

524.1405 Effect of merger.

1. The merger is effective upon the filing of the articles of merger with the secretary of state, or at any later date and time as specified in the articles of merger. The certificate of merger is conclusive evidence of the performance of all conditions precedent to the merger, and of the existence or creation of the resulting state bank, except as against the state.

2. When a merger takes effect, all of the following apply:

a. Every other financial institution to the merger merges into the surviving financial institution and the separate existence of every party except the surviving financial institution ceases.

b. All property owned by, and every contract right possessed by, each financial institution or other authorized entity that is a party to the merger, other than the resulting bank, are the property and contract rights of the resulting bank without transfer, reversion, or impairment.

c. All debts, obligations, and other liabilities of each financial institution or other authorized entity that is a party to the merger, other than the resulting bank, are debts, obligations, or liabilities of the resulting bank.

d. The name of the survivor may be, but need not be, substituted in any pending proceeding for the name of any party to the merger whose separate existence ceased in the merger.

e. For a resulting state bank, the articles of incorporation of the resulting state bank are amended to the extent provided in the articles of merger.

f. The articles of incorporation of a resulting state bank that is created by the merger become effective.

g. The shares of each financial institution or authorized entity that is a party to the merger, that are to be converted in accordance with the terms of the merger into any combination of shares or other securities, obligations, rights to acquire shares or other securities, cash, or other property, are converted, and the former holders of such shares are entitled only to the rights provided in the articles of merger or to their rights under [section 524.1406](#).

h. Except as provided by law or the terms of the merger, all the rights, privileges, franchises, and immunities of each financial institution or other authorized entity that is a party to the merger, other than the resulting bank, are the rights, privileges, franchises, and immunities of the resulting bank.

3. Upon request, the superintendent shall expressly revoke the authorization to do business of any state bank that is a party to the merger, other than the resulting state bank, and shall return the physical copy of such state bank's authorization to do business in a manner clearly indicating that the authorization has been revoked.

[C54, 58, 62, 66, §528B.6, 528B.8; C71, 73, 75, 77, 79, 81, §524.1405]

[95 Acts, ch 148, §112, 113](#); [98 Acts, ch 1036, §4](#); [2004 Acts, ch 1141, §70](#); [2022 Acts, ch 1062, §120, 121](#); [2023 Acts, ch 64, §89](#)

Subsection 2, paragraph d amended