

386A.7-040 Articles of merger.

- (1) The surviving constituent organization shall deliver to the Secretary of State for filing articles of merger duly executed by each constituent organization setting forth:
 - (a) The name and jurisdiction of incorporation, formation, or organization of each constituent organization which is to merge;
 - (b) The plan of merger;
 - (c) The name of the surviving constituent organization;
 - (d) A statement that the plan of merger was duly authorized and approved by each constituent organization in accordance with KRS 386A.7-020; and
 - (e) If the surviving constituent organization is not incorporated, formed, or organized under the laws of this Commonwealth, a statement that the surviving constituent organization:
 1. Agrees that it may be served with process in this Commonwealth in any proceeding for enforcement of any obligation of any constituent organization party to the merger that was incorporated, formed, or organized under the laws of this Commonwealth, as well as for enforcement of any obligation of the surviving constituent organization arising from the merger; and
 2. Appoints the Secretary of State as its agent for service of process in any such proceeding. The surviving constituent organization 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 effective date and time of the articles of merger as provided in KRS 14A.2-070.
- (3) A plan of merger approved in accordance with KRS 386A.7-020 may effect any amendment to the certificate of trust or governing instrument of a statutory trust if it is the surviving constituent organization. An approved plan of merger may also provide that the governing instrument of any constituent statutory trust to the merger, including a statutory trust formed for the purpose of consummating a merger, shall be the governing instrument of the statutory trust that is the surviving constituent organization. Any amendment to a certificate of trust or governing instrument or adoption of a new governing instrument made pursuant to this subsection shall be effective at the effective date and time of the merger.

Effective: July 12, 2012

History: Created 2012 Ky. Acts ch. 81, sec. 59, effective July 12, 2012.