

RCW 25.15.431 Effect of merger. (1) When a merger becomes effective:

- (a) The surviving organization continues;
- (b) Each constituent organization that merges into the surviving organization ceases to exist as a separate entity;
- (c) The title to all real estate and other property owned by each constituent organization is vested in the surviving organization without reversion or impairment;
- (d) The surviving organization has all liabilities of each constituent organization;
- (e) A proceeding pending by or against any constituent organization may be continued as if the merger did not occur or the surviving organization may be substituted in the proceeding for the constituent organization whose existence ceased;
- (f) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of each constituent organization that ceases to exist vest in the surviving organization;
- (g) Except as otherwise provided in the plan of merger, the terms and conditions of the plan of merger take effect;
- (h) The organizational documents of the surviving organization are amended to the extent provided in the articles of merger; and
- (i) The former holders of interests of every constituent limited liability company are entitled only to the rights provided in the plan of merger and to their rights under article XII of this chapter.

(2) A merger of a limited liability company, including a limited liability company which is not the surviving organization in the merger, does not require the limited liability company to wind up its affairs under RCW 25.15.297 or pay its liabilities and distribute its assets under RCW 25.15.305.

(3) A surviving organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any obligation owed by a constituent organization, if before the merger the constituent organization was subject to suit in this state on the obligation. A surviving organization that is a foreign organization and not registered to transact business in this state may be served with process pursuant to RCW 23.95.450 for the purposes of enforcing an obligation under this subsection. [2015 c 176 § 7129; 2015 c 188 § 83.]

Effective date—Contingent effective date—2015 c 176: See note following RCW 23.95.100.