317A.651 MERGER OR CONSOLIDATION WITH FOREIGN CORPORATION.

Subdivision 1. **When permitted.** A corporation may merge or consolidate with a foreign corporation by following the procedures set forth in this section, if the merger or consolidation is permitted by the laws of the state under which the foreign corporation is incorporated.

Subd. 2. **Laws applicable before transaction.** Each corporation shall comply with sections 317A.601 to 317A.643 with respect to the merger or consolidation of corporations and each foreign corporation shall comply with the laws under which it was incorporated or by which it is governed.

Subd. 3. **Surviving corporation.** If the single corporation will be incorporated under this chapter, it shall comply with this chapter.

Subd. 4. **Foreign surviving corporation.** If the single corporation will be a foreign corporation and will transact business in this state, it shall comply with the provisions of chapter 303 with respect to foreign corporations. In every case the single corporation shall file with the secretary of state:

(1) an agreement that it may be served with process in this state in a proceeding for the enforcement of an obligation of a constituent corporation; and

(2) an irrevocable appointment of the secretary of state as its agent to accept service of process in any proceeding and an address to which process may be forwarded.

History: *1989 c 304 s 91*