

504.1104 Articles of merger.

After a plan of merger is approved by the board of directors, and if required by section 504.1103, by the members and any other persons, the surviving or acquiring corporation shall deliver to the secretary of state articles of merger setting forth all of the following, as applicable:

1. The plan of merger.
2. If approval of members was not required, a statement to that effect and a statement that the plan was approved by a sufficient vote of the board of directors.
3. If approval by members was required, both of the following:
 - a. The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the plan, and number of votes of each class indisputably voting on the plan.
 - b. Either the total number of votes cast for and against the plan by each class entitled to vote separately on the plan or the total number of undisputed votes cast for the plan by each class and a statement that the number of votes cast for the plan by each class was sufficient for approval by that class.
4. If approval of the plan by some person or persons other than the members of the board is required pursuant to section 504.1103, subsection 1, paragraph "c", a statement that the approval was obtained.

2004 Acts, ch 1049, §128, 192