

40-514. Same; articles of merger or consolidation, examination by commissioner; approval; filings; effect of commissioner's approval. (a) The commissioner of insurance shall examine the articles of merger or consolidation and if the same are in order shall endorse the approval thereon, and the entire proceedings shall be filed and recorded in the office of the secretary of state, a copy of the same certified by the secretary of state to be filed in the office of the commissioner of insurance. Within fifteen (15) days after said approval by the commissioner of insurance, a certified copy of said articles also shall be filed by the officers of the new or surviving company in the office of the register of deeds in the counties wherein the registered offices and home offices of the merging or consolidating companies were located and in the county wherein the registered office and home office of the surviving or new company shall be located and in the office of the register of deeds of each county in this state in which any of the companies involved shall have real property at the time of merger or consolidation.

(b) The merger or consolidation shall be effective upon the commissioner's endorsing approval, which date of approval shall be the date of consolidation or merger of said companies.

(c) The companies involved shall thereupon be one company under the name adopted in and by said agreement, possessing all the rights, privileges, immunities, powers and franchises theretofore vested in each of them.

(d) The separate existence of all the companies to the agreement of merger or consolidation, except the surviving or new company, shall cease.

(e) All property, real, personal and mixed, and all debts due on whatever account, including assessments payable from members and policyholders and all other choses in action and all and every other interest of, or belonging to or due to, each of the companies merged or consolidated shall be deemed to be transferred to and vested in such surviving or new company without further act or deed. The title to any real estate or any interest therein under the laws of this state vested in any of the companies shall not revert or be in any way impaired by reason of such merger or consolidation.

(f) Such surviving or new company shall be responsible and liable for all of the liabilities and obligations of each of the companies merged or consolidated. Any claim existing or action pending by or against any companies merged or consolidated may be prosecuted to judgment as if such merger or consolidation had not taken place, or such surviving or new company may be substituted in its place. Neither the rights of creditors nor liens upon the property of any such companies shall be impaired by such merger or consolidation, but such liens shall be limited to the property upon which they were liens immediately prior to the time of such merger or consolidation, unless otherwise provided in the agreement of merger or consolidation.

(g) In the case of merger, the articles of incorporation of the surviving company shall be supplanted, amended or superseded to the extent, if any, that any provision or provisions of such articles of incorporation shall be revised in the agreement of merger, and the articles of incorporation shall be deemed to be thereby and to that extent amended.

(h) In the case of a consolidation, the new articles of incorporation shall be deemed to be the articles of incorporation of such new corporation.

(i) The surviving or new company may, for the purpose of complying with the requirements of the law relating to age of a company, elect to be the age of any of the merging or consolidating companies and shall for this purpose be considered as having such age. Such election shall be set forth in the agreement of merger or consolidation.

(j) The surviving or new company shall maintain the reserves and deposits as required by law of other like kinds of companies doing like kinds of insurance business.

(k) The surviving or new company after merger or consolidation shall be subject to the same fees, taxes, or penalties and other requirements of law as other like kinds of companies doing like kinds of insurance business.

History: L. 1980, ch. 135, § 8; July 1.