

**RCW 25.10.791 Effect of merger.** (1) When a merger becomes effective:

- (a) The surviving organization continues;
- (b) Each constituent organization that merges into the surviving organization ceases to exist as a separate entity;
- (c) The title to all real estate and other property owned by each constituent organization that ceases to exist vests in the surviving organization without reversion or impairment;
- (d) All debts, liabilities, and other obligations of each constituent organization that ceases to exist continue as obligations of the surviving organization;
- (e) An action or proceeding pending by or against any constituent organization that ceases to exist may be continued as if the merger had not occurred;
- (f) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of each constituent organization that ceases to exist vest in the surviving organization;
- (g) Except as otherwise provided in the plan of merger, the terms and conditions of the plan of merger take effect;
- (h) Except as otherwise agreed, if a constituent limited partnership ceases to exist, the merger does not dissolve the limited partnership for the purposes of article 8 of this chapter; and
- (i) Any amendments provided for in the articles of merger for the organizational document that created the surviving organization become effective.

(2) A surviving organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any obligation owed by a constituent organization, if before the merger the constituent organization was subject to suit in this state on the obligation. A surviving organization that is a foreign organization and not registered to transact business in this state may be served with process pursuant to RCW 23.95.450 for the purposes of enforcing an obligation under this subsection. [2022 c 42 s 207; 2015 c 176 s 6129; 2009 c 188 s 1109.]

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