

**271B.11-070 Merger or share exchange with foreign corporation.**

- (1) One (1) or more foreign corporations may merge or enter into a share exchange with one (1) or more domestic corporations if:
  - (a) In a merger, the merger is permitted by the law of the state or country under whose law each foreign corporation is incorporated and each foreign corporation complies with that law in effecting the merger;
  - (b) In a share exchange, the corporation whose shares will be acquired is a domestic corporation, whether or not a share exchange is permitted by the law of the state or country under whose law the acquiring corporation is incorporated;
  - (c) The foreign corporation complies with KRS 271B.11-050 if it is the surviving corporation of the merger or acquiring corporation of the share exchange; and
  - (d) Each domestic corporation complies with the applicable provisions of KRS 271B.11-010 to 271B.11-040 and, if it is the surviving corporation of the merger or acquiring corporation of the share exchange, with KRS 271B.11-050.
- (2) Upon the merger or share exchange taking effect, the surviving foreign corporation of a merger and the acquiring foreign corporation of a share exchange shall be deemed:
  - (a) To appoint the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the merger or share exchange;
  - (b) To agree that it will promptly pay to the dissenting shareholders of each domestic corporation party to the merger or share exchange the amount, if any, to which they are entitled under Subtitle 13; and
  - (c) To have agreed, to the extent required by Section 200 of the Kentucky Constitution, that the courts of this Commonwealth shall retain jurisdiction over that part of the corporate property within the limits of this Commonwealth in all matters which may arise, as if the transaction had not taken place.
- (3) This section shall not limit the power of a foreign corporation to acquire all or part of the shares of one (1) or more classes or series of a domestic corporation through a voluntary exchange or otherwise.

**Effective:** January 1, 1989

**History:** Created 1988 Ky. Acts ch. 23, sec. 120, effective January 1, 1989.