

2023 Kansas Statutes

17-78-202. Agreement of merger. (a) A domestic entity may become a party to a merger under K.S.A. 17-78-201 through 17-78-206, and amendments thereto, by approving an agreement of merger unless approval is not required under the circumstances stated in K.S.A. 17-78-203(c), and amendments thereto. The agreement shall be in a record and contain:

- (1) As to each merging entity, its name, jurisdiction of organization and type;
 - (2) if the surviving entity is to be created in the merger, a statement to that effect and its name, jurisdiction of organization and type;
 - (3) the manner of converting the interests in each party to the merger into interests, securities, obligations, rights to acquire interests or securities, cash or other property or any combination thereof, except that if the circumstances stated in K.S.A. 17-78-203(c), and amendments thereto, apply and the merger entity does not own all of the interests of the domestic corporation or corporations, then an interest holder in a domestic corporation shall not become a general partner in a surviving entity that is a partnership, other than a limited liability partnership;
 - (4) if the surviving entity exists before the merger, any proposed amendments to its public organic document or to its private organic rules, which may amend and restate its public organic document or its private organic rules or both, that are, or are proposed to be, in a record;
 - (5) if the surviving entity is to be created in the merger, its proposed public organic document, if any, and the full text of its private organic rules that are proposed to be in a record;
 - (6) the other terms and conditions of the merger; and
 - (7) any other provision required by the law of a merging entity's jurisdiction of organization or the organic rules of a merging entity.
- (b) An agreement of merger shall be signed on behalf of each merging entity, except under the circumstances stated in K.S.A. 17-78-203(c), and amendments thereto, in which case the agreement of merger shall only be signed on behalf of the merging entity that owns at least 90% of the interests of a domestic corporation or corporations.
- (c) An agreement of merger may contain any other provision not prohibited by law.
- History:** L. 2009, ch. 47, § 12; L. 2023, ch. 66, § 54; July 1.