

275.360 Articles of merger.

- (1) The business entity surviving from the merger shall deliver to the Secretary of State for filing articles of merger duly executed by each constituent business entity setting forth:
 - (a) The name and jurisdiction of formation or organization of each constituent business entity which is to merge;
 - (b) The plan of merger;
 - (c) The name of the surviving business entity;
 - (d) A statement that the plan of merger was duly authorized and approved by each constituent business entity in accordance with KRS 275.350; and
 - (e) If the surviving entity is not a business entity organized under the laws of this Commonwealth, a statement that the surviving business entity:
 1. Agrees that it may be served with process in this Commonwealth in any proceeding for enforcement of any obligation of any constituent business entity party to the merger that was organized under the laws of this Commonwealth, as well as for enforcement of any obligation of the surviving business entity arising from the merger; and
 2. Appoints the Secretary of State as its agent for service of process in any such proceeding. The surviving entity shall specify the address to which a copy of the process shall be mailed to it by the Secretary of State.
- (2) A merger shall take effect upon the later of the effective date of the filing of the articles of merger or the date set forth in the articles of merger.
- (3) The articles of merger shall be executed by a limited liability company that is a party to the merger in the manner provided for in KRS 14A.2-020 and shall be filed with the Secretary of State in the manner provided for in KRS 14A.2-010.
- (4) A plan of merger approved in accordance with KRS 275.350 may effect any amendment to an operating agreement for a limited liability company if it is the surviving company in the merger. An approved plan of merger may also provide that the operating agreement of any constituent limited liability company to the merger, including a limited liability company formed for the purpose of consummating a merger, shall be the operating agreement of the limited liability company that is the surviving business entity. Any amendment to an operating agreement or adoption of a new operating agreement made pursuant to this subsection shall be effective at the effective time and date of the merger. The provisions of this subsection shall not be construed to limit the accomplishment of a merger or of any of the matters referred to in this section by any other means provided for in an operating agreement or other agreement or as otherwise permitted by law.

Effective: January 1, 2011

History: Amended 2010 Ky. Acts ch. 133, sec. 41, effective July 15, 2010; and amended ch. 151, sec. 126, effective January 1, 2011. -- Created 1994 Ky. Acts ch. 389, sec. 72, effective July 15, 1994.

Legislative Research Commission Note (1/1/2011). This section was amended by 2010 Ky. Acts chs. 133 and 151, which do not appear to be in conflict and

have been codified together.