

RCW 23.100.1312 Statement of merger—Effective date of merger.

(1) A statement of merger must be signed by each merging entity and delivered to the secretary of state for filing.

(2) A statement of merger must contain:

(a) The name, jurisdiction of formation, and type of cooperative association of each merging cooperative association that is not the surviving entity;

(b) The name, jurisdiction of formation, and type of entity of the surviving cooperative association;

(c) If the statement of merger is not to be effective upon filing, the later date and time on which it will become effective, which may not be more than ninety days after the date of filing;

(d) A statement that the merger was approved by each domestic merging cooperative association, if any, in accordance with this section and RCW 23.100.1308 through 23.100.1311 and 23.100.1313 and by each foreign merging entity, if any, in accordance with the law of its jurisdiction of formation;

(e) If the surviving cooperative association exists before the merger and is a domestic cooperative association, any amendment to its public organic record approved as part of the plan of merger;

(f) If the surviving entity is created by the merger and is a domestic cooperative association, its public organic record, as an attachment;

(g) If the surviving entity is a foreign cooperative association that is not a registered foreign cooperative association, a mailing address to which the secretary of state may send any process served on the secretary of state pursuant to RCW 23.100.1313(5).

(3) In addition to the requirements of subsection (2) of this section, a statement of merger may contain any other provision not prohibited by law.

(4) If the surviving entity is a domestic cooperative association, its public organic record, if any, must satisfy the requirements of the law of this state, except that the public organic record does not need to be signed and may omit any provision that is not required to be included in a restatement of the public organic record.

(5) A plan of merger that is signed by all the merging cooperative associations and meets all the requirements of subsection (2) of this section may be delivered to the secretary of state for filing instead of a statement of merger and on filing has the same effect. If a plan of merger is filed as provided in this subsection, references in this subchapter to a statement of merger refer to the plan of merger filed under this subsection.

(6) A statement of merger is effective on the date and time of filing or the later date and time specified in the statement of merger.

(7) If the surviving entity is a domestic limited cooperative association, the merger becomes effective when the statement of merger is effective. If the surviving entity is a foreign cooperative association, the merger becomes effective on the later of:

(a) The date and time provided by the organic law of the surviving cooperative association; or

(b) When the statement is effective. [2019 c 37 § 1312.]