

RCW 23B.11.100 Merger—Corporation is surviving entity. (1)

When a merger of one or more corporations or one or more other entities takes effect, and a corporation is the surviving entity:

(a) Every other corporation and every other entity party to the merger merges into the surviving corporation and the separate existence of every corporation except the surviving corporation, and every other entity, ceases;

(b) The title to all real estate and other property owned by each entity party to the merger is vested in the surviving corporation without reversion or impairment;

(c) The surviving corporation has all the liabilities of each entity party to the merger;

(d) A proceeding pending against any entity party to the merger may be continued as if the merger did not occur or the surviving corporation may be substituted in the proceeding for the entity whose existence ceased;

(e) The articles of incorporation of the surviving corporation are amended, or amended and restated, to the extent provided in the articles of merger;

(f) The former holders of the shares of every corporation party to the merger are entitled only to the rights provided in the plan of merger or to their rights under chapter 23B.13 RCW; and

(g) The former interest holders of every other entity party to the merger are entitled only to the rights provided in the plan of merger or to their rights under the organic law of that other entity.

(2) The definitions in RCW 23B.09.005 apply to this section unless the context clearly requires otherwise. [2022 c 42 § 112; 1998 c 103 § 1312; 1991 c 269 § 40.]