

**RCW 23B.11A.060 Articles of merger or share exchange.** (1) (a)

After a plan of merger has been approved (i) as required by this title, and (ii) in the case of each other entity, if any, that is party to the merger, as required by the organic law or organic rules governing such other entity or by RCW 23B.11A.020(3), as applicable, then articles of merger must be executed by each party to the merger except as provided in RCW 23B.11A.050(1).

(b) The articles of merger must state:

(i) The name, jurisdiction of organization, and type of entity of each party to the merger;

(ii) The name, jurisdiction of organization, and type of entity of the surviving entity;

(iii) 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 or the amendment and restatement of the surviving entity's articles of incorporation;

(iv) If the surviving entity of the merger is a domestic other entity and its public organic record is amended or amended and restated, the amendments or the amendment and restatement of the surviving entity's public organic record;

(v) If the plan of merger required approval by the shareholders of a domestic corporation that is a party to the merger, a statement that the plan was duly approved by the shareholders and, if voting by any separate voting group was required, by each such separate voting group, in the manner required by this title and the articles of incorporation;

(vi) If the plan of merger did not require approval by the shareholders of a domestic corporation that is a party to the merger, a statement to that effect; and

(vii) As to each other entity that is a party to the merger, a statement that the merger was approved in accordance with its organic law or RCW 23B.11A.020(3).

(2) After a plan of share exchange has been approved as required by this title, then articles of share exchange must be executed by the acquired entity and the acquiring entity. The articles of share exchange must state:

(a) The name of the acquired entity;

(b) The name of the acquiring entity; and

(c) A statement that the plan of share exchange was duly approved by the acquired entity by:

(i) The required vote or consent of each class or series of shares included in the exchange; and

(ii) The required vote or consent of each other class or series of shares entitled to vote on approval of the exchange by the articles of incorporation of the acquired entity.

(3) In addition to the requirements of subsection (1) or (2) of this section, articles of merger or share exchange may contain any other provision not prohibited by law.

(4) The articles of merger or share exchange must be delivered to the secretary of state for filing and, subject to subsection (5) of this section, the merger or share exchange will become effective at the effective date and time of the articles of merger or share exchange as determined in accordance with RCW 23B.01.230.

(5) With respect to a merger in which one or more other entities is a party, the merger will become effective at the later of:

(a) The date and time when all documents required to be filed in foreign jurisdictions to effect the merger have become effective; and

(b) The effective date and time of the articles of merger as determined in accordance with RCW 23B.01.230.

(6) Articles of merger filed under this section may be combined with any filing required under the organic law governing any other entity involved in the transaction if the combined filing satisfies the requirements of both this section and the other organic law.  
[2024 c 22 s 8.]