

CHAPTER 109.

[H. B. 425.]

CITIES AND TOWNS—NOMINATION OF COUNCILMEN.

AN Act relating to elections in cities and towns; and adding a new section to chapter 29.21 RCW.

Be it enacted by the Legislature of the State of Washington:

SECTION 1. There is added to chapter 29.21 RCW a new section to read as follows: New section.

Not less than ten days before the time for filing declarations of candidacy for councilmen in cities or towns operating under the mayor-council or council-manager form of government, except the position of councilman-at-large assigned a two year term in cities of the third class, the city clerk shall designate the positions to be filled by consecutive number, commencing with one. The positions so designated shall be dealt with as separate offices for all election purposes.

Councilmen positions designated numerically —Separate elective offices.

The provisions of this section shall be the exclusive method of nominating and electing councilmen for all cities and towns the charter provisions of any city notwithstanding.

Passed the House February 26, 1961.

Passed the Senate March 8, 1961.

Approved by the Governor March 15, 1961.

CHAPTER 110.

[H. B. 333.]

EDUCATIONAL, BENEVOLENT, CHARITABLE SOCIETIES.

AN Act relating to educational, religious, benevolent, and charitable societies; and adding new sections to chapter 24.08 RCW.

Be it enacted by the Legislature of the State of Washington:

New sections.

SECTION 1. There is added to chapter 24.08 RCW six new sections to read as provided in sections 2 through 7 of this act.

Educational, religious, charitable societies. Merger, consolidation authorized.

SEC. 2. (1) Any two or more domestic or foreign corporations, formed for any purpose for which a corporation might be formed under RCW 24.08.010 may be

(a) merged into one such domestic corporation, or

(b) consolidated into a new corporation to be formed under this chapter: *Provided*, Such foreign corporations are authorized by the law or laws of the government under which they were formed to effect such merger or consolidation.

(2) Any such domestic or foreign corporations may be

(a) merged into one such foreign corporation, or

(b) consolidated into a new corporation to be formed under the law or laws of the government under which one of such foreign corporations was formed: *Provided*, The laws of such foreign government authorize such merger or consolidation.

Joint agreement—Contents—Filed.

SEC. 3. The merger or consolidation of corporations can be effected only as a result of a joint agreement entered into and filed as follows:

(1) The agreement shall be signed by the president and secretary of each of said corporations; such officers shall certify that they are duly authorized to sign the agreement.

(2) The agreement so signed and certified shall be delivered to the secretary of state, who, if the same conforms to law, shall file and record the same in his office, and a copy thereof, certified by the secretary of state, shall be filed for record in the office of the auditor of the counties in this state in which any of the corporate parties to the agreement have their registered offices and of any counties

in which any of the corporate parties have land, title to which will be transferred as a result of the merger or consolidation.

SEC. 4. (1) If the joint agreement is for a consolidation into a new corporation to be formed under this chapter, articles of incorporation for such new corporation shall be prepared and delivered to the secretary of state.

Articles of incorporation, when—Contents—Filed.

(2) Such articles shall be prepared in the manner and form prescribed in RCW 24.08.010, except that

(a) the corporations consolidating shall be named as the incorporators of the new corporation;

(b) the articles shall be signed by the president and secretary of each of said corporations, and acknowledged by the officers so signing the articles;

(3) Such articles of incorporation shall be filed and recorded as provided in RCW 24.08.010.

SEC. 5. (1) A merger of one or more corporations into a domestic corporation shall be effective when the joint agreement has been filed in the office of the secretary of state.

Merger or consolidation, when effective.

(2) A consolidation of corporations into a domestic corporation shall be effective when the joint agreement and the articles of incorporation of the new corporation have been filed with the secretary of state.

(3) A merger or consolidation of one or more domestic corporations into a foreign corporation shall be effective according to the provisions of law of the jurisdiction in which such foreign corporation was formed, but not until the joint agreement has been signed and certified, and copies thereof filed in accordance with section 3 of this amendatory act.

SEC. 6. Upon the consummation of the merger or consolidation as provided in section 5 of this amendatory act the effect of such merger or consolidation shall be:

Effect of merger or consolidation.

(1) That the several parties to the joint agreement shall be one corporation, which shall be

(a) in the case of merger, that one of the constituent corporations into which it has been agreed the others shall be merged and which shall survive the merger, or

(b) in the case of consolidation, the new corporation into which it has been agreed the others shall be consolidated;

(2) The separate existence of the constituent corporations shall cease, except that of the surviving corporation in the case of merger;

(3) The surviving or new corporation, as the case may be, shall possess all the rights, privileges and franchises possessed by each of the former corporations so merged or consolidated except that such surviving or new corporation shall not thereby acquire authority to engage in any business or exercise any right which a corporation may not be formed under this chapter to engage in or exercise;

(4) All the property, real, personal and mixed, of each of the constituent corporations, and all debts due on whatever account to any of them, including subscriptions for shares and other choses in action belonging to any of them shall be taken and be deemed to be transferred to and invested in such surviving or new corporation, as the case may be, without further act or deed;

(5) The surviving or new corporation shall be responsible for all the liabilities and obligations of each of the corporations merged or consolidated, in the same manner as if such surviving or new corporation had itself incurred such liabilities or obligations; but the liabilities of such constituent corporations or of their shareholders, directors or officers shall not be affected, nor shall the rights of the creditors thereof, or of any persons dealing with such corporations be impaired by such merger

or consolidation, and any claim existing or action or proceeding pending by or against any of such constituent corporations may be prosecuted to judgment as if such merger or consolidation had not taken place, or the surviving or new corporation may be proceeded against or substituted in its place.

(6) The filing fee under 24.08 RCW for articles of incorporation, amendments to articles of incorporation, agreements of merger, and agreements of consolidation shall be five dollars. Filing fee.

Passed the House March 9, 1961.

Passed the Senate March 8, 1961.

Approved by the Governor March 15, 1961.

CHAPTER 111.

[H. B. 377.]

CITIES AND TOWNS—PEDESTRIAN MALLS.

AN ACT relating to cities and towns; authorizing the establishment of pedestrian malls; and repealing all conflicting acts or parts of acts.

Be it enacted by the Legislature of the State of Washington:

SECTION 1. As used in this chapter, the following terms shall have the meaning herein given to each of them: Definitions.

“City” means any city or town.

“City”.
“Chief executive”.

“Chief executive” means the mayor in a mayor-council or commission city and city manager in a council-manager city.

“Corporate authority” means the legislative body of any city. “Corporate authority”.

“Project” means a pedestrian mall project.

“Project”.
“Right of way”.

“Right of way” means that area of land dedicated for public use or secured by the public for purposes of ingress and egress to abutting property and other public purposes.