

NONPROFIT CORPORATION ACT (EXCERPT)
Act 162 of 1982

450.2707 Certificate of merger; signing and filing; contents; determining effectiveness.

Sec. 707.

(1) After a plan of merger is approved under this act, each constituent corporation shall sign and file a certificate of merger on behalf of that corporation. The certificate shall set forth all of the following:

(a) The statements required under section 701(2)(a), (b), and (d), and the manner and basis of converting the shares or memberships of each constituent corporation that is organized on a stock or membership basis as set forth in the plan of merger.

(b) A statement that the boards have adopted the plan of merger under section 701.

(c) A statement that the surviving corporation will furnish the plan of merger, on request and without cost, to any shareholder or member of any constituent corporation.

(d) If approval of the shareholders or members of 1 or more corporations that are parties to the merger was required, a statement that the plan was approved by the shareholders or members under section 703a.

(e) If section 706 applies to the merger, a statement that the merging corporation has not commenced business, has not issued any shares or memberships, and has not elected a board and that the plan of merger was approved by the unanimous consent of the incorporators.

(f) A statement of any assumed names of merging corporations that are transferred to the surviving corporation under section 217(3), specifying each transferred assumed name and the name of the corporation from which it is transferred. The certificate may include a statement of corporate names or assumed names of merging corporations that are to be treated as newly filed assumed names of the surviving corporation under section 217(4).

(2) Section 131 applies in determining when a certificate of merger under this section becomes effective.

History: 1982, Act 162, Eff. Jan. 1, 1983 ;— Am. 2014, Act 557, Imd. Eff. Jan. 15, 2015