

275.355 Plan of merger.

- (1) Each constituent business entity shall enter into a written plan of merger, which shall be approved in accordance with KRS 275.350.
- (2) The plan of merger shall set forth:
 - (a) The name of each constituent business entity that is a party to the merger and the name of the surviving business entity into which each constituent business entity proposes to merge;
 - (b) The terms and conditions of the proposed merger, including but not limited to, a statement which sets forth whether limited liability is retained by the surviving business entity;
 - (c) The manner and basis of converting the interests in each limited liability company and the interests in each business entity that is a party to the merger into interests, shares, or other securities or obligations, as the case may be, of the surviving entity, or of any other business entity, or, in whole or in part, into cash or other property;
 - (d) The amendments to the articles of organization of a limited liability company, or articles of incorporation of a corporation or certificate of limited partnership, as the case may be, of the surviving business entity as are desired to be effected by the merger, or that no changes are desired;
 - (e) Other provisions relating to the proposed merger that are deemed necessary or desirable.

Effective: July 15, 1994

History: Created 1994 Ky. Acts ch. 389, sec. 71, effective July 15, 1994.