

§1438. Filings required for merger; effective date

1. Articles of merger; signed. After each constituent organization has approved a merger, articles of merger must be signed on behalf of:

A. Each preexisting constituent limited partnership, by each general partner listed in the certificate of limited partnership; and [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. Each other preexisting constituent organization, by an authorized representative. [PL 2005, c. 543, Pt. C, §2 (NEW).]

[PL 2005, c. 543, Pt. C, §2 (NEW).]

2. Articles of merger; contents. The articles of merger must include:

A. The name and form of each constituent organization and the jurisdiction of its governing statute; [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. The name and form of the surviving organization, the jurisdiction of its governing statute and, if the surviving organization is created by the merger, a statement to that effect; [PL 2005, c. 543, Pt. C, §2 (NEW).]

C. The date the merger is effective under the governing statute of the surviving organization; [PL 2005, c. 543, Pt. C, §2 (NEW).]

D. If the surviving organization is to be created by the merger:

(1) If the surviving organization will be a limited partnership, the limited partnership's certificate of limited partnership; or

(2) If the surviving organization will be an organization other than a limited partnership, the organizational document that creates the organization; [PL 2005, c. 543, Pt. C, §2 (NEW).]

E. If the surviving organization preexists the merger, any amendments provided for in the plan of merger for the organizational document that created the organization; [PL 2005, c. 543, Pt. C, §2 (NEW).]

F. A statement as to each constituent organization that the merger was approved as required by the organization's governing statute; [PL 2005, c. 543, Pt. C, §2 (NEW).]

G. If the surviving organization is a foreign organization not authorized to transact business in this State, the street and mailing address of an office that may be used for service of process under section 1439, subsection 2; and [PL 2007, c. 323, Pt. F, §35 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

H. Any additional information required by the governing statute of any constituent organization. [PL 2005, c. 543, Pt. C, §2 (NEW).]

[PL 2007, c. 323, Pt. F, §35 (AMD); PL 2007, c. 323, Pt. G, §4 (AFF).]

3. Deliver to Secretary of State. Each constituent limited partnership shall deliver the articles of merger for filing in the office of the Secretary of State.

[PL 2005, c. 543, Pt. C, §2 (NEW).]

4. Merger effective. A merger becomes effective under this subchapter:

A. If the surviving organization is a limited partnership, upon the later of:

(1) Compliance with subsection 3; and

(2) Subject to section 1326, subsection 3, as specified in the articles of merger; or [PL 2005, c. 543, Pt. C, §2 (NEW).]

B. If the surviving organization is not a limited partnership, as provided by the governing statute of the surviving organization. [PL 2005, c. 543, Pt. C, §2 (NEW).]
[PL 2005, c. 543, Pt. C, §2 (NEW).]

SECTION HISTORY

PL 2005, c. 543, §C2 (NEW). PL 2007, c. 323, Pt. F, §35 (AMD). PL 2007, c. 323, Pt. G, §4 (AFF).

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