322C.1016 MERGER OF WHOLLY OWNED SUBSIDIARIES.

Subdivision 1. **When authorized.** If the parent organization is a domestic limited liability company, the parent organization may merge a wholly owned subsidiary into itself, or may merge two or more wholly owned subsidiaries into one of the wholly owned subsidiaries under this section by a resolution approved in the manner required to decide a matter in the ordinary course of the activities of the parent organization that adopts and sets forth a plan of merger that meets the requirements of subdivision 2. If the parent organization is not a domestic limited liability company and if authorized by its governing statute, the parent organization may merge a wholly owned subsidiary into itself, or may merge two or more wholly owned subsidiaries into one of the wholly owned subsidiaries by the adoption of a plan of merger that meets the requirements of subdivision 2.

Subd. 2. **Plan of merger.** The plan of merger must contain:

(1) the name of each wholly owned subsidiary that is a constituent organization in the merger, the name of the parent organization, and the name of the surviving organization;

(2) the manner and basis of converting the ownership interests and securities of the wholly owned subsidiary or subsidiaries into ownership interests or securities of the surviving organization or, in whole or in part, into money or other property; and

(3) if the surviving organization is a wholly owned subsidiary, a statement of any amendments to the articles of organization of the surviving organization that will be part of the merger.

Subd. 3. **Articles of merger; contents of articles.** Articles of merger must be prepared that contain:

(1) the plan of merger;

(2) a statement that the parent organization owns directly all of the rights to distributions and all of the management rights of each wholly owned subsidiary that is a constituent organization in the merger; and

(3) a statement that the plan of merger has been approved by the parent organization in accordance with this section.

Subd. 4. **Articles signed, filed.** The articles of merger must be signed on behalf of the parent organization and filed with the secretary of state.

Subd. 5. **Certificate.** The secretary of state shall issue a certificate of merger to the parent organization or its legal representative or, if the parent organization is a constituent organization but is not the surviving organization in the merger, to the surviving organization or its legal representative.

Subd. 6. **Nonexclusivity.** A merger among a parent organization and one or more wholly owned subsidiaries or among two or more wholly owned subsidiaries of a parent organization may be accomplished under sections 322C.1002, 322C.1003, and 322C.1004, instead of this section, in which case this section does not apply.

History: *2018 c 103 s 32*