

**16-10a-1101 Merger.**

- (1) A domestic corporation may merge into another entity if:
  - (a) the board of directors of the domestic corporation adopts and its shareholders, if required by Section 16-10a-1103, approve the plan of merger; and
  - (b) any other entity that plans to merge approves the plan of merger as provided by the statutes governing the entity.
- (2) The plan of merger referred to in Subsection (1) shall set forth:
  - (a) the name of each entity planning to merge and the name of the surviving entity into which each other entity plans to merge;
  - (b) the terms and conditions of the merger;
  - (c) the manner and basis of converting the ownership interests in each entity, in whole or part, into:
    - (i) ownership interests, obligations, or other securities of the surviving entity or another entity; or
    - (ii) cash or other property; and
  - (d) any amendments to the articles of incorporation or organization of the surviving entity to be effected by the merger.
- (3) The plan of merger may set forth other provisions relating to the merger.

Amended by Chapter 244, 2011 General Session