

§1097. Statement of merger

1. Filing of statement. After a merger, the surviving partnership or limited partnership may file a statement that one or more partnerships or limited partnerships have merged into the surviving entity. [PL 2005, c. 543, Pt. A, §2 (NEW).]

2. Statement of merger. A statement of merger must contain:

A. The name, the jurisdiction of organization and the date of organization of each partnership or limited partnership that is a party to the merger; [PL 2005, c. 543, Pt. A, §2 (NEW).]

B. The name of the surviving entity into which the other partnerships or limited partnerships were merged; [PL 2005, c. 543, Pt. A, §2 (NEW).]

C. The street address of the surviving entity's chief executive office and of an office in this State, if any; [PL 2005, c. 543, Pt. A, §2 (NEW).]

D. Whether the surviving entity is a partnership or a limited partnership; and [PL 2005, c. 543, Pt. A, §2 (NEW).]

E. If the surviving partnership or limited partnership is not organized under the laws of this State, a statement that the surviving partnership or limited partnership:

(1) Agrees that it may be served with process in this State in a proceeding for enforcement of an obligation of a party to the merger that was organized under the laws of this State, as well as for enforcement of an obligation of the surviving partnership or limited partnership arising from the merger; and

(2) Appoints the Secretary of State as its agent for service of process in any such proceeding and the surviving partnership or limited partnership shall specify the address to which a copy of the process must be mailed by the Secretary of State. [PL 2005, c. 543, Pt. A, §2 (NEW).]

[PL 2005, c. 543, Pt. A, §2 (NEW).]

3. Name in which property held. Except as otherwise provided in subsection 4, for the purposes of section 1032, property of the surviving partnership or limited partnership that before the merger was held in the name of another party to the merger is property held in the name of the surviving entity upon filing a statement of merger.

[PL 2005, c. 543, Pt. A, §2 (NEW).]

4. Transfer of real property. For the purposes of section 1032, real property of the surviving partnership or limited partnership that before the merger was held in the name of another party to the merger is property held in the name of the surviving entity. A certified copy of the statement of merger may be recorded in the registry of deeds of the county in which the real property is located as evidence of title, but the failure to record the statement does not affect the validity of the transfer of title.

[PL 2005, c. 543, Pt. A, §2 (NEW).]

5. Incomplete statement. A filed and, if appropriate, recorded statement of merger, executed and declared to be accurate pursuant to section 1005, subsection 3, stating the name of a partnership or limited partnership that is a party to the merger in whose name property was held before the merger and the name of the surviving entity, but not containing all of the other information required by subsection 2, operates with respect to the partnerships or limited partnerships named to the extent provided in subsections 3 and 4.

[PL 2005, c. 543, Pt. A, §2 (NEW).]

SECTION HISTORY

PL 2005, c. 543, §A2 (NEW).

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