

VETOES

(9) A statement that the terms and conditions of the transaction set forth in the articles were advised, authorized, and approved by each corporation, limited partnership, LIMITED LIABILITY COMPANY, or business trust party to the articles in the manner and by the vote required by its charter or declaration of trust and the laws of the place where it is organized, and a statement of the manner of approval; and

(10) Every other provision necessary to effect the consolidation, merger, share exchange, or transfer of assets.

(c) In addition to the requirements of subsection (a) of this section, articles of merger shall include:

(1) Any amendment to the charter, certificate of limited partnership, ARTICLES OF ORGANIZATION OF A LIMITED LIABILITY COMPANY, or declaration of trust of the successor to be effected as part of the merger;

(2) As to each corporation party to the articles:

(i) The total number of shares of stock of all classes which the corporation has authority to issue;

(ii) The number of shares of stock of each class;

(iii) The par value of the shares of stock of each class or a statement that the shares are without par value; and

(iv) If there are any shares of stock with par value, the aggregate par value of all the shares of all classes;

(3) As to each business trust party to the articles:

(i) The total number of shares of beneficial interest of all classes which the business trust has authority to issue; and

(ii) The number of shares of beneficial interest of each class;

(4) As to each limited partnership party to the articles:

(i) The percentages of partnership interest of each class of partnership interest of the limited partnership; and

(ii) The class of partners and the respective percentage of partnership interests in each class of partnership interest;

(5) AS TO EACH LIMITED LIABILITY COMPANY PARTY TO THE ARTICLES:

(I) THE PERCENTAGES OF MEMBERSHIP INTEREST OF EACH CLASS OF MEMBERSHIP INTEREST OF THE LIMITED LIABILITY COMPANY; AND