

490A.1206 Merger with foreign entity.

1. Any one or more limited liability companies of this state may merge with or into one or more foreign limited liability companies, foreign corporations, or foreign limited partnerships, or any one or more foreign limited liability companies, foreign corporations, or foreign limited partnerships may merge with or into any one or more limited liability companies of this state, if all of the following apply:

a. The merger is permitted by the law of the state or jurisdiction under whose law each foreign constituent entity is organized or formed and each foreign constituent entity complies with that law in effecting the merger.

b. The foreign constituent entity complies with [section 490A.1204](#) of [this division](#) if it is the surviving entity.

c. Each domestic constituent entity complies with the applicable provisions of [sections 490A.1202](#) and [490A.1203](#) and, if it is the surviving entity, with [section 490A.1204](#).

2. Upon a merger involving one or more domestic limited liability companies taking effect, if the surviving entity is to be governed by the law of any state other than this state or of any foreign country, then the surviving entity shall agree to both of the following:

a. That it may be served with process in this state in any proceeding for enforcement of any obligation of any constituent entity, who was a party to the merger, that was organized under the law of this state, as well as for enforcement of any obligation of the surviving entity arising from the merger.

b. To irrevocably appoint the secretary of state as its agent for service of process in any such proceeding, and the surviving entity shall specify the address to which a copy of the process shall be mailed to it by the secretary of state.

3. The effect of the merger shall be as provided in [section 490A.1205](#), if the surviving entity is to be governed by the law of this state. If the surviving entity is to be governed by the law of any jurisdiction other than this state, the effect of the merger shall be the same as provided in [subsection 2 of this section](#), except insofar as the law of the other jurisdiction provides otherwise.

92 Acts, ch 1151, §67; 93 Acts, ch 39, §29

Referred to in [§490A.1201A](#), [490A.1207](#)