires otherwise.

(1) "Converting entity" means the domestic corporation that adopts a plan of entity conversion or the other entity converting to a domestic corporation.

(2) "Domestic other entity" means an other entity organized under the laws of this state.

(3) "Foreign other entity" means an other entity organized under a law other than the laws of this state.

(4) "Interest holder" means a person who holds of record:

(a) A right to receive distributions from an other entity either in the ordinary course of business or upon liquidation, other than as an assignee; or

(b) A right to vote on issues involving an other entity's internal affairs, other than as an agent, assignee, proxy, or person responsible for managing its business and affairs.

(5) "Interests" means the interests in an other entity held by its interest holders.

(6) "Organic document" means a public organic document or a private organic document.

(7) "Organic law" means the statute governing the internal affairs of a domestic corporation or other entity.

(8) "Other entity" means any association or entity other than a domestic corporation, a domestic or foreign nonprofit corporation, a domestic or foreign mutual corporation or miscellaneous corporation, or a governmental or quasi-governmental organization. The term includes, but is not limited to, foreign corporations, limited partnerships, general partnerships, limited liability partnerships, limited liability companies, joint ventures, joint stock companies, business trusts, and profit unincorporated associations.

(9) "Owner liability" means personal liability for a debt, obligation, or liability of an entity that is imposed on a person:

(a) Solely by reason of the person's status as a shareholder or interest holder; or

(b) By the articles of incorporation, bylaws, or an organic document under a provision of the organic law of an entity authorizing the articles of incorporation, bylaws, or an organic document to make one or more specified shareholders, members, or interest holders liable in their capacity as shareholders, members, or interest holders for all or specified debts, obligations, or liabilities of the entity.

(10) "Private organic document" means any document, other than the public organic document, if any, that determines the internal governance of an other entity.

(11) "Public organic document" means the document, if any, that is filed of public record to create an other entity, including amendments and restatements thereof.

(12) "Surviving entity" means the domestic corporation or other entity that is in existence immediately after consummation of an entity conversion pursuant to this chapter. [2014 c 83 s 8.]