

489.1004 Filings required for merger — effective date.

1. After each constituent organization has approved a merger, articles of merger must be signed on behalf of all of the following:

a. Each constituent limited liability company, as provided in section 489.203, subsection 1.

b. Each other constituent organization, as provided in its governing statute.

2. Articles of merger under this section must include all of the following:

a. The name and form of each constituent organization and the jurisdiction of its governing statute.

b. The name and form of the surviving organization, the jurisdiction of its governing statute, and, if the surviving organization is created by the merger, a statement to that effect.

c. The date the merger is effective under the governing statute of the surviving organization.

d. If the surviving organization is to be created by the merger, as follows:

(1) If it will be a limited liability company, the company's certificate of organization.

(2) If it will be an organization other than a limited liability company, the organizational document that creates the organization that is in a public record.

e. If the surviving organization preexists the merger, any amendments provided for in the plan of merger for the organizational document that created the organization that are in a public record.

f. A statement as to each constituent organization that the merger was approved as required by the organization's governing statute.

g. If the surviving organization is a foreign organization not authorized to transact business in this state, the street and mailing addresses of an office that the secretary of state may use for the purposes of section 489.1005, subsection 2.

h. Any additional information required by the governing statute of any constituent organization.

3. Each constituent limited liability company shall deliver the articles of merger for filing in the office of the secretary of state.

4. A merger becomes effective under this article as follows:

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

(1) Compliance with subsection 3.

(2) Subject to section 489.205, subsection 3, as specified in the articles of merger.

b. If the surviving organization is not a limited liability company, as provided by the governing statute of the surviving organization.

2008 Acts, ch 1162, §74, 155

Referred to in §489.1002, 489.1003, 489.1015