



Ohio Revised Code Section 1706.713 Merger effect.

Effective: April 12, 2021

Legislation: Senate Bill 276 - 133rd General Assembly

(A) When a merger becomes effective, all of the following apply:

- (1) The surviving entity continues or comes into existence.
- (2) Each constituent entity that merges into the surviving entity ceases to exist as a separate entity.
- (3) All property owned by each constituent entity, or series thereof, that ceases to exist vests in the surviving entity without reservation or impairment.
- (4) All debts, obligations, or other liabilities of each constituent entity, or series thereof, that ceases to exist continue as debts, obligations, or other liabilities of the surviving entity.
- (5) An action or proceeding pending by or against any constituent entity, or series thereof, that ceases to exist continues as if the merger had not occurred.
- (6) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of each constituent entity, or series thereof, that ceases to exist vest in the surviving entity.
- (7) Except as otherwise provided in the agreement of merger, the terms and conditions of the agreement of merger take effect.
- (8) Except as otherwise agreed, if a constituent limited liability company ceases to exist, the merger does not dissolve the limited liability company for the purposes of sections 1706.47 to 1706.475 of the Revised Code and does not dissolve a series for purposes of sections 1706.76 to 1706.7613 of the Revised Code.
- (9) If the surviving entity is created pursuant to the merger:



- (a) If it is a limited liability company, the articles of organization become effective;
 - (b) If it is an entity other than a limited liability company, the organizational document that creates the entity becomes effective.
- (10) If the surviving entity existed before the merger, any amendments provided for in the certificate of merger for the organizational document that created the entity become effective.
- (B) A surviving entity that is a foreign entity consents to the jurisdiction of the courts of this state to enforce any debt, obligation, or other liability owed by a constituent entity, if before the merger the constituent entity was subject to suit in this state on the debt, obligation, or other liability. Service of process on a surviving entity that is a foreign entity and not authorized to transact business in this state for the purposes of enforcing a debt, obligation, or other liability may be made in the same manner and has the same consequences as provided in section 1706.09 of the Revised Code as if the surviving entity was a foreign limited liability company.