

## 2023 Kansas Statutes

- 17-78-205. Certificate of merger; contents; effective date.** (a) A certificate of merger shall be signed on behalf of the surviving entity and filed with the secretary of state.
- (b) A certificate of merger shall contain:
- (1) The name, jurisdiction of organization and type of each merging entity that is not the surviving entity;
  - (2) the name, jurisdiction of organization and type of the surviving entity;
  - (3) if the certificate of merger is not to be effective upon filing, the later date and time when it will become effective, which shall not be more than 90 days after the date of filing;
  - (4) a statement that the merger was approved by each domestic merging entity, if any, in accordance with K.S.A. 17-78-201 through 17-78-206, and amendments thereto, or if not required to be approved under the circumstances stated in K.S.A. 17-78-203(c), and amendments thereto, a statement that the circumstances stated in K.S.A. 17-78-203(c), and amendments thereto, apply, and by each foreign merging entity, if any, in accordance with the law of its jurisdiction of organization;
  - (5) if the surviving entity exists before the merger and is a domestic filing entity, any amendment to its public organic document approved as part of the agreement of merger, which may amend and restate its public organic document;
  - (6) if the surviving entity is created by the merger and is a domestic filing entity, its public organic document, as an attachment;
  - (7) if the surviving entity is created by the merger and is a domestic limited liability partnership, its statement of qualification, as an attachment; and
  - (8) if the surviving entity is a foreign entity that is not a qualified foreign entity, a postal address to which the secretary of state may send any process served on the secretary of state pursuant to K.S.A. 17-78-206(e), and amendments thereto.
- (c) In addition to the requirements of subsection (b), a certificate of merger may contain any other provision not prohibited by law.
- (d) If the surviving entity is a domestic entity, its name and any attached public organic document shall satisfy the requirements of the law of this state, except that it does not need to be signed and may omit any provision that is not required to be included in a restatement of the public organic document. If the surviving entity is a qualified foreign entity, its name shall satisfy the requirements of the law of this state.
- (e) An agreement of merger that is signed on behalf of all of the merging entities, or under the circumstances stated in K.S.A. 17-78-203(c), and amendments thereto, only signed on behalf of the merging entity that owns at least 90% of the interest of a domestic corporation or corporations, and meets all of the requirements of subsection (b) may be filed with the secretary of state instead of a certificate of merger and upon filing has the same effect. If an agreement of merger is filed as provided in this subsection, references in this act to a certificate of merger refer to the agreement of merger filed under this subsection.
- (f) A certificate of merger becomes effective upon the date and time of filing or the later date and time specified in the certificate of merger.
- History:** L. 2009, ch. 47, § 15; L. 2023, ch. 66, § 56; July 1.