RCW 25.05.390 Merger—Foreign and domestic. (1) One or more foreign partnerships, foreign limited liability companies, foreign limited partnerships, and foreign corporations may merge with one or more domestic partnerships, domestic limited liability companies, domestic limited partnerships, or domestic corporations if:

(a) The merger is permitted by the law of the jurisdiction under which each foreign partnership was organized, each foreign limited liability company was formed, each foreign limited partnership was organized, and each foreign corporation was incorporated, and each foreign partnership, foreign limited liability company, foreign limited partnership, and foreign corporation complies with that law in effecting the merger;

(b) The surviving entity complies with RCW 25.05.380;

(c) Each domestic limited liability company complies with RCW 25.15.421;

(d) Each domestic limited partnership complies with RCW 25.10.781; and

(e) Each domestic corporation complies with *RCW 23B.11.080.

(2) Upon the merger taking effect, a surviving foreign limited liability company, limited partnership, or corporation may be served with process in accordance with RCW 23.95.450 in a proceeding to enforce any obligation or the rights of dissenting members, partners, or shareholders of each domestic limited liability company, domestic limited partnership, or domestic corporation party to the merger. [2015 c 188 s 116; 2015 c 176 s 5107; 2009 c 188 s 1408; 1998 c 103 s 909.]

Reviser's note: *(1) RCW 23B.11.080 was repealed by 2024 c 22 s 13. For later enactment, see RCW 23B.11A.020.

(2) This section was amended by 2015 c 176 s 5107 and by 2015 c 188 s 116, each without reference to the other. Both amendments are incorporated in the publication of this section under RCW 1.12.025(2). For rule of construction, see RCW 1.12.025(1).

Effective date—2015 c 188: See RCW 25.15.903.

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

Effective date—2009 c 188: See note following RCW 23B.13.020.