

271B.11-050 Articles of merger or share exchange.

- (1) After a plan of merger or share exchange is approved by the shareholders, or adopted by the board of directors if shareholder approval is not required, the surviving or acquiring corporation shall deliver to the Secretary of State for filing articles of merger or share exchange setting forth:
 - (a) The names of the parties to the merger or share exchange;
 - (b) The name of the surviving corporation, if a merger, or the name of the acquiring corporation, if a share exchange;
 - (c) If a merger, the information required by KRS 271B.11-010(2)(c);
 - (d) If a merger, any amendment to the articles of incorporation of the surviving corporation;
 - (e) If a share exchange, the information required by KRS 271B.11-020(2)(c);
 - (f) If shareholder approval was not required, a statement to that effect; and
 - (g) If approval of the shareholders of one (1) or more corporations party to the merger or share exchange was required:
 1. The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan as to each corporation; and
 2. Either the total number of votes cast for and against the plan by each voting group entitled to vote separately on the plan or the total number of undisputed votes cast for the plan separately by each voting group and a statement that the number cast for the plan by each voting group was sufficient for approval by that voting group.
- (2) A merger or share exchange shall take effect upon the effective date of the articles of merger or share exchange.

Effective: June 24, 2015

History: Amended 2015 Ky. Acts ch. 34, sec. 9, effective June 24, 2015. -- Created 1988 Ky. Acts ch. 23, sec. 118, effective January 1, 1989.

Legislative Research Commission Note (6/24/2015). During codification, the Reviser of Statutes has corrected a manifest clerical or typographical error in subsection (1)(e) of this statute from the way it appeared in 2015 Ky. Acts ch. 34, sec. 9 by changing a citation to "KRS 271B.11-020(c)" to read "KRS 271B.11-020(2)(c)." None of the text of the subsection was changed.