

17-78-202. Agreement of merger. (a) A domestic entity may become a party to a merger under K.S.A. 2014 Supp. 17-78-201 through 17-78-206, and amendments thereto, by approving an agreement of merger. The agreement shall be in a record and contain:

- (1) As to each merging entity, its name, jurisdiction of organization and type;
 - (2) if the surviving entity is to be created in the merger, a statement to that effect and its name, jurisdiction of organization and type;
 - (3) the manner of converting the interests in each party to the merger into interests, securities, obligations, rights to acquire interests or securities, cash or other property or any combination of the foregoing;
 - (4) if the surviving entity exists before the merger, any proposed amendments to its public organic document or to its private organic rules that are, or are proposed to be, in a record;
 - (5) if the surviving entity is to be created in the merger, its proposed public organic document, if any, and the full text of its private organic rules that are proposed to be in a record;
 - (6) the other terms and conditions of the merger; and
 - (7) any other provision required by the law of a merging entity's jurisdiction of organization or the organic rules of a merging entity.
- (b) An agreement of merger shall be signed on behalf of each merging entity.
- (c) An agreement of merger may contain any other provision not prohibited by law.

History: L. 2009, ch. 47, § 12; July 1, 2010.