

**RCW 23B.14.070 Holder of an unpaid claim—Proceeding against dissolved corporation to collect amount of claim.** (1) The holder of an unpaid claim against a dissolved corporation that is not barred under RCW 23B.14.060(2) or 23B.14.065(4) or by expiration of the survival period specified in RCW 23B.14.340 may, within the statute of limitations applicable to the claim, commence a proceeding against the dissolved corporation to collect the amount of the claim from any remaining undistributed assets of the corporation. If the undistributed assets of the corporation are not or may not be sufficient to satisfy the amount of the unpaid claim, and there have been distributions to shareholders as to which the limitations period specified in RCW 23B.08.310(5) has not expired at the time the proceeding is commenced, the holder of the unpaid claim may include as a part of the relief claimed against the dissolved corporation a petition to compel the dissolved corporation to collect any amounts owing to it by directors or shareholders under RCW 23B.08.310 and to apply the collections toward payment of the claim. The filing of such a petition to compel the corporation to collect unlawfully distributed amounts from directors or shareholders tolls the limitations periods specified in RCW 23B.08.310(5) and 23B.14.340 with respect to the unpaid claim, as to directors and shareholders who may be liable under RCW 23B.08.310. If the dissolved corporation fails, within a reasonable period of time after the filing of such a petition to compel it to collect amounts owing under RCW 23B.08.310, to join those directors and shareholders who may be liable for the amounts, the holder of the unpaid claim may join those directors and shareholders as additional defendants in the proceeding. The holder of the unpaid claim may also join all directors and shareholders who may be liable under RCW 23B.08.310 as additional defendants in the proceeding, at any time upon establishing to the satisfaction of the court that any of such shareholders, with intent to delay or defraud or place property beyond the reach of the corporation's creditors, has removed or is about to remove from this state, or has assigned, secreted, or disposed of, or is about to assign, secrete, or dispose of, any of the property distributed by the corporation as to which the shareholder may be liable under RCW 23B.08.310(3). Except as permitted by this section, the holder of the unpaid claim may not, by means of any proceeding or otherwise, seek to enforce the claim directly against any of the dissolved corporation's officers or directors in those capacities, or against any of its shareholders on account of their receipt of distributions after the effective date of dissolution.

(2) Claims against a dissolved corporation that are barred under RCW 23B.14.060(2) or 23B.14.065(4) or by expiration of the survival period specified in RCW 23B.14.340 may not be enforced against the dissolved corporation, any of its officers or directors in those capacities, or any of its shareholders on account of their receipt of distributions after the effective date of dissolution. [2006 c 52 § 11.]