

### **504A.43 Articles of merger or consolidation.**

Upon approval, articles of merger or articles of consolidation shall be executed by each corporation and shall set forth:

1. The plan of merger or the plan of consolidation.
2. Where the members of any merging or consolidating corporation are entitled to vote thereon, then as to each such corporation *(a)* a statement setting forth the date of the meeting of members at which the plan was adopted, that a quorum was present at such meeting, and that such plan received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast, or *(b)* a statement that such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
3. Where any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such corporation a statement of such fact, the date of the meeting of the board of directors at which the plan was adopted and a statement of the fact that such plan received the vote of a majority of the directors in office.

The articles of merger or articles of consolidation shall be delivered to the secretary of state for filing and recording in the secretary of state's office.

The secretary of state upon the filing of the articles of merger or articles of consolidation shall issue a certificate of merger or a certificate of consolidation and send the same to the surviving or new corporation as the case may be, or to its representative.

[C66, 71, 73, 75, 77, 79, 81, § 504A.43]

90 Acts, ch 1164, §17; 93 Acts, ch 109, § 8