

RCW 23B.11.050 Articles of merger or share exchange. (1) After a plan of merger is approved by the shareholders, or adopted by the board of directors if shareholder approval is not required, the surviving entity shall deliver to the secretary of state for filing articles of merger stating:

(a) The name and jurisdiction of organization of each party to the merger;

(b) The name and jurisdiction of organization of the surviving entity;

(c) If the surviving entity of the merger is a domestic corporation and its articles of incorporation are amended or amended and restated, the amendments to the surviving entity's articles of incorporation or the amended and restated articles of incorporation of the surviving entity;

(d) If shareholder approval of any domestic corporation party to the merger was not required, a statement to that effect;

(e) If approval of the shareholders of one or more domestic corporations party to the merger was required, a statement that the merger was duly approved by the shareholders of such domestic corporation pursuant to RCW 23B.11.030; and

(f) If approval of the shareholders of one or more other entities party to the merger was required, a statement that the merger was duly approved by the interest holders of such other entity in accordance with the organic law of such other entity.

(2) After a plan of share exchange has been approved by the shareholders of the corporation whose shares will be acquired in the share exchange, the acquiring corporation shall deliver to the secretary of state for filing articles of share exchange, executed by the acquiring corporation and the corporation whose shares will be acquired in the share exchange, stating:

(a) The name of the corporation whose shares will be acquired in the share exchange;

(b) The name of the acquiring corporation; and

(c) A statement that the plan of share exchange was duly approved by the shareholders of the corporation whose shares will be acquired in the share exchange pursuant to RCW 23B.11.030.

(3) The definitions in RCW 23B.09.005 apply to this section unless the context clearly requires otherwise. [2022 c 42 § 109; 1989 c 165 § 135.]