

17-6709. Merger or consolidation ineffective until fees paid; status, rights, privileges, powers, franchises, restrictions, debts, duties and liabilities of constituent and surviving or resulting corporations following merger or consolidation; merger of banks or trust companies.

(a) No merger or consolidation shall become effective under this act until all corporate fees due to or assessable by the state have been paid by the constituent corporations. Any fees or taxes which become due to or assessable by the state with respect to any such constituent corporation, subsequent to the merger or consolidation, shall become the debt of the resulting or surviving corporation. When any merger or consolidation has become effective under this act, for all purposes of the laws of this state the separate existence of all the constituent corporations, or of all such constituent corporations except the one into which the other or others of such constituent corporations have been merged, as the case may be, shall cease and the constituent corporations shall become a new corporation, or be merged into one of such corporations, as the case may be, possessing all the rights, privileges, powers and franchises as well of a public as of a private nature, and being subject to all the restrictions, disabilities and duties of each of such corporations so merged or consolidated; and all and singular, the rights, privileges, powers and franchises of each of such corporations, and all property, real, personal and mixed, and all debts due to any of such constituent corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the corporation surviving or resulting from such merger or consolidation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving or resulting corporation as they were of the several and respective constituent corporations, and the title to any real estate vested by deed or otherwise, under the laws of this state, in any of such constituent corporations, shall not revert or be in any way impaired by reason of this act; but all rights of creditors and all liens upon any property of any of such constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent corporations shall thenceforth attach to such surviving or resulting corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

(b) In the case of a merger of banks or trust companies, without any order or action on the part of any court or otherwise, all appointments, designations and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, trustee of estates of persons mentally ill and in every other fiduciary capacity, shall be automatically vested in the corporation surviving such merger, except that any party in interest shall have the right to apply to an appropriate court or tribunal for a determination as to whether the surviving corporation shall continue to serve in the same fiduciary capacity as the merged corporation, or whether a new and different fiduciary should be appointed.

History: L. 1972, ch. 52, § 87; L. 1973, ch. 100, § 7; L. 1988, ch. 99, § 46; Revived and amend., L. 1988, ch. 100, § 46; L. 2005, ch. 157, § 8; Jan. 1, 2006.