317A.615 ARTICLES OF MERGER OR CONSOLIDATION; CERTIFICATE.

Subdivision 1. **Contents of articles.** Upon receiving the approval required by section 317A.613 and after compliance with section 317A.811, if applicable, articles of merger or consolidation must be prepared that contain:

(1) the plan of merger or consolidation;

(2) a statement that the plan has been approved by each corporation under this chapter; and

(3) a statement that the notice to the attorney general required by section 317A.811 has been given and the waiting period has expired or has been waived by the attorney general or a statement that section 317A.811 is not applicable.

Subd. 2. Articles signed, filed. The articles of merger or consolidation must be signed on behalf of each constituent corporation and filed with the secretary of state.

Subd. 3. **Certificate.** The secretary of state shall issue a certificate of merger to the surviving corporation or a certificate of consolidation and incorporation to the new corporation.

History: 1989 c 304 s 87; 1990 c 488 s 32

1