

504.1104 Articles of merger.

1. After a plan of merger has been adopted and approved as required by [this chapter](#), articles of merger shall be signed on behalf of each party to the merger by an officer or other duly authorized representative. The articles shall set forth all of the following:

a. The names of the parties to the merger.

b. If the articles of incorporation of the survivor of a merger are amended, or if a new corporation is created as a result of the merger, the amendments to the articles of incorporation of the survivor or the articles of incorporation of the new corporation.

c. If the plan of merger required approval by the members of a domestic nonprofit corporation that was a party to the merger, a statement that the plan was duly approved by the members and, if voting by any separate voting group was required, by each such separate voting group, in the manner required by [this chapter](#) and the articles of incorporation or bylaws.

d. If the plan of merger did not require approval by the members of the domestic nonprofit corporation that was a party to the merger, a statement to that effect.

e. 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.

f. As to each foreign nonprofit corporation or eligible entity that was a party to the merger, a statement that the participation of the foreign corporation or eligible entity was duly authorized as required by the organic law of the corporation or eligible entity.

2. Terms of the articles of merger may be dependent on facts objectively ascertainable outside the articles in accordance with [section 504.111, subsection 12](#).

3. Articles of merger must be delivered to the secretary of state for filing by the survivor of the merger and shall take effect at the effective time provided in [section 504.114](#). Articles of merger filed under [this section](#) may be combined with any filing required under the organic law of any domestic eligible entity involved in the transaction if the combined filing satisfies the requirements of both [this section](#) and the other organic law.

[2004 Acts, ch 1049, §128, 192; 2015 Acts, ch 45, §12](#)

Referred to in [§504.705, §504.859, §504.1106](#)

Section amended