

effect thereto shall be submitted to a meeting of the members of each merging cooperative and of the surviving cooperative, the notice of which shall have attached thereto a copy of the proposed articles of merger;

(b) Articles of merger. — If the proposed merger and the proposed articles of merger, with any amendments, are approved by the affirmative vote of not less than two-thirds of those members of each cooperative voting thereon at each such meeting, articles of merger in the form approved shall be executed and acknowledged on behalf of each such cooperative by its [president or vice-president] CHAIRMAN OR VICE-CHAIRMAN and its seal shall be affixed thereto and attested by its secretary. The articles of merger shall recite that they are executed pursuant to this act and shall state: (1) the name of each merging cooperative and the address of its principal office; (2) the name of the surviving cooperative, the address of its principal office, and the name and address of its resident agent; (3) a statement that each merging cooperative and the surviving cooperative agree to the merger; (4) the names and addresses of the directors of the surviving cooperative; and (5) the terms and conditions of the merger and the mode of carrying the same into effect, including the manner in which the members of the merging cooperatives may or shall become members of the surviving cooperative; and may contain any provisions not inconsistent with this act deemed necessary or advisable for the conduct of the business of the surviving cooperative. The [president or vice-president] CHAIRMAN OR VICE-CHAIRMAN of each cooperative executing such articles of merger shall make and annex thereto an affidavit stating that the provisions of this section in respect of such articles were duly complied with by such cooperative.

19. Effect of consolidation or merger.

(a) Articles of consolidation deemed articles of incorporation of new cooperative. — In the case of a consolidation the existence of the consolidating cooperatives shall cease and the articles of consolidation shall be deemed to be the articles of incorporation of the new cooperative; and in the case of a merger the separate existence of the cooperatives shall cease and the articles of incorporation of the surviving cooperative shall be deemed to be amended to the extent, if any, that changes therein are provided for in the articles of merger;

(b) Transfer of rights, etc. — All the rights, privileges, immunities and franchises and all property, real and personal, including without limitation applications for membership, all debts due on whatever account and all other choses in action, of each of the consolidating or merging cooperatives shall be deemed to be transferred to and vested in the new [of] OR surviving cooperative without further act or deed;

(c) Liabilities. — The new or surviving cooperative shall be responsible and liable for all the liabilities and obligations of each of the consolidating or merging cooperatives and any claim existing or action or proceeding pending by or against any of the consolidating or merging cooperatives may be prosecuted as if the consolidation or merger had not taken place, but the new or surviving cooperative may be substituted in its place; and