

48-2e-1125 Statement of merger.

- (1) A statement of merger must be signed by each merging entity and delivered to the division for filing.
- (2) A statement of merger must contain:
 - (a) the name, jurisdiction of formation, and type of entity of each merging entity that is not the surviving entity;
 - (b) the name, jurisdiction of formation, and type of entity of the surviving entity;
 - (c) a statement that the merger was approved by each domestic merging entity, if any, in accordance with Sections 48-2e-1121 through 48-2e-1126 and by each foreign merging entity, if any, in accordance with the law of its jurisdiction of formation;
 - (d) if the surviving entity exists before the merger and is a domestic filing entity, any amendment to its public organic record approved as part of the plan of merger;
 - (e) if the surviving entity is created by the merger and is a domestic filing entity, its public organic record, as an attachment;
 - (f) if the surviving entity is created by the merger and is a domestic limited liability partnership, its statement of qualification, as an attachment; and
 - (g) if the surviving entity is a foreign entity that is not a registered foreign entity, a mailing address to which the division may send any process served on the division pursuant to Subsection 48-2e-1126(5).
- (3) In addition to the requirements of Subsection (2), a statement of merger may contain any other provision not prohibited by law.
- (4) If the surviving entity is a domestic entity, its public organic record, if any, must satisfy the requirements of the law of this state, but the public organic record does not need to be signed.
- (5) A plan of merger that is signed by all the merging entities and meets all the requirements of Subsection (2) may be delivered to the division for filing instead of a statement of merger and on filing has the same effect. If a plan of merger is filed as provided in this Subsection (5), references in this part to a statement of merger refer to the plan of merger filed under this Subsection (5).

Enacted by Chapter 412, 2013 General Session