

**489.1026 Effect of merger.**

1. When a merger becomes effective, all of the following apply:
  - a. The surviving entity continues or comes into existence.
  - b. Each merging entity that is not the surviving entity ceases to exist.
  - c. All property of each merging entity vests in the surviving entity without transfer, reversion, or impairment.
  - d. All debts, obligations, and other liabilities of each merging entity are debts, obligations, and other liabilities of the surviving entity.
  - e. Except as otherwise provided by law or the plan of merger, all the rights, privileges, immunities, powers, and purposes of each merging entity vest in the surviving entity.
  - f. If the surviving entity exists before the merger, all of the following apply:
    - (1) All its property continues to be vested in it without transfer, reversion, or impairment.
    - (2) It remains subject to all its debts, obligations, and other liabilities.
    - (3) All its rights, privileges, immunities, powers, and purposes continue to be vested in it.
  - g. The name of the surviving entity may be substituted for the name of any merging entity that is a party to any pending action or proceeding.
  - h. If the surviving entity exists before the merger, all of the following apply:
    - (1) Its public organic record, if any, is amended to the extent provided in the statement of merger.
    - (2) Its private organic rules that are to be in a record, if any, are amended to the extent provided in the plan of merger.
  - i. If the surviving entity is created by the merger, its private organic rules are effective and all of the following apply:
    - (1) If it is a filing entity, its public organic record becomes effective.
    - (2) If it is a limited liability partnership, its statement of qualification becomes effective.
  - j. The interests in each merging entity which are to be converted in the merger are converted, and the interest holders of those interests are entitled only to the rights provided to them under the plan of merger and to any appraisal rights they have under [section 489.1006](#) and the merging entity's organic law.
2. Except as otherwise provided in the organic law or organic rules of a merging entity, the merger does not give rise to any rights that an interest holder, governor, or third party would have upon a dissolution, liquidation, or winding up of the merging entity.
3. When a merger becomes effective, a person that did not have interest holder liability with respect to any of the merging entities and becomes subject to interest holder liability with respect to a domestic entity as a result of the merger has interest holder liability only to the extent provided by the organic law of that entity and only for those debts, obligations, and other liabilities that are incurred after the merger becomes effective.
4. When a merger becomes effective, the interest holder liability of a person that ceases to hold an interest in a domestic merging limited liability company with respect to which the person had interest holder liability is subject to the following rules:
  - a. The merger does not discharge any interest holder liability under [this chapter](#) to the extent the interest holder liability was incurred before the merger became effective.
  - b. The person does not have interest holder liability under [this chapter](#) for any debt, obligation, or other liability that is incurred after the merger becomes effective.
  - c. [This chapter](#) continues to apply to the release, collection, or discharge of any interest holder liability preserved under paragraph "a" as if the merger had not occurred.
  - d. The person has whatever rights of contribution from any other person as are provided by [this chapter](#), law other than [this chapter](#), or the operating agreement of the domestic merging limited liability company with respect to any interest holder liability preserved under paragraph "a" as if the merger had not occurred.
5. When a merger becomes effective, a foreign entity that is the surviving entity may be served with process in this state for the collection and enforcement of any debts, obligations, or other liabilities of a domestic merging limited liability company as provided in [section 489.119](#).

6. When a merger becomes effective, the registration to do business in this state of any foreign merging entity that is not the surviving entity is canceled.

[2023 Acts, ch 152, §92, 161](#)

Referred to in [§489.1025](#), [489.14607](#)