272A.16-010 Definitions.

As used in this subchapter, unless the context otherwise requires:

- (1) "Constituent entity" means an entity that is a party to a merger;
- (2) "Constituent limited cooperative association" means a limited cooperative association that is a party to a merger;
- (3) "Converted entity" means the limited cooperative association into which a converting entity converts;
- (4) "Converting entity" means a foreign entity that converts into a limited cooperative association pursuant to KRS 272A.16-020;
- (5) "Converting limited cooperative association" means a converting entity that is a limited cooperative association;
- (6) "Foreign entity" has the meaning set forth in KRS 14A.1-070;
- (7) "Organizational documents" means articles of incorporation, bylaws, articles of association, operating agreements, partnership agreements, or other documents serving a similar function in the creation and governance of an entity;
- (8) "Personal liability" means personal liability for a debt, liability, or other obligation of an entity imposed, by operation of law or otherwise, on a person that co-owns or has an interest in the entity:
 - (a) By the entity s organic law solely because of the person co-owning or having an interest in the entity; or
 - (b) By the entity s organizational documents under a provision of the entity s organic law authorizing those documents to make one (1) or more specified persons liable for all or specified parts of the entity s debts, liabilities, and other obligations solely because the person co-owns or has an interest in the entity; and
- (9) "Surviving entity" means an entity into which one (1) or more other entities are merged, whether the entity existed before the merger or is created by the merger.

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