§ 55-11-13. Effect of merger with unincorporated entity.

(a) Upon taking effect, a merger pursuant to G.S. 55-11-10 or 55-11-12 shall have all of the following effects:

(1) Each other merging business entity merges into the surviving business entity, and the separate existence of each merging business entity, except the surviving business entity, ceases.

(2) The title to all real estate and other property owned by each merging business entity is vested in the surviving business entity without reversion or impairment.

(3) The surviving business entity has all liabilities of each merging business entity.

(4) A proceeding pending by or against any merging business entity may be continued as if the merger did not occur, or the surviving business entity may be substituted in the proceeding for a merging business entity whose separate existence ceases in the merger.

(5) If a domestic corporation is the surviving business entity, its articles of incorporation shall be amended to the extent provided in the articles of merger.

(6) The interests in each merging business entity that are to be converted into interests, obligations, or securities of the surviving business entity, or into the right to receive cash or other property, are thereupon so converted, and the former holders of the interests are entitled only to the rights provided to them in the plan of merger, resolution, or, in the case of former holders of shares in a domestic corporation, any rights they may have under Article 13 of this Chapter.

(7) If the surviving business entity is not a domestic corporation, the surviving business entity is deemed to agree that it will promptly pay to the shareholders of any merging domestic corporation exercising appraisal rights the amount, if any, to which they are entitled under Article 13 of this Chapter and otherwise to comply with the requirements of Article 13 of this Chapter as if it were a surviving domestic corporation in the merger.

(b) The merger shall not affect the liability or absence of liability of any holder of an interest in a merging business entity for any acts, omissions, or obligations of any merging business entity made or incurred prior to the effectiveness of the merger. The cessation of separate existence of a merging business entity in the merger shall not constitute a dissolution or termination of the merging business entity.

(c) If the surviving business entity is not a domestic limited liability company, a domestic corporation, a domestic nonprofit corporation, or a domestic limited partnership, when the merger takes effect the surviving business entity is deemed to have done both of the following:

(1) Agreed that it may be served with process in this State in any proceeding for enforcement of (i) any obligation of any merging domestic limited liability company, domestic corporation, domestic nonprofit corporation, domestic limited partnership, or other partnership as defined in G.S. 59-36 that is formed under the laws of this State, (ii) the appraisal rights of shareholders of any merging domestic corporation under Article 13 of this Chapter, and (iii) any obligation of the surviving business entity arising from the merger.

(2) Appointed the Secretary of State as its agent for service of process in the proceeding. Service on the Secretary of State of process shall be made by delivering to and leaving with the Secretary of State, or with any clerk authorized by the Secretary of State to accept service of process, duplicate copies of the process and the fee required by G.S. 55-1-22(b). Upon receipt of

service of process on behalf of a surviving business entity in the manner provided for in this section, the Secretary of State shall immediately mail a copy of the process by registered or certified mail, return receipt requested, to the surviving business entity. If the surviving business entity is authorized to transact business or conduct affairs in this State, the address for mailing shall be its principal office designated in the latest document filed with the Secretary of State that is authorized by law to designate the principal office or, if there is no principal office on file, its registered office. If the surviving business entity is not authorized to transact business or conduct affairs in this State, the address for mailing shall be the mailing address designated pursuant to G.S. 55-11-10(c)(2) or G.S. 55-11-12(d)(4). (2018-45, s. 23.)