

**489.1005 Effect of merger.**

1. When a merger becomes effective all of the following apply:
  - a. The surviving organization continues or comes into existence.
  - b. Each constituent organization that merges into the surviving organization ceases to exist as a separate entity.
  - c. All property owned by each constituent organization that ceases to exist vests in the surviving organization.
  - d. All debts, obligations, or other liabilities of each constituent organization that ceases to exist continue as debts, obligations, or other liabilities of the surviving organization.
  - e. An action or proceeding pending by or against any constituent organization that ceases to exist may be continued as if the merger had not occurred.
  - f. Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of each constituent organization that ceases to exist vest in the surviving organization.
  - g. Except as otherwise provided in the plan of merger, the terms and conditions of the plan of merger take effect.
  - h. Except as otherwise agreed, if a constituent limited liability company ceases to exist, the merger does not dissolve the limited liability company for the purposes of [article 7](#).
  - i. If the surviving organization is created by the merger, any of the following applies:
    - (1) If it is a limited liability company, the certificate of organization becomes effective.
    - (2) If it is an organization other than a limited liability company, the organizational document that creates the organization becomes effective.
  - j. If the surviving organization preexisted the merger, any amendments provided for in the articles of merger for the organizational document that created the organization become effective.
2. A surviving organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any debt, obligation, or other liability owed by a constituent organization, if before the merger the constituent organization was subject to suit in this state on the debt, obligation, or other liability. A surviving organization that is a foreign organization and not authorized to transact business in this state appoints the secretary of state as its registered agent for service of process for the purposes of enforcing a debt, obligation, or other liability under [this subsection](#). Service on the secretary of state under [this subsection](#) must be made in the same manner and has the same consequences as in [section 489.116, subsections 3 and 4](#).

2008 Acts, ch 1162, §75, 155

Referred to in [§489.1002](#), [489.1004](#), [489.1015](#)