

## 2023 Kansas Statutes

### **17-6708. Merger or consolidation of domestic and foreign stock and nonstock corporations.**

(a) Any one or more corporations of this state, whether stock or nonstock corporations and whether or not organized for profit, may merge or consolidate with one or more foreign corporations unless the laws of the jurisdiction or jurisdictions under which such foreign corporation or corporations are organized prohibit such merger or consolidation. The constituent corporations may merge into a single surviving corporation, which may be any one of the constituent corporations, or they may consolidate into a resulting corporation formed by the consolidation, which may be a corporation of the jurisdiction of organization of any one of the constituent corporations, pursuant to an agreement of merger or consolidation, as the case may be, complying and approved in accordance with this section. The surviving or resulting corporation may be either a domestic or foreign stock corporation or a domestic or foreign nonstock corporation, as shall be specified in the agreement of merger or consolidation required by subsection (b). For purposes of this section, "foreign corporation" includes a stock or nonstock corporation organized under the laws of any jurisdiction other than this state.

(b) The method and procedure to be followed by the constituent corporations so merging or consolidating shall be as prescribed in K.S.A. 17-6707, and amendments thereto, in the case of domestic corporations. The agreement of merger or consolidation shall be as provided in K.S.A. 17-6707, and amendments thereto, and also set forth such other provisions or facts as shall be required to be set forth in an agreement of merger or consolidation, including any provision for amendment of the articles of incorporation, or equivalent document, of a surviving foreign corporation, by the laws of the jurisdiction or jurisdictions that are stated in the agreement to be the laws under which the foreign corporation or corporations are organized. The agreement, in the case of foreign corporations, shall be adopted, approved, certified and executed in accordance with the laws under which each is organized.

(c) The requirements of K.S.A. 17-6702(d), and amendments thereto, as to the appointment of the secretary of state to receive process and the manner of serving the same in the event the surviving or resulting corporation is a foreign corporation shall also apply to mergers or consolidations effected under this section and such appointment, if any, shall be included in the certificate of merger or consolidation, if any, filed pursuant to subsection (b). K.S.A. 17-6701(e), and amendments thereto, shall apply to mergers effected under this section if the surviving corporation is a domestic corporation. K.S.A. 17-6701(d), and amendments thereto, shall apply to any constituent corporation participating in a merger or consolidation under this section, except that for purposes of a constituent nonstock corporation, references to the board of directors, to stockholders, and to shares shall be deemed to be references to the governing body of the corporation, to members of the corporation, and to memberships or membership interests of the corporation, as applicable, respectively. K.S.A. 17-6701(f), and amendments thereto, shall apply to any constituent stock domestic corporation participating in a merger under this section.

(d) Nothing in this section shall be deemed to authorize the merger of a charitable nonstock corporation into a stock corporation, if the charitable status of such nonstock corporation would thereby be lost or impaired; but a stock corporation may be merged into a charitable nonstock corporation that shall continue as the surviving corporation.

**History:** L. 1972, ch. 52, § 86; L. 2000, ch. 39, § 35; L. 2016, ch. 110, § 75; L. 2023, ch. 66, § 35; July 1.