

**§1108. Abandonment of merger or share exchange**

**1. Abandoned merger or share exchange prior to becoming effective.** Unless otherwise provided in a plan of merger or share exchange or in the laws under which a foreign business corporation or a domestic or foreign eligible entity that is a party to a merger or a share exchange is organized or by which it is governed, after the plan has been adopted and approved as required by this chapter, and at any time before the merger or share exchange has become effective, the merger or share exchange may be abandoned by a domestic business corporation that is a party to the merger or share exchange without action by the party's shareholders, in accordance with any procedures set forth in the plan of merger or share exchange or, if procedures are not set forth in the plan, in the manner determined by the corporation's board of directors, subject to any contractual rights of other parties to the merger or share exchange.

[PL 2003, c. 344, Pt. B, §103 (AMD).]

**2. Abandoned merger or share exchange after articles of merger or share exchange are filed.**

If a merger or share exchange is abandoned under subsection 1 after articles of merger or share exchange have been filed with the Secretary of State under section 1106, subsection 2 but before the merger or share exchange has become effective, a statement that the merger or share exchange has been abandoned in accordance with this section, signed on behalf of a party to the merger or share exchange by an officer or other duly authorized representative, must be delivered to the Secretary of State for filing prior to the effective date of the merger or share exchange. The statement must also include the names, types of entity and the jurisdictions of the parties to the merger or share exchange. Upon filing, the statement takes effect and the merger or share exchange is considered abandoned and does not become effective.

[PL 2011, c. 274, §56 (AMD).]

**SECTION HISTORY**

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §B103 (AMD). PL 2011, c. 274, §56 (AMD).

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