

RCW 23B.11A.010 Definitions. The definitions in this section apply throughout this chapter unless the context clearly requires otherwise.

(1) "Acquired entity" means the domestic corporation that will have all of one or more classes or series of its shares acquired in a share exchange.

(2) "Acquiring entity" means the domestic corporation that will acquire all of one or more classes or series of shares of the acquired entity in a share exchange.

(3) "New owner liability" means owner liability of a person, resulting from a merger or share exchange, that is (a) in respect of an entity which is different from the entity in which the person held shares or interests immediately before the merger or share exchange became effective; or (b) in respect of the same entity as the one in which the person held shares or interests immediately before the merger or share exchange became effective if (i) the person did not have owner liability immediately before the merger or share exchange became effective, or (ii) the person had owner liability immediately before the merger or share exchange became effective, the terms and conditions of which were changed when the merger or share exchange became effective.

(4) "Party to a merger" means any domestic corporation or other entity that will merge under a plan of merger.

(5) "Surviving entity" in a merger means the domestic corporation or other entity into which one or more other domestic corporations or other entities are merged. [2024 c 22 s 1.]