

§1643. Filings required for merger; effective date

1. Signature on statement of merger. After each constituent organization has approved the plan of merger, a statement of merger must be signed on behalf of:

A. Each constituent limited liability company, as provided in section 1676, subsection 1; and [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

B. Each other constituent organization, as provided in its governing statute. [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

2. Contents. A statement of merger under this section must include:

A. The name and form of each constituent organization and the jurisdiction of its governing statute and the date of organization of each constituent organization; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

B. The name and form of the surviving organization, the jurisdiction of its governing statute, the date of its organization, the address of its principal office and, if the surviving organization is created by the merger, a statement to that effect; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

C. The date the merger is effective under the governing statute of the surviving organization; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

D. If the surviving organization is to be created by the merger:

(1) If the surviving organization will be a limited liability company, the limited liability company's certificate of formation; or

(2) If the surviving organization will be an organization other than a limited liability company, the organizational document that creates the organization that is in a public record; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

E. If the surviving organization exists before the merger:

(1) Any amendments provided for in the plan of merger for the organizational document that created the surviving organization that are in a public record; or

(2) A statement that the organizational documents remain unchanged; [PL 2011, c. 113, Pt. A, §22 (RPR).]

F. A statement as to each constituent organization that the merger was approved as required by the constituent organization's governing statute and as required by the organizational documents of each constituent organization; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

G. If the surviving organization is a foreign organization not authorized to conduct business in this State, an acknowledgment that it may be served with process in this State by certified mail and the address of its principal office for the purposes of section 1644, subsection 2; and [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

H. Any additional information required by the governing statute of any constituent organization. [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

[PL 2011, c. 113, Pt. A, §22 (AMD).]

3. Filing of statement of merger. The surviving organization shall deliver the statement of merger signed by each constituent organization for filing with the office of the Secretary of State.

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

4. Effective date of merger. A merger becomes effective under this subchapter:

A. If the surviving organization is a limited liability company, upon the later of:

(1) Compliance with subsection 3; and

(2) As specified in the statement of merger; or [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

B. If the surviving organization is not a limited liability company, as provided by the governing statute of the surviving organization. [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

SECTION HISTORY

PL 2009, c. 629, Pt. A, §2 (NEW). PL 2009, c. 629, Pt. A, §3 (AFF). PL 2011, c. 113, Pt. A, §22 (AMD).

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