

362.1-906 Effect of merger.

- (1) When a merger takes effect:
 - (a) The separate existence of every partnership or limited partnership that is a party to the merger, other than the surviving entity, ceases;
 - (b) All property owned by each of the merged partnerships or limited partnerships vests in the surviving entity;
 - (c) All obligations of every partnership or limited partnership that is a party to the merger become the obligations of the surviving entity; and
 - (d) An action or proceeding pending against a partnership or limited partnership that is a party to the merger may be continued as if the merger had not occurred, or the surviving entity may be substituted as a party to the action or proceeding.
- (2) The Secretary of State of this Commonwealth is the agent for service of process in an action or proceeding against a surviving foreign partnership or limited partnership to enforce an obligation of a domestic partnership or limited partnership that is a party to a merger. The surviving entity shall promptly notify the Secretary of State of the mailing address of its chief executive office and of any change of address. Upon receipt of process, the Secretary of State shall mail a copy of the process to the surviving foreign partnership or limited partnership.
- (3) A partner of the surviving partnership or limited partnership is liable for:
 - (a) All obligations of a party to the merger for which the partner was personally liable before the merger;
 - (b) All other obligations of the surviving entity incurred before the merger by a party to the merger, but those obligations may be satisfied only out of property of the entity; and
 - (c) Except as otherwise provided in KRS 362.1-306, all obligations of the surviving entity incurred after the merger takes effect, but those obligations may be satisfied only out of property of the entity if the partner is a limited partner.
- (4) If the obligations incurred before the merger by a party to the merger are not satisfied out of the property of the surviving partnership or limited partnership, then the general partners of that party immediately before the effective date of the merger shall contribute the amount necessary to satisfy that party's obligations to the surviving entity, in the manner provided in KRS 362.1-807 or in the Limited Partnership Act of the jurisdiction in which the party was formed, as the case may be, as if the merged party were dissolved.
- (5) A partner of a party to a merger who does not become a partner of the surviving partnership or limited partnership is dissociated from the entity, of which that partner was a partner, as of the date the merger takes effect. The surviving entity shall cause the partner's interest in the entity to be purchased under KRS 362.1-701 or another statute specifically applicable to that partner's interest with respect to a merger. The surviving entity is bound under KRS 362.1-702 by an act of a general partner dissociated under this subsection, and the partner is liable under KRS 362.1-

703 for transactions entered into by the surviving entity after the merger takes effect.

- (6) Unless otherwise provided in the partnership agreement, a partner has no right to dissent from a merger.
- (7) If the surviving business entity is a partnership, the written partnership agreement provided for in the plan of merger, if any, shall be binding upon each partner in that partnership.

Effective: July 15, 2010

History: Amended 2010 Ky. Acts ch. 133, sec. 57, effective July 15, 2010. -- Created 2006 Ky. Acts ch. 149, sec. 66, effective July 12, 2006.