

488.1106 Mergers.

1. A limited partnership may merge with one or more other constituent organizations pursuant to [this section](#) and [sections 488.1107 through 488.1109](#) and a plan of merger, if all of the following apply:

- a. The governing statute of each of the other organizations authorizes the merger.
- b. The merger is not prohibited by the law of a jurisdiction that enacted any of those governing statutes.
- c. Each of the other organizations complies with its governing statute in effecting the merger.

2. A plan of merger must be in a record and must include all of the following:

- a. The name and form of each constituent organization.
- b. The name and form of the surviving organization and, if the surviving organization is to be created by the merger, a statement to that effect.
- c. The terms and conditions of the merger, including the manner and basis for converting the interests in each constituent organization into any combination of money, interests in the surviving organization, and other consideration.
- d. If the surviving organization is to be created by the merger, the surviving organization's organizational documents.
- e. If the surviving organization is not to be created by the merger, any amendments to be made by the merger to the surviving organization's organizational documents.

[2004 Acts, ch 1021, §94, 118; 2004 Acts, ch 1175, §383](#)