

**302A.631 ABANDONMENT.**

Subdivision 1. **By shareholders or plan.** After a plan of merger or exchange has been approved by the shareholders entitled to vote on the approval of the plan as provided in section 302A.613, and before the effective date of the plan, it may be abandoned:

(a) if (i) the shareholders of each of the constituent corporations entitled to vote on the approval of the plan as provided in section 302A.613 have approved the abandonment at a meeting by the affirmative vote of the holders of a majority of the voting power of the shares entitled to vote; (ii) the merger or exchange is with a domestic or foreign limited liability company, if abandonment is approved in such manner as may be required by the laws of the state under which the limited liability company is organized; and (iii) the shareholders of a constituent corporation are not entitled to vote on the approval of the plan under section 302A.613, the board of directors of the constituent corporation has approved the abandonment by the affirmative vote of a majority of the directors present;

(b) if the plan itself provides for abandonment and all conditions for abandonment set forth in the plan are met; or

(c) pursuant to subdivision 2.

Subd. 2. **By board.** A plan of merger or exchange may be abandoned, before the effective date of the plan, by a resolution of the board of directors of any constituent corporation abandoning the plan of merger or exchange approved by the affirmative vote of a majority of the directors present, subject to the contract rights of any other person under the plan. If a plan of merger or exchange is with a domestic or foreign limited liability company, the plan of merger or exchange may be abandoned before the effective date of the plan by a resolution of the limited liability company adopted according to the laws of the state under which the limited liability company is organized, subject to the contract rights of any other person under the plan.

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

(a) the names of the constituent organizations;

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

(c) if the plan is abandoned under subdivision 2, the text of the resolution abandoning the plan.

**History:** 1981 c 270 s 94; 1987 c 203 s 8; 1997 c 10 art 3 s 11