

490A.1202 Plan of merger.

1. As used in this section, "*interests*" includes but is not limited to membership interests in a domestic cooperative.
2. Each constituent entity must enter into a written plan of merger, which must be approved in accordance with section 490A.1203.
3. The plan of merger must set forth all of the following:
 - a. The name of each constituent entity in the merger and the name of the surviving entity into which each other constituent entity proposes to merge.
 - b. The terms and conditions of the proposed merger.
 - c. The manner and basis of converting the interests in each constituent entity in the merger into interests, shares, or other securities or obligations of the surviving entity, or of any other entity, or, in whole or in part, into cash or other property.
 - d. Such amendments to the articles of organization of a limited liability company, articles or certificate of incorporation of a corporation, or certificate of limited partnership of a limited partnership, as the case may be, of the surviving entity as are desired to be effected by the merger, or that no such changes are desired.
 - e. Other provisions relating to the proposed merger as are deemed necessary or desirable.

92 Acts, ch 1151, § 63; 2005 Acts, ch 135, §112