§ 14A:10-1. Procedure for Merger: Merger, Consolidation, Acquisition of All Capital Shares of a Corporation and Sale of Assets

(1) Any two or more domestic corporations, or any one or more domestic corporations and any one or more other business entities, may merge into one of such corporations or other business entities pursuant to a plan of merger approved in the manner provided in this act.

(2) The board of each corporation shall approve a plan of merger setting forth

(a) The names of the corporations or other business entities proposing to merge, and the name of the corporation or other business entity into which they propose to merge, which is hereinafter designated as the surviving corporation or surviving other business entity;

(b) The terms and conditions of the proposed merger, including a statement of any amendments in the certificate of incorporation of the surviving corporation to be effected by such merger which amendments may be set forth in and effected by a restated certificate of incorporation which may be filed as an additional document together with the certificate of merger;

(c) The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or of the surviving other business entity, or of any other corporation or other business entity, or, in whole or in part, into cash or other property; and

(d) Such other provisions with respect to the proposed merger as are deemed necessary or desirable.