

490.920 Domestication.

1. By complying with the provisions of [this part](#) applicable to foreign corporations, a foreign corporation may become a domestic corporation if the domestication is permitted by the organic law of the foreign corporation.

2. By complying with the provisions of [this part](#), a domestic corporation may become a foreign corporation pursuant to a plan of domestication if the domestication is permitted by the organic law of the foreign corporation.

3. The plan of domestication must include all of the following:

a. The name of the domesticating corporation.

b. The name and jurisdiction of formation of the domesticated corporation.

c. The manner and basis of reclassifying the shares of the domesticating corporation into shares or other securities, obligations, rights to acquire shares or other securities, cash, other property, or any combination of the foregoing.

d. The proposed articles of incorporation and bylaws of the domesticated corporation.

e. The other terms and conditions of the domestication.

4. In addition to the requirements of [subsection 3](#), a plan of domestication may contain any other provision not prohibited by law.

5. The terms of a plan of domestication may be made dependent upon facts objectively ascertainable outside the plan in accordance with [section 490.120, subsection 11](#).

6. If a protected agreement of a domestic domesticating corporation in effect immediately before the domestication becomes effective contains a provision applying to a merger of the corporation and the agreement does not refer to a domestication of the corporation, the provision applies to a domestication of the corporation as if the domestication were a merger until such time as the provision is first amended after the enactment date.

[2021 Acts, ch 165, §129, 230](#)

Referred to in [§490.901, 490.1302](#)