

NONPROFIT CORPORATION ACT (EXCERPT)
Act 162 of 1982

450.2711 Merger of domestic corporation with subsidiary corporation; approval of plan of merger; mailing copy of plan to minority shareholder or member of record; other provisions; definitions.

Sec. 711. (1) A domestic corporation may merge 1 or more subsidiary corporations into itself, or may merge itself, or itself and any 1 or more subsidiary corporations, into any other subsidiary corporation, without approval of the shareholders or members of any of the corporations, except as provided in section 713. The board of the parent corporation shall approve a plan of merger that sets forth those matters required to be set forth in a plan of merger under section 701. Approval by the board of a subsidiary corporation described in this subsection is not required.

(2) If the parent corporation owns less than 100% of the outstanding shares or memberships of any subsidiary corporation that is a constituent corporation, the parent corporation shall promptly after the filing of the certificate of merger mail a copy or summary of the plan of merger to each minority shareholder or member of record of each subsidiary corporation, unless the shareholder or member waives the requirement in writing or unless the subsidiary corporation is required to obtain the approval of its shareholders or members under section 713.

(3) The authority of a corporation to merge under this section does not prevent the corporation from using other provisions of this act to complete a merger.

(4) As used in this section and in sections 712 and 713:

(a) "Constituent corporation" means a corporation that is a party to the merger described in subsection (1).

(b) A domestic corporation is a "subsidiary corporation" if another domestic corporation holds at least 90% of its shareholder or member votes.

History: Add. 2014, Act 557, Imd. Eff. Jan. 15, 2015.