

RCW 25.10.786 Filings required for merger—Effective date. (1)

After each constituent organization has approved a merger, articles of merger must be signed on behalf of:

(a) Each constituent limited partnership, by each general partner listed in the certificate of limited partnership; and

(b) Each other constituent organization, by an authorized representative.

(2) The articles of merger must include:

(a) The name and form of each constituent organization and the jurisdiction of its governing statute;

(b) The name and form of the surviving organization and the jurisdiction of its governing statute;

(c) The date the merger is effective under the governing statute of the surviving organization;

(d) Any amendments provided for in the plan of merger for the organizational document that created the surviving organization;

(e) A statement as to each constituent organization that the merger was approved as required by the organization's governing statute;

(f) If the surviving organization is a foreign organization not registered to transact business in this state, the street and mailing address of the organization's principal office that may be used for service of process under RCW 23.95.450; and

(g) Any additional information required by the governing statute of any constituent organization.

(3) Each constituent limited partnership shall deliver the articles of merger for filing in the office of the secretary of state.

(4) A merger becomes effective under this article:

(a) If the surviving organization is a limited partnership, upon the later of:

(i) Compliance with subsection (3) of this section; or

(ii) Subject to RCW 25.10.251(2), as specified in the articles of merger; or

(b) If the surviving organization is not a limited partnership, as provided by the governing statute of the surviving organization. [2015 c 176 § 6128; 2009 c 188 § 1108.]

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