

56a-906. Effect of merger. (a) When a merger takes effect:

- (1) The separate existence of every partnership that is a party to the merger, other than the surviving entity, ceases;
- (2) all property owned by each of the merged partnerships vests in the surviving partnership;
- (3) all obligations of every partnership that is a party to the merger are the obligations of the surviving partnership;
- (4) an action or proceeding pending against a partnership that is a party to the merger may be continued as if the merger had not occurred, or the surviving partnership may be substituted as a party to the action or proceeding; and
- (5) if the plan of merger provides for a person to become a partner in a surviving domestic partnership, the person becomes a partner without the need for the consent that would otherwise be required by subsection (i) of K.S.A. 56a-401, and amendments thereto.

(b) The secretary of state of this state is the agent for service of process in an action or proceeding against a surviving foreign partnership to enforce an obligation of a domestic partnership that is a party to a merger. The surviving entity shall promptly notify the secretary of state of the mailing address of its principal office and of any change of address. Service of process shall be made in the manner prescribed by K.S.A. 60-304, and amendments thereto.

(c) A partner of the surviving partnership is liable for:

- (1) All obligations of a party to the merger for which the partner was personally liable before the merger;
- (2) all other obligations of the surviving partnership incurred before the merger by a party to the merger, but those obligations may be satisfied only out of property of the partnership; and
- (3) except as otherwise provided in K.S.A. 56a-306, and amendments thereto, all obligations of the surviving partnership incurred after the merger takes effect.

(d) Except as provided in K.S.A. 56a-306, and amendments thereto, if the obligations incurred before the merger by a party to the merger are not satisfied out of the property of the surviving partnership, 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 partnership, in the manner provided in K.S.A. 56a-807, and amendments thereto, as the case may be, as if the merged party were dissolved.

(e) A partner of a party to a merger [who] is not a partner of the surviving partnership is dissociated from the partnership, of which that partner was a partner, as of the date the merger takes effect. A surviving domestic partnership is bound under K.S.A. 56a-702, and amendments thereto, by an act of a general partner dissociated under this subsection, and the partner is liable under K.S.A. 56a-703, and amendments thereto, for transactions entered into by the surviving partnership after the merger takes effect.

History: L. 1998, ch. 93, § 50; L. 2009, ch. 47, § 48; July 1, 2010.