

Title 33 - Corporations

Chapter 602 - Nonstock Corporations

Section 33-1158 - Effect of merger.

Universal Citation: CT Gen Stat § 33-1158

When a merger becomes effective:

- (1) The corporation that is designated in the certificate of merger as the survivor continues or comes into existence, as the case may be;
- (2) The separate existence of every corporation that is merged into the survivor ceases;
- (3) All liabilities of each corporation that is merged into the survivor are vested in the survivor;
- (4) All property owned by, and every contract right possessed by, each corporation that merges into the survivor is vested in the survivor without reversion or impairment;
- (5) The name of the survivor may, but need not be, substituted in any pending proceeding for the name of any party to the merger whose separate existence ceased in the merger;
- (6) The certificate of incorporation of the survivor is amended to the extent provided in the plan of merger;
- (7) The certificate of incorporation of a survivor that is created by the merger becomes effective;
- (8) The memberships, if any, of each corporation which is a party to the merger that are to be converted into memberships of the survivor are converted, and the former members in such membership classes are entitled only to the designation, qualifications, privileges and rights of the class of members to which they are converted, as provided in the certificate of incorporation of the survivor as the same may be amended by the plan of merger; and
- (9) Any devise, bequest, gift or grant, contained in any will or in any other instrument, made before or after the merger, to or for the benefit of any of the merging corporations shall inure to the benefit of the survivor, and so far as is necessary for that purpose, the existence of each merging corporation shall be deemed to continue in and through the survivor.

(P.A. 96-256, S. 111, 209; P.A. 03-18, S. 45.) History: P.A. 96-256 effective January 1, 1997; P.A. 03-18 replaced "takes effect" with "becomes effective", amended Subdivs. (1) to (4) by replacing former provisions with new provisions re effect of merger, added new Subdivs. (5) and (7) re substitution of name of survivor and effectiveness of certificate of incorporation of survivor, redesignated existing Subdivs. (5), (6) and (7) as Subdivs. (6), (8) and (9), and replaced "surviving corporation" with "survivor" and made technical changes throughout, effective July 1, 2003.