

499.61 Definitions.

When used in this division, unless the context otherwise requires:

1. “*Consolidation*” means the uniting of two or more cooperative associations into one cooperative association, in such manner that a new cooperative association is formed, and the new cooperative association absorbs the others, which cease to exist as separate entities.

2. “*Merger*” means the uniting of two or more cooperative associations into one cooperative association, in such manner that one of the merging associations retains its corporate existence and absorbs the others, which cease to exist as corporate entities. “*Merger*” does not include the acquisition, by purchase or otherwise, of the assets of one cooperative association by another, unless the acquisition only becomes effective by the filing of articles of merger by the associations and the issuance of a certificate of merger pursuant to sections 499.67 and 499.68.

3. “*New association*” is the cooperative association resulting from the consolidation of two or more cooperative associations.

4. “*Qualified corporation*” means a corporation organized and existing under chapter 490, which is structured and operated on a cooperative basis pursuant to 26 U.S.C. § 1381(a)(2) and which meets the definitional requirements of an association as provided in 12 U.S.C. § 1141j(a) or 7 U.S.C. § 291.

5. “*Qualified merger*” means the uniting of one or more cooperative associations with one or more qualified corporations to form one cooperative association or qualified corporation, in such a manner that one entity participating in the merger continues to exist and absorbs the others, with the others ceasing to exist as cooperative or corporate entities.

6. “*Qualified survivor*” means the cooperative association or qualified corporation which continues to exist after a qualified merger.

7. “*Surviving association*” is the cooperative association resulting from the merger of two or more cooperative associations.

[C71, 73, 75, 77, 79, 81, §499.61]

87 Acts, ch 88, §4; 97 Acts, ch 17, §7

Referred to in §499.47C