

279.470 Conversion and combined consolidation and conversion of existing corporations.

- (1) Any corporation organized under the laws of this state and furnishing or having the corporate power to furnish telephone service may be converted into a cooperative by complying with the following requirements and shall thereupon become subject to KRS 279.310 to 279.600 with the same effect as if originally organized under those sections:
 - (a) The proposition for the conversion of such corporation into a cooperative and proposed articles of conversion to give effect thereto shall be submitted to a meeting of the members or stockholders of such corporation, or in case of a corporation having no members or stockholders, to a meeting of the incorporators of such corporation, the notice of which shall have attached thereto a copy of the proposed articles of conversion.
 - (b) If the proposition for the conversion of such corporation into a cooperative and the proposed articles of conversion, with any amendments, are approved by the affirmative vote of not less than two-thirds (2/3) of those members of such corporation voting thereon at such meeting, or, if such corporation is a stock corporation, by the affirmative vote of the holders of not less than two-thirds (2/3) of those shares of the capital stock of such corporation represented at such meeting and voting thereon, or, in the case of a corporation having no members and no shares of its capital stock outstanding, by the affirmative vote of not less than two-thirds (2/3) of its incorporators, articles of conversion in the form approved shall be executed and acknowledged on behalf of such corporation by its president or vice president and its seal shall be affixed thereto and attested by its secretary. The articles of conversion shall recite that they are executed pursuant to this section and shall state:
 1. The name of the corporation and the address of its principal office prior to its conversion into a cooperative;
 2. The statute or statutes under which it was organized;
 3. A statement that such corporation elected to become a cooperative, nonprofit corporation subject to KRS 279.310 to 279.600;
 4. Its name as a cooperative;
 5. The address of the principal office of the cooperative;
 6. The names and addresses of the trustees of the cooperative; and
 7. The manner in which members, stockholders or incorporators of such corporation may or shall become members of the cooperative; and may contain any provisions not inconsistent with KRS 279.310 to 279.600 deemed necessary or advisable for the conduct of the business of the cooperative, including provisions for the issuance of nonvoting shares of stock as provided for in KRS 279.330. If the articles of conversion shall make provision for the issuance of such shares of stock, they shall also state the manner in which members, stockholders or incorporators of such corporation may or shall become shareholders of the cooperative.

The president or vice president executing such articles of conversion shall make and annex thereto an affidavit stating that the provisions of this section were duly complied with in respect of such articles. The articles of conversion shall be deemed to be the articles of incorporation of the cooperative.

- (2) Any two (2) or more corporations organized under the laws of this state and furnishing or having the corporate power to furnish telephone service may, if otherwise permitted to consolidate by the laws of this state, consolidate into a cooperative subject to KRS 279.310 to 279.600, with the same effect as if originally organized under those sections, by complying with the following requirements:
 - (a) The proposition for the consolidation into a cooperative and the proposed articles of consolidation and conversion, with any amendments, shall be approved by each consolidating corporation in accordance with the statute or statutes under which it was organized and the provisions of subsection (1) of this section;
 - (b) The articles of consolidation and conversion in the form approved shall be executed, acknowledged and sealed in the manner prescribed in subsection (1) of this section and in the statute or statutes under which the consolidating corporations were organized. The articles of consolidation and conversion shall state that they are executed pursuant to this section and such statute or statutes, that each consolidating corporation elects that the new corporation shall be a cooperative, and in addition shall contain all other information required by such statute or statutes and by paragraph (b) of subsection (1) of this section; may contain any provisions not inconsistent with KRS 279.310 to 279.600 deemed necessary or advisable for the conduct of the business of the cooperative. The president or vice president executing such articles of consolidation and conversion shall make and annex thereto an affidavit stating that the provisions of this section and of the statute or statutes under which the consolidating corporations were organized were duly complied with in respect of such articles. The articles of consolidation and conversion shall be deemed to be the articles of incorporation of the cooperative and shall be filed both in accordance with the provisions of KRS 279.310 to 279.600 and of the statute or statutes under which the consolidating corporations were organized.

Effective: March 25, 1950

History: Created 1950 Ky. Acts ch. 147, sec. 17, effective March 25, 1950.