



Ohio Revised Code

Section 1729.36 Association may merge or consolidate with one or more entities.

Effective: September 3, 2004

Legislation: House Bill 288 - 125th General Assembly

(A) An association may merge or consolidate with one or more entities, if such merger or consolidation is permitted by the laws under which each constituent entity exists and the association complies with this section.

(B) Each constituent association shall comply with section 1729.35 of the Revised Code with respect to form and approval of an agreement of merger or consolidation, and each constituent entity shall comply with the applicable provisions of the laws under which it exists, except that the agreement of merger or consolidation, by whatever name designated, shall comply with divisions (C) and (D) of this section.

(C) The agreement of merger or consolidation shall set forth all of the following:

(1) The names of the states and the laws under which each constituent entity exists;

(2) All statements and matters required to be set forth in agreements of merger or consolidation by the laws under which any constituent entity exists;

(3) A statement that the surviving or new entity is to be an association, a foreign association, a corporation other than a cooperative, or a limited liability company;

(4) If the surviving or new entity is to be a foreign entity:

(a) The place where the principal office of the surviving or new entity is to be located in the state in which the surviving or new entity is to exist;

(b) The consent by the surviving or new entity that it may be sued and served with process in this state in any proceeding for the enforcement of any obligation of any constituent association or



domestic entity;

(c) The consent by the surviving or new entity that it shall be subject to the applicable provisions of Chapter 1703. of the Revised Code, if it is a foreign corporation or foreign association, or to sections 1705.53 to 1705.58 of the Revised Code, if it is a foreign limited liability company;

(d) If it is desired that the surviving or new entity exercise its corporate privileges in this state as a foreign entity.

(D) The agreement also may set forth other provisions permitted by the laws of any state in which any constituent entity exists.

(E) If the surviving or new entity is an association, the merger or consolidation shall take effect in accordance with sections 1729.37 and 1729.38 of the Revised Code.

(F) If the surviving or new entity is an entity other than an association, the merger or consolidation shall take effect in accordance with the applicable provisions of the laws under which it exists.