

317A.631 ABANDONMENT.

Subdivision 1. **By members or board of each corporation; under terms of plan.** After a plan of merger or consolidation has been approved by each constituent corporation under section 317A.613 and before the effective date of the plan, it may be abandoned:

(1) if each constituent corporation has approved the abandonment at a meeting by a majority of the members with voting rights voting on the issue, or if the corporation does not have voting members, by a majority of all directors; or

(2) if the plan itself provides for abandonment and the conditions for abandonment in the plan are met.

Subd. 2. **By board of one corporation.** A plan of merger or consolidation may be abandoned after it has been approved by each constituent corporation and before the effective date of the plan, by a resolution approved by a majority of all directors of the constituent corporation abandoning the plan of merger or consolidation, subject to the contract rights of any other person under the plan.

Subd. 3. **Filing of articles.** If articles of merger or consolidation have been filed with the secretary of state, but have not yet become effective, the constituent corporations, in the case of abandonment under subdivision 1, clause (1), the constituent corporations or any one of them, in the case of abandonment under subdivision 1, clause (2), or the abandoning corporation in the case of abandonment under subdivision 2, shall file with the secretary of state articles of abandonment that contain:

(1) the names of the constituent corporations;

(2) the provision of this section under which the plan is abandoned; and

(3) if the plan is abandoned under subdivision 2, the text of the resolution approved by the directors abandoning the plan.

History: 1989 c 304 s 88