

## **Checklist of Matters that Should be Considered in Drafting a Merger Agreement**

- 1.** Date of agreement.
- 2.** Name and authorized capitalization of each original corporation.
- 3.** Resolution of each board of directors that they believe it to be in the best interest of its respective corporation that the merger take place.
- 4.** End of the corporate existence of the non-surviving corporation.
- 5.** Transfer of the rights, property, and liabilities of the non-surviving corporation to the surviving corporation.
- 6.** Name, purposes, location of the principal offices, number of directors, and capital stock of the surviving corporation.
- 7.** Articles of Incorporation of the surviving corporation, including amendments reflecting the merger.
- 8.** Bylaws of the surviving corporation, including amendments necessitated by the merger.
- 9.** Names and addresses of the directors of the surviving corporation.
- 10.** Method of converting shares of the non-surviving constituent corporation into shares of the surviving corporation.
- 11.** Treatment of outstanding stock options, if any.
- 12.** Effective date of the merger.
- 13.** Restrictions on transactions outside the normal course of business by either corporation prior to the effective date of the merger.
- 14.** Corporate distributions during the period prior to the effective date of the merger, if desired.
- 15.** Submission of the merger agreement to the shareholders of each constituent corporation on proper notice.
- 16.** Filing of the agreement with the appropriate state office, if required by local statute.
- 17.** Manner, time, and place of executing the agreement.