

**489.1022 Plan of merger.**

1. A domestic limited liability company may become a party to a merger under [this part](#) by approving a plan of merger. The plan must be in a record and contain all of the following:

- a. As to each merging entity, its name, jurisdiction of formation, and type of entity.
  - b. If the surviving entity is to be created in the merger, a statement to that effect and the entity's name, jurisdiction of formation, and type of entity.
  - c. The manner of converting the interests in each party to the merger into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing.
  - d. If the surviving entity exists before the merger, any proposed amendments to all of the following:
    - (1) Its public organic record, if any.
    - (2) Its private organic rules that are, or are proposed to be, in a record.
  - e. If the surviving entity is to be created in the merger, all of the following:
    - (1) Its proposed public organic record, if any.
    - (2) The full text of its private organic rules that are proposed to be in a record.
  - f. The other terms and conditions of the merger.
  - g. Any other provision required by the law of a merging entity's jurisdiction of formation or the organic rules of a merging entity.
2. In addition to the requirements of [subsection 1](#), a plan of merger may contain any other provision not prohibited by law.

**2023 Acts, ch 152, §88, 161**

Referred to in [§489.105](#), [489.1001](#)

Section effective January 1, 2024; 2023 Acts, ch 152, §161

NEW section