

3-1-36 Articles of merger or consolidation -- Execution, contents, and filing of articles -- Issuance of certificate of merger or consolidation -- Fees.

- (1) Upon approval, articles of merger or consolidation shall be signed in duplicate by each party to the merger or consolidation by its president or a vice president and by its secretary or an assistant secretary and verified by one of the officers of each association and corporation signing the articles.
- (2) The articles shall set forth:
 - (a) the plan of merger or consolidation;
 - (b) a statement:
 - (i) of the date of the meeting at which the plan of merger or consolidation was considered and voted upon;
 - (ii) that a quorum was present at the meeting; and
 - (iii) that notice of the meeting was given to all members and shareholders entitled to notice;
 - (c) the number of members entitled to vote and the number of shares outstanding entitled to vote; and
 - (d) the number of members who voted for and against the plan, respectively, and the number of shares voted for and against the plan, respectively.
- (3)
 - (a) Duplicate originals of the articles of merger or consolidation shall be delivered to the Division of Corporations and Commercial Code and the fee established under Section 63J-1-504 shall be paid.
 - (b) If the Division of Corporations and Commercial Code finds that the articles conform to law, it shall, after the fees have been paid:
 - (i) endorse on each of the duplicate originals the word "filed" and the month, day, and year of the filing;
 - (ii) file one of the duplicate originals in its office; and
 - (iii) issue a certificate of merger or consolidation, attach the other duplicate original, and return the certificate to the surviving or new corporation, or its representative.

Amended by Chapter 183, 2009 General Session