

State of Arizona
Senate
Fifty-first Legislature
Second Regular Session
2014

CHAPTER 193
SENATE BILL 1353

AN ACT

AMENDING SECTION 10-122, ARIZONA REVISED STATUTES, AS AMENDED BY LAWS 2013, FIRST SPECIAL SESSION, CHAPTER 2, SECTION 3; CHANGING THE DESIGNATION OF TITLE 10, CHAPTER 2, ARIZONA REVISED STATUTES, TO "INCORPORATION"; REPEALING TITLE 10, CHAPTER 2, ARTICLE 2, ARIZONA REVISED STATUTES; CHANGING THE DESIGNATION OF TITLE 10, CHAPTER 11, ARIZONA REVISED STATUTES, TO "MERGERS AND OTHER RESTRUCTURING TRANSACTIONS"; REPEALING SECTIONS 10-1101 AND 10-1102, ARIZONA REVISED STATUTES; AMENDING TITLE 10, CHAPTER 11, ARTICLE 1, ARIZONA REVISED STATUTES, BY ADDING NEW SECTIONS 10-1101 AND 10-1102; AMENDING SECTIONS 10-1103, 10-1104 AND 10-1105, ARIZONA REVISED STATUTES; REPEALING SECTIONS 10-1106, 10-1107 AND 10-1108, ARIZONA REVISED STATUTES; AMENDING SECTION 10-1302, ARIZONA REVISED STATUTES, AS AMENDED BY LAWS 2013, CHAPTER 165, SECTION 2; REPEALING SECTION 10-1817, ARIZONA REVISED STATUTES; AMENDING TITLE 10, CHAPTER 18, ARTICLE 1, ARIZONA REVISED STATUTES, BY ADDING A NEW SECTION 10-1817; REPEALING SECTION 10-1818, ARIZONA REVISED STATUTES; AMENDING TITLE 10, CHAPTER 18, ARTICLE 4, ARIZONA REVISED STATUTES, BY ADDING SECTION 10-1875; AMENDING SECTION 10-2020, ARIZONA REVISED STATUTES; AMENDING TITLE 10, CHAPTER 19, ARTICLE 1, ARIZONA REVISED STATUTES, BY ADDING SECTION 10-2026; AMENDING SECTION 10-2054, ARIZONA REVISED STATUTES; REPEALING SECTIONS 10-2073, 10-2074, 10-2075 AND 10-2076, ARIZONA REVISED STATUTES; AMENDING TITLE 10, CHAPTER 19, ARTICLE 2, ARIZONA REVISED STATUTES, BY ADDING A NEW SECTION 10-2073; AMENDING SECTION 10-2079, ARIZONA REVISED STATUTES; AMENDING TITLE 10, CHAPTER 19, ARTICLE 3, ARIZONA REVISED STATUTES, BY ADDING SECTION 10-2107; REPEALING SECTIONS 10-2139, 10-2140 AND 10-2142, ARIZONA REVISED STATUTES; AMENDING TITLE 10, CHAPTER 19, ARTICLE 4, ARIZONA REVISED STATUTES, BY ADDING A NEW SECTION 10-2139; AMENDING SECTION 10-2145, ARIZONA REVISED STATUTES; REPEALING SECTION 10-2240, ARIZONA REVISED STATUTES;

AMENDING TITLE 10, CHAPTER 20, ARTICLE 5, ARIZONA REVISED STATUTES, BY ADDING A NEW SECTION 10-2240; AMENDING TITLE 10, CHAPTER 21, ARTICLE 1, ARIZONA REVISED STATUTES, BY ADDING SECTION 10-2267; AMENDING SECTION 10-2405, ARIZONA REVISED STATUTES; AMENDING TITLE 10, CHAPTER 22, ARTICLE 1, ARIZONA REVISED STATUTES, BY ADDING SECTION 10-2406; AMENDING SECTION 10-3122, ARIZONA REVISED STATUTES; CHANGING THE DESIGNATION OF TITLE 10, CHAPTER 25, ARIZONA REVISED STATUTES, TO "INCORPORATION-NONPROFIT CORPORATIONS"; REPEALING TITLE 10, CHAPTER 25, ARTICLE 2, ARIZONA REVISED STATUTES; CHANGING THE DESIGNATION OF TITLE 10, CHAPTER 34, ARIZONA REVISED STATUTES, TO "MERGERS AND OTHER RESTRUCTURING TRANSACTIONS-NONPROFIT CORPORATIONS"; REPEALING SECTIONS 10-11101 AND 10-11102, ARIZONA REVISED STATUTES; AMENDING TITLE 10, CHAPTER 34, ARTICLE 1, ARIZONA REVISED STATUTES, BY ADDING NEW SECTIONS 10-11101 AND 10-11102; AMENDING SECTIONS 10-11103 AND 10-11105, ARIZONA REVISED STATUTES; REPEALING SECTIONS 10-11106 AND 10-11107, ARIZONA REVISED STATUTES; AMENDING SECTION 10-11108, ARIZONA REVISED STATUTES; AMENDING TITLE 10, CHAPTER 42, ARTICLE 1, ARIZONA REVISED STATUTES, BY ADDING SECTION 10-11909; AMENDING SECTION 29-366, ARIZONA REVISED STATUTES; CHANGING THE DESIGNATION OF TITLE 29, CHAPTER 3, ARTICLE 13, ARIZONA REVISED STATUTES, TO "MERGERS AND OTHER RESTRUCTURING TRANSACTIONS"; REPEALING SECTIONS 29-368, 29-369, 29-370, 29-371 AND 29-372, ARIZONA REVISED STATUTES; AMENDING TITLE 29, CHAPTER 3, ARTICLE 13, ARIZONA REVISED STATUTES, BY ADDING NEW SECTIONS 29-368, 29-369 AND 29-370; AMENDING SECTION 29-373, ARIZONA REVISED STATUTES; REPEALING SECTIONS 29-374, 29-375 AND 29-376, ARIZONA REVISED STATUTES; AMENDING SECTION 29-681, ARIZONA REVISED STATUTES; CHANGING THE DESIGNATION OF TITLE 29, CHAPTER 4, ARTICLE 7, ARIZONA REVISED STATUTES, TO "MERGERS AND OTHER RESTRUCTURING TRANSACTIONS"; REPEALING SECTION 29-751, ARIZONA REVISED STATUTES; AMENDING TITLE 29, CHAPTER 4, ARTICLE 7, ARIZONA REVISED STATUTES, BY ADDING A NEW SECTION 29-751; AMENDING SECTION 29-752, ARIZONA REVISED STATUTES; REPEALING SECTION 29-753, ARIZONA REVISED STATUTES; AMENDING TITLE 29, CHAPTER 4, ARTICLE 7, ARIZONA REVISED STATUTES, BY ADDING A NEW SECTION 29-753; AMENDING SECTION 29-754, ARIZONA REVISED STATUTES; REPEALING SECTIONS 29-755, 29-756 AND 29-757, ARIZONA REVISED STATUTES; AMENDING TITLE 29, CHAPTER 4, ARTICLE 11, ARIZONA REVISED STATUTES, BY ADDING SECTION 29-848; AMENDING SECTIONS 29-851 AND 29-1001, ARIZONA REVISED STATUTES; CHANGING THE DESIGNATION OF TITLE 29, CHAPTER 5, ARTICLE 9, ARIZONA REVISED STATUTES, TO "MERGERS AND OTHER RESTRUCTURING TRANSACTIONS"; REPEALING SECTIONS 29-1082, 29-1083, 29-1084 AND 29-1085, ARIZONA REVISED STATUTES; AMENDING TITLE 29, CHAPTER 5, ARTICLE 9, ARIZONA REVISED STATUTES, BY ADDING SECTION 29-1081 AND NEW SECTIONS 29-1082 AND 29-1083; AMENDING SECTION 29-1086, ARIZONA REVISED STATUTES; REPEALING SECTIONS 29-1087 AND 29-1088, ARIZONA REVISED STATUTES; AMENDING TITLE 29, ARIZONA REVISED STATUTES, BY ADDING CHAPTER 6; RELATING TO ENTITY RESTRUCTURING.

(TEXT OF BILL BEGINS ON NEXT PAGE)

1 Be it enacted by the Legislature of the State of Arizona:

2 Section 1. Section 10-122, Arizona Revised Statutes, as amended by
 3 Laws 2013, first special session, chapter 2, section 3, is amended to read:

4 10-122. Filing, service and copying fees; expedited report
 5 filing and access; same day and next day services;
 6 posted wait times; advance monies; definition

7 A. The commission shall collect and deposit, pursuant to sections
 8 35-146 and 35-147, the following nonrefundable fees when the documents
 9 described in this subsection are delivered to the commission:

<u>Document</u>	<u>Fee</u>
10 1. Articles of incorporation	\$50
11 2. Application for use of indistinguishable name	10
12 3. Application for reserved name	10
13 4. Notice of transfer of reserved name	10
14 5. Application for registered name	10
15 6. Application for renewal of registered name	10
16 7. Agent's statement of resignation	10
17 8. Amendment of articles of incorporation	25
18 9. Restatement of articles of incorporation with	
19 amendment of articles	25
20 10. Articles of merger or share exchange STATEMENT	
21 OF MERGER, INTEREST EXCHANGE, CONVERSION,	
22 DOMESTICATION OR DIVISION IF THE ENTITY	
23 RESPONSIBLE FOR FILING THE STATEMENT IS	
24 A CORPORATION	100
25 11. Articles of dissolution	25
26 12. Articles of domestication	100
27 13. 12. Articles of revocation of dissolution	25
28 14. 13. Application for reinstatement following	
29 administrative dissolution, in addition	
30 to other fees and penalties due	100
31 15. 14. Application for authority	150
32 16. 15. Application for withdrawal	25
33 17. 16. Annual report	45
34 18. 17. Articles of correction	25
35 19. 18. Application for certificate of good standing	10
36 20. 19. Any other document required or permitted	
37 to be filed by chapters 1 through 17	
38 of this title	25

39 B. The commission shall collect a nonrefundable fee of twenty-five
 40 dollars each time process is served on it under chapters 1 through 17 of this
 41 title. The party to a proceeding causing service of process is entitled to
 42 recover this fee as costs if the party prevails in the proceeding.

43 C. The commission shall charge and collect a reasonable fee for
 44 copying documents on request, provided the fee does not exceed the cost of
 45 providing the service as determined by the commission. The commission shall
 46

1 also charge a reasonable fee for certifying the copy of a filed document,
2 provided the fee does not exceed the cost of providing the service as
3 determined by the commission.

4 D. A penalty of one hundred dollars payable in addition to other fees
5 accrues and is payable if a foreign corporation fails to file an amendment,
6 restated articles that include an amendment, or articles of merger within
7 sixty days of the time of filing in the jurisdiction in which the corporation
8 is domiciled. The penalty collected pursuant to this subsection shall be
9 deposited, pursuant to sections 35-146 and 35-147, in the state general fund.

10 E. One-third of the fees for the annual report of domestic and foreign
11 corporations paid pursuant to subsection A, paragraph ~~17~~ 16 of this section
12 shall be deposited in the Arizona arts trust fund established by section
13 41-983.01 and two-thirds of these fees shall be deposited, pursuant to
14 sections 35-146 and 35-147, in the public access fund established by section
15 10-122.01.

16 F. The commission shall provide for and establish an expedited service
17 for the filing of all documents and services provided pursuant to this title
18 as follows:

19 1. The expedited filing shall be a priority service to be completed as
20 soon as possible after the documents are delivered to the commission.

21 2. In addition to any other fees required by this section or any other
22 law, the commission shall charge a nonrefundable fee for expedited services,
23 including those requested by fax. The fee shall be determined by a
24 supermajority vote of the commissioners.

25 3. The commission may provide for and establish same day and next day
26 services for the filing of any documents and services provided pursuant to
27 this title as follows:

28 (a) The commission shall suspend same day or next day service if the
29 commission determines that it does not have the necessary resources to
30 perform the service within the established time period.

31 (b) In addition to any other fees required by this section or any
32 other law, the commissioners may charge a nonrefundable fee for the same day
33 or next day service or both. The fee shall be determined by a supermajority
34 vote of the commissioners.

35 4. The commission shall publicly post the current wait times for
36 processing regular, expedited and same day and next day services.

37 G. The commission may charge persons who access the commission's data
38 processing system that is maintained pursuant to section 10-122.01 from
39 remote locations and persons requesting special computer generated printouts,
40 reports and tapes a reasonable fee that does not exceed the cost of the time,
41 equipment and personnel necessary to provide this service or product as
42 determined by the commission.

43 H. Except as provided in section 10-122.01, subsection B, paragraph 3,
44 in addition to any fee charged pursuant to this section, the commission may
45 charge and collect the following nonrefundable fees to help defray the cost

1 of the improved data processing system that is maintained pursuant to section
2 10-122.01:

3 1. Filing articles of incorporation of a domestic corporation, ten
4 dollars.

5 2. Filing an application of a foreign corporation for authority to
6 transact business in this state, twenty-five dollars.

7 I. All monies received pursuant to subsections F, G and H of this
8 section shall be deposited, pursuant to sections 35-146 and 35-147, in the
9 public access fund established by section 10-122.01.

10 J. Fees charged pursuant to this section are exempt from section
11 39-121.03, subsection A, paragraph 3.

12 K. Any person may advance monies to the commission to pay fees
13 required pursuant to this section for future filings and services. All
14 monies received pursuant to this subsection shall be deposited, pursuant to
15 sections 35-146 and 35-147, in the money on deposit account in the public
16 access fund established by section 10-122.01.

17 L. In addition to any other fees prescribed by law, the commission may
18 establish a fee for the filing of an annual benefit report delivered to the
19 commission pursuant to section 10-2442. The fee shall be determined by a
20 majority vote of the commissioners.

21 M. For the purposes of this section, "supermajority" means an
22 affirmative vote of at least four commissioners.

23 Sec. 2. Heading change

24 The chapter heading of title 10, chapter 2, Arizona Revised Statutes,
25 is changed from "INCORPORATION AND TRANSFER OF DOMICILE" to "INCORPORATION".

26 Sec. 3. Repeal

27 Title 10, chapter 2, article 2, Arizona Revised Statutes, is repealed.

28 Sec. 4. Heading change

29 The chapter heading of title 10, chapter 11, Arizona Revised Statutes,
30 is changed from "MERGER AND SHARE EXCHANGE" to "MERGERS AND OTHER
31 RESTRUCTURING TRANSACTIONS".

32 Sec. 5. Repeal

33 Sections 10-1101 and 10-1102, Arizona Revised Statutes, are repealed.

34 Sec. 6. Title 10, chapter 11, article 1, Arizona Revised Statutes, is
35 amended by adding new sections 10-1101 and 10-1102, to read:

36 10-1101. Definitions

37 A. IN THIS ARTICLE, UNLESS THE CONTEXT OTHERWISE REQUIRES:

38 1. "PLAN" MEANS A PLAN OF MERGER, INTEREST EXCHANGE, CONVERSION,
39 DOMESTICATION OR DIVISION.

40 2. "TRANSACTION" MEANS A MERGER, AN INTEREST EXCHANGE, A CONVERSION, A
41 DOMESTICATION OR A DIVISION.

42 B. EXCEPT FOR TERMS DEFINED IN CHAPTERS 1 THROUGH 17 OF THIS TITLE OR
43 UNLESS THE CONTEXT OTHERWISE REQUIRES, TERMS USED IN THIS ARTICLE HAVE THE
44 SAME MEANINGS PRESCRIBED IN SECTION 29-2102.

45 10-1102. Entity restructuring transactions

1 A. IF THE BOARD OF DIRECTORS OF A DOMESTIC CORPORATION ADOPTS A PLAN
2 AND, IF REQUIRED BY SECTION 10-1103, THE SHAREHOLDERS APPROVE A PLAN, THE
3 DOMESTIC CORPORATION MAY BE A PARTY TO OR OTHERWISE UNDERTAKE A TRANSACTION
4 BY ADOPTING A PLAN AND COMPLYING WITH THIS ARTICLE AND THE FOLLOWING:

5 1. WITH RESPECT TO A MERGER, TITLE 29, CHAPTER 6, ARTICLE 2.

6 2. WITH RESPECT TO AN INTEREST EXCHANGE, TITLE 29, CHAPTER 6,
7 ARTICLE 3.

8 3. WITH RESPECT TO A CONVERSION, TITLE 29, CHAPTER 6, ARTICLE 4.

9 4. WITH RESPECT TO A DOMESTICATION, TITLE 29, CHAPTER 6, ARTICLE 5.

10 5. WITH RESPECT TO A DIVISION, TITLE 29, CHAPTER 6, ARTICLE 6.

11 B. THE EFFECTIVE TIME AND DATE OF THE TRANSACTION ARE AS PROVIDED IN
12 TITLE 29, CHAPTER 6. EXCEPT AS EXPRESSLY SET FORTH IN THIS ARTICLE, THE
13 PROCEDURES REGARDING THE EFFECT OF AND ALL OTHER ASPECTS OF THE TRANSACTION
14 ARE GOVERNED BY TITLE 29, CHAPTER 6.

15 C. THIS SECTION DOES NOT LIMIT THE POWER OF A CORPORATION TO ACQUIRE
16 ALL OR PART OF THE INTERESTS OF ANOTHER ENTITY THROUGH A VOLUNTARY EXCHANGE
17 OR OTHERWISE.

18 Sec. 7. Section 10-1103, Arizona Revised Statutes, is amended to read:
19 10-1103. Action on plan

20 A. Except as provided in subsection G of this section, after adopting
21 a plan ~~of merger or share exchange~~, the board of directors of ~~each~~ A DOMESTIC
22 corporation that is a party to OR THAT IS OTHERWISE UNDERTAKING the ~~merger~~
23 TRANSACTION and, IN THE CASE OF A DOMESTIC CORPORATION WHOSE SHARES WILL BE
24 ACQUIRED IN AN INTEREST EXCHANGE, the board of directors of the corporation
25 whose shares will be acquired in the ~~share~~ INTEREST exchange shall submit the
26 plan ~~of merger or share exchange~~ for approval by its shareholders.

27 B. For a plan ~~of merger or share exchange~~ to be approved, both:

28 1. The board of directors shall recommend the plan ~~of merger or share~~
29 ~~exchange~~ to the shareholders, unless the board of directors determines that
30 because of a conflict of interest or other special circumstances it should
31 not make a recommendation and communicates the basis for its determination to
32 the shareholders with the plan.

33 2. The shareholders entitled to vote on the plan ~~of merger or share~~
34 ~~exchange~~ shall approve the plan.

35 C. The board of directors may condition its submission of the ~~proposed~~
36 ~~merger or share exchange~~ PLAN on any basis.

37 D. The corporation shall notify each shareholder, whether or not
38 entitled to vote, of the proposed shareholders' meeting at which the plan ~~of~~
39 ~~merger or share exchange~~ is to be submitted for approval in accordance with
40 section 10-705. The notice shall state that the purpose or one of the
41 purposes of the meeting is to consider the plan ~~of merger or share exchange~~
42 and shall contain or be accompanied by a copy or summary of the plan.

43 E. Unless chapters 1 through 17 of this title, the articles of
44 incorporation or the board of directors acting pursuant to subsection C of
45 this section requires a greater vote or a vote by voting groups, the plan ~~of~~
46 ~~merger or share exchange~~ to be authorized shall be approved by each voting

1 group entitled to vote separately on the plan by a majority of all the votes
2 entitled to be cast on the plan by that voting group.

3 F. Separate voting by voting groups is required:

4 1. On a plan ~~of merger~~, OTHER THAN A PLAN OF INTEREST EXCHANGE, if
5 either:

6 (a) The plan contains a provision that, if contained in a proposed
7 amendment to the articles of incorporation, would require action by one or
8 more separate voting groups on the proposed amendment under section 10-1004.

9 (b) One or more voting groups are entitled under the articles of
10 incorporation to vote as a voting group on the plan ~~of merger~~.

11 2. On a plan of ~~share~~ INTEREST exchange by each class or series of
12 shares included in the exchange, with each class or series constituting a
13 separate voting group.

14 G. Unless the articles of incorporation otherwise require, action by
15 the shareholders of A DOMESTIC CORPORATION THAT IS the surviving corporation
16 on a plan of merger is not required if all of the following conditions exist:

17 1. The articles of incorporation of the surviving corporation will not
18 differ, except for amendments enumerated in section 10-1002, from its
19 articles of incorporation before the merger.

20 2. Each shareholder of the surviving corporation whose shares were
21 outstanding immediately before the effective date of the merger will hold the
22 same number of shares with identical designations, preferences, limitations
23 and relative rights immediately after the effective date of the merger.

24 3. The number of voting shares outstanding immediately after the
25 merger, plus the number of voting shares issuable as a result of the merger
26 either by the conversion of securities issued pursuant to the merger or the
27 exercise of rights and warrants issued pursuant to the merger, will not
28 exceed by more than twenty per cent the total number of voting shares of the
29 surviving corporation outstanding immediately before the merger.

30 4. The number of participating shares outstanding immediately after
31 the merger, plus the number of participating shares issuable as a result of
32 the merger either by the conversion of securities issued pursuant to the
33 merger or the exercise of rights and warrants issued pursuant to the merger,
34 will not exceed by more than twenty per cent the total number of
35 participating shares outstanding immediately before the merger.

36 H. ~~As used in~~ FOR THE PURPOSES OF subsection G of this section:

37 1. "Participating shares" means shares that entitle their holders to
38 participate without limitation in distributions.

39 2. "Voting shares" means shares that entitle their holders to vote
40 unconditionally in elections of directors.

41 ~~I. At any time before the filing of the articles of merger or share~~
42 ~~exchange, the plan of merger or share exchange may be abandoned, subject to~~
43 ~~any contractual rights, without further shareholder action, in accordance~~
44 ~~with the procedure set forth in the plan of merger or share exchange or, if~~
45 ~~none is set forth, in the manner determined by the board of directors.~~

46 Sec. 8. Section 10-1104, Arizona Revised Statutes, is amended to read:

1 10-1104. Merger or other transaction involving subsidiary

2 A. A parent ~~corporation~~ ENTITY owning at least ninety per cent of the
3 outstanding shares of each class of a subsidiary DOMESTIC corporation may
4 merge the subsidiary into itself, CAUSE THE CONVERSION, DOMESTICATION OR
5 DIVISION OF THE SUBSIDIARY OR CAUSE THE SHARES OF THE SUBSIDIARY TO BE
6 ACQUIRED IN AN INTEREST EXCHANGE without approval of the ~~shareholders~~
7 INTEREST HOLDERS of the parent or THE SHAREHOLDERS OF the subsidiary.

8 B. The ~~board of directors~~ GOVERNORS of the parent shall adopt a plan
9 ~~of merger~~ that ~~sets forth:~~

10 ~~1. The names of the parent and subsidiary.~~

11 ~~2. The manner and basis of converting the shares of the subsidiary~~
12 ~~into shares, obligations or other securities of the parent or any other~~
13 ~~corporation or into cash or other property in whole or in part~~ COMPLIES WITH
14 TITLE 29, CHAPTER 6.

15 C. The parent shall mail a copy or summary of the plan ~~of merger~~ to
16 each shareholder, other than the parent, of the subsidiary who does not waive
17 the mailing requirement in writing.

18 D. The parent may not deliver ~~articles~~ A STATEMENT of merger OR OTHER
19 TRANSACTION to the commission for filing until at least thirty days after the
20 date it mailed a copy of the plan ~~of merger~~ to each shareholder of the
21 subsidiary who did not waive the mailing requirement.

22 E. ~~Articles~~ A STATEMENT of merger ~~under~~ OR OTHER TRANSACTION IN
23 CONNECTION WITH A TRANSACTION THAT IS GOVERNED BY this section shall not
24 contain amendments to the ~~articles of incorporation~~ PUBLIC ORGANIZATIONAL
25 DOCUMENT of the parent ~~corporation~~ ENTITY.

26 Sec. 9. Section 10-1105, Arizona Revised Statutes, is amended to read:
27 10-1105. Statement of merger or interest exchange; publication

28 ~~A. After a plan of merger or share exchange is approved by the~~
29 ~~shareholders or adopted by the board of directors if shareholder approval is~~
30 ~~not required, the surviving or acquiring corporation shall deliver to the~~
31 ~~commission for filing both:~~

32 ~~1. The plan of merger or share exchange.~~

33 ~~2. Articles of merger or share exchange setting forth:~~

34 ~~(a) The names of the corporations that were parties to the merger or~~
35 ~~share exchange.~~

36 ~~(b) The name and address of the known place of business of the~~
37 ~~surviving or acquiring corporation.~~

38 ~~(c) The name and address of the statutory agent of the surviving or~~
39 ~~acquiring corporation.~~

40 ~~(d) Any amendments to the articles of incorporation of the surviving~~
41 ~~corporation.~~

42 ~~(e) If shareholder approval was not required, a statement to that~~
43 ~~effect.~~

44 ~~(f) If approval of the shareholders of one or more corporations party~~
45 ~~to the merger or share exchange was required.~~

1 ~~(i) The designation, number of outstanding shares and number of votes~~
2 ~~entitled to be cast by each voting group entitled to vote separately on the~~
3 ~~plan as to each corporation.~~

4 ~~(ii) Either the total number of votes cast for and against the plan by~~
5 ~~each voting group entitled to vote separately on the plan or the total number~~
6 ~~of undisputed votes cast for the plan separately by each voting group and a~~
7 ~~statement that the number cast for the plan by each voting group was~~
8 ~~sufficient for approval by that voting group.~~

9 ~~B. A merger or share exchange takes effect at the effective time and~~
10 ~~date of the articles of merger or share exchange, as determined pursuant to~~
11 ~~section 10-123.~~

12 ~~C. If the articles of merger include amendments to the articles of~~
13 ~~incorporation of the surviving corporation, the document required to be filed~~
14 ~~and published under this section shall be styled "articles of amendment and~~
15 ~~merger".~~

16 ~~D.~~ Within sixty days after the commission approves the filing OF A
17 STATEMENT OF MERGER OR STATEMENT OF INTEREST EXCHANGE, a copy of the ~~articles~~
18 ~~of merger or share~~ STATEMENT OF MERGER OR STATEMENT OF INTEREST exchange
19 shall be published. An affidavit evidencing the publication may be filed
20 with the commission.

21 Sec. 10. Repeal

22 Sections 10-1106, 10-1107 and 10-1108, Arizona Revised Statutes, are
23 repealed.

24 Sec. 11. Section 10-1302, Arizona Revised Statutes, as amended by Laws
25 2013, chapter 165, section 2, is amended to read:

26 10-1302. Right to dissent: applicability

27 A. A shareholder OF A DOMESTIC CORPORATION is entitled to dissent from
28 and obtain payment of the fair value of the shareholder's shares in the event
29 of any of the following corporate actions:

30 1. Consummation of a plan of merger to which the corporation is a
31 party if either:

32 (a) Shareholder approval is required for the merger by section 10-1103
33 or the articles of incorporation and if the shareholder is entitled to vote
34 on the merger.

35 (b) The corporation is a subsidiary that is merged with its parent
36 under section 10-1104.

37 2. Consummation of a plan of ~~share~~ INTEREST exchange to which the
38 corporation is a party as the corporation whose shares will be acquired, if
39 the shareholder is entitled to vote on the plan.

40 3. Consummation of a sale or exchange of all or substantially all of
41 the property of the corporation other than in the usual and regular course of
42 business, if the shareholder is entitled to vote on the sale or exchange,
43 including a sale in dissolution, but not including a sale pursuant to a court
44 order or a sale for cash pursuant to a plan by which all or substantially all
45 of the net proceeds of the sale will be distributed to the shareholders
46 within one year after the date of sale.

1 4. An amendment of the articles of incorporation that materially and
2 adversely affects rights in respect of a dissenter's shares because it
3 either:

4 (a) Alters or abolishes a preferential right of the shares.

5 (b) Creates, alters or abolishes a right in respect of redemption,
6 including a provision respecting a sinking fund for the redemption or
7 repurchase, of the shares.

8 (c) Alters or abolishes a preemptive right of the holder of the shares
9 to acquire shares or other securities.

10 (d) Excludes or limits the right of the shares to vote on any matter
11 or to cumulate votes other than a limitation by dilution through issuance of
12 shares or other securities with similar voting rights.

13 (e) Reduces the number of shares owned by the shareholder to a
14 fraction of a share if the fractional share so created is to be acquired for
15 cash under section 10-604.

16 5. Any corporate action taken pursuant to a shareholder vote to the
17 extent the articles of incorporation, the bylaws or a resolution of the board
18 of directors provides that voting or nonvoting shareholders are entitled to
19 dissent and obtain payment for their shares.

20 6. An election of the shareholders pursuant to section 10-2404 to have
21 benefit corporation status or an election of the shareholders pursuant to
22 section 10-2405 to terminate status as a benefit corporation.

23 7. CONSUMMATION OF A PLAN OF DOMESTICATION IF THE SHAREHOLDER DOES NOT
24 RECEIVE INTERESTS IN THE FOREIGN DOMESTICATED ENTITY THAT HAVE TERMS AS
25 FAVORABLE TO THE SHAREHOLDER IN ALL MATERIAL RESPECTS AND THAT REPRESENT AT
26 LEAST THE SAME PERCENTAGE INTEREST OF THE TOTAL VOTING RIGHTS OF THE
27 OUTSTANDING INTERESTS OF THE DOMESTICATED ENTITY AS THE SHARES HELD BY THE
28 SHAREHOLDER BEFORE THE DOMESTICATION.

29 8. CONSUMMATION OF A PLAN OF CONVERSION IF THE SHAREHOLDER DOES NOT
30 RECEIVE INTERESTS IN THE CONVERTED ENTITY THAT HAVE TERMS AS FAVORABLE TO THE
31 SHAREHOLDER IN ALL MATERIAL RESPECTS AND THAT REPRESENT AT LEAST THE SAME
32 PERCENTAGE INTEREST OF THE TOTAL VOTING RIGHTS OF THE OUTSTANDING INTERESTS
33 OF THE CONVERTED ENTITY AS THE SHARES HELD BY THE SHAREHOLDER BEFORE THE
34 CONVERSION.

35 9. CONSUMMATION OF A PLAN OF DIVISION IF THE SHAREHOLDER DOES NOT
36 RECEIVE INTERESTS IN EACH RESULTING ENTITY THAT HAVE TERMS AS FAVORABLE TO
37 THE SHAREHOLDER IN ALL MATERIAL RESPECTS AND THAT REPRESENT AT LEAST THE SAME
38 PERCENTAGE INTEREST OF THE TOTAL VOTING RIGHTS OF THE OUTSTANDING INTERESTS
39 OF EACH RESULTING ENTITY AS THE SHARES HELD BY THE SHAREHOLDER BEFORE THE
40 DIVISION.

41 B. A shareholder entitled to dissent and obtain payment for his shares
42 under this chapter may not challenge the corporate action creating the
43 shareholder's entitlement unless the action is unlawful or fraudulent with
44 respect to the shareholder or the corporation.

45 C. This section does not apply to the holders of shares of any class
46 or series if the shares of the class or series are redeemable securities

1 issued by a registered investment company as defined pursuant to the
2 investment company act of 1940 (15 United States Code section 80a-1 through
3 80a-64).

4 D. Unless the articles of incorporation of the corporation provide
5 otherwise, this section does not apply to the holders of shares of a class or
6 series if the shares of the class or series were registered on a national
7 securities exchange, were listed on the national market systems of the
8 national association of securities dealers automated quotation system or were
9 held of record by at least two thousand shareholders on the date fixed to
10 determine the shareholders entitled to vote on the proposed corporate action.

11 Sec. 12. Repeal

12 Section 10-1817, Arizona Revised Statutes, is repealed.

13 Sec. 13. Title 10, chapter 18, article 1, Arizona Revised Statutes, is
14 amended by adding a new section 10-1817, to read:

15 10-1817. Merger, interest exchange, conversion, domestication
16 or division; definitions

17 A. A DOMESTIC CLOSE CORPORATION MAY BE A PARTY TO OR OTHERWISE
18 UNDERTAKE A MERGER, AN INTEREST EXCHANGE, A CONVERSION, A DOMESTICATION OR A
19 DIVISION BY COMPLYING WITH CHAPTERS 11 AND 13 OF THIS TITLE AND TITLE 29,
20 CHAPTER 6. FOR THE PURPOSES OF THIS SUBSECTION:

21 1. REFERENCES IN CHAPTERS 11 AND 13 OF THIS TITLE TO:

22 (a) "DIRECTORS" ARE DEEMED REFERENCES TO MANAGERS.

23 (b) "SHARES" ARE DEEMED REFERENCES TO CAPITAL UNITS.

24 (c) "SHAREHOLDERS" ARE DEEMED REFERENCES TO INVESTORS.

25 2. REFERENCES IN TITLE 29, CHAPTER 6 TO:

26 (a) "GOVERNORS" ARE DEEMED REFERENCES TO MANAGERS.

27 (b) "INTEREST HOLDERS" ARE DEEMED REFERENCES TO INVESTORS.

28 (c) "INTERESTS" ARE DEEMED REFERENCES TO CAPITAL UNITS.

29 B. A PLAN OF MERGER MUST BE APPROVED BY ALL OF THE INVESTORS.

30 C. A PLAN OF CONVERSION MUST BE APPROVED BY AT LEAST TWO-THIRDS OF THE
31 INVESTORS.

32 D. A PLAN OF INTEREST EXCHANGE, DOMESTICATION OR DIVISION MUST BE
33 APPROVED BY A MAJORITY OF THE INVESTORS.

34 E. IF A DOMESTIC CLOSE CORPORATION IS TO BE CREATED IN A MERGER, A
35 CONVERSION, A DOMESTICATION OR A DIVISION, THE NUMBER OF INVESTORS IN THE
36 CORPORATION ON THE EFFECTIVE DATE OF THE TRANSACTION MAY NOT EXCEED TEN
37 INVESTORS.

38 F. FOR THE PURPOSES OF THIS SECTION:

39 1. "CONVERSION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
40 ARTICLE 4.

41 2. "DIVISION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
42 ARTICLE 6.

43 3. "DOMESTICATION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER
44 6, ARTICLE 5.

45 4. "INTEREST EXCHANGE" MEANS A TRANSACTION AUTHORIZED BY TITLE 29,
46 CHAPTER 6, ARTICLE 3.

1 DOMESTICATION OR A DIVISION BY COMPLYING WITH CHAPTER 34 OF THIS TITLE AND
2 TITLE 29, CHAPTER 6.

3 B. IF A DOMESTIC COOPERATIVE MARKETING ASSOCIATION IS TO BE CREATED IN
4 A MERGER, A CONVERSION, A DOMESTICATION OR A DIVISION, THE INITIAL MEMBERS OF
5 THE ASSOCIATION MUST CONSIST OF FIVE OR MORE PERSONS ENGAGED IN THE
6 PRODUCTION OF AGRICULTURAL PRODUCTS IN ACCORDANCE WITH SECTION 10-2003,
7 SUBSECTION A.

8 C. FOR THE PURPOSES OF THIS SECTION, REFERENCES IN CHAPTER 34 OF THIS
9 TITLE TO A "CORPORATION" ARE DEEMED REFERENCES TO A DOMESTIC COOPERATIVE
10 MARKETING ASSOCIATION.

11 D. FOR THE PURPOSES OF THIS SECTION:

12 1. "CONVERSION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
13 ARTICLE 4.

14 2. "DIVISION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
15 ARTICLE 6.

16 3. "DOMESTICATION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER
17 6, ARTICLE 5.

18 4. "INTEREST EXCHANGE" MEANS A TRANSACTION AUTHORIZED BY TITLE 29,
19 CHAPTER 6, ARTICLE 3.

20 5. "MERGER" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
21 ARTICLE 2.

22 Sec. 18. Section 10-2054, Arizona Revised Statutes, is amended to
23 read:

24 10-2054. Name

25 A. The name of a cooperative shall include the words "electric" and
26 "cooperative," and the abbreviation "inc.," unless, in a statement executed
27 by the cooperative and filed with the corporation commission, or in an
28 affidavit made by a person signing the articles of incorporation,
29 consolidation, merger or conversion, which relate to the cooperative, and
30 filed, together with the articles, with the corporation commission, it
31 appears that the cooperative desires to do business in another state and is
32 or would be precluded from doing so by reason of the inclusion of either or
33 both of those words in its name.

34 B. The name of a cooperative shall be distinguishable from the name of
35 any other cooperative or corporation organized under the laws of, or
36 authorized to do business in, this state. Only a cooperative doing business
37 in this state pursuant to this article shall use both the words "electric"
38 and "cooperative" in its name, but this section shall not apply to any
39 corporation ~~which~~ THAT becomes subject to this article by ~~complying with~~
40 ~~section 10-2076~~ CONVERTING TO A COOPERATIVE PURSUANT TO TITLE 29, CHAPTER 6
41 and ~~which~~ THAT elects to retain a corporate name ~~which~~ THAT does not comply
42 with this section. The restriction on the use of the words "electric" and
43 "cooperative" does not apply to generation and transmission cooperatives
44 organized under article 4 of this chapter.

45 Sec. 19. Repeal

1 Sections 10-2073, 10-2074, 10-2075 and 10-2076, Arizona Revised
2 Statutes, are repealed.

3 Sec. 20. Title 10, chapter 19, article 2, Arizona Revised Statutes, is
4 amended by adding a new section 10-2073, to read:

5 10-2073. Merger, interest exchange, conversion, domestication
6 or division; definitions

7 A. A DOMESTIC ELECTRIC COOPERATIVE NONPROFIT MEMBERSHIP CORPORATION
8 MAY BE A PARTY TO OR OTHERWISE UNDERTAKE A MERGER, AN INTEREST EXCHANGE, A
9 CONVERSION, A DOMESTICATION OR A DIVISION BY COMPLYING WITH CHAPTER 34 OF
10 THIS TITLE AND TITLE 29, CHAPTER 6. A PLAN MUST BE APPROVED BY TWO-THIRDS OF
11 THE MEMBERS.

12 B. IF A DOMESTIC ELECTRIC COOPERATIVE NONPROFIT MEMBERSHIP CORPORATION
13 IS TO BE CREATED IN A MERGER, A CONVERSION, A DOMESTICATION OR A DIVISION,
14 BOTH OF THE FOLLOWING APPLY:

15 1. THE INITIAL MEMBERS OF THE CORPORATION MUST CONSIST OF FIVE OR MORE
16 NATURAL PERSONS OR TWO OR MORE COOPERATIVES IN ACCORDANCE WITH SECTION
17 10-2053.

18 2. THE NAME OF THE CORPORATION MUST COMPLY WITH SECTION 10-2054.

19 C. FOR THE PURPOSES OF THIS SECTION:

20 1. "CONVERSION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
21 ARTICLE 4.

22 2. "DIVISION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
23 ARTICLE 6.

24 3. "DOMESTICATION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER
25 6, ARTICLE 5.

26 4. "INTEREST EXCHANGE" MEANS A TRANSACTION AUTHORIZED BY TITLE 29,
27 CHAPTER 6, ARTICLE 3.

28 5. "MERGER" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
29 ARTICLE 2.

30 6. "PLAN" MEANS A PLAN OF MERGER, INTEREST EXCHANGE, CONVERSION,
31 DOMESTICATION OR DIVISION.

32 Sec. 21. Section 10-2079, Arizona Revised Statutes, is amended to
33 read:

34 10-2079. Fees

35 The corporation commission shall charge and collect the following
36 nonrefundable fees for:

37 1. Filing articles of incorporation, ten dollars.

38 2. Filing articles of amendment, ten dollars.

39 3. Filing ~~articles of consolidation or merger~~ STATEMENT OF MERGER,
40 INTEREST EXCHANGE, CONVERSION, DOMESTICATION OR DIVISION, ten dollars.

41 ~~4. Filing articles of conversion, ten dollars.~~

42 ~~5.~~ 4. Filing certificate of election to dissolve, ten dollars.

43 ~~6.~~ 5. Filing articles of dissolution, ten dollars.

44 ~~7.~~ 6. Filing certificate of change of principal office, five dollars.

45 Sec. 22. Title 10, chapter 19, article 3, Arizona Revised Statutes, is
46 amended by adding section 10-2107, to read:

1 10-2107. Merger, interest exchange, conversion, domestication
2 or division; definitions

3 A. A FRATERNAL OR BENEVOLENT SOCIETY MAY BE A PARTY TO OR OTHERWISE
4 UNDERTAKE A MERGER, AN INTEREST EXCHANGE, A CONVERSION, A DOMESTICATION OR A
5 DIVISION BY COMPLYING WITH CHAPTER 34 OF THIS TITLE AND TITLE 29, CHAPTER 6.

6 B. FOR THE PURPOSES OF THIS SECTION, REFERENCES IN CHAPTER 34 OF THIS
7 TITLE TO "DIRECTORS" ARE DEEMED REFERENCES TO TRUSTEES, AND REFERENCES TO A
8 "CORPORATION" ARE DEEMED REFERENCES TO A FRATERNAL OR BENEVOLENT SOCIETY.

9 C. IF A FRATERNAL OR BENEVOLENT SOCIETY GOVERNED BY THIS ARTICLE IS TO
10 BE CREATED IN A MERGER, A CONVERSION, A DOMESTICATION OR A DIVISION:

11 1. THE INITIAL MEMBERS OF THE SOCIETY MUST BE MEMBERS OF THE TYPE
12 DESCRIBED IN SECTION 10-2101.

13 2. THE TRUSTEES OF THE SOCIETY MUST BE MEMBERS OF THE SOCIETY AND MUST
14 BE NOT LESS THAN THREE NOR MORE THAN NINE IN NUMBER IN ACCORDANCE WITH
15 SECTION 10-2101.

16 D. FOR THE PURPOSES OF THIS SECTION:

17 1. "CONVERSION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
18 ARTICLE 4.

19 2. "DIVISION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
20 ARTICLE 6.

21 3. "DOMESTICATION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER
22 6, ARTICLE 5.

23 4. "INTEREST EXCHANGE" MEANS A TRANSACTION AUTHORIZED BY TITLE 29,
24 CHAPTER 6, ARTICLE 3.

25 5. "MERGER" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
26 ARTICLE 2.

27 Sec. 23. Repeal

28 Sections 10-2139, 10-2140 and 10-2142, Arizona Revised Statutes, are
29 repealed.

30 Sec. 24. Title 10, chapter 19, article 4, Arizona Revised Statutes, is
31 amended by adding a new section 10-2139, to read:

32 10-2139. Merger, interest exchange, conversion, domestication
33 or division; definitions

34 A. A DOMESTIC NONPROFIT ELECTRIC GENERATION AND TRANSMISSION
35 COOPERATIVE CORPORATION MAY BE A PARTY TO OR OTHERWISE UNDERTAKE A MERGER, AN
36 INTEREST EXCHANGE, A CONVERSION, A DOMESTICATION OR A DIVISION BY COMPLYING
37 WITH CHAPTER 34 OF THIS TITLE AND TITLE 29, CHAPTER 6.

38 B. EXCEPT AS SET FORTH IN SECTION 10-2141, A PLAN MUST BE APPROVED BY
39 TWO-THIRDS OF THE MEMBERS.

40 C. IF A DOMESTIC NONPROFIT ELECTRIC GENERATION AND TRANSMISSION
41 COOPERATIVE CORPORATION IS TO BE CREATED IN A MERGER, A CONVERSION,
42 DOMESTICATION OR A DIVISION:

43 1. THE INITIAL MEMBERS OF THE CORPORATION MUST CONSIST OF TWO OR MORE
44 ELECTRIC UTILITIES OR PERSONS THAT FULFILL THE REQUIREMENTS FOR BEING A
45 MEMBER AS PRESCRIBED BY SECTION 10-2123.

46 2. THE NAME OF THE CORPORATION MUST COMPLY WITH SECTION 10-2124.

- 1 D. FOR THE PURPOSES OF THIS SECTION:
2 1. "CONVERSION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
3 ARTICLE 4.
4 2. "DIVISION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
5 ARTICLE 6.
6 3. "DOMESTICATION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER
7 6, ARTICLE 5.
8 4. "INTEREST EXCHANGE" MEANS A TRANSACTION AUTHORIZED BY TITLE 29,
9 CHAPTER 6, ARTICLE 3.
10 5. "MERGER" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
11 ARTICLE 2.
12 6. "PLAN" MEANS A PLAN OF MERGER, INTEREST EXCHANGE, CONVERSION,
13 DOMESTICATION OR DIVISION.
14 Sec. 25. Section 10-2145, Arizona Revised Statutes, is amended to
15 read:
16 10-2145. Fees
17 The corporation commission shall charge and collect the following
18 nonrefundable fees:
19 1. Filing articles of incorporation, ten dollars.
20 2. Filing articles of amendment, ten dollars.
21 3. Filing ~~articles of consolidation or merger~~ STATEMENT OF MERGER,
22 INTEREST EXCHANGE, CONVERSION, DOMESTICATION OR DIVISION, ten dollars.
23 ~~4. Filing articles of conversion, ten dollars.~~
24 ~~5.~~ 4. Filing certificate of election to dissolve, ten dollars.
25 ~~6.~~ 5. Filing articles of dissolution, ten dollars.
26 ~~7.~~ 6. Filing certificate of change of principal office, five dollars.
27 Sec. 26. Repeal
28 Section 10-2240, Arizona Revised Statutes, is repealed.
29 Sec. 27. Title 10, chapter 20, article 5, Arizona Revised Statutes, is
30 amended by adding a new section 10-2240, to read:
31 10-2240. Merger, interest exchange, conversion, domestication
32 or division; definitions
33 A. A DOMESTIC PROFESSIONAL CORPORATION MAY BE A PARTY TO OR OTHERWISE
34 UNDERTAKE A MERGER, AN INTEREST EXCHANGE, A CONVERSION, A DOMESTICATION OR A
35 DIVISION BY COMPLYING WITH CHAPTERS 11 AND 13 OF THIS TITLE AND TITLE 29,
36 CHAPTER 6.
37 B. IF A DOMESTIC PROFESSIONAL CORPORATION IS TO BE CREATED IN A
38 MERGER, A CONVERSION, A DOMESTICATION OR A DIVISION, THE SHAREHOLDERS OF THE
39 CORPORATION MUST BE QUALIFIED TO BE SHAREHOLDERS AS PROVIDED IN THIS CHAPTER.
40 C. FOR THE PURPOSES OF THIS SECTION:
41 1. "CONVERSION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
42 ARTICLE 4.
43 2. "DIVISION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
44 ARTICLE 6.
45 3. "DOMESTICATION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER
46 6, ARTICLE 5.

1 4. "INTEREST EXCHANGE" MEANS A TRANSACTION AUTHORIZED BY TITLE 29,
2 CHAPTER 6, ARTICLE 3.

3 5. "MERGER" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
4 ARTICLE 2.

5 Sec. 28. Title 10, chapter 21, article 1, Arizona Revised Statutes, is
6 amended by adding section 10-2267, to read:

7 10-2267. Merger, interest exchange, conversion, domestication
8 or division; definitions

9 A. A DOMESTIC BUSINESS DEVELOPMENT CORPORATION MAY BE A PARTY TO OR
10 OTHERWISE UNDERTAKE A MERGER, AN INTEREST EXCHANGE, A CONVERSION, A
11 DOMESTICATION OR A DIVISION BY COMPLYING WITH CHAPTERS 11 AND 13 OF THIS
12 TITLE AND TITLE 29, CHAPTER 6.

13 B. IF A DOMESTIC BUSINESS DEVELOPMENT CORPORATION IS TO BE CREATED IN
14 A MERGER, A CONVERSION, A DOMESTICATION OR A DIVISION:

15 1. THE SHAREHOLDERS OF THE CORPORATION MUST BE RESIDENTS OF THIS STATE
16 AS PRESCRIBED BY SECTION 10-2259, SUBSECTION A.

17 2. THE FORMATION OF THE CORPORATION MUST OTHERWISE COMPLY WITH THIS
18 CHAPTER.

19 C. FOR THE PURPOSES OF THIS SECTION:

20 1. "CONVERSION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
21 ARTICLE 4.

22 2. "DIVISION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
23 ARTICLE 6.

24 3. "DOMESTICATION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER
25 6, ARTICLE 5.

26 4. "INTEREST EXCHANGE" MEANS A TRANSACTION AUTHORIZED BY TITLE 29,
27 CHAPTER 6, ARTICLE 3.

28 5. "MERGER" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
29 ARTICLE 2.

30 Sec. 29. Section 10-2405, Arizona Revised Statutes, is amended to
31 read:

32 10-2405. Termination of benefit corporation status

33 A. A benefit corporation may terminate its status as a benefit
34 corporation and cease to be subject to this chapter by amending its articles
35 of incorporation to delete the provision required by ~~sections~~ SECTION 10-2403
36 or 10-2404 to be stated in the articles of a benefit corporation. In order
37 to be effective, the amendment must be adopted by at least the minimum status
38 vote.

39 B. ~~If a plan of merger or share exchange would have the effect of~~
40 ~~terminating the status of a business corporation as a benefit corporation,~~
41 ~~the plan must be adopted by at least the minimum status vote in order to be~~
42 ~~effective.~~ Any sale, lease, exchange or other disposition of all or
43 substantially all of the assets of a benefit corporation, unless the
44 transaction is in the usual and regular course of business, shall not be
45 effective unless the transaction is approved by at least the minimum status
46 vote.

1	9.	Restatement of articles of incorporation	
2		with amendment of articles	\$ 25
3	10.	Articles of merger or membership exchange STATEMENT	
4		OF MERGER, INTEREST EXCHANGE, CONVERSION,	
5		DOMESTICATION OR DIVISION IF THE ENTITY RESPONSIBLE	
6		FOR FILING THE STATEMENT IS A NONPROFIT CORPORATION	\$100
7	11.	Articles of dissolution	\$ 25
8	12.	Articles of domestication	\$100
9	13. 12.	Articles of revocation of dissolution	\$ 25
10	14. 13.	Application for reinstatement following	
11		administrative dissolution or revocation,	
12		in addition to other fees and penalties due	\$ 25
13	15. 14.	Application for authority	\$150
14	16. 15.	Application for withdrawal	\$ 25
15	17. 16.	Annual report	\$ 10
16	18. 17.	Articles of correction	\$ 25
17	19. 18.	Application for certificate of good standing	\$ 10

18 B. The commission shall collect a nonrefundable fee of twenty-five
 19 dollars each time process is served on it under chapters 24 through 42 of
 20 this title. The party to a proceeding causing service of process is entitled
 21 to recover this fee as costs if the party prevails in the proceeding. The
 22 fee collected pursuant to this subsection shall be deposited, pursuant to
 23 sections 35-146 and 35-147, in the state general fund.

24 C. The commission shall charge and collect fifty cents per page for
 25 copying documents on request. The commission shall also charge five dollars
 26 plus fifty cents per page for certifying the copy of a filed document. The
 27 fees collected pursuant to this subsection shall be deposited, pursuant to
 28 sections 35-146 and 35-147, in the state general fund.

29 D. A penalty of one hundred dollars payable in addition to other fees
 30 accrues and is payable if a foreign corporation fails to file an amendment,
 31 restated articles that include an amendment, or articles of merger within
 32 sixty days of the time of filing in the jurisdiction in which the corporation
 33 is domiciled. The penalty collected pursuant to this subsection shall be
 34 deposited, pursuant to sections 35-146 and 35-147, in the state general fund.

35 E. Pursuant to section 10-122, subsection F, the commission shall
 36 provide for and establish an expedited service for the filing of all
 37 documents and services provided pursuant to chapters 24 through 42 of this
 38 title.

39 F. Pursuant to section 10-122, subsection F, the commission may
 40 provide for and establish same day and next day services for the filing of
 41 any documents and services provided pursuant to chapters 24 through 42 of
 42 this title.

43 G. The commission may charge persons who access the commission's data
 44 processing system that is maintained pursuant to section 10-122.01 from
 45 remote locations and persons requesting special computer generated printouts,
 46 reports and tapes a reasonable fee that does not exceed the cost of the time,

1 equipment and personnel necessary to provide this service or product as
2 determined by the commission.

3 H. Except as provided in section 10-122.01, subsection B, paragraph 3,
4 in addition to any fee charged pursuant to this section, the commission may
5 charge and collect the following nonrefundable fees to help defray the cost
6 of the improved data processing system that is maintained pursuant to section
7 10-122.01:

8 1. Filing articles of incorporation of a domestic corporation, ten
9 dollars.

10 2. Filing an application of a foreign corporation for authority to
11 transact business in this state, twenty-five dollars.

12 I. All monies received pursuant to subsections E through H of this
13 section shall be deposited, pursuant to sections 35-146 and 35-147, in the
14 public access fund established by section 10-122.01.

15 J. Fees charged pursuant to this section are exempt from section
16 39-121.03, subsection A, paragraph 3.

17 K. Any person may advance monies to the commission to pay fees
18 required pursuant to this section for future filings and services. All
19 monies received pursuant to this subsection shall be deposited, pursuant to
20 sections 35-146 and 35-147, in the money on deposit account in the public
21 access fund established by section 10-122.01.

22 Sec. 32. Heading change

23 The chapter heading of title 10, chapter 25, Arizona Revised Statutes,
24 is changed from "INCORPORATION AND TRANSFER OF DOMICILE-NONPROFIT
25 CORPORATIONS" to "INCORPORATION-NONPROFIT CORPORATIONS".

26 Sec. 33. Repeal

27 Title 10, chapter 25, article 2, Arizona Revised Statutes, is repealed.

28 Sec. 34. Heading change

29 The chapter heading of title 10, chapter 34, Arizona Revised Statutes,
30 is changed from "MERGERS-NONPROFIT CORPORATIONS" to "MERGERS AND OTHER
31 RESTRUCTURING TRANSACTIONS-NONPROFIT CORPORATIONS".

32 Sec. 35. Repeal

33 Sections 10-11101 and 10-11102, Arizona Revised Statutes, are repealed.

34 Sec. 36. Title 10, chapter 34, article 1, Arizona Revised Statutes, is
35 amended by adding new sections 10-11101 and 10-11102, to read:

36 10-11101. Definitions

37 A. IN THIS ARTICLE, UNLESS THE CONTEXT OTHERWISE REQUIRES:

38 1. "PLAN" MEANS A PLAN OF MERGER, INTEREST EXCHANGE, CONVERSION,
39 DOMESTICATION OR DIVISION, AS APPLICABLE.

40 2. "TRANSACTION" MEANS A MERGER, AN INTEREST EXCHANGE, A CONVERSION, A
41 DOMESTICATION OR A DIVISION, AS APPLICABLE.

42 B. EXCEPT FOR TERMS DEFINED IN CHAPTERS 24 THROUGH 40 OF THIS TITLE OR
43 UNLESS THE CONTEXT OTHERWISE REQUIRES, TERMS USED IN THIS ARTICLE HAVE THE
44 SAME MEANINGS PRESCRIBED IN SECTION 29-2102.

45 10-11102. Entity restructuring transactions

1 A. IF ITS BOARD OF DIRECTORS ADOPTS AND, IF REQUIRED BY SECTION
2 10-11103, ITS MEMBERS AND OTHER PERSONS APPROVE A PLAN, A DOMESTIC
3 CORPORATION MAY BE A PARTY TO OR OTHERWISE UNDERTAKE A TRANSACTION BY
4 ADOPTING A PLAN AND OTHERWISE COMPLYING WITH THIS ARTICLE AND:

- 5 1. TITLE 29, CHAPTER 6, ARTICLE 2 FOR A MERGER.
- 6 2. TITLE 29, CHAPTER 6, ARTICLE 3 FOR AN INTEREST EXCHANGE.
- 7 3. TITLE 29, CHAPTER 6, ARTICLE 4 FOR A CONVERSION.
- 8 4. TITLE 29, CHAPTER 6, ARTICLE 5 FOR A DOMESTICATION.
- 9 5. TITLE 29, CHAPTER 6, ARTICLE 6 FOR A DIVISION.

10 B. THE EFFECTIVE TIME AND DATE OF THE TRANSACTION ARE AS PROVIDED IN
11 TITLE 29, CHAPTER 6. EXCEPT AS EXPRESSLY SET FORTH IN THIS ARTICLE, THE
12 PROCEDURES REGARDING THE EFFECT OF AND ALL OTHER ASPECTS OF THE TRANSACTION
13 ARE GOVERNED BY TITLE 29, CHAPTER 6.

14 C. THIS SECTION DOES NOT LIMIT THE POWER OF A CORPORATION TO ACQUIRE
15 ALL OR PART OF THE INTERESTS OF ANOTHER ENTITY THROUGH A VOLUNTARY EXCHANGE
16 OR OTHERWISE.

17 Sec. 37. Section 10-11103, Arizona Revised Statutes, is amended to
18 read:

19 10-11103. Action on plan

20 A. If the members of ~~any merging~~ A DOMESTIC corporation or other
21 persons are entitled to vote on or approve the plan, except as provided in
22 subsection G of this section, after adopting a plan ~~of merger or membership~~
23 ~~exchange~~, the board of directors of the corporation shall submit the plan ~~of~~
24 ~~merger or membership exchange~~ for approval by its members and the other
25 persons.

26 B. For a plan ~~of merger or membership exchange~~ to be approved all of
27 the following ~~shall have occurred~~ MUST OCCUR:

28 1. The board of directors ~~shall recommend~~ RECOMMENDS the plan ~~of~~
29 ~~merger or membership exchange~~ to the members, unless the board of directors
30 determines that because of a conflict of interest or other special
31 circumstances it should not make a recommendation and communicates the basis
32 for its determination to the members with the plan.

33 2. The members entitled to vote on the plan ~~of merger or membership~~
34 ~~exchange shall~~ approve the plan.

35 3. Each person whose approval is required by the articles of
36 incorporation for a ~~merger~~ TRANSACTION OF THE KIND CONTEMPLATED BY THE PLAN
37 ~~shall approve~~ APPROVES the plan in writing.

38 C. The board of directors may condition its submission of the ~~proposed~~
39 ~~merger or membership exchange~~ PLAN on any basis.

40 D. If the corporation submits the transaction for member action at a
41 membership meeting, the corporation shall notify each member of the proposed
42 membership meeting at which the plan ~~of merger or membership exchange~~ is to
43 be submitted for approval in accordance with section 10-3705. The notice
44 shall state that the purpose or one of the purposes of the meeting is to
45 consider the plan ~~of merger or membership~~ and shall contain or be accompanied
46 by a copy or summary of the plan.

1 E. Unless chapters 24 through 40 of this title, the articles of
2 incorporation or the board of directors acting pursuant to subsection C of
3 this section requires a greater vote or voting by class, the plan ~~of merger
4 or membership exchange~~ to be authorized shall be approved by a majority of
5 the votes cast or a majority of the voting power of the class, whichever is
6 less.

7 F. Voting by a class of members is required on a plan ~~of merger or
8 membership exchange~~ if the plan contains a provision that, if contained in a
9 proposed amendment to articles of incorporation or bylaws, would entitle the
10 class of members to vote as a class on the proposed amendment under section
11 10-11004 or 10-11022. The plan is approved by a class of members by
12 two-thirds of the votes cast by the class or a majority of the voting power
13 of the class, whichever is less.

14 G. Unless the articles of incorporation otherwise require, action by
15 the members of **A DOMESTIC CORPORATION THAT IS** the surviving corporation on a
16 plan of merger is not required if all of the following conditions exist:

17 1. The articles of incorporation of the surviving corporation will not
18 differ, except for amendments enumerated in section 10-11002, from its
19 articles of incorporation before the merger.

20 2. Each member of the surviving corporation who was a member
21 immediately before the effective date of merger will hold the same number of
22 memberships with identical designations, preferences, limitations and
23 relative rights immediately after the effective date of merger.

24 3. The number of voting members existing immediately after the merger,
25 plus the number of voting memberships issuable as a result of the merger,
26 will not exceed more than twenty per cent the total number of voting
27 memberships of the surviving corporation existing immediately before the
28 merger.

29 4. The number of memberships, if any, that entitle the holders of the
30 memberships to participate without limitation in distributions existing
31 immediately after the merger, plus the number of participating memberships
32 issuable as a result of the merger, will not exceed the total number of
33 participating memberships existing immediately before the merger by more than
34 ninety per cent.

35 ~~H. At any time before the filing of the articles of merger, the plan
36 of merger or membership exchange may be abandoned, subject to any contractual
37 rights, without further action by the members or other persons who approved
38 the plan, in accordance with the procedure set forth in the plan of merger or
39 membership exchange or, if none is set forth, in the manner determined by the
40 board of directors.~~

41 Sec. 38. Section 10-11105, Arizona Revised Statutes, is amended to
42 read:

43 10-11105. Statement of merger or interest exchange; publication

44 ~~A. After a plan of merger or membership exchange is approved by the
45 board of directors and, if required by section 10-11103, by the members and~~

1 ~~any other persons, the surviving or acquiring corporation shall deliver to~~
2 ~~the commission for filing both:~~

3 ~~1. The plan of merger or membership exchange.~~

4 ~~2. Articles of merger or membership exchange setting forth:~~

5 ~~(a) The names of the corporations that were parties to the merger or~~
6 ~~membership exchange.~~

7 ~~(b) The name and address of the known place of business of the~~
8 ~~surviving or acquiring corporation.~~

9 ~~(c) The name and address of the statutory agent of the surviving or~~
10 ~~acquiring corporation.~~

11 ~~(d) Any amendments to the articles of incorporation of the surviving~~
12 ~~corporation.~~

13 ~~(e) A statement that the amendment was duly adopted by act of the~~
14 ~~board of directors and, if required by section 10-11103, by act of the~~
15 ~~members and any other persons.~~

16 ~~B. A merger takes effect at the effective time and date of the~~
17 ~~articles of merger, as determined pursuant to section 10-3123.~~

18 ~~C. If the articles of merger include amendments to the articles of~~
19 ~~incorporation of the surviving corporation, the document required to be filed~~
20 ~~and published under this section shall be styled "articles of amendment and~~
21 ~~merger".~~

22 ~~D.~~ Within sixty days after the commission approves the filing, a copy
23 of the ~~articles~~ STATEMENT of merger or ~~membership~~ INTEREST exchange shall be
24 published. An affidavit evidencing the publication may be filed with the
25 commission.

26 Sec. 39. Repeal

27 Sections 10-11106 and 10-11107, Arizona Revised Statutes, are repealed.

28 Sec. 40. Section 10-11108, Arizona Revised Statutes, is amended to
29 read:

30 10-11108. Requests, devises and gifts

31 UNLESS THE WILL OR OTHER INSTRUMENT OTHERWISE SPECIFICALLY PROVIDES,
32 any bequest, devise, gift, grant or promise THAT IS contained in a will or
33 other instrument of donation, subscription or conveyance, that is made to a
34 ~~constituent~~ DOMESTIC NONPROFIT corporation and that takes effect or remains
35 payable after the ~~merger~~, TRANSACTION inures, ~~to the surviving corporation~~
36 ~~unless the will or other instrument otherwise specifically provides~~ AS
37 APPLICABLE, TO THE SURVIVING ENTITY IN A MERGER, THE ACQUIRING ENTITY IN AN
38 INTEREST EXCHANGE, THE CONVERTED ENTITY IN A CONVERSION, THE DOMESTICATED
39 ENTITY IN A DOMESTICATION AND, AS SPECIFIED IN THE STATEMENT OF DIVISION, ONE
40 OR MORE OF THE RESULTING ENTITIES IN A DIVISION.

41 Sec. 41. Title 10, chapter 42, article 1, Arizona Revised Statutes, is
42 amended by adding section 10-11909, to read:

43 10-11909. Merger, interest exchange, conversion, domestication
44 or division; definitions

1 A. A DOMESTIC CORPORATION SOLE MAY BE A PARTY TO OR OTHERWISE
2 UNDERTAKE A MERGER, AN INTEREST EXCHANGE, A CONVERSION, A DOMESTICATION OR A
3 DIVISION BY COMPLYING WITH CHAPTER 34 OF THIS TITLE AND TITLE 29, CHAPTER 6.

4 B. IF A DOMESTIC CORPORATION SOLE IS TO BE CREATED IN A MERGER, A
5 CONVERSION, A DOMESTICATION OR A DIVISION:

6 1. THE ONLY MEMBER AND DIRECTOR OF THE CORPORATION MUST BE THE PERSON
7 COMPRISING THE CORPORATION SOLE IN ACCORDANCE WITH SECTIONS 10-11901 AND
8 10-11908.

9 2. THE ARTICLES OF INCORPORATION MUST BE RECORDED AS PROVIDED BY
10 SECTION 10-11902.

11 C. FOR THE PURPOSES OF THIS SECTION, REFERENCES IN CHAPTER 34 OF THIS
12 TITLE TO "DIRECTORS" OR "MEMBERS" ARE DEEMED REFERENCES TO THE PERSON WHO IS
13 A CORPORATION SOLE AND REFERENCES TO A "CORPORATION" ARE DEEMED REFERENCES TO
14 A CORPORATION SOLE.

15 D. FOR THE PURPOSES OF THIS SECTION:

16 1. "CONVERSION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
17 ARTICLE 4.

18 2. "DIVISION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
19 ARTICLE 6.

20 3. "DOMESTICATION" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER
21 6, ARTICLE 5.

22 4. "INTEREST EXCHANGE" MEANS A TRANSACTION AUTHORIZED BY TITLE 29,
23 CHAPTER 6, ARTICLE 3.

24 5. "MERGER" MEANS A TRANSACTION AUTHORIZED BY TITLE 29, CHAPTER 6,
25 ARTICLE 2.

26 Sec. 42. Section 29-366, Arizona Revised Statutes, is amended to read:
27 29-366. Fees

28 The secretary of state shall charge and collect in advance and deposit,
29 pursuant to sections 35-146 and 35-147, in the state general fund the
30 following fees:

31 1. Filing a certificate of limited partnership, ten dollars, plus
32 three dollars per page.

33 2. Filing a certificate of amendment OR ANY DOCUMENT DESCRIBED IN
34 CHAPTER 6 OF THIS TITLE, ten dollars, plus three dollars per page.

35 3. Filing a restated certificate of limited partnership, ten dollars,
36 plus three dollars per page.

37 4. Filing a certificate of cancellation of limited partnership, ten
38 dollars, plus three dollars per page.

39 5. Filing an application for registration as a foreign limited
40 partnership, ten dollars, plus three dollars per page.

41 6. Issuing a certificate of registration to transact business in this
42 state, ten dollars.

43 7. Filing a certificate correcting a statement contained in an
44 application for registration of a foreign limited partnership, ten dollars,
45 plus three dollars per page.

1 8. Filing a certificate of cancellation of the registration of a
2 foreign limited partnership, ten dollars, plus three dollars per page.

3 9. Filing an application for reservation of a name, ten dollars.

4 10. Filing a certificate declaring withdrawal under section 29-320,
5 subsection A, paragraph 2, ten dollars, plus three dollars per page.

6 11. At time of any service of process upon the secretary of state as
7 agent for service of process, twenty-five dollars, which amount may be
8 recovered as taxable costs by the party to the suit or action causing such
9 service to be made if such party prevails in the suit or action.

10 12. Document certification, five dollars per document.

11 Sec. 43. Heading change

12 The article heading of title 29, chapter 3, article 13, Arizona Revised
13 Statutes, is changed from "CONVERSIONS AND MERGERS" to "MERGERS AND OTHER
14 RESTRUCTURING TRANSACTIONS".

15 Sec. 44. Repeal

16 Sections 29-368, 29-369, 29-370, 29-371 and 29-372, Arizona Revised
17 Statutes, are repealed.

18 Sec. 45. Title 29, chapter 3, article 13, Arizona Revised Statutes, is
19 amended by adding new sections 29-368, 29-369 and 29-370, to read:

20 29-368. Definitions

21 A. IN THIS ARTICLE, UNLESS THE CONTEXT OTHERWISE REQUIRES:

22 1. "PLAN" MEANS A PLAN OF MERGER, INTEREST EXCHANGE, CONVERSION,
23 DOMESTICATION OR DIVISION, AS APPLICABLE.

24 2. "TRANSACTION" MEANS A MERGER, AN INTEREST EXCHANGE, A CONVERSION, A
25 DOMESTICATION OR A DIVISION, AS APPLICABLE.

26 B. EXCEPT FOR TERMS DEFINED IN CHAPTERS 1 THROUGH 17 OF THIS TITLE OR
27 UNLESS THE CONTEXT OTHERWISE REQUIRES, TERMS USED IN THIS ARTICLE HAVE THE
28 SAME MEANINGS PRESCRIBED IN CHAPTER 6 OF THIS TITLE.

29 29-369. Entity restructuring transactions

30 A. IF A PLAN IS APPROVED AS PROVIDED BY SECTION 29-370, A DOMESTIC
31 LIMITED PARTNERSHIP MAY BE A PARTY TO OR OTHERWISE UNDERTAKE A TRANSACTION BY
32 ADOPTING A PLAN AND OTHERWISE COMPLYING WITH THIS ARTICLE AND:

33 1. CHAPTER 6, ARTICLE 2 OF THIS TITLE FOR A MERGER.

34 2. CHAPTER 6, ARTICLE 3 OF THIS TITLE FOR AN INTEREST EXCHANGE.

35 3. CHAPTER 6, ARTICLE 4 OF THIS TITLE FOR A CONVERSION.

36 4. CHAPTER 6, ARTICLE 5 OF THIS TITLE FOR A DOMESTICATION.

37 5. CHAPTER 6, ARTICLE 6 OF THIS TITLE FOR A DIVISION.

38 B. THE EFFECTIVE TIME AND DATE OF THE TRANSACTION ARE AS PROVIDED IN
39 CHAPTER 6 OF THIS TITLE. EXCEPT AS EXPRESSLY SET FORTH IN THIS ARTICLE, THE
40 PROCEDURES REGARDING THE EFFECT OF AND ALL OTHER ASPECTS OF THE TRANSACTION
41 ARE GOVERNED BY CHAPTER 6 OF THIS TITLE.

42 C. THIS SECTION DOES NOT LIMIT THE POWER OF A LIMITED PARTNERSHIP TO
43 ACQUIRE ALL OR PART OF THE INTERESTS OF ANOTHER ENTITY THROUGH A VOLUNTARY
44 EXCHANGE OR OTHERWISE.

45 29-370. Action on plan

1 THE PLAN MUST BE APPROVED BY ALL OF THE PARTNERS OR A NUMBER OR
2 PERCENTAGE SPECIFIED FOR THE TRANSACTION IN THE PARTNERSHIP AGREEMENT.

3 Sec. 46. Section 29-373, Arizona Revised Statutes, is amended to read:

4 29-373. Effect of transaction; definition

5 ~~A. When a merger takes effect:~~

6 ~~1. The separate existence of every partnership, limited partnership or~~
7 ~~other business entity that is a party to the merger, other than the surviving~~
8 ~~entity, ceases.~~

9 ~~2. All property owned by each of the merged partnerships, limited~~
10 ~~partnerships or other business entities vests in the surviving entity.~~

11 ~~3. All obligations of every partnership, limited partnership or other~~
12 ~~business entity that is a party to the merger become the obligations of the~~
13 ~~surviving entity.~~

14 ~~4. An action or proceeding pending against any partnership, limited~~
15 ~~partnership or other business entity that is a party to the merger may be~~
16 ~~continued as if the merger had not occurred, or the surviving entity may be~~
17 ~~substituted as a party to the action or proceeding.~~

18 ~~B. If the surviving entity is a foreign partnership or limited~~
19 ~~partnership, at any time during which such entity fails to maintain an agent~~
20 ~~for service of process as required by Arizona law, the secretary of state of~~
21 ~~this state is the agent for service of process in an action or proceeding~~
22 ~~against a surviving foreign partnership or limited partnership to enforce an~~
23 ~~obligation of a domestic partnership, limited partnership or other business~~
24 ~~entity that is a party to a merger. Until the surviving foreign partnership~~
25 ~~or limited partnership appoints an agent for service of process as required~~
26 ~~by Arizona law, it shall promptly notify the secretary of state of the~~
27 ~~mailing address of its chief executive office and of any change of address.~~
28 ~~On receipt of process, the secretary of state shall mail a copy of the~~
29 ~~process to the surviving foreign partnership or limited partnership at such~~
30 ~~address, if one has been provided.~~

31 ~~C. A. If the surviving POST-TRANSACTION entity is a partnership or~~
32 ~~DOMESTIC limited partnership, a partner of the surviving partnership or~~
33 ~~limited partnership POST-TRANSACTION ENTITY is liable for:~~

34 ~~1. All obligations of AN ENTITY THAT IS a party to OR OTHERWISE~~
35 ~~UNDERTAKES the merger TRANSACTION for which the partner was personally liable~~
36 ~~before the merger TRANSACTION.~~

37 ~~2. All other obligations of the surviving POST-TRANSACTION entity~~
38 ~~incurred before the merger TRANSACTION by AN ENTITY THAT IS a party to OR~~
39 ~~OTHERWISE UNDERTAKES the merger TRANSACTION, but those obligations may be~~
40 ~~satisfied only out of property of the POST-TRANSACTION entity.~~

41 ~~3. All obligations of the surviving POST-TRANSACTION entity incurred~~
42 ~~after the merger TRANSACTION takes effect, but those obligations may be~~
43 ~~satisfied only out of property of the entity if the partner is a limited~~
44 ~~partner.~~

45 ~~D. B. If the obligations incurred before the merger TRANSACTION by a~~
46 ~~partnership or DOMESTIC limited partnership that is a party to OR OTHERWISE~~

1 UNDERTAKES the merger TRANSACTION are not to be satisfied out of the property
2 of the surviving POST-TRANSACTION entity pursuant to the plan of the merger,
3 the general partners of that party PARTNERSHIP immediately before the
4 effective date of the merger TRANSACTION shall contribute the amount
5 necessary to satisfy that party's PARTNERSHIP'S obligations to the surviving
6 POST-TRANSACTION entity in the manner provided in section 29-1077 ~~or in the~~
7 ~~limited partnership act of the jurisdiction in which the party was formed, as~~
8 ~~the case may be~~, as if the merged party THAT PARTNERSHIP were dissolved.

9 E. C. A partner of a ~~partnership or~~ DOMESTIC limited partnership that
10 is a party to OR OTHERWISE UNDERTAKES a merger TRANSACTION who does not
11 become a partner or other owner INTEREST HOLDER of the surviving
12 POST-TRANSACTION entity is dissociated, as provided in section 29-1051, from
13 the ~~partnership or~~ DOMESTIC limited partnership of which that partner was a
14 partner, as of the date the merger TRANSACTION takes effect. If the
15 dissociated partner was a general partner before the merger TRANSACTION, the
16 surviving POST-TRANSACTION entity shall cause the partner's interest in the
17 ~~merged partnership or~~ limited partnership to be purchased under section
18 29-334, subsection C or section 29-1061, as applicable, or another statute
19 specifically applicable to that partner's interest with respect to a merger
20 TRANSACTION. If the dissociated partner was a general partner before the
21 merger TRANSACTION, the surviving POST-TRANSACTION entity is bound under
22 section 29-1062 by an act of a general partner dissociated under this
23 subsection and the partner is liable under section 29-1063 for transactions
24 entered into by the surviving POST-TRANSACTION entity after the merger
25 TRANSACTION takes effect.

26 D. FOR THE PURPOSES OF THIS SECTION, "POST-TRANSACTION ENTITY" MEANS
27 ANY OF THE FOLLOWING, AS APPLICABLE:

- 28 1. THE SURVIVING ENTITY IN A MERGER.
- 29 2. THE CONVERTED ENTITY IN A CONVERSION.
- 30 3. THE DOMESTICATED ENTITY IN A DOMESTICATION.
- 31 4. EACH RESULTING ENTITY IN A DIVISION, JOINTLY AND SEVERALLY.

32 Sec. 47. Repeal

33 Sections 29-374, 29-375 and 29-376, Arizona Revised Statutes, are
34 repealed.

35 Sec. 48. Section 29-681, Arizona Revised Statutes, is amended to read:
36 29-681. Management of limited liability company

37 A. Unless the articles of organization provide that management of the
38 limited liability company is vested in one or more managers, management of
39 the limited liability company is vested in the members, subject to any
40 provision in an operating agreement restricting or enlarging the management
41 rights or responsibilities of one or more members or classes of members.

42 B. If the articles of organization provide that management of the
43 limited liability company is vested in one or more managers, management of
44 the limited liability company is vested in a manager or managers, subject to
45 any provisions in an operating agreement restricting or enlarging the
46 management rights or responsibilities of one or more managers or classes of

1 managers or reserving specified management rights to the members or classes
2 of members. A manager need not be a member of the limited liability company
3 unless otherwise required by an operating agreement. A manager shall be
4 designated or elected and may be removed or replaced in the manner provided
5 in an operating agreement. A manager also holds the office and has the
6 responsibilities that are accorded to him by the members and that are
7 provided in an operating agreement. If an operating agreement does not
8 provide a manner for designating or electing additional or replacement
9 managers, on the withdrawal or resignation of a manager, management of the
10 limited liability company continues to be vested in the remaining managers,
11 or if there are no remaining managers, management is vested in one or more
12 new managers to be designated or elected by a majority of the members.

13 C. Except as provided in an operating agreement, the affirmative vote,
14 approval or consent of all members is required to:

15 1. Adopt, amend, amend and restate or revoke an operating agreement or
16 authorize a transaction, agreement or action on behalf of the limited
17 liability company that is unrelated to its purpose or business as stated in
18 an operating agreement or that otherwise violates an operating agreement.

19 2. Issue an interest in the limited liability company to any person.

20 3. Approve a plan of merger or consolidation of the limited liability
21 company with or into one or more ~~business~~ entities as defined in section
22 ~~29-751~~ 29-2102.

23 4. Authorize an amendment to the articles of organization that changes
24 the status of the limited liability company from or to one in which
25 management is vested in a manager or managers to or from one in which
26 management is reserved to the members.

27 D. Except as provided in an operating agreement, the affirmative vote,
28 approval or consent of a majority of the members, or if management of the
29 limited liability company is vested in one or more managers, the affirmative
30 vote, approval or consent of the sole manager or a majority of the managers,
31 is required to:

32 1. Resolve any difference concerning matters connected with the
33 business of the limited liability company.

34 2. Authorize the distribution of limited liability company cash or
35 property to the members.

36 3. Authorize the limited liability company to repurchase all or part
37 of any member's interest in the limited liability company from that member.

38 4. Authorize the filing of articles of termination concerning the
39 limited liability company.

40 5. Subject to subsection C, paragraph 4 of this section, authorize an
41 amendment to the articles of organization, except that an amendment that
42 merely corrects a false or inaccurate statement in the articles of
43 organization may be filed at any time by a manager if management of the
44 limited liability company is vested in one or more managers or by a member if
45 management of the limited liability company is reserved to the members.

1 E. For purposes of subsections B and D of this section, a majority
2 consists of more than one-half of the members or managers, as the case may
3 be, except that if an operating agreement provides for allocation of voting
4 rights among different members or managers or classes of members or managers
5 on any basis other than a per capita basis, a majority consists of one or
6 more members or managers, as the case may be, who control more than one-half
7 of the votes entitled to be cast with respect to general business decisions
8 as provided in an operating agreement.

9 Sec. 49. Heading change

10 The article heading of title 29, chapter 4, article 7, Arizona Revised
11 Statutes, is changed from "MERGER OR CONSOLIDATION" to "MERGERS AND OTHER
12 RESTRUCTURING TRANSACTIONS".

13 Sec. 50. Repeal

14 Section 29-751, Arizona Revised Statutes, is repealed.

15 Sec. 51. Title 29, chapter 4, article 7, Arizona Revised Statutes, is
16 amended by adding a new section 29-751, to read:

17 29-751. Definitions

18 A. IN THIS ARTICLE, UNLESS THE CONTEXT OTHERWISE REQUIRES:

19 1. "PLAN" MEANS A PLAN OF MERGER, INTEREST EXCHANGE, CONVERSION,
20 DOMESTICATION OR DIVISION, AS APPLICABLE.

21 2. "TRANSACTION" MEANS A MERGER, AN INTEREST EXCHANGE, A CONVERSION, A
22 DOMESTICATION OR A DIVISION, AS APPLICABLE.

23 B. EXCEPT FOR TERMS DEFINED IN SECTION 29-601 OR UNLESS THE CONTEXT
24 OTHERWISE REQUIRES, TERMS USED IN THIS ARTICLE HAVE THE SAME MEANINGS
25 PRESCRIBED IN CHAPTER 6 OF THIS TITLE.

26 Sec. 52. Section 29-752, Arizona Revised Statutes, is amended to read:

27 29-752. Entity restructuring transactions

28 A. ~~Pursuant to a plan of merger or consolidation that meets the~~
29 ~~conditions provided~~ IF A PLAN IS APPROVED AS PROVIDED by section 29-753, a
30 DOMESTIC limited liability company may ~~merge or consolidate with or into one~~
31 ~~or more business entities. The surviving or resulting business entity shall~~
32 ~~be designated in the plan of merger or consolidation.~~ BE A PARTY TO OR
33 OTHERWISE UNDERTAKE A TRANSACTION BY ADOPTING A PLAN AND OTHERWISE COMPLYING
34 WITH THIS ARTICLE AND:

35 1. CHAPTER 6, ARTICLE 2 OF THIS TITLE FOR A MERGER.

36 2. CHAPTER 6, ARTICLE 3 OF THIS TITLE FOR AN INTEREST EXCHANGE.

37 3. CHAPTER 6, ARTICLE 4 OF THIS TITLE FOR A CONVERSION.

38 4. CHAPTER 6, ARTICLE 5 OF THIS TITLE FOR A DOMESTICATION.

39 5. CHAPTER 6, ARTICLE 6 OF THIS TITLE FOR A DIVISION.

40 B. ~~The plan of merger or consolidation shall be approved by all~~
41 ~~members of a domestic limited liability company that is to merge or~~
42 ~~consolidate, unless an operating agreement provides otherwise.~~

43 C. ~~The plan of merger or consolidation shall be approved by each~~
44 ~~business entity other than a domestic limited liability company in the manner~~
45 ~~required by the laws of the jurisdiction in which it is organized.~~

1 ~~D. Rights or securities of or interests in a business entity that is a~~
2 ~~party to the merger or consolidation may be exchanged for or converted into~~
3 ~~cash, property, obligations, rights or securities of or interests in the~~
4 ~~surviving or resulting business entity.~~

5 B. THE EFFECTIVE TIME AND DATE OF THE TRANSACTION ARE AS PROVIDED IN
6 CHAPTER 6 OF THIS TITLE. EXCEPT AS EXPRESSLY SET FORTH IN THIS ARTICLE, THE
7 PROCEDURES REGARDING THE EFFECT OF AND ALL OTHER ASPECTS OF THE TRANSACTION
8 ARE GOVERNED BY CHAPTER 6 OF THIS TITLE.

9 C. THIS SECTION DOES NOT LIMIT THE POWER OF A LIMITED LIABILITY
10 COMPANY TO ACQUIRE ALL OR PART OF THE INTERESTS OF ANOTHER ENTITY THROUGH A
11 VOLUNTARY EXCHANGE OR OTHERWISE.

12 Sec. 53. Repeal

13 Section 29-753, Arizona Revised Statutes, is repealed.

14 Sec. 54. Title 29, chapter 4, article 7, Arizona Revised Statutes, is
15 amended by adding a new section 29-753, to read:

16 29-753. Action on plan

17 THE PLAN MUST BE APPROVED BY ALL MEMBERS OF A DOMESTIC LIMITED
18 LIABILITY COMPANY THAT IS TO BE A PARTY TO OR OTHERWISE UNDERTAKE A
19 TRANSACTION, UNLESS THE OPERATING AGREEMENT PROVIDES OTHERWISE.

20 Sec. 55. Section 29-754, Arizona Revised Statutes, is amended to read:

21 29-754. Statement of merger or other transaction; publication

22 ~~A. A business entity that survives or results from a merger or~~
23 ~~consolidation pursuant to this article shall file articles of merger or~~
24 ~~consolidation with the commission. The articles of merger or consolidation~~
25 ~~shall:~~

26 ~~1. Include the plan of merger or consolidation or state that the plan~~
27 ~~of merger or consolidation is on file at a place of business of the surviving~~
28 ~~or resulting business entity, including the address of the place of business,~~
29 ~~and that the surviving or resulting business entity will provide a copy of~~
30 ~~the plan of merger or consolidation on request and without cost to any person~~
31 ~~who holds an interest in a business entity that is a party to the merger or~~
32 ~~consolidation.~~

33 ~~2. State that each business entity that is a party to the merger or~~
34 ~~consolidation approved a plan of merger or consolidation in the manner~~
35 ~~provided by law.~~

36 ~~3. State the future effective date of the merger or consolidation if~~
37 ~~it is not effective on the filing of the articles of merger or consolidation.~~

38 ~~4. If the surviving or resulting business entity is not a business~~
39 ~~entity organized under the laws of this state, state both of the following:~~

40 ~~(a) The surviving or resulting business entity agrees that it may be~~
41 ~~served with process in this state in an action, suit or proceeding for the~~
42 ~~enforcement of any obligation of any business entity that was organized under~~
43 ~~the laws of this state and that is a party to the merger or consolidation and~~
44 ~~for the enforcement of any obligation of the surviving or resulting business~~
45 ~~entity arising from the merger or consolidation.~~

1 ~~(b) It irrevocably appoints the commission as its agent to accept~~
2 ~~service of process in the action, suit or proceeding described in subdivision~~
3 ~~(a), including the address to which the commission shall mail a copy of the~~
4 ~~process.~~

5 ~~5. Include any amendments to the articles of organization of the~~
6 ~~surviving limited liability company if the surviving or resulting business~~
7 ~~entity is a limited liability company.~~

8 ~~B. The articles of merger or consolidation shall be duly executed as~~
9 ~~follows:~~

10 ~~1. In the case of a domestic limited liability company, by the member~~
11 ~~or manager designated in the plan of merger or consolidation.~~

12 ~~2. In the case of a business entity other than a domestic limited~~
13 ~~liability company, in the manner provided by law.~~

14 ~~C. A. Articles of merger or consolidation~~ A STATEMENT OF MERGER,
15 CONVERSION, DOMESTICATION OR DIVISION shall serve as articles of termination
16 for a DOMESTIC limited liability company that is not the surviving or
17 resulting business entity in ~~the merger or consolidation~~ A TRANSACTION.

18 ~~D. B. If the articles~~ A STATEMENT of merger ~~include~~ INCLUDES
19 amendments to the articles of organization OF A DOMESTIC LIMITED LIABILITY
20 COMPANY, the document shall be published as provided in section 29-633. The
21 document required to be filed and published shall be styled "~~articles of~~
22 ~~amendment and~~ STATEMENT OF merger".

23 Sec. 56. Repeal

24 Sections 29-755, 29-756 and 29-757, Arizona Revised Statutes, are
25 repealed.

26 Sec. 57. Title 29, chapter 4, article 11, Arizona Revised Statutes, is
27 amended by adding section 29-848, to read:

28 29-848. Merger, interest exchange, conversion, domestication or
29 division; definitions

30 A. A DOMESTIC PROFESSIONAL LIMITED LIABILITY COMPANY MAY BE A PARTY TO
31 OR OTHERWISE UNDERTAKE A MERGER, AN INTEREST EXCHANGE, A CONVERSION, A
32 DOMESTICATION OR A DIVISION BY COMPLYING WITH ARTICLE 7 OF THIS CHAPTER AND
33 CHAPTER 6 OF THIS TITLE.

34 B. IF A DOMESTIC PROFESSIONAL LIMITED LIABILITY COMPANY IS TO BE
35 CREATED IN A MERGER, A CONVERSION, A DOMESTICATION OR A DIVISION:

36 1. THE MEMBERS OF THE COMPANY MUST BE QUALIFIED TO BE MEMBERS AS
37 PROVIDED BY SECTION 29-844, SUBSECTION B.

38 2. THE ARTICLES OF ORGANIZATION OF THE COMPANY MUST COMPLY WITH
39 SECTION 29-841.01, SUBSECTION A.

40 C. FOR THE PURPOSES OF THIS SECTION:

41 1. "CONVERSION" MEANS A TRANSACTION AUTHORIZED BY CHAPTER 6, ARTICLE 4
42 OF THIS TITLE.

43 2. "DIVISION" MEANS A TRANSACTION AUTHORIZED BY CHAPTER 6, ARTICLE 6
44 OF THIS TITLE.

45 3. "DOMESTICATION" MEANS A TRANSACTION AUTHORIZED BY CHAPTER 6,
46 ARTICLE 5 OF THIS TITLE.

1 4. "INTEREST EXCHANGE" MEANS A TRANSACTION AUTHORIZED BY CHAPTER 6,
2 ARTICLE 3 OF THIS TITLE.

3 5. "MERGER" MEANS A TRANSACTION AUTHORIZED BY CHAPTER 6, ARTICLE 2 OF
4 THIS TITLE.

5 Sec. 58. Section 29-851, Arizona Revised Statutes, is amended to read:
6 29-851. Filing, service and copying fees; expedited filing and
7 services; same day and next day services; posted wait
8 times; advance monies; definition

9 A. The commission shall collect and deposit, pursuant to sections
10 35-146 and 35-147, the following nonrefundable fees when the following
11 documents are delivered to the commission:

12 1. The initial articles of organization, fifty dollars.

13 2. An application for registration of a foreign limited liability
14 company, one hundred fifty dollars.

15 3. An amendment to the articles of organization, twenty-five dollars.

16 4. Articles of termination and a certificate of termination,
17 thirty-five dollars.

18 5. A certificate for any purpose not otherwise provided for, ten
19 dollars.

20 6. ~~Articles of merger~~ STATEMENT OF MERGER, INTEREST EXCHANGE,
21 CONVERSION, DOMESTICATION OR DIVISION IF THE ENTITY RESPONSIBLE FOR FILING
22 THE STATEMENT IS A LIMITED LIABILITY COMPANY, fifty dollars.

23 7. Written information on any limited liability company, ten dollars.

24 8. A copy of any document or instrument, five dollars plus fifty cents
25 per page.

26 9. An application for reservation of a name or for filing a notice of
27 the transfer or cancellation of any name reservation, ten dollars.

28 10. Five dollars for a statement of change of address of one or more of
29 the following:

30 (a) Known place of business.

31 (b) Statutory agent.

32 (c) Manager.

33 (d) Member.

34 11. Any service of notice, demand or process on the commission as
35 resident agent of a limited liability company, twenty-five dollars. This
36 amount may be recovered as taxable costs by the party to the suit, action or
37 proceeding causing the service to be made if the party prevails in the suit,
38 action or proceeding.

39 12. Articles of correction, the fee prescribed in section 10-122,
40 subsection A, paragraph ~~18~~ 17.

41 13. Application for reinstatement following administrative dissolution,
42 in addition to other fees and penalties due, the fee prescribed in section
43 10-122, subsection A, paragraph ~~14~~ 13.

44 B. The commission shall provide for and establish an expedited service
45 for the filing of all documents and services provided pursuant to this
46 chapter as follows:

1 1. The expedited filing shall be a priority service to be completed as
2 soon as possible after the documents are delivered to the commission.

3 2. In addition to any other fees required by this section or any other
4 law, the commission shall charge a nonrefundable fee for expedited services,
5 including those requested by fax. The fee shall be determined by a
6 supermajority vote of the commissioners.

7 C. The commission may provide for and establish same day and next day
8 services for the filing of any documents and services provided pursuant to
9 this chapter as follows:

10 1. The commission shall suspend same day or next day service if the
11 commission determines that it does not have the necessary resources to
12 perform the service within the established time period.

13 2. In addition to any other fees required by this section or any other
14 law, the commissioners may charge a nonrefundable fee for the same day or
15 next day service or both. The fee shall be determined by a supermajority
16 vote of the commissioners.

17 D. The commission shall publicly post the current wait times for
18 processing regular, expedited and same day and next day services.

19 E. All monies received pursuant to subsections B and C of this section
20 shall be deposited, pursuant to sections 35-146 and 35-147, in the public
21 access fund established by section 10-122.01.

22 F. Any person may advance monies to the commission to pay fees
23 required pursuant to this section for future filings and services. All
24 monies received pursuant to this subsection shall be deposited, pursuant to
25 sections 35-146 and 35-147, in the money on deposit account in the public
26 access fund established by section 10-122.01.

27 G. For the purposes of this section, "supermajority" means an
28 affirmative vote of at least four commissioners.

29 Sec. 59. Section 29-1001, Arizona Revised Statutes, is amended to
30 read:

31 29-1001. Definitions

32 In this chapter, unless the context otherwise requires:

33 1. "Business" includes every trade, occupation and profession.

34 2. "Chief executive office" means the place from which the main part
35 of the partnership's business is managed.

36 3. "Debtor in bankruptcy" means a person who is the subject of either:

37 (a) An order for relief under title 11 of the United States Code or a
38 comparable order under a successor statute of general application.

39 (b) A comparable order under federal, state or foreign law governing
40 insolvency.

41 4. "Distribution" means a transfer of money or other property from a
42 partnership to a partner in the partner's capacity as a partner or to the
43 partner's transferee.

44 5. "Foreign limited liability partnership" means a partnership or
45 limited partnership THAT IS formed or created under laws other than the laws

1 of this state and ~~which~~ THAT is qualified as a limited liability partnership
2 under those laws.

3 6. "General partner" means a partner in a partnership and a general
4 partner in a limited partnership.

5 7. "Limited liability partnership" means a partnership or limited
6 partnership that has filed a statement of qualification under section
7 29-1101.

8 8. "Limited partner" means a limited partner in a limited partnership.

9 9. "Limited partnership" means a limited partnership created under
10 chapter 3 of this title, predecessor law or comparable law of another
11 jurisdiction.

12 10. "Partner" means a general partner and, for purposes of article 9 of
13 this chapter, both a general partner and a limited partner.

14 11. "Partnership" means an association or entity formed under section
15 29-1012, A predecessor law or A comparable law of another jurisdiction.

16 12. "Partnership agreement" means the agreement, whether written, oral
17 or implied, among the partners concerning the partnership, including
18 amendments to the partnership agreement.

19 13. "Partnership at will" means a partnership in which the partners
20 have not agreed to remain partners until the expiration of a definite term or
21 the completion of a particular undertaking.

22 14. "Partnership interest" or "partner's interest in the partnership"
23 means all of a partner's interests in the partnership, including the
24 partner's transferable interest and all management and other rights.

25 15. "Person" means an individual, corporation, business trust, estate,
26 trust, partnership, association, joint venture, government, governmental
27 subdivision, agency or instrumentality or any other legal or commercial
28 entity.

29 16. "Property" means all property, real, personal or mixed, tangible or
30 intangible, or any interest in such property.

31 17. "State" means a state of the United States, the District of
32 Columbia, the Commonwealth of Puerto Rico or any territory or insular
33 possession subject to the jurisdiction of the United States.

34 18. "Statement" means a statement of partnership authority under
35 section 29-1023, a statement of denial under section 29-1024, a statement of
36 dissociation under section 29-1064, a statement of dissolution under section
37 29-1075, a statement of merger under section ~~29-1087~~ 29-2205, a statement of
38 qualification as a limited liability partnership under section 29-1101, a
39 statement of foreign qualification under section 29-1106 or an amendment or
40 cancellation of any of the foregoing.

41 19. "Transfer" includes an assignment, conveyance, lease, mortgage,
42 deed and encumbrance.

43 Sec. 60. Heading change

44 The article heading of title 29, chapter 5, article 9, Arizona Revised
45 Statutes, is changed from "CONVERSIONS AND MERGERS" to "MERGERS AND OTHER
46 RESTRUCTURING TRANSACTIONS".

1 Sec. 61. Repeal
2 Sections 29-1082, 29-1083, 29-1084 and 29-1085, Arizona Revised
3 Statutes, are repealed.

4 Sec. 62. Title 29, chapter 5, article 9, Arizona Revised Statutes, is
5 amended by adding section 29-1081 and new sections 29-1082 and 29-1083, to
6 read:

7 29-1081. Definitions

8 A. IN THIS ARTICLE, UNLESS THE CONTEXT OTHERWISE REQUIRES:

9 1. "PLAN" MEANS A PLAN OF MERGER, INTEREST EXCHANGE, CONVERSION,
10 DOMESTICATION OR DIVISION, AS APPLICABLE.

11 2. "TRANSACTION" MEANS A MERGER, AN INTEREST EXCHANGE, A CONVERSION, A
12 DOMESTICATION OR A DIVISION, AS APPLICABLE.

13 B. EXCEPT FOR TERMS DEFINED IN SECTION 29-1001 OR UNLESS THE CONTEXT
14 OTHERWISE REQUIRES, TERMS USED IN THIS ARTICLE HAVE THE SAME MEANINGS
15 PRESCRIBED IN CHAPTER 6 OF THIS TITLE.

16 29-1082. Entity restructuring transactions

17 A. IF A PLAN IS APPROVED AS PROVIDED BY SECTION 29-1083, A PARTNERSHIP
18 MAY BE A PARTY TO OR OTHERWISE UNDERTAKE A TRANSACTION BY ADOPTING A PLAN AND
19 OTHERWISE COMPLYING WITH THIS ARTICLE AND:

20 1. CHAPTER 6, ARTICLE 2 OF THIS TITLE FOR A MERGER.

21 2. CHAPTER 6, ARTICLE 3 OF THIS TITLE FOR AN INTEREST EXCHANGE.

22 3. CHAPTER 6, ARTICLE 4 OF THIS TITLE FOR A CONVERSION.

23 4. CHAPTER 6, ARTICLE 5 OF THIS TITLE FOR A DOMESTICATION.

24 5. CHAPTER 6, ARTICLE 6 OF THIS TITLE FOR A DIVISION.

25 B. THE EFFECTIVE TIME AND DATE OF THE TRANSACTION ARE AS PROVIDED IN
26 CHAPTER 6 OF THIS TITLE. EXCEPT AS EXPRESSLY SET FORTH IN THIS ARTICLE, THE
27 PROCEDURES REGARDING THE EFFECT OF AND ALL OTHER ASPECTS OF THE TRANSACTION
28 ARE GOVERNED BY CHAPTER 6 OF THIS TITLE.

29 C. THIS SECTION DOES NOT LIMIT THE POWER OF A PARTNERSHIP TO ACQUIRE
30 ALL OR PART OF THE INTERESTS OF ANOTHER ENTITY THROUGH A VOLUNTARY EXCHANGE
31 OR OTHERWISE.

32 29-1083. Action on plan

33 THE PLAN MUST BE APPROVED BY ALL OF THE PARTNERS OR A NUMBER OR
34 PERCENTAGE SPECIFIED FOR THE TRANSACTION IN THE PARTNERSHIP AGREEMENT.

35 Sec. 63. Section 29-1086, Arizona Revised Statutes, is amended to
36 read:

37 29-1086. Effect of transaction; definition

38 ~~A. When a merger takes effect:~~

39 ~~1. The separate existence of every partnership, limited partnership or~~
40 ~~other business entity that is a party to the merger, other than the surviving~~
41 ~~entity, ceases.~~

42 ~~2. All property owned by each of the merged partnerships, limited~~
43 ~~partnerships or other business entities vests in the surviving entity.~~

44 ~~3. All obligations of every partnership, limited partnership or other~~
45 ~~business entity that is a party to the merger become the obligations of the~~
46 ~~surviving entity.~~

1 ~~4. An action or proceeding pending against a partnership, a limited~~
2 ~~partnership or any other business entity that is a party to the merger may be~~
3 ~~continued as if the merger had not occurred, or the surviving entity may be~~
4 ~~substituted as a party to the action or proceeding.~~

5 ~~B. If the surviving entity is a foreign partnership or limited~~
6 ~~partnership, at any time during which the surviving entity fails to maintain~~
7 ~~an agent for service of process as required by the law of this state, the~~
8 ~~secretary of state is the agent for service of process in an action or~~
9 ~~proceeding against a surviving foreign partnership or limited partnership to~~
10 ~~enforce an obligation of a domestic partnership, domestic limited partnership~~
11 ~~or any other domestic business entity that is a party to a merger. Until the~~
12 ~~surviving foreign partnership or limited partnership appoints an agent for~~
13 ~~service of process as required by the law of this state, it shall promptly~~
14 ~~notify the secretary of state of its chief executive office and of any change~~
15 ~~of address. On receipt of process, the secretary of state shall mail a copy~~
16 ~~of the process to the surviving foreign partnership or limited partnership.~~

17 ~~C. A.~~ If the surviving POST-TRANSACTION entity is a DOMESTIC
18 partnership ~~or limited partnership~~, a partner of the ~~surviving partnership or~~
19 ~~limited partnership~~ POST-TRANSACTION ENTITY is liable for:

20 1. All obligations of AN ENTITY THAT IS a party to OR OTHERWISE
21 UNDERTAKES the merger TRANSACTION for which the partner was personally liable
22 before the merger TRANSACTION.

23 2. All other obligations of the surviving POST-TRANSACTION entity
24 incurred before the merger TRANSACTION by AN ENTITY THAT IS a party to OR
25 OTHERWISE UNDERTAKES the merger TRANSACTION, but those obligations may be
26 satisfied only out of property of the POST-TRANSACTION entity.

27 ~~3. All obligations of the surviving entity incurred after the merger~~
28 ~~takes effect, but those obligations may be satisfied only out of property of~~
29 ~~the entity if the partner is a limited partner.~~

30 ~~D. B.~~ If the obligations incurred before the merger TRANSACTION by a
31 DOMESTIC partnership ~~or a limited partnership~~ that is a party to OR OTHERWISE
32 UNDERTAKES the merger TRANSACTION are not to be satisfied out of the property
33 of the surviving POST-TRANSACTION entity pursuant to the plan of merger, the
34 general partners of that party PARTNERSHIP immediately before the effective
35 date of the merger TRANSACTION shall contribute the amount necessary to
36 satisfy that party's PARTNERSHIP'S obligations to the surviving
37 POST-TRANSACTION entity, in the manner provided in section 29-1077 ~~or in the~~
38 ~~limited partnership act of the jurisdiction in which the party was formed, as~~
39 ~~the case may be~~, as if the merged party THAT PARTNERSHIP were dissolved.

40 ~~E. C.~~ A partner of a DOMESTIC partnership ~~or limited partnership~~ that
41 is a party to OR OTHERWISE UNDERTAKES a merger TRANSACTION who does not
42 become a partner or any other owner INTEREST HOLDER of the surviving
43 POST-TRANSACTION entity is dissociated from the partnership ~~or limited~~
44 ~~partnership~~, of which that partner was a partner, as of the date the merger
45 TRANSACTION takes effect. The surviving POST-TRANSACTION entity shall cause
46 the partner's interest in the merged partnership ~~or limited partnership~~ to be

1 purchased under section 29-1061 or another statute specifically applicable to
2 that partner's interest with respect to a merger TRANSACTION. The surviving
3 POST-TRANSACTION entity is bound under section 29-1062 by an act of a general
4 partner dissociated under this subsection, and the partner is liable under
5 section 29-1063 for transactions entered into by the surviving
6 POST-TRANSACTION entity after the merger TRANSACTION takes effect.

7 D. FOR THE PURPOSES OF THIS SECTION, "POST-TRANSACTION ENTITY" MEANS
8 ANY OF THE FOLLOWING, AS APPLICABLE:

- 9 1. THE SURVIVING ENTITY IN A MERGER.
- 10 2. THE CONVERTED ENTITY IN A CONVERSION.
- 11 3. THE DOMESTICATED ENTITY IN A DOMESTICATION.
- 12 4. EACH RESULTING ENTITY IN A DIVISION, JOINTLY AND SEVERALLY.

13 Sec. 64. Repeal

14 Sections 29-1087 and 29-1088, Arizona Revised Statutes, are repealed.

15 Sec. 65. Title 29, Arizona Revised Statutes, is amended by adding
16 chapter 6, to read:

17 CHAPTER 6

18 ARIZONA ENTITY RESTRUCTURING ACT

19 ARTICLE 1. GENERAL PROVISIONS

20 29-2101. Short title

21 THIS CHAPTER MAY BE CITED AS THE "ARIZONA ENTITY RESTRUCTURING ACT".

22 29-2102. Definitions

23 IN THIS CHAPTER, UNLESS THE CONTEXT OTHERWISE REQUIRES:

24 1. "ACQUIRED ENTITY" MEANS AN ENTITY IN WHICH ALL OF ONE OR MORE
25 CLASSES OR SERIES OF INTERESTS ARE ACQUIRED IN AN INTEREST EXCHANGE.

26 2. "ACQUIRING ENTITY" MEANS THE ENTITY THAT ACQUIRES ALL OF ONE OR
27 MORE CLASSES OR SERIES OF INTERESTS OF THE ACQUIRED ENTITY IN AN INTEREST
28 EXCHANGE.

29 3. "APPROPRIATE FILING AUTHORITY" MEANS:

30 (a) WITH RESPECT TO CORPORATIONS, BUSINESS TRUSTS AND LIMITED
31 LIABILITY COMPANIES, THE COMMISSION.

32 (b) WITH RESPECT TO LIMITED PARTNERSHIPS AND LIMITED LIABILITY
33 PARTNERSHIPS, THE SECRETARY OF STATE.

34 4. "APPROVE" MEANS, IN THE CASE OF AN ENTITY, THAT ITS GOVERNORS AND
35 INTEREST HOLDERS TAKE WHATEVER STEPS ARE NECESSARY UNDER ITS ORGANIZATIONAL
36 DOCUMENTS, GOVERNING STATUTE AND OTHER LAW TO DO ALL OF THE FOLLOWING:

37 (a) PROPOSE A TRANSACTION SUBJECT TO THIS CHAPTER.

38 (b) ADOPT AND APPROVE THE TERMS AND CONDITIONS OF THE TRANSACTION.

39 (c) CONDUCT ANY REQUIRED PROCEEDINGS OR OTHERWISE OBTAIN ANY REQUIRED
40 VOTES OR CONSENTS OF THE GOVERNORS OR INTEREST HOLDERS.

41 5. "BUSINESS CORPORATION" MEANS A BUSINESS CORPORATION, A CLOSE
42 CORPORATION, A PROFESSIONAL CORPORATION, A BUSINESS DEVELOPMENT CORPORATION
43 AND A BENEFIT CORPORATION.

44 6. "COMMISSION" MEANS THE ARIZONA CORPORATION COMMISSION.

45 7. "CONVERSION" MEANS A TRANSACTION AUTHORIZED BY ARTICLE 4 OF THIS
46 CHAPTER.

1 8. "CONVERTED ENTITY" MEANS THE CONVERTING ENTITY AS IT CONTINUES IN
2 EXISTENCE AFTER A CONVERSION.

3 9. "CONVERTING ENTITY" MEANS THE DOMESTIC ENTITY THAT APPROVES A PLAN
4 OF CONVERSION PURSUANT TO SECTION 29-2403 OR THE FOREIGN ENTITY THAT APPROVES
5 A CONVERSION PURSUANT TO THE LAW OF ITS JURISDICTION OF ORGANIZATION.

6 10. "CORPORATION" MEANS A BUSINESS CORPORATION OR A NONPROFIT
7 CORPORATION.

8 11. "DIVIDING ENTITY" MEANS THE DOMESTIC ENTITY THAT APPROVES A PLAN OF
9 DIVISION PURSUANT TO SECTION 29-2603 OR THE FOREIGN ENTITY THAT APPROVES A
10 DIVISION PURSUANT TO THE LAW OF ITS JURISDICTION OF ORGANIZATION. A DIVIDING
11 ENTITY IS ALSO A RESULTING ENTITY IF THE DIVIDING ENTITY SURVIVES THE
12 DIVISION.

13 12. "DIVISION" MEANS A TRANSACTION AUTHORIZED BY ARTICLE 6 OF THIS
14 CHAPTER.

15 13. "DOMESTIC ENTITY" MEANS AN ENTITY WHOSE INTERNAL AFFAIRS ARE
16 GOVERNED BY THE LAWS OF THIS STATE.

17 14. "DOMESTICATED ENTITY" MEANS THE DOMESTICATING ENTITY AS IT
18 CONTINUES IN EXISTENCE AFTER A DOMESTICATION.

19 15. "DOMESTICATING ENTITY" MEANS THE DOMESTIC ENTITY THAT APPROVES A
20 PLAN OF DOMESTICATION PURSUANT TO SECTION 29-2503 OR THE FOREIGN ENTITY THAT
21 APPROVES A DOMESTICATION PURSUANT TO THE LAW OF ITS JURISDICTION OF
22 ORGANIZATION.

23 16. "DOMESTICATION" MEANS A TRANSACTION AUTHORIZED BY ARTICLE 5 OF THIS
24 CHAPTER.

25 17. "ENTITY" MEANS ANY OF THE FOLLOWING:

26 (a) A CORPORATION.

27 (b) A GENERAL PARTNERSHIP, INCLUDING A GENERAL PARTNERSHIP THAT HAS
28 REGISTERED AS A LIMITED LIABILITY PARTNERSHIP.

29 (c) A LIMITED PARTNERSHIP, INCLUDING A LIMITED PARTNERSHIP THAT HAS
30 REGISTERED AS A LIMITED LIABILITY LIMITED PARTNERSHIP.

31 (d) A LIMITED LIABILITY COMPANY, INCLUDING A PROFESSIONAL LIMITED
32 LIABILITY COMPANY.

33 (e) A BUSINESS TRUST, STATUTORY TRUST ENTITY OR SIMILAR TRUST.

34 (f) AN UNINCORPORATED ASSOCIATION.

35 (g) A COOPERATIVE.

36 (h) ANY OTHER PERSON THAT HAS A SEPARATE LEGAL EXISTENCE OR HAS THE
37 POWER TO ACQUIRE AN INTEREST IN REAL PROPERTY IN ITS OWN NAME OTHER THAN ANY
38 OF THE FOLLOWING:

39 (i) AN INDIVIDUAL.

40 (ii) A TESTAMENTARY, INTER VIVOS OR CHARITABLE TRUST, WITH THE
41 EXCEPTION OF A BUSINESS TRUST, STATUTORY TRUST ENTITY OR SIMILAR TRUST.

42 (iii) A DECEDENT'S ESTATE.

43 (iv) A GOVERNMENT, A GOVERNMENTAL OR POLITICAL SUBDIVISION, A
44 GOVERNMENTAL AGENCY OR ENTITY OR A MUNICIPAL CORPORATION.

45 18. "FILING ENTITY" MEANS AN ENTITY THAT IS CREATED BY THE FILING OF A
46 PUBLIC ORGANIZATIONAL DOCUMENT.

- 1 19. "FOREIGN ENTITY" MEANS AN ENTITY OTHER THAN A DOMESTIC ENTITY.
2 20. "GOOD FAITH" MEANS HONESTY IN FACT IN THE CONDUCT OR TRANSACTION
3 CONCERNED.
4 21. "GOVERNANCE INTEREST" MEANS THE RIGHT UNDER THE GOVERNING STATUTE
5 OR ORGANIZATIONAL DOCUMENTS OF AN ENTITY, OTHER THAN AS A GOVERNOR, AGENT,
6 ASSIGNEE OR PROXY, TO DO ANY OF THE FOLLOWING:
7 (a) RECEIVE OR DEMAND ACCESS TO INFORMATION CONCERNING, OR THE BOOKS
8 AND RECORDS OF, THE ENTITY.
9 (b) VOTE FOR THE ELECTION OF THE GOVERNORS OF THE ENTITY.
10 (c) RECEIVE NOTICE OF, OR VOTE ON, ANY OR ALL ISSUES OR MATTERS
11 INVOLVING THE INTERNAL AFFAIRS OF THE ENTITY.
12 22. "GOVERNING STATUTE" MEANS, COLLECTIVELY, THE STATUTE OR STATUTES
13 GOVERNING THE INTERNAL AFFAIRS OF AN ENTITY.
14 23. "GOVERNOR" MEANS A PERSON BY OR UNDER WHOSE AUTHORITY THE POWERS OF
15 AN ENTITY ARE EXERCISED AND UNDER WHOSE DIRECTION THE BUSINESS AND AFFAIRS OF
16 THE ENTITY ARE MANAGED PURSUANT TO THE GOVERNING STATUTE AND ORGANIZATIONAL
17 DOCUMENTS OF THE ENTITY.
18 24. "INTEREST" MEANS A GOVERNANCE INTEREST OR A TRANSFERABLE INTEREST,
19 INCLUDING A SHARE OR MEMBERSHIP IN A CORPORATION.
20 25. "INTEREST EXCHANGE" MEANS A TRANSACTION AUTHORIZED BY ARTICLE 3 OF
21 THIS CHAPTER.
22 26. "INTEREST HOLDER" MEANS A DIRECT HOLDER OF AN INTEREST.
23 27. "INTEREST HOLDER LIABILITY" MEANS:
24 (a) PERSONAL LIABILITY FOR AN OBLIGATION OF AN ENTITY THAT IS IMPOSED
25 ON A PERSON EITHER:
26 (i) SOLELY BY REASON OF THE STATUS OF THE PERSON AS AN INTEREST
27 HOLDER.
28 (ii) BY THE ORGANIZATIONAL DOCUMENTS OF THE ENTITY PURSUANT TO A
29 PROVISION OF THE GOVERNING STATUTE AUTHORIZING THE ORGANIZATIONAL DOCUMENTS
30 TO MAKE ONE OR MORE SPECIFIED INTEREST HOLDERS OR CATEGORIES OF INTEREST
31 HOLDERS LIABLE IN THEIR CAPACITY AS INTEREST HOLDERS FOR ALL OR SPECIFIED
32 OBLIGATIONS OF THE ENTITY.
33 (b) AN OBLIGATION OF AN INTEREST HOLDER UNDER THE ORGANIZATIONAL
34 DOCUMENTS OF AN ENTITY TO CONTRIBUTE TO THE ENTITY.
35 28. "JURISDICTION OF ORGANIZATION" MEANS THE JURISDICTION WHOSE LAW
36 INCLUDES THE GOVERNING STATUTE OF THE ENTITY.
37 29. "MERGER" MEANS A TRANSACTION AUTHORIZED BY ARTICLE 2 OF THIS
38 CHAPTER.
39 30. "MERGING ENTITY" MEANS AN ENTITY THAT IS A PARTY TO A MERGER AND
40 THAT EXISTS IMMEDIATELY BEFORE THE MERGER BECOMES EFFECTIVE.
41 31. "NONPROFIT CORPORATION" MEANS A NONPROFIT CORPORATION, A
42 COOPERATIVE MARKETING ASSOCIATION, AN ELECTRIC COOPERATIVE NONPROFIT
43 MEMBERSHIP CORPORATION, A NONPROFIT ELECTRIC GENERATION AND TRANSMISSION
44 COOPERATIVE CORPORATION, A FRATERNAL OR BENEVOLENT SOCIETY OR A CORPORATION
45 SOLE.

1 32. "OBLIGATION" MEANS A DEBT, LOSS OR LIABILITY OR ANY OTHER
2 OBLIGATION ARISING IN ANY MANNER, REGARDLESS OF WHETHER IT IS SECURED,
3 CONTINGENT OR LIQUIDATED.

4 33. "ORGANIZATIONAL DOCUMENTS" MEANS THE PUBLIC ORGANIZATIONAL DOCUMENT
5 AND PRIVATE ORGANIZATIONAL DOCUMENTS OF AN ENTITY.

6 34. "ORGANIZE" MEANS TO INCORPORATE, FORM, CREATE OR OTHERWISE
7 ORGANIZE.

8 35. "PERSON" MEANS AN INDIVIDUAL, A CORPORATION, AN ESTATE, A TRUST, A
9 PARTNERSHIP, A LIMITED LIABILITY COMPANY, A BUSINESS OR SIMILAR TRUST, AN
10 ASSOCIATION, A JOINT VENTURE, A PUBLIC CORPORATION, A GOVERNMENT, A
11 GOVERNMENTAL SUBDIVISION, AGENCY OR INSTRUMENTALITY OR ANY OTHER LEGAL OR
12 COMMERCIAL ENTITY.

13 36. "PLAN" MEANS A PLAN OF MERGER, INTEREST EXCHANGE, CONVERSION,
14 DOMESTICATION OR DIVISION.

15 37. "PRIVATE ORGANIZATIONAL DOCUMENTS" MEAN THE CURRENTLY ADOPTED OR
16 EFFECTIVE RULES, WHETHER OR NOT IN A RECORD, THAT GOVERN THE INTERNAL AFFAIRS
17 OF AN ENTITY, THAT ARE BINDING ON ALL OF ITS INTEREST HOLDERS AND THAT ARE
18 NOT PART OF THE ENTITY'S PUBLIC ORGANIZATIONAL DOCUMENT, IF ANY.

19 38. "PROTECTED AGREEMENT" MEANS ANY OF THE FOLLOWING:

20 (a) A RECORD EVIDENCING INDEBTEDNESS AND ANY RELATED AGREEMENT IN
21 EFFECT ON THE EFFECTIVE DATE OF THIS SECTION.

22 (b) AN AGREEMENT THAT IS BINDING ON AN ENTITY ON THE EFFECTIVE DATE OF
23 THIS SECTION.

24 (c) THE ORGANIZATIONAL DOCUMENTS OF AN ENTITY IN EFFECT ON THE
25 EFFECTIVE DATE OF THIS SECTION.

26 (d) AN AGREEMENT THAT IS BINDING ON ANY OF THE GOVERNORS OR INTEREST
27 HOLDERS OF AN ENTITY ON THE EFFECTIVE DATE OF THIS SECTION.

28 39. "PUBLIC ORGANIZATIONAL DOCUMENT":

29 (a) MEANS THE PUBLIC RECORD THAT IS FILED TO ORGANIZE AN ENTITY, OR
30 THE MOST RECENT RESTATEMENT OF THAT RECORD, TOGETHER WITH ANY AMENDMENTS TO
31 THAT RECORD OR RESTATEMENT OF THAT RECORD.

32 (b) DOES NOT INCLUDE A STATEMENT OF QUALIFICATION FILED BY A
33 PARTNERSHIP OR LIMITED PARTNERSHIP PURSUANT TO SECTION 29-1101 IN CONNECTION
34 WITH ITS STATUS AS A LIMITED LIABILITY PARTNERSHIP.

35 40. "QUALIFIED FOREIGN ENTITY" MEANS A FOREIGN ENTITY THAT IS
36 AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE PURSUANT TO A FILING WITH THE
37 APPROPRIATE FILING AUTHORITY.

38 41. "RECORD" MEANS INFORMATION THAT IS INSCRIBED ON A TANGIBLE MEDIUM
39 OR THAT IS STORED IN AN ELECTRONIC OR OTHER MEDIUM AND IS RETRIEVABLE IN
40 PERCEIVABLE FORM.

41 42. "RESULTING ENTITY":

42 (a) MEANS AN ENTITY THAT CONTINUES IN EXISTENCE AFTER, OR THAT IS
43 ORGANIZED AS A RESULT OF, A DIVISION.

44 (b) INCLUDES A DIVIDING ENTITY IF THE DIVIDING ENTITY SURVIVES THE
45 DIVISION.

1 43. "SIGN" MEANS TO DO EITHER OF THE FOLLOWING WITH PRESENT INTENT TO
2 AUTHENTICATE OR ADOPT A RECORD:

3 (a) EXECUTE OR ADOPT A TANGIBLE SYMBOL.

4 (b) ATTACH TO OR LOGICALLY ASSOCIATE WITH THE RECORD AN ELECTRONIC
5 SOUND, SYMBOL OR PROCESS.

6 44. "SURVIVING ENTITY" MEANS THE ENTITY THAT CONTINUES IN EXISTENCE
7 AFTER, OR THAT IS ORGANIZED AS A RESULT OF, A MERGER.

8 45. "TRANSFERABLE INTEREST" MEANS THE RIGHT UNDER AN ENTITY'S GOVERNING
9 STATUTE TO RECEIVE DISTRIBUTIONS FROM THE ENTITY.

10 46. "TYPE" MEANS, WITH REGARD TO AN ENTITY, THE GENERIC FORM OF THAT
11 ENTITY, SUCH AS LISTED IN PARAGRAPH 17 OF THIS SECTION.

12 29-2103. Relationship to other laws

13 A. UNLESS DISPLACED BY PARTICULAR PROVISIONS OF THIS CHAPTER, THE
14 PRINCIPLES OF LAW AND EQUITY SUPPLEMENT THIS CHAPTER.

15 B. EXCEPT AS SPECIFICALLY PROVIDED IN THIS CHAPTER, THIS CHAPTER DOES
16 NOT AFFECT THE APPLICATION OR REQUIREMENTS OF LAW OTHER THAN THIS CHAPTER.

17 C. A TRANSACTION EFFECTED UNDER THIS CHAPTER MAY NOT CREATE OR IMPAIR
18 ANY RIGHT OR OBLIGATION ON THE PART OF A PERSON UNDER A PROVISION OF THE LAWS
19 OF THIS STATE OTHER THAN THIS CHAPTER RELATING TO A CHANGE IN CONTROL,
20 TAKEOVER, BUSINESS COMBINATION, CONTROL SHARE ACQUISITION OR SIMILAR
21 TRANSACTION INVOLVING A DOMESTIC MERGING, ACQUIRED, CONVERTING, DOMESTICATING
22 OR DIVIDING CORPORATION UNLESS EITHER:

23 1. IF THE CORPORATION DOES NOT SURVIVE THE TRANSACTION, THE
24 TRANSACTION SATISFIES ANY REQUIREMENTS OF THE PROVISION.

25 2. IF THE CORPORATION SURVIVES THE TRANSACTION, THE APPROVAL OF THE
26 PLAN RELATING TO THE TRANSACTION IS BY A VOTE OF THE SHAREHOLDERS OR
27 DIRECTORS THAT IS SUFFICIENT TO CREATE OR IMPAIR THE RIGHT OR OBLIGATION
28 DIRECTLY UNDER THE PROVISION.

29 29-2104. Required notice or approval

30 A. A DOMESTIC OR FOREIGN ENTITY THAT IS REQUIRED TO GIVE NOTICE TO, OR
31 OBTAIN THE APPROVAL OF, A GOVERNMENTAL AGENCY OR OFFICER IN ORDER TO BE A
32 PARTY TO A MERGER MUST GIVE THE NOTICE OR OBTAIN THE APPROVAL IN ORDER TO BE
33 A PARTY TO AN INTEREST EXCHANGE, CONVERSION, DOMESTICATION OR DIVISION,
34 UNLESS THE LAW PERTAINING TO THE NOTICE OR APPROVAL PROVIDES OTHERWISE.

35 B. PROPERTY HELD FOR A CHARITABLE PURPOSE UNDER THE LAWS OF THIS STATE
36 BY A DOMESTIC OR FOREIGN ENTITY IMMEDIATELY BEFORE A TRANSACTION EFFECTED
37 UNDER THIS CHAPTER BECOMES EFFECTIVE MAY NOT, AS A RESULT OF THE TRANSACTION,
38 BE DIVERTED FROM THE OBJECTS FOR WHICH IT WAS DONATED, GRANTED OR DEVISED
39 UNLESS, TO THE EXTENT REQUIRED BY OR PURSUANT TO THE LAWS OF THIS STATE
40 CONCERNING CY PRES OR OTHER LAWS DEALING WITH NONDIVERSION OF CHARITABLE
41 ASSETS, THE ENTITY OBTAINS AN APPROPRIATE ORDER OF A COURT OF COMPETENT
42 JURISDICTION SPECIFYING THE DISPOSITION OF THE PROPERTY.

43 29-2105. Status of filings; matters regarding filing

44 A. A FILING UNDER THIS CHAPTER THAT IS SIGNED BY A DOMESTIC ENTITY
45 BECOMES PART OF THE PUBLIC ORGANIZATIONAL DOCUMENT OF THE ENTITY IF THE

1 ENTITY'S GOVERNING STATUTE PROVIDES THAT SIMILAR FILINGS UNDER THE GOVERNING
2 STATUTE BECOME PART OF THE PUBLIC ORGANIZATIONAL DOCUMENT OF THE ENTITY.

3 B. EXCEPT AS OTHERWISE PROVIDED IN THIS CHAPTER, MATTERS REGARDING THE
4 FILING OF DOCUMENTS PURSUANT TO THIS CHAPTER WITH THE APPROPRIATE FILING
5 AUTHORITY, INCLUDING DELIVERY FOR FILING, EFFECTIVE DATES AND CORRECTIONS,
6 ARE GOVERNED BY:

7 1. TITLE 10, CHAPTER 1, ARTICLE 2 FOR BUSINESS CORPORATIONS OR
8 BUSINESS TRUSTS.

9 2. TITLE 10, CHAPTER 24, ARTICLE 2 FOR NONPROFIT CORPORATIONS.

10 3. CHAPTER 4, ARTICLE 2 OF THIS TITLE FOR LIMITED LIABILITY COMPANIES.

11 4. CHAPTER 3, ARTICLE 2 OF THIS TITLE FOR LIMITED PARTNERSHIPS.

12 29-2106. Nonexclusivity

13 THE FACT THAT A TRANSACTION UNDER THIS CHAPTER PRODUCES A CERTAIN
14 RESULT DOES NOT PRECLUDE THE SAME RESULT FROM BEING ACCOMPLISHED IN ANY OTHER
15 MANNER PERMITTED BY THE LAWS OF THIS STATE OTHER THAN THIS CHAPTER.

16 29-2107. Reference to external facts

17 A PLAN MAY REFER TO FACTS THAT ARE ASCERTAINABLE OUTSIDE OF THE PLAN IF
18 THE MANNER IN WHICH THE FACTS WILL OPERATE ON THE PLAN IS SPECIFIED IN THE
19 PLAN. THE FACTS MAY INCLUDE THE OCCURRENCE OF AN EVENT OR A DETERMINATION OR
20 ACTION BY A PERSON, WHETHER OR NOT THE EVENT, DETERMINATION OR ACTION IS
21 WITHIN THE CONTROL OF A PARTY TO THE TRANSACTION.

22 29-2108. Alternative means of approval of transactions

23 EXCEPT AS OTHERWISE PROVIDED IN THE GOVERNING STATUTE OR ORGANIZATIONAL
24 DOCUMENTS OF A DOMESTIC ENTITY, APPROVAL OF A TRANSACTION UNDER THIS CHAPTER
25 BY THE UNANIMOUS VOTE OR CONSENT OF ITS INTEREST HOLDERS SATISFIES THE
26 REQUIREMENTS OF THIS CHAPTER FOR APPROVAL.

27 29-2109. Appraisal rights

28 A. UNLESS THE ENTITY'S GOVERNING STATUTE PROVIDES OTHERWISE, AN
29 INTEREST HOLDER OF A DOMESTIC MERGING, ACQUIRED, CONVERTING, DOMESTICATING OR
30 DIVIDING ENTITY IS ENTITLED TO APPRAISAL RIGHTS IN CONNECTION WITH THE
31 TRANSACTION IF THE INTEREST HOLDER WOULD HAVE BEEN ENTITLED TO APPRAISAL
32 RIGHTS UNDER THE ENTITY'S GOVERNING STATUTE IN CONNECTION WITH A MERGER IN
33 WHICH THE INTEREST OF THE INTEREST HOLDER WAS CHANGED, CONVERTED OR EXCHANGED
34 UNLESS BOTH:

35 1. THE GOVERNING STATUTE PERMITS THE ORGANIZATIONAL DOCUMENTS TO LIMIT
36 THE AVAILABILITY OF APPRAISAL RIGHTS.

37 2. THE ORGANIZATIONAL DOCUMENTS PROVIDE SUCH A LIMIT.

38 B. AN INTEREST HOLDER OF A DOMESTIC MERGING, ACQUIRED, CONVERTING,
39 DOMESTICATING OR DIVIDING ENTITY IS ENTITLED TO CONTRACTUAL APPRAISAL RIGHTS
40 IN CONNECTION WITH A TRANSACTION UNDER THIS CHAPTER TO THE EXTENT PROVIDED BY
41 ANY OF THE FOLLOWING:

42 1. THE ENTITY'S ORGANIZATIONAL DOCUMENTS.

43 2. THE ENTITY'S PLAN.

44 3. ACTION OF THE ENTITY'S GOVERNORS.

45 C. IF AN INTEREST HOLDER IS ENTITLED TO CONTRACTUAL APPRAISAL RIGHTS
46 UNDER SUBSECTION B OF THIS SECTION AND THE ENTITY'S GOVERNING STATUTE DOES

1 NOT PROVIDE PROCEDURES FOR THE CONDUCT OF AN APPRAISAL RIGHTS PROCEEDING,
2 TITLE 10, CHAPTER 13 APPLIES TO THE EXTENT PRACTICABLE OR AS OTHERWISE
3 PROVIDED IN THE ENTITY'S ORGANIZATIONAL DOCUMENTS OR THE PLAN.

4 29-2110. Recording of statements

5 AFTER APPROVAL FOR FILING BY THE APPROPRIATE FILING AUTHORITY, A
6 CERTIFIED COPY OF A STATEMENT OF MERGER UNDER SECTION 29-2205, A STATEMENT OF
7 INTEREST EXCHANGE UNDER SECTION 29-2305, A STATEMENT OF CONVERSION UNDER
8 SECTION 29-2405, A STATEMENT OF DOMESTICATION UNDER SECTION 29-2505 OR A
9 STATEMENT OF DIVISION UNDER SECTION 29-2605 MAY BE RECORDED WITH THE COUNTY
10 RECORDER IN ANY COUNTY. THE RECORDER IS AUTHORIZED TO ACCEPT THE STATEMENT.
11 AN AFFIDAVIT OF VALUE IS NOT NECESSARY. THE RECORDER SHALL INDEX THE
12 STATEMENT IN THE SAME MANNER AS OTHER RECORDINGS. ON RECORDATION, THE
13 STATEMENT IS PRIMA FACIE EVIDENCE OF ANY TRANSFER OF ANY REAL PROPERTY THAT
14 OCCURS ON THE EFFECTIVENESS OF THE TRANSACTIONS DESCRIBED IN THE STATEMENT.
15 THE STATEMENT MAY BE ACCOMPANIED BY INSTRUCTIONS TO THE ASSESSOR TO TRANSMIT
16 TAX BILLINGS FOR ANY REAL PROPERTY AFFECTED BY THE STATEMENT TO A SPECIFIED
17 RECIPIENT.

18 ARTICLE 2. MERGER

19 29-2201. Merger authorized

20 A. BY COMPLYING WITH THIS ARTICLE, ONE OR MORE DOMESTIC ENTITIES MAY
21 MERGE WITH ONE OR MORE DOMESTIC OR FOREIGN ENTITIES.

22 B. A FOREIGN ENTITY MAY BE A MERGING ENTITY IN A MERGER UNDER THIS
23 ARTICLE OR MAY BE THE SURVIVING ENTITY IN SUCH A MERGER IF THE MERGER IS
24 AUTHORIZED BY THE LAW OF THE FOREIGN ENTITY'S JURISDICTION OF ORGANIZATION.

25 29-2202. Plan of merger

26 A. A DOMESTIC ENTITY MAY BECOME A MERGING ENTITY IN A MERGER UNDER
27 THIS ARTICLE BY APPROVING A PLAN OF MERGER. THE PLAN MUST BE IN A RECORD AND
28 CONTAIN:

29 1. AS TO EACH MERGING ENTITY, ITS NAME, ITS JURISDICTION OF
30 ORGANIZATION AND ITS TYPE.

31 2. IF THE SURVIVING ENTITY IS ONE OF THE MERGING ENTITIES, ITS NAME,
32 ITS JURISDICTION OF ORGANIZATION AND ITS TYPE.

33 3. IF THE SURVIVING ENTITY IS TO BE ORGANIZED AS A RESULT OF THE
34 MERGER, A STATEMENT TO THAT EFFECT AND ITS NAME, ITS JURISDICTION OF
35 ORGANIZATION AND ITS TYPE.

36 4. THE MANNER OF CONVERTING THE INTERESTS IN EACH MERGING ENTITY INTO
37 INTERESTS, SECURITIES, OBLIGATIONS, RIGHTS TO ACQUIRE INTERESTS OR
38 SECURITIES, CASH OR OTHER PROPERTY OR ANY COMBINATION OF THE FOREGOING.

39 5. IF THE SURVIVING ENTITY IS A FILING ENTITY AND IS ONE OF THE
40 MERGING ENTITIES, ANY PROPOSED AMENDMENTS TO ITS PUBLIC ORGANIZATIONAL
41 DOCUMENT.

42 6. IF THE SURVIVING ENTITY IS ONE OF THE MERGING ENTITIES, ANY
43 PROPOSED AMENDMENTS TO ITS PRIVATE ORGANIZATIONAL DOCUMENTS THAT ARE IN A
44 RECORD.

1 7. IF THE SURVIVING ENTITY IS TO BE ORGANIZED AS A RESULT OF THE
2 MERGER, ITS PROPOSED PUBLIC ORGANIZATIONAL DOCUMENT, IF ANY, AND THE FULL
3 TEXT OF ITS PRIVATE ORGANIZATIONAL RULES THAT ARE PROPOSED TO BE IN A RECORD.

4 8. THE OTHER TERMS AND CONDITIONS OF THE MERGER, IF ANY.

5 9. ANY OTHER PROVISIONS REQUIRED BY THE LAW OF A MERGING ENTITY'S
6 JURISDICTION OF ORGANIZATION OR THE ORGANIZATIONAL DOCUMENTS OF A MERGING
7 ENTITY.

8 B. A PLAN OF MERGER MAY CONTAIN ANY OTHER PROVISIONS NOT PROHIBITED BY
9 LAW.

10 29-2203. Approval of merger

11 A. A PLAN OF MERGER IS NOT EFFECTIVE UNLESS IT HAS BEEN APPROVED BOTH:

12 1. BY A DOMESTIC MERGING ENTITY:

13 (a) IN ACCORDANCE WITH THE REQUIREMENTS, IF ANY, IN ITS GOVERNING
14 STATUTE AND ORGANIZATIONAL DOCUMENTS FOR APPROVAL OF A MERGER.

15 (b) IF NEITHER ITS GOVERNING STATUTE NOR ITS ORGANIZATIONAL DOCUMENTS
16 PROVIDE FOR APPROVAL OF A MERGER, THEN BY ALL OF THE INTEREST HOLDERS OF THE
17 ENTITY ENTITLED TO VOTE ON OR CONSENT TO ANY MATTER OR, IF THERE ARE NO SUCH
18 INTEREST HOLDERS, THEN BY ALL OF THE GOVERNORS OF THE ENTITY.

19 2. IN A RECORD BY EACH INTEREST HOLDER OF A DOMESTIC MERGING ENTITY
20 THAT WILL HAVE INTEREST HOLDER LIABILITY FOR OBLIGATIONS THAT ARISE AFTER THE
21 MERGER BECOMES EFFECTIVE, UNLESS BOTH:

22 (a) THE ORGANIZATIONAL DOCUMENTS OF THE ENTITY EXPRESSLY PROVIDE IN A
23 RECORD FOR THE APPROVAL OF A MERGER IN WHICH SOME OR ALL OF ITS INTEREST
24 HOLDERS BECOME SUBJECT TO INTEREST HOLDER LIABILITY BY THE VOTE OR CONSENT OF
25 FEWER THAN ALL OF THE INTEREST HOLDERS.

26 (b) THE INTEREST HOLDER VOTED FOR OR CONSENTED IN A RECORD TO THAT
27 PROVISION OF THE ORGANIZATIONAL DOCUMENTS OR BECAME AN INTEREST HOLDER AFTER
28 THE ADOPTION OF THAT PROVISION.

29 B. A MERGER INVOLVING A FOREIGN MERGING ENTITY IS NOT EFFECTIVE UNLESS
30 IT IS APPROVED BY THE FOREIGN ENTITY IN ACCORDANCE WITH THE LAW OF THE
31 FOREIGN ENTITY'S JURISDICTION OF ORGANIZATION.

32 29-2204. Amendment or abandonment of plan of merger

33 A. A PLAN OF MERGER OF A DOMESTIC MERGING ENTITY MAY BE AMENDED
34 EITHER:

35 1. IN THE SAME MANNER AS THE PLAN WAS APPROVED IF THE PLAN DOES NOT
36 PROVIDE FOR THE MANNER IN WHICH IT MAY BE AMENDED.

37 2. BY THE GOVERNORS OR INTEREST HOLDERS OF THE ENTITY IN THE MANNER
38 PROVIDED IN THE PLAN EXCEPT THAT AN INTEREST HOLDER THAT WAS ENTITLED TO VOTE
39 ON OR CONSENT TO APPROVAL OF THE MERGER IS ENTITLED TO VOTE ON OR CONSENT TO
40 ANY AMENDMENT OF THE PLAN THAT WILL CHANGE ANY OF THE FOLLOWING:

41 (a) THE AMOUNT OR KIND OF INTERESTS, SECURITIES, OBLIGATIONS, RIGHTS
42 TO ACQUIRE INTERESTS OR SECURITIES, CASH OR OTHER PROPERTY OR ANY COMBINATION
43 OF THE FOREGOING, TO BE RECEIVED BY ANY OF THE INTEREST HOLDERS OF THE
44 MERGING ENTITIES UNDER THE PLAN.

45 (b) THE PUBLIC ORGANIZATIONAL DOCUMENT OR PRIVATE ORGANIZATIONAL
46 DOCUMENTS OF THE SURVIVING ENTITY THAT WILL BE IN EFFECT IMMEDIATELY AFTER

1 THE MERGER BECOMES EFFECTIVE, EXCEPT FOR CHANGES THAT DO NOT REQUIRE APPROVAL
2 OF THE INTEREST HOLDERS OF THE SURVIVING ENTITY UNDER ITS GOVERNING STATUTE
3 OR ORGANIZATIONAL DOCUMENTS.

4 (c) ANY OTHER TERMS OR CONDITIONS OF THE PLAN, IF THE CHANGE WOULD
5 ADVERSELY AFFECT THE INTEREST HOLDER IN ANY MATERIAL RESPECT.

6 B. AFTER A PLAN OF MERGER HAS BEEN APPROVED BY A DOMESTIC MERGING
7 ENTITY AND BEFORE A STATEMENT OF MERGER BECOMES EFFECTIVE PURSUANT TO
8 SECTION 29-2205, THE PLAN MAY BE ABANDONED BY THE DOMESTIC MERGING ENTITY,
9 SUBJECT TO ANY CONTRACTUAL RIGHTS AS FOLLOWS:

10 1. AS PROVIDED IN THE PLAN.

11 2. IF NOT PROVIDED IN THE PLAN, EITHER:

12 (a) BY THE GOVERNORS OF THE DOMESTIC MERGING ENTITY, UNLESS PROHIBITED
13 BY THE PLAN.

14 (b) IN THE SAME MANNER AS THE PLAN WAS APPROVED.

15 C. IF A STATEMENT OF MERGER HAS BEEN DELIVERED FOR FILING WITH THE
16 APPROPRIATE FILING AUTHORITY, THE PLAN OF MERGER MAY BE ABANDONED ONLY IF THE
17 STATEMENT OF MERGER SETS FORTH A DELAYED EFFECTIVE DATE UNDER
18 SECTION 29-2205, SUBSECTION B, PARAGRAPH 4. SUCH A PLAN OF MERGER MAY BE
19 ABANDONED BY DELIVERING FOR FILING WITH THE APPROPRIATE FILING AUTHORITY ON
20 OR BEFORE THE DELAYED EFFECTIVE DATE A STATEMENT OF ABANDONMENT, SIGNED ON
21 BEHALF OF EACH MERGING ENTITY. A STATEMENT OF ABANDONMENT TAKES EFFECT ON
22 DELIVERY FOR FILING, AND THE MERGER IS ABANDONED AND DOES NOT BECOME
23 EFFECTIVE. THE STATEMENT OF ABANDONMENT MUST CONTAIN ALL OF THE FOLLOWING:

24 1. THE NAME OF EACH MERGING OR SURVIVING ENTITY THAT IS A DOMESTIC
25 ENTITY OR A QUALIFIED FOREIGN ENTITY.

26 2. THE DATE ON WHICH THE STATEMENT OF MERGER WAS FILED.

27 3. A STATEMENT THAT THE MERGER HAS BEEN ABANDONED IN ACCORDANCE WITH
28 THIS SECTION.

29 29-2205. Statement of merger; effective date

30 A. A STATEMENT OF MERGER MUST BE SIGNED ON BEHALF OF EACH MERGING
31 ENTITY. THE STATEMENT OF MERGER MUST BE DELIVERED FOR FILING:

32 1. IN THE CASE OF A DOMESTIC SURVIVING ENTITY CREATED BY THE MERGER,
33 WITH THE APPROPRIATE FILING AUTHORITY, IF ANY, FOR THE DOMESTIC SURVIVING
34 ENTITY AND, IF THERE IS A DIFFERENT FILING AUTHORITY FOR ANY DOMESTIC MERGING
35 ENTITY, WITH THE DIFFERENT FILING AUTHORITY.

36 2. FOR A DOMESTIC MERGING ENTITY, WITH THE APPROPRIATE FILING
37 AUTHORITY, IF ANY, AND IF THERE IS A DIFFERENT FILING AUTHORITY FOR ANY OTHER
38 DOMESTIC MERGING ENTITY, WITH THE DIFFERENT FILING AUTHORITY.

39 B. A STATEMENT OF MERGER MUST CONTAIN EACH OF THE FOLLOWING, IF
40 APPLICABLE:

41 1. THE NAME, JURISDICTION OF ORGANIZATION AND TYPE OF EACH MERGING
42 ENTITY THAT IS NOT THE SURVIVING ENTITY.

43 2. THE NAME, JURISDICTION OF ORGANIZATION AND TYPE OF THE SURVIVING
44 ENTITY.

45 3. IF THE SURVIVING ENTITY IS A DOMESTIC FILING ENTITY OR IS A
46 QUALIFIED FOREIGN ENTITY, BOTH OF THE FOLLOWING:

1 (a) THE STREET ADDRESS OF THE SURVIVING ENTITY'S KNOWN PLACE OF
2 BUSINESS IN THIS STATE OR, IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED
3 PARTNERSHIP, THE STREET ADDRESS OF ITS OFFICE IN THIS STATE.

4 (b) THE NAME AND STREET ADDRESS OF THE SURVIVING ENTITY'S AGENT FOR
5 SERVICE OF PROCESS IN THIS STATE. IF A NEW STATUTORY AGENT IS BEING
6 APPOINTED, THE STATUTORY AGENT MUST SIGN A STATEMENT ACCEPTING THE
7 APPOINTMENT, WHICH MUST BE ATTACHED TO THE STATEMENT OF MERGER.

8 4. WITH RESPECT TO THE EFFECTIVE DATE AND TIME OF THE MERGER:

9 (a) IF THE SURVIVING ENTITY OR AT LEAST ONE MERGING ENTITY IS A
10 DOMESTIC FILING ENTITY AND IF THE STATEMENT OF MERGER IS NOT TO BE EFFECTIVE
11 ON DELIVERY TO THE APPROPRIATE FILING AUTHORITY, THE LATER DATE AND TIME ON
12 WHICH IT WILL BECOME EFFECTIVE, WHICH SHALL NOT BE MORE THAN NINETY DAYS
13 AFTER THE DATE OF ITS DELIVERY TO THE APPROPRIATE FILING AUTHORITY.

14 (b) IF NEITHER THE SURVIVING ENTITY NOR ANY MERGING ENTITY IS A
15 DOMESTIC FILING ENTITY AND IF THE STATEMENT OF MERGER IS NOT TO BE EFFECTIVE
16 ON THE SIGNING OF THE STATEMENT OF MERGER, THE LATER DATE AND TIME ON WHICH
17 IT WILL BECOME EFFECTIVE.

18 5. A STATEMENT THAT THE MERGER WAS APPROVED BY EACH DOMESTIC MERGING
19 ENTITY, IF ANY, IN ACCORDANCE WITH THIS ARTICLE AND BY EACH FOREIGN MERGING
20 ENTITY, IF ANY, IN ACCORDANCE WITH THE LAW OF ITS JURISDICTION OF
21 ORGANIZATION.

22 6. IF THE SURVIVING ENTITY EXISTS BEFORE THE MERGER AND IS A DOMESTIC
23 FILING ENTITY, ANY AMENDMENT TO ITS PUBLIC ORGANIZATIONAL DOCUMENT APPROVED
24 AS PART OF THE PLAN OF MERGER, AS AN ATTACHMENT, AND THE ATTACHMENT IS DEEMED
25 TO BE DELIVERED TO THE APPROPRIATE FILING AUTHORITY FOR FILING.

26 7. IF THE SURVIVING ENTITY IS CREATED BY THE MERGER AND IS A DOMESTIC
27 FILING ENTITY, ITS PUBLIC ORGANIZATIONAL DOCUMENT, AS AN ATTACHMENT, AND THE
28 ATTACHMENT IS DEEMED TO BE DELIVERED TO THE APPROPRIATE FILING AUTHORITY FOR
29 FILING.

30 8. IF THE SURVIVING ENTITY IS A FOREIGN ENTITY THAT IS REQUIRED TO BE
31 A QUALIFIED FOREIGN ENTITY, ANY DOCUMENTS THAT LAWS IN THIS STATE REQUIRE IT
32 TO FILE TO BECOME A QUALIFIED FOREIGN ENTITY, AS AN ATTACHMENT, AND THE
33 ATTACHMENT IS DEEMED TO BE DELIVERED TO THE APPROPRIATE FILING AUTHORITY FOR
34 FILING.

35 9. IF THE SURVIVING ENTITY IS A FOREIGN ENTITY THAT IS NOT REQUIRED TO
36 BE A QUALIFIED FOREIGN ENTITY, A MAILING ADDRESS TO WHICH THE APPROPRIATE
37 FILING AUTHORITY MAY SEND ANY PROCESS SERVED ON THE APPROPRIATE FILING
38 AUTHORITY PURSUANT TO SECTION 29-2206, SUBSECTION E.

39 10. IF THE SURVIVING ENTITY IS CREATED BY THE MERGER AND IS A DOMESTIC
40 LIMITED LIABILITY PARTNERSHIP, ITS STATEMENT OF QUALIFICATION, AS AN
41 ATTACHMENT, AND THE ATTACHMENT IS DEEMED TO BE DELIVERED TO THE APPROPRIATE
42 FILING AUTHORITY FOR FILING.

43 C. IN ADDITION TO THE REQUIREMENTS OF SUBSECTION B OF THIS SECTION, A
44 STATEMENT OF MERGER MAY CONTAIN ANY OTHER PROVISION NOT PROHIBITED BY LAW.

45 D. IF THE SURVIVING ENTITY IS A DOMESTIC FILING ENTITY, THE AMENDMENT
46 ATTACHED UNDER SUBSECTION B, PARAGRAPH 6 OF THIS SECTION OR ITS PUBLIC

1 ORGANIZATIONAL DOCUMENT ATTACHED UNDER SUBSECTION B, PARAGRAPH 7 OF THIS
2 SECTION:

3 1. MUST SATISFY THE REQUIREMENTS OF THE LAWS OF THIS STATE.

4 2. IS DEEMED TO BE SIGNED BY MEANS OF THE SIGNING OF THE STATEMENT OF
5 MERGER.

6 3. MAY OMIT ANY PROVISION THAT IS NOT REQUIRED TO BE INCLUDED IN A
7 RESTATEMENT OF THE PUBLIC ORGANIZATIONAL DOCUMENT.

8 E. WITH RESPECT TO A PLAN OF MERGER THAT IS SIGNED ON BEHALF OF ALL OF
9 THE MERGING ENTITIES AND THAT MEETS ALL OF THE REQUIREMENTS OF SUBSECTION B
10 OF THIS SECTION:

11 1. IF THE SURVIVING ENTITY OR AT LEAST ONE MERGING ENTITY IS A
12 DOMESTIC FILING ENTITY, AND IF THE PLAN SO PROVIDES, THE PLAN MAY BE
13 DELIVERED FOR FILING WITH THE APPROPRIATE FILING AUTHORITY INSTEAD OF A
14 STATEMENT OF MERGER AND, ON FILING, HAS THE SAME EFFECT AS A STATEMENT OF
15 MERGER, IN WHICH CASE ALL REFERENCES IN THIS CHAPTER TO A STATEMENT OF MERGER
16 REFER TO THE PLAN OF MERGER FILED UNDER THIS SUBSECTION.

17 2. IF NEITHER THE SURVIVING ENTITY NOR ANY MERGING ENTITY IS A
18 DOMESTIC FILING ENTITY, AND IF THE PLAN SO PROVIDES, THE PLAN HAS THE SAME
19 EFFECT AS A STATEMENT OF MERGER, IN WHICH CASE ALL REFERENCES IN THIS CHAPTER
20 TO A STATEMENT OF MERGER REFER TO THE PLAN OF MERGER.

21 F. WITH RESPECT TO THE EFFECTIVE DATE AND TIME OF THE MERGER:

22 1. IF THE SURVIVING ENTITY OR AT LEAST ONE MERGING ENTITY IS A
23 DOMESTIC FILING ENTITY, ONCE A STATEMENT OF MERGER HAS BEEN APPROVED FOR
24 FILING BY THE APPROPRIATE FILING AUTHORITY OR AUTHORITIES, BOTH THE STATEMENT
25 OF MERGER AND THE MERGER ARE DEEMED TO HAVE BECOME EFFECTIVE ON THE DATE AND
26 TIME OF THE DELIVERY OF THE STATEMENT OF MERGER FOR FILING WITH THE
27 APPROPRIATE FILING AUTHORITY OR AUTHORITIES OR, IF APPLICABLE, THE LATER DATE
28 AND TIME SPECIFIED IN THE STATEMENT OF MERGER.

29 2. IF NEITHER THE SURVIVING ENTITY NOR ANY MERGING ENTITY IS A
30 DOMESTIC FILING ENTITY, BOTH THE STATEMENT OF MERGER AND THE MERGER ARE
31 EFFECTIVE ON THE SIGNING OF THE STATEMENT OF MERGER OR, IF APPLICABLE, THE
32 LATER DATE AND TIME SPECIFIED IN THE STATEMENT OF MERGER.

33 29-2206. Effect of merger

34 A. WHEN A MERGER BECOMES EFFECTIVE:

35 1. THE SURVIVING ENTITY CONTINUES OR COMES INTO EXISTENCE.

36 2. EACH MERGING ENTITY THAT IS NOT THE SURVIVING ENTITY MERGES INTO
37 THE SURVIVING ENTITY AND CEASES TO EXIST AS A SEPARATE ENTITY.

38 3. ALL PROPERTY, INCLUDING RIGHTS, PRIVILEGES, IMMUNITIES AND POWERS,
39 OF EACH MERGING ENTITY AUTOMATICALLY VESTS IN THE SURVIVING ENTITY WITHOUT
40 ASSIGNMENT, REVERSION OR IMPAIRMENT.

41 4. ALL OBLIGATIONS OF EACH MERGING ENTITY ARE AUTOMATICALLY
42 OBLIGATIONS OF THE SURVIVING ENTITY WITHOUT ASSIGNMENT, ASSUMPTION OR
43 DELEGATION.

44 5. IF THE SURVIVING ENTITY EXISTS BEFORE THE MERGER:

1 (a) ALL OF ITS PROPERTY, INCLUDING RIGHTS, PRIVILEGES, IMMUNITIES AND
2 POWERS, REMAINS VESTED IN THE SURVIVING ENTITY WITHOUT ASSIGNMENT, REVERSION
3 OR IMPAIRMENT.

4 (b) IT REMAINS SUBJECT TO ALL OF ITS OBLIGATIONS.

5 6. ANY PENDING ACTION OR PROCEEDING INVOLVING ANY MERGING ENTITY
6 CONTINUES AND THE NAME OF THE SURVIVING ENTITY MAY BE SUBSTITUTED FOR THE
7 NAME OF ANY MERGING ENTITY.

8 7. IF THE SURVIVING ENTITY EXISTS BEFORE THE MERGER:

9 (a) THE PUBLIC ORGANIZATIONAL DOCUMENT, IF ANY, IS AMENDED IF AND TO
10 THE EXTENT PROVIDED IN THE STATEMENT OF MERGER.

11 (b) ITS PRIVATE ORGANIZATIONAL DOCUMENTS THAT ARE TO BE IN A RECORD,
12 IF ANY, ARE AMENDED IF AND TO THE EXTENT PROVIDED IN THE PLAN OF MERGER.

13 8. THE INTERESTS IN EACH MERGING ENTITY THAT ARE TO BE CONVERTED IN
14 THE MERGER ARE CONVERTED, AND THE INTEREST HOLDERS OF THOSE INTERESTS ARE
15 ENTITLED ONLY TO THE RIGHTS PROVIDED TO THEM UNDER THE PLAN OF MERGER AND TO
16 ANY APPRAISAL RIGHTS THEY HAVE UNDER SECTION 29-2109 AND THE MERGING ENTITY'S
17 GOVERNING STATUTE.

18 B. EXCEPT AS PROVIDED IN THE PLAN OF MERGER OR IN THE GOVERNING
19 STATUTE OR ORGANIZATIONAL DOCUMENTS OF A MERGING ENTITY, THE MERGER DOES NOT
20 GIVE RISE TO ANY RIGHTS THAT AN INTEREST HOLDER, GOVERNOR OR THIRD PARTY
21 WOULD OTHERWISE HAVE ON A DISSOLUTION, LIQUIDATION OR WINDING UP OF THE
22 MERGING ENTITY.

23 C. WHEN A MERGER BECOMES EFFECTIVE, A PERSON THAT DID NOT HAVE
24 INTEREST HOLDER LIABILITY WITH RESPECT TO ANY OF THE MERGING ENTITIES AND
25 THAT BECOMES SUBJECT TO INTEREST HOLDER LIABILITY WITH RESPECT TO THE
26 DOMESTIC SURVIVING ENTITY AS A RESULT OF THE MERGER HAS INTEREST HOLDER
27 LIABILITY ONLY TO THE EXTENT PROVIDED BY THE GOVERNING STATUTE OR
28 ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC SURVIVING ENTITY, AND THEN ONLY FOR
29 THOSE OBLIGATIONS THAT ARISE AFTER THE MERGER BECOMES EFFECTIVE.

30 D. WHEN A MERGER BECOMES EFFECTIVE, THE INTEREST HOLDER LIABILITY OF A
31 PERSON THAT CEASES TO HOLD AN INTEREST IN A DOMESTIC MERGING ENTITY WITH
32 RESPECT TO WHICH THE PERSON HAD INTEREST HOLDER LIABILITY IS AS FOLLOWS:

33 1. THE MERGER DOES NOT DISCHARGE ANY INTEREST HOLDER LIABILITY UNDER
34 THE GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC MERGING
35 ENTITY TO THE EXTENT THE INTEREST HOLDER LIABILITY AROSE BEFORE THE MERGER
36 BECAME EFFECTIVE.

37 2. THE PERSON DOES NOT HAVE INTEREST HOLDER LIABILITY UNDER THE
38 GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC MERGING ENTITY
39 FOR ANY OBLIGATION THAT ARISES AFTER THE MERGER BECOMES EFFECTIVE.

40 3. THE GOVERNING STATUTE AND ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC
41 MERGING ENTITY CONTINUE TO APPLY TO THE RELEASE, COLLECTION OR DISCHARGE OF
42 ANY INTEREST HOLDER LIABILITY PRESERVED UNDER PARAGRAPH 1 OF THIS SUBSECTION
43 AS IF THE MERGER HAD NOT OCCURRED.

44 4. THE PERSON HAS THE SAME RIGHTS OF CONTRIBUTION FROM ANY OTHER
45 PERSON AS ARE PROVIDED BY THE GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS
46 OF THE DOMESTIC MERGING ENTITY WITH RESPECT TO ANY INTEREST HOLDER LIABILITY

1 PRESERVED UNDER PARAGRAPH 1 OF THIS SUBSECTION AS IF THE MERGER HAD NOT
2 OCCURRED.

3 E. WHEN A MERGER BECOMES EFFECTIVE, A FOREIGN ENTITY THAT IS THE
4 SURVIVING ENTITY:

5 1. MAY BE SERVED WITH PROCESS IN THIS STATE FOR THE COLLECTION AND
6 ENFORCEMENT OF ANY OBLIGATIONS OF A DOMESTIC MERGING ENTITY, INCLUDING
7 OBLIGATIONS ARISING OUT OF THE EXERCISE OF APPRAISAL RIGHTS.

8 2. IF IT IS NOT A QUALIFIED FOREIGN ENTITY, APPOINTS THE APPROPRIATE
9 FILING AUTHORITY AS ITS AGENT FOR SERVICE OF PROCESS FOR COLLECTING OR
10 ENFORCING THOSE OBLIGATIONS.

11 F. WHEN A MERGER BECOMES EFFECTIVE, THE AUTHORITY, REGISTRATION OR
12 OTHER QUALIFICATION GRANTED BY THE APPROPRIATE FILING AUTHORITY TO TRANSACT
13 BUSINESS OR CONDUCT AFFAIRS IN THIS STATE OF ANY FOREIGN MERGING ENTITY THAT
14 IS NOT THE SURVIVING ENTITY IS AUTOMATICALLY REVOKED OR CANCELED.

15 29-2207. Ineffectiveness of merger due to law of foreign
16 jurisdiction

17 A. IF A STATEMENT OF MERGER IS FILED WITH THE APPROPRIATE FILING
18 AUTHORITY AND THE MERGER IS NOT AUTHORIZED BY THE LAW OF THE RELEVANT FOREIGN
19 JURISDICTION AS REQUIRED BY SECTION 29-2201, SUBSECTION B, THE MERGER IS
20 INEFFECTIVE. A STATEMENT OF INEFFECTIVENESS OF MERGER MUST BE SIGNED ON
21 BEHALF OF EACH ENTITY ON BEHALF OF WHICH THE STATEMENT OF MERGER WAS SIGNED
22 AND MUST BE DELIVERED FOR FILING WITH THE APPROPRIATE FILING AUTHORITY TO
23 REFLECT THAT INEFFECTIVENESS IN THE PUBLIC RECORD.

24 B. THE STATEMENT OF INEFFECTIVENESS OF MERGER MUST CONTAIN EACH OF THE
25 FOLLOWING, IF APPLICABLE:

26 1. THE NAME OF EACH ENTITY THAT ATTEMPTED THE MERGER.

27 2. THE DATE ON WHICH THE STATEMENT OF MERGER WAS FILED.

28 3. A STATEMENT THAT THE MERGER WAS INEFFECTIVE BECAUSE IT WAS NOT
29 AUTHORIZED BY THE LAW OF THE RELEVANT FOREIGN JURISDICTION.

30 4. IF ANOTHER ENTITY HAS ADOPTED THE NAME OF AN ENTITY THAT ATTEMPTED
31 THE MERGER OR IF ANOTHER PERSON HAS ADOPTED AS A TRADE NAME THE NAME OF THAT
32 ENTITY, THE ENTITY THAT ATTEMPTED THE MERGER MUST CHANGE ITS NAME BY
33 ATTACHING AN AMENDMENT TO ITS PUBLIC ORGANIZATIONAL DOCUMENT. THE AMENDMENT
34 MUST CHANGE THE NAME OF THE ENTITY IN ACCORDANCE WITH THE NAMING REQUIREMENTS
35 OF ITS GOVERNING STATUTE AND, IF ATTACHED, IS DEEMED TO BE DELIVERED TO THE
36 APPROPRIATE FILING AUTHORITY FOR FILING.

37 C. THE ENTITIES THAT ATTEMPTED THE MERGER ARE BOTH:

38 1. RESPONSIBLE TO ANY OTHER PERSON FOR ANY OBLIGATION INCURRED BY THAT
39 PERSON THAT ARISES OUT OF OR RELATES TO THE INEFFECTIVENESS OF THE ATTEMPTED
40 MERGER UNLESS THE ENTITIES ESTABLISH THAT THE OBLIGATION WAS NOT INCURRED IN
41 GOOD FAITH.

42 2. DEEMED TO HAVE APPOINTED THE APPROPRIATE FILING AUTHORITY AS THE
43 AGENT OF EACH ENTITY FOR SERVICE OF PROCESS FOR ANY ACTION ARISING UNDER THIS
44 SECTION UNLESS THE ENTITY IS A DOMESTIC ENTITY OR A QUALIFIED FOREIGN ENTITY.

45 D. IF THEY WERE ACTING IN GOOD FAITH, THE ENTITIES THAT ATTEMPTED THE
46 MERGER AND THEIR RESPECTIVE INTEREST HOLDERS, GOVERNORS OR OTHER

1 REPRESENTATIVES ARE NOT CIVILLY OR CRIMINALLY LIABLE AND MAY NOT BE FOUND
2 GUILTY IN CONNECTION WITH AN INEFFECTIVE MERGER UNDER ANY LAWS OF THIS STATE
3 PERTAINING TO:

4 1. THE FILING OF A FALSE OR OTHERWISE MISLEADING OR INACCURATE
5 DOCUMENT.

6 2. THE MAKING OF A FALSE OR OTHERWISE MISLEADING OR INACCURATE
7 STATEMENT.

8 3. ANY SIMILAR MATTER.

9 ARTICLE 3. INTEREST EXCHANGE

10 29-2301. Interest exchange authorized

11 A. BY COMPLYING WITH THIS ARTICLE:

12 1. A DOMESTIC ENTITY MAY ACQUIRE ALL OF ONE OR MORE CLASSES, SERIES OR
13 GROUPS OF INTERESTS OF ANOTHER DOMESTIC OR FOREIGN ENTITY IN EXCHANGE FOR
14 INTERESTS, SECURITIES, OBLIGATIONS, RIGHTS TO ACQUIRE INTERESTS OR
15 SECURITIES, CASH OR OTHER PROPERTY OR ANY COMBINATION OF THE FOREGOING.

16 2. ALL OF ONE OR MORE CLASSES, SERIES OR GROUPS OF INTERESTS OF A
17 DOMESTIC ENTITY MAY BE ACQUIRED BY ANOTHER DOMESTIC OR FOREIGN ENTITY IN
18 EXCHANGE FOR INTERESTS, SECURITIES, OBLIGATIONS, RIGHTS TO ACQUIRE INTERESTS
19 OR SECURITIES, CASH OR OTHER PROPERTY OR ANY COMBINATION OF THE FOREGOING.

20 B. A FOREIGN ENTITY MAY BE AN ACQUIRING OR ACQUIRED ENTITY IN AN
21 INTEREST EXCHANGE UNDER THIS ARTICLE IF THE INTEREST EXCHANGE IS AUTHORIZED
22 BY THE LAW OF THE FOREIGN ENTITY'S JURISDICTION OF ORGANIZATION.

23 C. IF A PROTECTED AGREEMENT CONTAINS A PROVISION THAT APPLIES TO A
24 MERGER OF A DOMESTIC ENTITY BUT DOES NOT REFER TO AN INTEREST EXCHANGE, THE
25 PROVISION APPLIES TO AN INTEREST EXCHANGE IN WHICH THE DOMESTIC ENTITY IS THE
26 ACQUIRED ENTITY AS IF THE INTEREST EXCHANGE WERE A MERGER UNTIL THE AGREEMENT
27 IS AMENDED AFTER THE EFFECTIVE DATE OF THIS SECTION.

28 29-2302. Plan of interest exchange

29 A. A DOMESTIC ENTITY MAY BE THE ACQUIRED ENTITY IN AN INTEREST
30 EXCHANGE UNDER THIS ARTICLE BY APPROVING A PLAN OF INTEREST EXCHANGE. THE
31 PLAN MUST BE IN A RECORD AND CONTAIN ALL OF THE FOLLOWING:

32 1. THE NAME AND TYPE OF THE ACQUIRED ENTITY.

33 2. THE NAME, JURISDICTION OF ORGANIZATION AND TYPE OF THE ACQUIRING
34 ENTITY.

35 3. THE MANNER OF CONVERTING THE INTERESTS IN THE ACQUIRED ENTITY INTO
36 INTERESTS, SECURITIES, OBLIGATIONS, RIGHTS TO ACQUIRE INTERESTS OR
37 SECURITIES, CASH OR OTHER PROPERTY OR ANY COMBINATION OF THE FOREGOING.

38 4. IF THE ACQUIRED ENTITY IS A FILING ENTITY, ANY PROPOSED AMENDMENTS
39 TO ITS PUBLIC ORGANIZATIONAL DOCUMENT.

40 5. ANY PROPOSED AMENDMENTS TO THE PRIVATE ORGANIZATIONAL DOCUMENTS OF
41 THE ACQUIRED ENTITY THAT ARE IN A RECORD.

42 6. THE OTHER TERMS AND CONDITIONS OF THE INTEREST EXCHANGE, IF ANY.

43 7. ANY OTHER PROVISIONS REQUIRED BY THE LAWS OF THIS STATE OR THE
44 ORGANIZATIONAL DOCUMENTS OF THE ACQUIRED ENTITY.

45 B. A PLAN OF INTEREST EXCHANGE MAY CONTAIN ANY OTHER PROVISIONS NOT
46 PROHIBITED BY LAW.

1 29-2303. Approval of interest exchange

2 A. A PLAN OF INTEREST EXCHANGE IS NOT EFFECTIVE UNLESS IT HAS BEEN
3 APPROVED BOTH:

4 1. BY A DOMESTIC ACQUIRED ENTITY:

5 (a) IN ACCORDANCE WITH THE REQUIREMENTS, IF ANY, IN ITS GOVERNING
6 STATUTE AND ORGANIZATIONAL DOCUMENTS FOR APPROVAL OF AN INTEREST EXCHANGE.

7 (b) EXCEPT AS OTHERWISE PROVIDED IN SUBSECTION D OF THIS SECTION, IF
8 NEITHER ITS GOVERNING STATUTE NOR ITS ORGANIZATIONAL DOCUMENTS PROVIDE FOR
9 APPROVAL OF AN INTEREST EXCHANGE, IN ACCORDANCE WITH THE REQUIREMENTS, IF
10 ANY, IN ITS GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS FOR APPROVAL OF A
11 MERGER, AS IF THE INTEREST EXCHANGE WERE A MERGER.

12 (c) IF NEITHER ITS GOVERNING STATUTE NOR ITS ORGANIZATIONAL DOCUMENTS
13 PROVIDE FOR APPROVAL OF AN INTEREST EXCHANGE OR A MERGER, BY ALL OF THE
14 INTEREST HOLDERS OF THE ENTITY ENTITLED TO VOTE ON OR CONSENT TO ANY MATTER
15 OR, IF THERE ARE NO SUCH INTEREST HOLDERS, THEN BY ALL OF THE GOVERNORS OF
16 THE ENTITY.

17 2. IN A RECORD BY EACH INTEREST HOLDER OF A DOMESTIC ACQUIRED ENTITY
18 THAT WILL HAVE INTEREST HOLDER LIABILITY FOR OBLIGATIONS THAT ARISE AFTER THE
19 INTEREST EXCHANGE BECOMES EFFECTIVE, UNLESS BOTH:

20 (a) THE ORGANIZATIONAL DOCUMENTS OF THE ENTITY EXPRESSLY PROVIDE IN A
21 RECORD FOR THE APPROVAL OF AN INTEREST EXCHANGE OR A MERGER IN WHICH SOME OR
22 ALL OF ITS INTEREST HOLDERS BECOME SUBJECT TO INTEREST HOLDER LIABILITY BY
23 THE VOTE OR CONSENT OF FEWER THAN ALL OF THE INTEREST HOLDERS.

24 (b) THE INTEREST HOLDER VOTED FOR OR CONSENTED IN A RECORD TO THAT
25 PROVISION OF THE ORGANIZATIONAL DOCUMENTS OR BECAME AN INTEREST HOLDER AFTER
26 THE ADOPTION OF THAT PROVISION.

27 B. AN INTEREST EXCHANGE INVOLVING A FOREIGN ACQUIRED ENTITY IS NOT
28 EFFECTIVE UNLESS IT IS APPROVED BY THE FOREIGN ENTITY IN ACCORDANCE WITH THE
29 LAW OF THE FOREIGN ENTITY'S JURISDICTION OF ORGANIZATION.

30 C. EXCEPT AS OTHERWISE PROVIDED IN ITS GOVERNING STATUTE OR
31 ORGANIZATIONAL DOCUMENTS, THE INTEREST HOLDERS OF THE ACQUIRING ENTITY ARE
32 NOT REQUIRED TO APPROVE THE INTEREST EXCHANGE.

33 D. A PROVISION OF THE GOVERNING STATUTE OF A DOMESTIC ACQUIRED ENTITY
34 THAT WOULD PERMIT A MERGER BETWEEN THE ACQUIRED ENTITY AND THE ACQUIRING
35 ENTITY TO BE APPROVED WITHOUT THE VOTE OR CONSENT OF THE INTEREST HOLDERS OF
36 THE ACQUIRED ENTITY BECAUSE OF THE PERCENTAGE OF INTERESTS IN THE ACQUIRED
37 ENTITY HELD BY THE ACQUIRING ENTITY DOES NOT APPLY TO APPROVAL OF AN INTEREST
38 EXCHANGE UNDER SUBSECTION A, PARAGRAPH 1, SUBDIVISION (b) OF THIS SECTION.

39 29-2304. Amendment or abandonment of plan of interest exchange

40 A. A PLAN OF INTEREST EXCHANGE OF A DOMESTIC ACQUIRED ENTITY MAY BE
41 AMENDED EITHER:

42 1. IN THE SAME MANNER AS THE PLAN WAS APPROVED IF THE PLAN DOES NOT
43 PROVIDE FOR THE MANNER IN WHICH IT MAY BE AMENDED.

44 2. BY THE GOVERNORS OR INTEREST HOLDERS OF THE ENTITY IN THE MANNER
45 PROVIDED IN THE PLAN, EXCEPT THAT AN INTEREST HOLDER THAT WAS ENTITLED TO
46 VOTE ON OR CONSENT TO APPROVAL OF THE INTEREST EXCHANGE IS ENTITLED TO VOTE

1 ON OR CONSENT TO ANY AMENDMENT OF THE PLAN THAT WILL CHANGE ANY OF THE
2 FOLLOWING:

3 (a) THE AMOUNT OR KIND OF INTERESTS, SECURITIES, OBLIGATIONS, RIGHTS
4 TO ACQUIRE INTERESTS OR SECURITIES, CASH OR OTHER PROPERTY OR ANY COMBINATION
5 OF THE FOREGOING, TO BE RECEIVED BY ANY OF THE INTEREST HOLDERS OF THE
6 DOMESTIC ACQUIRED ENTITY UNDER THE PLAN.

7 (b) THE PUBLIC ORGANIZATIONAL DOCUMENT OR PRIVATE ORGANIZATIONAL
8 DOCUMENTS OF THE DOMESTIC ACQUIRED ENTITY THAT WILL BE IN EFFECT IMMEDIATELY
9 AFTER THE INTEREST EXCHANGE BECOMES EFFECTIVE, EXCEPT FOR CHANGES THAT DO NOT
10 REQUIRE APPROVAL OF THE INTEREST HOLDERS OF THE DOMESTIC ACQUIRED ENTITY
11 UNDER ITS GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS.

12 (c) ANY OTHER TERMS OR CONDITIONS OF THE PLAN, IF THE CHANGE WOULD
13 ADVERSELY AFFECT THE INTEREST HOLDER IN ANY MATERIAL RESPECT.

14 B. AFTER A PLAN OF INTEREST EXCHANGE HAS BEEN APPROVED BY A DOMESTIC
15 ACQUIRED ENTITY AND BEFORE A STATEMENT OF INTEREST EXCHANGE BECOMES EFFECTIVE
16 PURSUANT TO SECTION 29-2305, THE PLAN MAY BE ABANDONED BY THE DOMESTIC
17 ACQUIRED ENTITY, SUBJECT TO ANY CONTRACTUAL RIGHTS:

18 1. AS PROVIDED IN THE PLAN.

19 2. IF NOT PROVIDED IN THE PLAN, EITHER:

20 (a) BY THE GOVERNORS OF THE DOMESTIC ACQUIRED ENTITY, UNLESS
21 PROHIBITED BY THE PLAN.

22 (b) IN THE SAME MANNER AS THE PLAN WAS APPROVED.

23 C. IF A STATEMENT OF INTEREST EXCHANGE HAS BEEN DELIVERED FOR FILING
24 WITH THE APPROPRIATE FILING AUTHORITY, THE PLAN OF INTEREST EXCHANGE MAY BE
25 ABANDONED ONLY IF THE STATEMENT OF INTEREST EXCHANGE SETS FORTH A DELAYED
26 EFFECTIVE DATE UNDER SECTION 29-2305, SUBSECTION B, PARAGRAPH 3. A PLAN OF
27 INTEREST EXCHANGE MAY BE ABANDONED BY DELIVERING FOR FILING WITH THE
28 APPROPRIATE FILING AUTHORITY ON OR BEFORE THE DELAYED EFFECTIVE DATE A
29 STATEMENT OF ABANDONMENT, SIGNED ON BEHALF OF THE DOMESTIC ACQUIRED ENTITY.
30 A STATEMENT OF ABANDONMENT TAKES EFFECT ON DELIVERY FOR FILING, AND THE
31 INTEREST EXCHANGE IS ABANDONED AND DOES NOT BECOME EFFECTIVE. THE STATEMENT
32 OF ABANDONMENT MUST CONTAIN ALL OF THE FOLLOWING:

33 1. THE NAME OF THE DOMESTIC ACQUIRED ENTITY.

34 2. THE DATE ON WHICH THE STATEMENT OF INTEREST EXCHANGE WAS FILED.

35 3. A STATEMENT THAT THE INTEREST EXCHANGE HAS BEEN ABANDONED IN
36 ACCORDANCE WITH THIS SECTION.

37 29-2305. Statement of interest exchange; effective date

38 A. A STATEMENT OF INTEREST EXCHANGE MUST BE SIGNED ON BEHALF OF A
39 DOMESTIC ACQUIRED ENTITY. THE STATEMENT OF INTEREST EXCHANGE MUST BE
40 DELIVERED FOR FILING WITH THE APPROPRIATE FILING AUTHORITY, IF ANY, FOR THE
41 DOMESTIC ACQUIRED ENTITY.

42 B. A STATEMENT OF INTEREST EXCHANGE MUST CONTAIN EACH OF THE
43 FOLLOWING, IF APPLICABLE:

44 1. THE NAME AND TYPE OF THE DOMESTIC ACQUIRED ENTITY.

45 2. THE NAME, JURISDICTION OF ORGANIZATION AND TYPE OF THE ACQUIRING
46 ENTITY.

1 3. WITH RESPECT TO THE EFFECTIVE DATE AND TIME OF THE INTEREST
2 EXCHANGE:

3 (a) IF THE DOMESTIC ACQUIRED ENTITY IS A DOMESTIC FILING ENTITY AND IF
4 THE STATEMENT OF INTEREST EXCHANGE IS NOT TO BE EFFECTIVE ON DELIVERY TO THE
5 APPROPRIATE FILING AUTHORITY, THE LATER DATE AND TIME ON WHICH IT WILL BECOME
6 EFFECTIVE, WHICH MAY NOT BE MORE THAN NINETY DAYS AFTER THE DATE OF ITS
7 DELIVERY TO THE APPROPRIATE FILING AUTHORITY.

8 (b) IF THE DOMESTIC ACQUIRED ENTITY IS NOT A DOMESTIC FILING ENTITY
9 AND IF THE STATEMENT OF INTEREST EXCHANGE IS NOT TO BE EFFECTIVE ON THE
10 SIGNING OF THE STATEMENT OF INTEREST EXCHANGE, THE LATER DATE AND TIME ON
11 WHICH IT WILL BECOME EFFECTIVE.

12 4. A STATEMENT THAT THE PLAN OF INTEREST EXCHANGE WAS APPROVED BY THE
13 DOMESTIC ACQUIRED ENTITY IN ACCORDANCE WITH THIS ARTICLE.

14 5. ANY AMENDMENT TO THE DOMESTIC ACQUIRED ENTITY'S PUBLIC
15 ORGANIZATIONAL DOCUMENT APPROVED AS PART OF THE PLAN OF INTEREST EXCHANGE, AS
16 AN ATTACHMENT, AND THE ATTACHMENT IS DEEMED TO BE DELIVERED TO THE
17 APPROPRIATE FILING AUTHORITY FOR FILING.

18 C. IN ADDITION TO THE REQUIREMENTS OF SUBSECTION B OF THIS SECTION, A
19 STATEMENT OF INTEREST EXCHANGE MAY CONTAIN ANY OTHER PROVISION NOT PROHIBITED
20 BY LAW.

21 D. ANY AMENDMENT ATTACHED UNDER SUBSECTION B, PARAGRAPH 5 OF THIS
22 SECTION:

23 1. MUST SATISFY THE REQUIREMENTS OF THE LAWS OF THIS STATE.

24 2. IS DEEMED TO BE SIGNED BY MEANS OF THE SIGNING OF THE STATEMENT OF
25 INTEREST EXCHANGE.

26 3. MAY OMIT ANY PROVISION THAT IS NOT REQUIRED TO BE INCLUDED IN A
27 RESTATEMENT OF THE PUBLIC ORGANIZATIONAL DOCUMENT OF THE DOMESTIC ACQUIRED
28 ENTITY.

29 E. WITH RESPECT TO A PLAN OF INTEREST EXCHANGE THAT IS SIGNED ON
30 BEHALF OF A DOMESTIC ACQUIRED ENTITY AND THAT MEETS ALL OF THE REQUIREMENTS
31 OF SUBSECTION B OF THIS SECTION:

32 1. IF THE DOMESTIC ACQUIRED ENTITY IS A DOMESTIC FILING ENTITY, AND IF
33 THE PLAN SO PROVIDES, THE PLAN MAY BE DELIVERED FOR FILING WITH THE
34 APPROPRIATE FILING AUTHORITY INSTEAD OF A STATEMENT OF INTEREST EXCHANGE AND,
35 ON FILING, HAS THE SAME EFFECT AS A STATEMENT OF INTEREST EXCHANGE, IN WHICH
36 CASE, ALL REFERENCES IN THIS CHAPTER TO A STATEMENT OF INTEREST EXCHANGE
37 REFER TO THE PLAN OF INTEREST EXCHANGE FILED UNDER THIS SUBSECTION.

38 2. IF THE DOMESTIC ACQUIRED ENTITY IS NOT A DOMESTIC FILING ENTITY,
39 AND IF THE PLAN SO PROVIDES, THE PLAN HAS THE SAME EFFECT AS A STATEMENT OF
40 INTEREST EXCHANGE, IN WHICH CASE ALL REFERENCES IN THIS CHAPTER TO A
41 STATEMENT OF INTEREST EXCHANGE REFER TO THE PLAN OF INTEREST EXCHANGE.

42 F. WITH RESPECT TO THE EFFECTIVE DATE AND TIME OF THE INTEREST
43 EXCHANGE:

44 1. IF THE DOMESTIC ACQUIRED ENTITY IS A DOMESTIC FILING ENTITY, ONCE A
45 STATEMENT OF INTEREST EXCHANGE HAS BEEN APPROVED FOR FILING BY THE
46 APPROPRIATE FILING AUTHORITY, BOTH THE INTEREST EXCHANGE AND THE STATEMENT OF

1 INTEREST EXCHANGE ARE DEEMED TO HAVE BECOME EFFECTIVE ON THE DATE AND TIME OF
2 THE DELIVERY OF THE STATEMENT OF INTEREST EXCHANGE FOR FILING WITH THE
3 APPROPRIATE FILING AUTHORITY OR, IF APPLICABLE, ON THE LATER DATE AND TIME
4 SPECIFIED IN THE STATEMENT OF INTEREST EXCHANGE.

5 2. IF THE DOMESTIC ACQUIRED ENTITY IS NOT A DOMESTIC FILING ENTITY,
6 BOTH THE INTEREST EXCHANGE AND THE STATEMENT OF INTEREST EXCHANGE ARE
7 EFFECTIVE ON THE SIGNING OF THE STATEMENT OF INTEREST EXCHANGE OR, IF
8 APPLICABLE, THE LATER DATE AND TIME SPECIFIED IN THE STATEMENT OF INTEREST
9 EXCHANGE.

10 29-2306. Effect of interest exchange

11 A. WHEN AN INTEREST EXCHANGE BECOMES EFFECTIVE:

12 1. THE INTERESTS IN THE ACQUIRED ENTITY THAT ARE THE SUBJECT OF THE
13 INTEREST EXCHANGE CEASE TO EXIST OR ARE CONVERTED OR EXCHANGED AS PROVIDED IN
14 THE PLAN OF INTEREST EXCHANGE AND THE INTEREST HOLDERS OF THOSE INTERESTS ARE
15 ENTITLED ONLY TO THE RIGHTS PROVIDED TO THEM UNDER THE PLAN OF INTEREST
16 EXCHANGE AND TO ANY APPRAISAL RIGHTS THEY HAVE UNDER SECTION 29-2109 AND THE
17 ACQUIRED ENTITY'S GOVERNING STATUTE.

18 2. THE ACQUIRING ENTITY BECOMES THE INTEREST HOLDER OF THE INTERESTS
19 IN THE ACQUIRED ENTITY AS PROVIDED IN THE PLAN OF INTEREST EXCHANGE.

20 3. THE PUBLIC ORGANIZATIONAL DOCUMENT, IF ANY, OF THE ACQUIRED ENTITY
21 IS AMENDED IF AND TO THE EXTENT PROVIDED IN THE STATEMENT OF INTEREST
22 EXCHANGE.

23 4. THE PRIVATE ORGANIZATIONAL DOCUMENTS OF THE ACQUIRED ENTITY THAT
24 ARE TO BE IN A RECORD, IF ANY, ARE AMENDED IF AND TO THE EXTENT PROVIDED IN
25 THE PLAN OF INTEREST EXCHANGE.

26 B. EXCEPT AS PROVIDED IN THE PLAN OF INTEREST EXCHANGE OR IN THE
27 GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS OF THE ACQUIRED ENTITY, THE
28 INTEREST EXCHANGE DOES NOT GIVE RISE TO ANY RIGHTS THAT AN INTEREST HOLDER,
29 GOVERNOR OR THIRD PARTY WOULD OTHERWISE HAVE ON A DISSOLUTION, LIQUIDATION OR
30 WINDING UP OF THE ACQUIRED ENTITY.

31 C. WHEN AN INTEREST EXCHANGE BECOMES EFFECTIVE, A PERSON THAT DID NOT
32 HAVE INTEREST HOLDER LIABILITY WITH RESPECT TO THE ACQUIRED ENTITY AND THAT
33 BECOMES SUBJECT TO INTEREST HOLDER LIABILITY WITH RESPECT TO THE DOMESTIC
34 ACQUIRING ENTITY AS A RESULT OF THE INTEREST EXCHANGE HAS INTEREST HOLDER
35 LIABILITY ONLY TO THE EXTENT PROVIDED BY THE GOVERNING STATUTE OR
36 ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC ACQUIRING ENTITY, AND THEN ONLY FOR
37 THOSE OBLIGATIONS THAT ARISE AFTER THE INTEREST EXCHANGE BECOMES EFFECTIVE.

38 D. WHEN AN INTEREST EXCHANGE BECOMES EFFECTIVE, THE INTEREST HOLDER
39 LIABILITY OF A PERSON THAT CEASES TO HOLD AN INTEREST IN A DOMESTIC ACQUIRED
40 ENTITY WITH RESPECT TO WHICH THE PERSON HAD INTEREST HOLDER LIABILITY IS AS
41 FOLLOWS:

42 1. THE INTEREST EXCHANGE DOES NOT DISCHARGE ANY INTEREST HOLDER
43 LIABILITY UNDER THE GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS OF THE
44 DOMESTIC ACQUIRED ENTITY TO THE EXTENT THAT THE INTEREST HOLDER LIABILITY
45 AROSE BEFORE THE INTEREST EXCHANGE BECAME EFFECTIVE.

1 A. BY COMPLYING WITH THIS ARTICLE, A DOMESTIC ENTITY MAY BECOME EITHER
2 OF THE FOLLOWING:

3 1. A DOMESTIC ENTITY OF A DIFFERENT TYPE.

4 2. A FOREIGN ENTITY OF A DIFFERENT TYPE IF THE CONVERSION IS
5 AUTHORIZED BY THE LAW OF THE FOREIGN JURISDICTION.

6 B. A FOREIGN ENTITY MAY BECOME A DOMESTIC ENTITY OF A DIFFERENT TYPE
7 UNDER THIS ARTICLE IF THE CONVERSION IS AUTHORIZED BY THE LAW OF THE FOREIGN
8 ENTITY'S JURISDICTION OF ORGANIZATION.

9 C. IF A PROTECTED AGREEMENT CONTAINS A PROVISION THAT APPLIES TO A
10 MERGER OF A DOMESTIC ENTITY BUT DOES NOT REFER TO A CONVERSION, THE PROVISION
11 APPLIES TO A CONVERSION OF THE ENTITY AS IF THE CONVERSION WERE A MERGER
12 UNTIL THE AGREEMENT IS AMENDED AFTER THE EFFECTIVE DATE OF THIS SECTION.

13 29-2402. Plan of conversion

14 A. A DOMESTIC ENTITY MAY CONVERT TO A DIFFERENT TYPE OF ENTITY UNDER
15 THIS ARTICLE BY APPROVING A PLAN OF CONVERSION. THE PLAN MUST BE IN A RECORD
16 AND CONTAIN ALL OF THE FOLLOWING:

17 1. THE NAME AND TYPE OF THE CONVERTING ENTITY.

18 2. THE NAME, JURISDICTION OF ORGANIZATION AND TYPE OF THE CONVERTED
19 ENTITY.

20 3. THE MANNER OF CONVERTING THE INTERESTS IN THE CONVERTING ENTITY
21 INTO INTERESTS, SECURITIES, OBLIGATIONS, RIGHTS TO ACQUIRE INTERESTS OR
22 SECURITIES, CASH OR OTHER PROPERTY OR ANY COMBINATION OF THE FOREGOING.

23 4. THE PROPOSED PUBLIC ORGANIZATIONAL DOCUMENT OF THE CONVERTED
24 ENTITY, IF IT IS A FILING ENTITY.

25 5. THE FULL TEXT OF THE PRIVATE ORGANIZATIONAL DOCUMENTS OF THE
26 CONVERTED ENTITY THAT ARE PROPOSED TO BE IN A RECORD.

27 6. THE OTHER TERMS AND CONDITIONS OF THE CONVERSION, IF ANY.

28 7. ANY OTHER PROVISION REQUIRED BY THE LAWS OF THIS STATE OR THE
29 ORGANIZATIONAL DOCUMENTS OF THE CONVERTING ENTITY.

30 B. A PLAN OF CONVERSION MAY CONTAIN ANY OTHER PROVISION NOT PROHIBITED
31 BY LAW.

32 29-2403. Approval of conversion

33 A. A PLAN OF CONVERSION IS NOT EFFECTIVE UNLESS IT HAS BEEN APPROVED
34 BOTH:

35 1. BY A DOMESTIC CONVERTING ENTITY:

36 (a) IN ACCORDANCE WITH THE REQUIREMENTS, IF ANY, IN ITS GOVERNING
37 STATUTE AND ORGANIZATIONAL DOCUMENTS FOR APPROVAL OF A CONVERSION.

38 (b) IF NEITHER ITS GOVERNING STATUTE NOR ITS ORGANIZATIONAL DOCUMENTS
39 PROVIDE FOR APPROVAL OF A CONVERSION, IN ACCORDANCE WITH THE REQUIREMENTS, IF
40 ANY, IN ITS GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS FOR APPROVAL OF A
41 MERGER BETWEEN UNAFFILIATED ENTITIES, AS IF THE CONVERSION WERE A MERGER.

42 (c) IF NEITHER ITS GOVERNING STATUTE NOR ITS ORGANIZATIONAL DOCUMENTS
43 PROVIDE FOR APPROVAL OF A CONVERSION OR A MERGER, BY ALL OF THE INTEREST
44 HOLDERS OF THE ENTITY ENTITLED TO VOTE ON OR CONSENT TO ANY MATTER OR, IF
45 THERE ARE NO SUCH INTEREST HOLDERS, THEN BY ALL OF THE GOVERNORS OF THE
46 ENTITY.

1 2. IN A RECORD BY EACH INTEREST HOLDER OF A DOMESTIC CONVERTING ENTITY
2 THAT WILL HAVE INTEREST HOLDER LIABILITY FOR OBLIGATIONS THAT ARISE AFTER THE
3 CONVERSION BECOMES EFFECTIVE, UNLESS BOTH:

4 (a) THE ORGANIZATIONAL DOCUMENTS OF THE ENTITY EXPRESSLY PROVIDE IN A
5 RECORD FOR THE APPROVAL OF A CONVERSION OR A MERGER IN WHICH SOME OR ALL OF
6 ITS INTEREST HOLDERS BECOME SUBJECT TO INTEREST HOLDER LIABILITY BY THE VOTE
7 OR CONSENT OF FEWER THAN ALL OF THE INTEREST HOLDERS.

8 (b) THE INTEREST HOLDER VOTED FOR OR CONSENTED IN A RECORD TO THAT
9 PROVISION OF THE ORGANIZATIONAL DOCUMENTS OR BECAME AN INTEREST HOLDER AFTER
10 THE ADOPTION OF THAT PROVISION.

11 B. A CONVERSION OF A FOREIGN CONVERTING ENTITY IS NOT EFFECTIVE UNLESS
12 IT IS APPROVED BY THE FOREIGN ENTITY IN ACCORDANCE WITH THE LAW OF THE
13 FOREIGN ENTITY'S JURISDICTION OF ORGANIZATION.

14 29-2404. Amendment or abandonment of plan of conversion

15 A. A PLAN OF CONVERSION OF A DOMESTIC CONVERTING ENTITY MAY BE AMENDED
16 EITHER:

17 1. IN THE SAME MANNER AS THE PLAN WAS APPROVED IF THE PLAN DOES NOT
18 PROVIDE FOR THE MANNER IN WHICH IT MAY BE AMENDED.

19 2. BY THE GOVERNORS OR INTEREST HOLDERS OF THE ENTITY IN THE MANNER
20 PROVIDED IN THE PLAN EXCEPT THAT AN INTEREST HOLDER THAT WAS ENTITLED TO VOTE
21 ON OR CONSENT TO APPROVAL OF THE CONVERSION IS ENTITLED TO VOTE ON OR CONSENT
22 TO ANY AMENDMENT OF THE PLAN THAT WILL CHANGE ANY OF THE FOLLOWING:

23 (a) THE AMOUNT OR KIND OF INTERESTS, SECURITIES, OBLIGATIONS, RIGHTS
24 TO ACQUIRE INTERESTS OR SECURITIES, CASH OR OTHER PROPERTY, OR ANY
25 COMBINATION OF THE FOREGOING, TO BE RECEIVED BY ANY OF THE INTEREST HOLDERS
26 OF THE DOMESTIC CONVERTING ENTITY UNDER THE PLAN.

27 (b) THE PUBLIC ORGANIZATIONAL DOCUMENT OR PRIVATE ORGANIZATIONAL
28 DOCUMENTS OF THE DOMESTIC CONVERTED ENTITY THAT WILL BE IN EFFECT IMMEDIATELY
29 AFTER THE CONVERSION BECOMES EFFECTIVE, EXCEPT FOR CHANGES THAT DO NOT
30 REQUIRE APPROVAL OF THE INTEREST HOLDERS OF THE DOMESTICATED CONVERTED ENTITY
31 UNDER ITS GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS.

32 (c) ANY OTHER TERMS OR CONDITIONS OF THE PLAN IF THE CHANGE WOULD
33 ADVERSELY AFFECT THE INTEREST HOLDER IN ANY MATERIAL RESPECT.

34 B. AFTER A PLAN OF CONVERSION HAS BEEN APPROVED BY A DOMESTIC
35 CONVERTING ENTITY AND BEFORE A STATEMENT OF CONVERSION BECOMES EFFECTIVE
36 PURSUANT TO SECTION 29-2405, THE PLAN MAY BE ABANDONED BY THE DOMESTIC
37 CONVERTING ENTITY, SUBJECT TO ANY CONTRACTUAL RIGHTS:

38 1. AS PROVIDED IN THE PLAN.

39 2. IF NOT PROVIDED IN THE PLAN, EITHER:

40 (a) BY THE GOVERNORS OF THE DOMESTIC CONVERTING ENTITY, UNLESS
41 PROHIBITED BY THE PLAN.

42 (b) IN THE SAME MANNER AS THE PLAN WAS APPROVED.

43 C. IF A STATEMENT OF CONVERSION HAS BEEN DELIVERED FOR FILING WITH THE
44 APPROPRIATE FILING AUTHORITY, THE PLAN OF CONVERSION MAY BE ABANDONED ONLY IF
45 THE STATEMENT OF CONVERSION SETS FORTH A DELAYED EFFECTIVE DATE UNDER SECTION
46 29-2405, SUBSECTION B, PARAGRAPH 3. A PLAN OF CONVERSION MAY BE ABANDONED BY

1 DELIVERING FOR FILING WITH THE APPROPRIATE FILING AUTHORITY ON OR BEFORE THE
2 DELAYED EFFECTIVE DATE A STATEMENT OF ABANDONMENT, SIGNED ON BEHALF OF THE
3 DOMESTIC CONVERTING ENTITY. A STATEMENT OF ABANDONMENT TAKES EFFECT ON
4 DELIVERY FOR FILING, AND THE CONVERSION IS ABANDONED AND DOES NOT BECOME
5 EFFECTIVE. THE STATEMENT OF ABANDONMENT MUST CONTAIN ALL OF THE FOLLOWING:
6 1. THE NAME OF THE DOMESTIC CONVERTING ENTITY.
7 2. THE DATE ON WHICH THE STATEMENT OF CONVERSION WAS FILED.
8 3. A STATEMENT THAT THE CONVERSION HAS BEEN ABANDONED IN ACCORDANCE
9 WITH THIS SECTION.

10 29-2405. Statement of conversion; effective date

11 A. A STATEMENT OF CONVERSION MUST BE SIGNED ON BEHALF OF THE
12 CONVERTING ENTITY. THE STATEMENT OF CONVERSION MUST BE DELIVERED FOR FILING:

13 1. IN THE CASE OF A DOMESTIC ENTITY CONVERTING INTO A DOMESTIC ENTITY
14 OF A DIFFERENT TYPE PURSUANT TO SECTION 29-2401, SUBSECTION A, PARAGRAPH 1,
15 WITH THE APPROPRIATE FILING AUTHORITY, IF ANY, FOR THE DOMESTIC CONVERTING
16 ENTITY AND, IF THERE IS A DIFFERENT FILING AUTHORITY FOR THE DOMESTIC
17 CONVERTED ENTITY, WITH THE DIFFERENT FILING AUTHORITY.

18 2. IN THE CASE OF A DOMESTIC ENTITY CONVERTING INTO A FOREIGN ENTITY
19 OF A DIFFERENT TYPE PURSUANT TO SECTION 29-2401, SUBSECTION A, PARAGRAPH 2,
20 WITH THE APPROPRIATE FILING AUTHORITY, IF ANY, FOR THE DOMESTIC CONVERTING
21 ENTITY.

22 3. IN THE CASE OF A FOREIGN ENTITY CONVERTING INTO A DOMESTIC ENTITY
23 OF A DIFFERENT TYPE PURSUANT TO SECTION 29-2401, SUBSECTION B, WITH THE
24 APPROPRIATE FILING AUTHORITY, IF ANY, FOR THE DOMESTIC CONVERTED ENTITY.

25 B. A STATEMENT OF CONVERSION MUST CONTAIN EACH OF THE FOLLOWING, IF
26 APPLICABLE:

27 1. THE NAME, JURISDICTION OF ORGANIZATION AND TYPE OF THE CONVERTING
28 ENTITY.

29 2. THE NAME, JURISDICTION OF ORGANIZATION AND TYPE OF THE CONVERTED
30 ENTITY.

31 3. WITH RESPECT TO THE EFFECTIVE DATE AND TIME OF THE CONVERSION:

32 (a) IF EITHER THE CONVERTING ENTITY OR THE CONVERTED ENTITY IS A
33 DOMESTIC FILING ENTITY, AND IF THE STATEMENT OF CONVERSION IS NOT TO BE
34 EFFECTIVE ON DELIVERY TO THE APPROPRIATE FILING AUTHORITY, THE LATER DATE AND
35 TIME ON WHICH IT WILL BECOME EFFECTIVE, WHICH MAY NOT BE MORE THAN NINETY
36 DAYS AFTER THE DATE OF ITS DELIVERY TO THE APPROPRIATE FILING AUTHORITY.

37 (b) IF NEITHER THE CONVERTING ENTITY NOR THE CONVERTED ENTITY IS A
38 DOMESTIC FILING ENTITY, AND IF THE STATEMENT OF CONVERSION IS NOT TO BE
39 EFFECTIVE ON THE SIGNING OF THE STATEMENT OF CONVERSION, THE LATER DATE AND
40 TIME ON WHICH IT WILL BECOME EFFECTIVE.

41 4. IF THE CONVERTING ENTITY IS A DOMESTIC ENTITY, A STATEMENT THAT THE
42 PLAN OF CONVERSION WAS APPROVED IN ACCORDANCE WITH THIS ARTICLE OR, IF THE
43 CONVERTING ENTITY IS A FOREIGN ENTITY, A STATEMENT THAT THE CONVERSION WAS
44 APPROVED BY THE FOREIGN CONVERTING ENTITY IN ACCORDANCE WITH THE LAW OF ITS
45 JURISDICTION OF ORGANIZATION.

1 5. IF THE CONVERTED ENTITY IS A DOMESTIC FILING ENTITY, ITS PUBLIC
2 ORGANIZATIONAL DOCUMENT, AS AN ATTACHMENT, AND THE ATTACHMENT IS DEEMED TO BE
3 DELIVERED TO THE APPROPRIATE FILING AUTHORITY FOR FILING.

4 6. IF THE CONVERTED ENTITY IS A FOREIGN ENTITY THAT IS REQUIRED TO BE
5 A QUALIFIED FOREIGN ENTITY, ANY DOCUMENTS THAT LAWS IN THIS STATE REQUIRE IT
6 TO FILE TO BECOME A QUALIFIED FOREIGN ENTITY, AS AN ATTACHMENT, AND THE
7 ATTACHMENT IS DEEMED TO BE DELIVERED TO THE APPROPRIATE FILING AUTHORITY FOR
8 FILING.

9 7. IF THE CONVERTED ENTITY IS A FOREIGN ENTITY THAT IS NOT REQUIRED TO
10 BE A QUALIFIED FOREIGN ENTITY, A MAILING ADDRESS TO WHICH THE APPROPRIATE
11 FILING AUTHORITY MAY SEND ANY PROCESS SERVED ON THE APPROPRIATE FILING
12 AUTHORITY PURSUANT TO SECTION 29-2406, SUBSECTION E.

13 8. IF THE CONVERTED ENTITY IS A DOMESTIC LIMITED LIABILITY
14 PARTNERSHIP, ITS STATEMENT OF QUALIFICATION, AS AN ATTACHMENT, AND THE
15 ATTACHMENT IS DEEMED TO BE DELIVERED TO THE APPROPRIATE FILING AUTHORITY FOR
16 FILING.

17 C. IN ADDITION TO THE REQUIREMENTS OF SUBSECTION B OF THIS SECTION, A
18 STATEMENT OF CONVERSION MAY CONTAIN ANY OTHER PROVISION NOT PROHIBITED BY
19 LAW.

20 D. IF THE CONVERTED ENTITY IS A DOMESTIC FILING ENTITY, ITS PUBLIC
21 ORGANIZATIONAL DOCUMENT ATTACHED UNDER SUBSECTION B, PARAGRAPH 5 OF THIS
22 SECTION:

23 1. MUST SATISFY THE REQUIREMENTS OF THE LAWS OF THIS STATE.

24 2. IS DEEMED TO BE SIGNED BY MEANS OF THE SIGNING OF THE STATEMENT OF
25 CONVERSION.

26 3. MAY OMIT ANY PROVISION THAT IS NOT REQUIRED TO BE INCLUDED IN A
27 RESTATEMENT OF THE PUBLIC ORGANIZATIONAL DOCUMENT.

28 E. WITH RESPECT TO A PLAN OF CONVERSION THAT IS SIGNED ON BEHALF OF A
29 DOMESTIC CONVERTING ENTITY AND THAT MEETS ALL OF THE REQUIREMENTS OF
30 SUBSECTION B OF THIS SECTION:

31 1. IF EITHER THE CONVERTING ENTITY OR THE CONVERTED ENTITY IS A
32 DOMESTIC FILING ENTITY, AND IF THE PLAN SO PROVIDES, THE PLAN MAY BE
33 DELIVERED FOR FILING WITH THE APPROPRIATE FILING AUTHORITY INSTEAD OF A
34 STATEMENT OF CONVERSION AND, ON FILING, HAS THE SAME EFFECT AS A STATEMENT OF
35 CONVERSION, IN WHICH CASE ALL REFERENCES IN THIS CHAPTER TO A STATEMENT OF
36 CONVERSION REFER TO THE PLAN OF CONVERSION FILED UNDER THIS SUBSECTION.

37 2. IF NEITHER THE CONVERTING ENTITY NOR THE CONVERTED ENTITY IS A
38 DOMESTIC FILING ENTITY, AND IF THE PLAN SO PROVIDES, THE PLAN HAS THE SAME
39 EFFECT AS A STATEMENT OF CONVERSION, IN WHICH CASE ALL REFERENCES IN THIS
40 CHAPTER TO A STATEMENT OF CONVERSION REFER TO THE PLAN OF CONVERSION.

41 F. WITH RESPECT TO THE EFFECTIVE DATE AND TIME OF THE CONVERSION:

42 1. IF EITHER THE CONVERTING ENTITY OR THE CONVERTED ENTITY IS A
43 DOMESTIC FILING ENTITY, ONCE A STATEMENT OF CONVERSION HAS BEEN APPROVED FOR
44 FILING BY THE APPROPRIATE FILING AUTHORITY OR AUTHORITIES, BOTH THE
45 CONVERSION AND THE STATEMENT OF CONVERSION ARE DEEMED TO HAVE BECOME
46 EFFECTIVE ON THE DATE AND TIME OF THE DELIVERY OF THE STATEMENT OF CONVERSION

1 FOR FILING WITH THE APPROPRIATE FILING AUTHORITY OR AUTHORITIES OR, IF
2 APPLICABLE, ON THE LATER DATE AND TIME SPECIFIED IN THE STATEMENT OF
3 CONVERSION.

4 2. IF NEITHER THE CONVERTING ENTITY NOR THE CONVERTED ENTITY IS A
5 DOMESTIC FILING ENTITY, BOTH THE STATEMENT OF CONVERSION AND THE CONVERSION
6 ARE EFFECTIVE ON THE SIGNING OF THE STATEMENT OF CONVERSION OR, IF
7 APPLICABLE, THE LATER DATE AND TIME SPECIFIED IN THE STATEMENT OF CONVERSION.

8 29-2406. Effect of conversion

9 A. WHEN A CONVERSION BECOMES EFFECTIVE:

10 1. THE CONVERTED ENTITY IS BOTH OF THE FOLLOWING:

11 (a) ORGANIZED UNDER AND SUBJECT TO THE GOVERNING STATUTE OF THE
12 CONVERTED ENTITY.

13 (b) THE SAME ENTITY WITHOUT INTERRUPTION AS THE CONVERTING ENTITY.

14 2. ALL PROPERTY, INCLUDING RIGHTS, PRIVILEGES, IMMUNITIES AND POWERS,
15 OF THE CONVERTING ENTITY REMAINS VESTED IN THE CONVERTED ENTITY WITHOUT
16 ASSIGNMENT, REVERSION OR IMPAIRMENT.

17 3. ALL OBLIGATIONS OF THE CONVERTING ENTITY CONTINUE AS OBLIGATIONS OF
18 THE CONVERTED ENTITY.

19 4. EXCEPT AS PROVIDED BY LAW OTHER THAN THIS CHAPTER OR THE PLAN OF
20 CONVERSION, ALL OF THE RIGHTS, PRIVILEGES, IMMUNITIES, POWERS AND PURPOSES OF
21 THE CONVERTING ENTITY REMAIN IN THE CONVERTED ENTITY.

22 5. THE NAME OF THE CONVERTED ENTITY MAY BE SUBSTITUTED FOR THE NAME OF
23 THE CONVERTING ENTITY IN ANY PENDING ACTION OR PROCEEDING.

24 6. IF THE CONVERTED ENTITY IS A DOMESTIC FILING ENTITY, ITS PUBLIC
25 ORGANIZATIONAL DOCUMENT IS EFFECTIVE AND IS BINDING ON ITS INTEREST HOLDERS.

26 7. IF THE CONVERTED ENTITY IS A DOMESTIC LIMITED LIABILITY
27 PARTNERSHIP, ITS STATEMENT OF QUALIFICATION IS EFFECTIVE SIMULTANEOUSLY.

28 8. IF THE CONVERTED ENTITY IS TO BE A QUALIFIED FOREIGN ENTITY, THE
29 DOCUMENTS IT FILED TO BECOME A QUALIFIED FOREIGN ENTITY ARE EFFECTIVE
30 SIMULTANEOUSLY.

31 9. THE PRIVATE ORGANIZATIONAL DOCUMENTS OF THE CONVERTED ENTITY THAT
32 ARE TO BE IN A RECORD, IF ANY, APPROVED AS PART OF THE PLAN OF CONVERSION ARE
33 EFFECTIVE AND ARE BINDING.

34 10. THE INTERESTS IN THE CONVERTING ENTITY ARE CONVERTED AND THE
35 INTEREST HOLDERS OF THE CONVERTING ENTITY ARE ENTITLED ONLY TO THE RIGHTS
36 PROVIDED TO THEM UNDER THE PLAN OF CONVERSION AND TO ANY APPRAISAL RIGHTS
37 THEY HAVE UNDER SECTION 29-2109 AND THE CONVERTING ENTITY'S GOVERNING
38 STATUTE.

39 B. EXCEPT AS PROVIDED IN THE PLAN OF CONVERSION OR IN THE GOVERNING
40 STATUTE OR ORGANIZATIONAL DOCUMENTS OF THE CONVERTING ENTITY, THE CONVERSION
41 DOES NOT GIVE RISE TO ANY RIGHTS THAT AN INTEREST HOLDER, GOVERNOR OR THIRD
42 PARTY WOULD OTHERWISE HAVE ON A DISSOLUTION, LIQUIDATION OR WINDING UP OF THE
43 CONVERTING ENTITY.

44 C. WHEN A CONVERSION BECOMES EFFECTIVE, A PERSON THAT DID NOT HAVE
45 INTEREST HOLDER LIABILITY WITH RESPECT TO THE CONVERTING ENTITY AND THAT
46 BECOMES SUBJECT TO INTEREST HOLDER LIABILITY WITH RESPECT TO THE DOMESTIC

1 CONVERTED ENTITY AS A RESULT OF A CONVERSION HAS INTEREST HOLDER LIABILITY
2 ONLY TO THE EXTENT PROVIDED BY THE GOVERNING STATUTE OR ORGANIZATIONAL
3 DOCUMENTS OF THE DOMESTIC CONVERTED ENTITY, AND THEN ONLY FOR THOSE
4 OBLIGATIONS THAT ARISE AFTER THE CONVERSION BECOMES EFFECTIVE.

5 D. WHEN A CONVERSION BECOMES EFFECTIVE, THE INTEREST HOLDER LIABILITY
6 OF A PERSON THAT CEASES TO HOLD AN INTEREST IN A DOMESTIC CONVERTING ENTITY
7 WITH RESPECT TO WHICH THE PERSON HAD INTEREST HOLDER LIABILITY IS AS FOLLOWS:

8 1. THE CONVERSION DOES NOT DISCHARGE ANY INTEREST HOLDER LIABILITY
9 UNDER THE GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS OF A DOMESTIC
10 CONVERTING ENTITY TO THE EXTENT THE INTEREST HOLDER LIABILITY AROSE BEFORE
11 THE CONVERSION BECAME EFFECTIVE.

12 2. THE PERSON DOES NOT HAVE INTEREST HOLDER LIABILITY UNDER THE
13 GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC CONVERTING
14 ENTITY FOR ANY OBLIGATION THAT ARISES AFTER THE CONVERSION BECOMES EFFECTIVE.

15 3. THE GOVERNING STATUTE AND ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC
16 CONVERTING ENTITY CONTINUE TO APPLY TO THE RELEASE, COLLECTION OR DISCHARGE
17 OF ANY INTEREST HOLDER LIABILITY PRESERVED UNDER PARAGRAPH 1 OF THIS
18 SUBSECTION AS IF THE CONVERSION HAD NOT OCCURRED.

19 4. THE PERSON HAS THE SAME RIGHTS OF CONTRIBUTION FROM ANY OTHER
20 PERSON AS ARE PROVIDED BY THE GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS
21 OF THE DOMESTIC CONVERTING ENTITY WITH RESPECT TO ANY INTEREST HOLDER
22 LIABILITY PRESERVED UNDER PARAGRAPH 1 OF THIS SUBSECTION AS IF THE CONVERSION
23 HAD NOT OCCURRED.

24 E. WHEN A CONVERSION BECOMES EFFECTIVE, A FOREIGN ENTITY THAT IS THE
25 CONVERTED ENTITY:

26 1. MAY BE SERVED WITH PROCESS IN THIS STATE FOR THE COLLECTION AND
27 ENFORCEMENT OF ANY OF ITS OBLIGATIONS THAT ARISE BEFORE THE CONVERSION
28 BECOMES EFFECTIVE, INCLUDING OBLIGATIONS ARISING OUT OF THE EXERCISE OF
29 APPRAISAL RIGHTS.

30 2. IF IT IS NOT A QUALIFIED FOREIGN ENTITY, APPOINTS THE APPROPRIATE
31 FILING AUTHORITY AS ITS AGENT FOR SERVICE OF PROCESS FOR COLLECTING OR
32 ENFORCING THOSE OBLIGATIONS.

33 F. WHEN THE CONVERSION BECOMES EFFECTIVE, THE AUTHORITY, REGISTRATION
34 OR OTHER QUALIFICATION GRANTED BY THE APPROPRIATE FILING AUTHORITY TO
35 TRANSACT BUSINESS OR CONDUCT AFFAIRS IN THIS STATE OF A CONVERTING ENTITY
36 THAT IS A QUALIFIED FOREIGN ENTITY IS AUTOMATICALLY REVOKED OR CANCELLED.

37 G. A CONVERSION DOES NOT REQUIRE THE ENTITY TO WIND UP ITS AFFAIRS AND
38 DOES NOT CONSTITUTE OR CAUSE THE DISSOLUTION OF THE ENTITY.

39 29-2407. Ineffectiveness of conversion due to law of foreign
40 jurisdiction

41 A. IF A STATEMENT OF CONVERSION IS FILED WITH THE APPROPRIATE FILING
42 AUTHORITY BUT THE CONVERSION IS NOT AUTHORIZED BY THE LAW OF THE RELEVANT
43 FOREIGN JURISDICTION AS REQUIRED BY EITHER SECTION 29-2401, SUBSECTION A,
44 PARAGRAPH 2 OR SUBSECTION B, THE CONVERSION IS INEFFECTIVE. A STATEMENT OF
45 INEFFECTIVENESS OF CONVERSION MUST BE SIGNED ON BEHALF OF THE ENTITY ON
46 BEHALF OF WHICH THE STATEMENT OF CONVERSION WAS SIGNED AND MUST BE DELIVERED

1 FOR FILING WITH THE APPROPRIATE FILING AUTHORITY TO REFLECT THAT
2 INEFFECTIVENESS IN THE PUBLIC RECORD.

3 B. THE STATEMENT OF INEFFECTIVENESS OF CONVERSION MUST CONTAIN EACH OF
4 THE FOLLOWING, IF APPLICABLE:

- 5 1. THE NAME OF THE ENTITY THAT ATTEMPTED THE CONVERSION.
- 6 2. THE DATE ON WHICH THE STATEMENT OF CONVERSION WAS FILED.
- 7 3. A STATEMENT THAT THE CONVERSION WAS INEFFECTIVE BECAUSE IT WAS NOT
8 AUTHORIZED BY THE LAW OF THE RELEVANT FOREIGN JURISDICTION.

9 4. IF ANOTHER ENTITY HAS ADOPTED THE NAME OF THE ENTITY THAT ATTEMPTED
10 THE CONVERSION, OR IF ANOTHER PERSON HAS ADOPTED AS A TRADE NAME THE NAME OF
11 THAT ENTITY, THE ENTITY THAT ATTEMPTED THE CONVERSION MUST CHANGE ITS NAME BY
12 ATTACHING AN AMENDMENT TO ITS PUBLIC ORGANIZATIONAL DOCUMENT. THE AMENDMENT
13 MUST CHANGE THE NAME OF THE ENTITY IN ACCORDANCE WITH THE NAMING REQUIREMENTS
14 OF ITS GOVERNING STATUTE AND, IF ATTACHED, IS DEEMED TO BE DELIVERED TO THE
15 APPROPRIATE FILING AUTHORITY FOR FILING.

16 C. THE ENTITY THAT ATTEMPTED THE CONVERSION IS BOTH:

17 1. RESPONSIBLE TO ANY OTHER PERSON FOR ANY OBLIGATION INCURRED BY THAT
18 PERSON THAT ARISES OUT OF OR RELATES TO THE INEFFECTIVENESS OF THE ATTEMPTED
19 CONVERSION, UNLESS THE ENTITY ESTABLISHES THAT THE OBLIGATION WAS NOT
20 INCURRED IN GOOD FAITH.

21 2. DEEMED TO HAVE APPOINTED THE APPROPRIATE FILING AUTHORITY AS ITS
22 AGENT FOR SERVICE OF PROCESS FOR ANY ACTION ARISING UNDER THIS SECTION UNLESS
23 THE ENTITY IS A DOMESTIC ENTITY OR A QUALIFIED FOREIGN ENTITY.

24 D. IF THEY WERE ACTING IN GOOD FAITH, THE ENTITY THAT ATTEMPTED THE
25 CONVERSION AND ITS INTEREST HOLDERS, GOVERNORS OR OTHER REPRESENTATIVES ARE
26 NOT CIVILLY OR CRIMINALLY LIABLE AND MAY NOT BE FOUND GUILTY IN CONNECTION
27 WITH AN INEFFECTIVE CONVERSION UNDER ANY LAW OF THIS STATE PERTAINING TO:

- 28 1. THE FILING OF A FALSE OR OTHERWISE MISLEADING OR INACCURATE
29 DOCUMENT.
- 30 2. THE MAKING OF A FALSE OR OTHERWISE MISLEADING OR INACCURATE
31 STATEMENT.
- 32 3. ANY SIMILAR MATTER.

33 ARTICLE 5. DOMESTICATION

34 29-2501. Domestication authorized; definition

35 A. BY COMPLYING WITH THIS ARTICLE, A DOMESTIC ENTITY MAY BECOME A
36 DOMESTIC ENTITY OF THE SAME TYPE IN A FOREIGN JURISDICTION IF THE
37 DOMESTICATION IS AUTHORIZED BY THE LAW OF THE FOREIGN JURISDICTION.

38 B. A FOREIGN ENTITY MAY BECOME A DOMESTIC ENTITY OF THE SAME TYPE IN
39 THIS STATE UNDER THIS ARTICLE IF THE DOMESTICATION IS AUTHORIZED BY THE LAW
40 OF THE FOREIGN ENTITY'S JURISDICTION OF ORGANIZATION.

41 C. IF A PROTECTED AGREEMENT CONTAINS A PROVISION THAT APPLIES TO A
42 MERGER OF A DOMESTIC ENTITY BUT DOES NOT REFER TO A DOMESTICATION, THE
43 PROVISION APPLIES TO A DOMESTICATION OF THE ENTITY AS IF THE DOMESTICATION
44 WERE A MERGER UNTIL THE AGREEMENT IS AMENDED AFTER THE EFFECTIVE DATE OF THIS
45 SECTION.

1 D. "DOMESTIC ENTITY", WHEN USED IN THIS ARTICLE IN REFERENCE TO A
2 FOREIGN JURISDICTION, MEANS AN ENTITY WHOSE INTERNAL AFFAIRS ARE GOVERNED BY
3 THE LAW OF THE FOREIGN JURISDICTION.

4 29-2502. Plan of domestication

5 A. A DOMESTIC ENTITY MAY BECOME A FOREIGN ENTITY IN A DOMESTICATION BY
6 APPROVING A PLAN OF DOMESTICATION. THE PLAN MUST BE IN A RECORD AND CONTAIN
7 ALL OF THE FOLLOWING:

8 1. THE NAME AND TYPE OF THE DOMESTICATING ENTITY.
9 2. THE NAME AND JURISDICTION OF ORGANIZATION OF THE DOMESTICATED
10 ENTITY.

11 3. THE MANNER OF CONVERTING THE INTERESTS IN THE DOMESTICATING ENTITY
12 INTO INTERESTS, SECURITIES, OBLIGATIONS, RIGHTS TO ACQUIRE INTERESTS OR
13 SECURITIES, CASH OR OTHER PROPERTY OR ANY COMBINATION OF THE FOREGOING.

14 4. THE PROPOSED PUBLIC ORGANIZATIONAL DOCUMENT OF THE DOMESTICATED
15 ENTITY IF IT IS A FILING ENTITY.

16 5. THE FULL TEXT OF THE PRIVATE ORGANIZATIONAL DOCUMENTS OF THE
17 DOMESTICATED ENTITY THAT ARE PROPOSED TO BE IN A RECORD.

18 6. THE OTHER TERMS AND CONDITIONS OF THE DOMESTICATION, IF ANY.

19 7. ANY OTHER PROVISION REQUIRED BY THE LAWS OF THIS STATE OR THE
20 ORGANIZATIONAL DOCUMENTS OF THE DOMESTICATING ENTITY.

21 B. A PLAN OF DOMESTICATION MAY CONTAIN ANY OTHER PROVISION NOT
22 PROHIBITED BY LAW.

23 29-2503. Approval of domestication

24 A. A PLAN OF DOMESTICATION IS NOT EFFECTIVE UNLESS IT HAS BEEN
25 APPROVED BOTH:

26 1. BY A DOMESTIC DOMESTICATING ENTITY:

27 (a) IN ACCORDANCE WITH THE REQUIREMENTS, IF ANY, IN ITS GOVERNING
28 STATUTE AND ORGANIZATIONAL DOCUMENTS FOR APPROVAL OF A DOMESTICATION.

29 (b) IF NEITHER THE GOVERNING STATUTE NOR ITS ORGANIZATIONAL DOCUMENTS
30 PROVIDE FOR APPROVAL OF A DOMESTICATION, IN ACCORDANCE WITH THE REQUIREMENTS,
31 IF ANY, IN ITS GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS FOR APPROVAL OF
32 A MERGER BETWEEN UNAFFILIATED ENTITIES, AS IF THE DOMESTICATION WERE A
33 MERGER.

34 (c) IF NEITHER ITS GOVERNING STATUTE NOR ITS ORGANIZATIONAL DOCUMENTS
35 PROVIDE FOR APPROVAL OF A DOMESTICATION OR A MERGER, BY ALL OF THE INTEREST
36 HOLDERS OF THE ENTITY ENTITLED TO VOTE ON OR CONSENT TO ANY MATTER OR, IF
37 THERE ARE NO SUCH INTEREST HOLDERS, BY ALL OF THE GOVERNORS OF THE ENTITY.

38 2. IN A RECORD BY EACH INTEREST HOLDER OF A DOMESTIC DOMESTICATING
39 ENTITY THAT WILL HAVE INTEREST HOLDER LIABILITY FOR OBLIGATIONS THAT ARISE
40 AFTER THE DOMESTICATION BECOMES EFFECTIVE, UNLESS BOTH:

41 (a) THE ORGANIZATIONAL DOCUMENTS OF THE ENTITY EXPRESSLY PROVIDE IN A
42 RECORD FOR THE APPROVAL OF A DOMESTICATION OR A MERGER IN WHICH SOME OR ALL
43 OF ITS INTEREST HOLDERS BECOME SUBJECT TO INTEREST HOLDER LIABILITY BY THE
44 VOTE OR CONSENT OF FEWER THAN ALL OF THE INTEREST HOLDERS.

1 (b) THE INTEREST HOLDER VOTED FOR OR CONSENTED IN A RECORD TO THAT
2 PROVISION OF THE ORGANIZATIONAL DOCUMENTS OR BECAME AN INTEREST HOLDER AFTER
3 THE ADOPTION OF THAT PROVISION.

4 B. A DOMESTICATION OF A FOREIGN DOMESTICATING ENTITY IS NOT EFFECTIVE
5 UNLESS IT IS APPROVED BY THE FOREIGN ENTITY IN ACCORDANCE WITH THE LAW OF THE
6 FOREIGN ENTITY'S JURISDICTION OF ORGANIZATION.

7 29-2504. Amendment or abandonment of plan of domestication

8 A. A PLAN OF DOMESTICATION OF A DOMESTIC DOMESTICATING ENTITY MAY BE
9 AMENDED EITHER:

10 1. IN THE SAME MANNER AS THE PLAN WAS APPROVED, IF THE PLAN DOES NOT
11 PROVIDE FOR THE MANNER IN WHICH IT MAY BE AMENDED.

12 2. BY THE GOVERNORS OR INTEREST HOLDERS OF THE ENTITY IN THE MANNER
13 PROVIDED IN THE PLAN, EXCEPT THAT AN INTEREST HOLDER THAT WAS ENTITLED TO
14 VOTE ON OR CONSENT TO APPROVAL OF THE DOMESTICATION IS ENTITLED TO VOTE ON OR
15 CONSENT TO ANY AMENDMENT OF THE PLAN THAT WILL CHANGE ANY OF THE FOLLOWING:

16 (a) THE AMOUNT OR KIND OF INTERESTS, SECURITIES, OBLIGATIONS, RIGHTS
17 TO ACQUIRE INTERESTS OR SECURITIES, CASH OR OTHER PROPERTY OR ANY COMBINATION
18 OF THE FOREGOING, TO BE RECEIVED BY ANY OF THE INTEREST HOLDERS OF THE
19 DOMESTICATING ENTITY UNDER THE PLAN.

20 (b) THE PUBLIC ORGANIZATIONAL DOCUMENT OR PRIVATE ORGANIZATIONAL
21 DOCUMENTS OF THE DOMESTIC DOMESTICATED ENTITY THAT WILL BE IN EFFECT
22 IMMEDIATELY AFTER THE DOMESTICATION BECOMES EFFECTIVE, EXCEPT FOR CHANGES
23 THAT DO NOT REQUIRE APPROVAL OF THE INTEREST HOLDERS OF THE DOMESTIC
24 DOMESTICATED ENTITY UNDER ITS GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS.

25 (c) ANY OTHER TERMS OR CONDITIONS OF THE PLAN IF THE CHANGE WOULD
26 ADVERSELY AFFECT THE INTEREST HOLDER IN ANY MATERIAL RESPECT.

27 B. AFTER A PLAN OF DOMESTICATION HAS BEEN APPROVED BY A DOMESTIC
28 DOMESTICATING ENTITY AND BEFORE A STATEMENT OF DOMESTICATION BECOMES
29 EFFECTIVE PURSUANT TO SECTION 29-2505, THE PLAN MAY BE ABANDONED BY THE
30 DOMESTIC DOMESTICATING ENTITY, SUBJECT TO ANY CONTRACTUAL RIGHTS AS FOLLOWS:

31 1. AS PROVIDED IN THE PLAN.

32 2. IF NOT PROVIDED IN THE PLAN, EITHER:

33 (a) BY THE GOVERNORS OF THE DOMESTIC DOMESTICATING ENTITY, UNLESS
34 PROHIBITED BY THE PLAN.

35 (b) IN THE SAME MANNER AS THE PLAN WAS APPROVED.

36 C. IF A STATEMENT OF DOMESTICATION HAS BEEN DELIVERED FOR FILING WITH
37 THE APPROPRIATE FILING AUTHORITY, THE PLAN OF DOMESTICATION MAY BE ABANDONED
38 ONLY IF THE STATEMENT OF DOMESTICATION SETS FORTH A DELAYED EFFECTIVE DATE
39 UNDER SECTION 29-2505, SUBSECTION B, PARAGRAPH 3. SUCH A PLAN OF
40 DOMESTICATION MAY BE ABANDONED BY DELIVERING FOR FILING WITH THE APPROPRIATE
41 FILING AUTHORITY ON OR BEFORE THE DELAYED EFFECTIVE DATE A STATEMENT OF
42 ABANDONMENT, SIGNED ON BEHALF OF THE DOMESTIC DOMESTICATING ENTITY. A
43 STATEMENT OF ABANDONMENT TAKES EFFECT ON DELIVERY FOR FILING, AND THE
44 DOMESTICATION IS ABANDONED AND DOES NOT BECOME EFFECTIVE. THE STATEMENT OF
45 ABANDONMENT MUST CONTAIN:

46 1. THE NAME OF THE DOMESTIC DOMESTICATING ENTITY.

- 1 2. THE DATE ON WHICH THE STATEMENT OF DOMESTICATION WAS FILED.
2 3. A STATEMENT THAT THE DOMESTICATION HAS BEEN ABANDONED IN ACCORDANCE
3 WITH THIS SECTION.
4 29-2505. Statement of domestication; effective date
5 A. A STATEMENT OF DOMESTICATION MUST BE SIGNED ON BEHALF OF THE
6 DOMESTICATING ENTITY. THE STATEMENT OF DOMESTICATION MUST BE DELIVERED FOR
7 FILING:
8 1. IN THE CASE OF A DOMESTIC ENTITY BECOMING A DOMESTIC ENTITY OF THE
9 SAME TYPE IN A FOREIGN JURISDICTION PURSUANT TO SECTION 29-2501, SUBSECTION
10 A, WITH THE APPROPRIATE FILING AUTHORITY, IF ANY, FOR THE DOMESTIC
11 DOMESTICATING ENTITY.
12 2. IN THE CASE OF A FOREIGN ENTITY BECOMING A DOMESTIC ENTITY OF THE
13 SAME TYPE IN THIS STATE PURSUANT TO SECTION 29-2501, SUBSECTION B, WITH THE
14 APPROPRIATE FILING AUTHORITY, IF ANY, FOR THE DOMESTIC DOMESTICATED ENTITY.
15 B. A STATEMENT OF DOMESTICATION MUST CONTAIN EACH OF THE FOLLOWING, IF
16 APPLICABLE:
17 1. THE NAME, JURISDICTION OF ORGANIZATION AND TYPE OF THE
18 DOMESTICATING ENTITY.
19 2. THE NAME AND JURISDICTION OF ORGANIZATION OF THE DOMESTICATED
20 ENTITY.
21 3. WITH RESPECT TO THE EFFECTIVE DATE AND TIME OF THE DOMESTICATION:
22 (a) IF EITHER THE DOMESTICATING ENTITY OR THE DOMESTICATED ENTITY IS A
23 DOMESTIC FILING ENTITY AND IF THE STATEMENT OF DOMESTICATION IS NOT TO BE
24 EFFECTIVE ON DELIVERY TO THE APPROPRIATE FILING AUTHORITY, THE LATER DATE AND
25 TIME ON WHICH IT WILL BECOME EFFECTIVE, WHICH MAY NOT BE MORE THAN NINETY
26 DAYS AFTER THE DATE OF ITS DELIVERY TO THE APPROPRIATE FILING AUTHORITY.
27 (b) IF NEITHER THE DOMESTICATING ENTITY NOR THE DOMESTICATED ENTITY IS
28 A DOMESTIC FILING ENTITY AND IF THE STATEMENT OF DOMESTICATION IS NOT TO BE
29 EFFECTIVE ON THE SIGNING OF THE STATEMENT OF DOMESTICATION, THE LATER DATE
30 AND TIME ON WHICH IT WILL BECOME EFFECTIVE.
31 4. IF THE DOMESTICATING ENTITY IS A DOMESTIC ENTITY, A STATEMENT THAT
32 THE PLAN OF DOMESTICATION WAS APPROVED IN ACCORDANCE WITH THIS ARTICLE OR, IF
33 THE DOMESTICATING ENTITY IS A FOREIGN ENTITY, A STATEMENT THAT THE
34 DOMESTICATION WAS APPROVED IN ACCORDANCE WITH THE LAW OF ITS JURISDICTION OF
35 ORGANIZATION.
36 5. IF THE DOMESTICATED ENTITY IS A DOMESTIC FILING ENTITY, ITS PUBLIC
37 ORGANIZATIONAL DOCUMENT, AS AN ATTACHMENT, AND THE ATTACHMENT IS DEEMED TO BE
38 DELIVERED TO THE APPROPRIATE FILING AUTHORITY FOR FILING.
39 6. IF THE DOMESTICATED ENTITY IS A FOREIGN ENTITY THAT IS REQUIRED TO
40 BE A QUALIFIED FOREIGN ENTITY, ANY DOCUMENTS THAT LAWS IN THIS STATE REQUIRE
41 IT TO FILE TO BECOME A QUALIFIED FOREIGN ENTITY, AS AN ATTACHMENT, AND THE
42 ATTACHMENT IS DEEMED TO BE DELIVERED TO THE APPROPRIATE FILING AUTHORITY FOR
43 FILING.
44 7. IF THE DOMESTICATED ENTITY IS A FOREIGN ENTITY THAT IS NOT REQUIRED
45 TO BE A QUALIFIED FOREIGN ENTITY, A MAILING ADDRESS TO WHICH THE APPROPRIATE

1 FILING AUTHORITY MAY SEND ANY PROCESS SERVED ON THE APPROPRIATE FILING
2 AUTHORITY PURSUANT TO SECTION 29-2506, SUBSECTION E.

3 8. IF THE DOMESTICATED ENTITY IS A DOMESTIC LIMITED LIABILITY
4 PARTNERSHIP, ITS STATEMENT OF QUALIFICATION, AS AN ATTACHMENT, AND THE
5 ATTACHMENT IS DEEMED TO BE DELIVERED TO THE APPROPRIATE FILING AUTHORITY FOR
6 FILING.

7 C. IN ADDITION TO THE REQUIREMENTS OF SUBSECTION B OF THIS SECTION, A
8 STATEMENT OF DOMESTICATION MAY CONTAIN ANY OTHER PROVISION NOT PROHIBITED BY
9 LAW.

10 D. IF THE DOMESTICATED ENTITY IS A DOMESTIC FILING ENTITY, ITS PUBLIC
11 ORGANIZATIONAL DOCUMENT ATTACHED UNDER SUBSECTION B, PARAGRAPH 5 OF THIS
12 SECTION:

13 1. MUST SATISFY THE REQUIREMENTS OF THE LAWS OF THIS STATE.

14 2. IS DEEMED TO BE SIGNED BY MEANS OF THE SIGNING OF THE STATEMENT OF
15 DOMESTICATION.

16 3. MAY OMIT ANY PROVISION THAT IS NOT REQUIRED TO BE INCLUDED IN A
17 RESTATEMENT OF THE PUBLIC ORGANIZATIONAL DOCUMENT.

18 E. WITH RESPECT TO A PLAN OF DOMESTICATION THAT IS SIGNED ON BEHALF OF
19 A DOMESTICATING DOMESTIC ENTITY AND THAT MEETS ALL OF THE REQUIREMENTS OF
20 SUBSECTION B OF THIS SECTION:

21 1. IF EITHER THE DOMESTICATING ENTITY OR THE DOMESTICATED ENTITY IS A
22 DOMESTIC FILING ENTITY AND IF THE PLAN SO PROVIDES, THE PLAN MAY BE DELIVERED
23 FOR FILING WITH THE APPROPRIATE FILING AUTHORITY INSTEAD OF A STATEMENT OF
24 DOMESTICATION AND, ON FILING, HAS THE SAME EFFECT AS A STATEMENT OF
25 DOMESTICATION, IN WHICH CASE ALL REFERENCES IN THIS CHAPTER TO A STATEMENT OF
26 DOMESTICATION REFER TO THE PLAN OF DOMESTICATION FILED UNDER THIS SUBSECTION.

27 2. IF NEITHER THE DOMESTICATING ENTITY NOR THE DOMESTICATED ENTITY IS
28 A DOMESTIC FILING ENTITY AND IF THE PLAN SO PROVIDES, THE PLAN HAS THE SAME
29 EFFECT AS A STATEMENT OF DOMESTICATION, IN WHICH CASE ALL REFERENCES IN THIS
30 CHAPTER TO A STATEMENT OF DOMESTICATION REFER TO THE PLAN OF DOMESTICATION.

31 F. WITH RESPECT TO THE EFFECTIVE DATE AND TIME OF THE DOMESTICATION:

32 1. IF EITHER THE DOMESTICATING ENTITY OR THE DOMESTICATED ENTITY IS A
33 DOMESTIC FILING ENTITY, ONCE A STATEMENT OF DOMESTICATION HAS BEEN APPROVED
34 BY THE APPROPRIATE FILING AUTHORITY, BOTH THE DOMESTICATION AND THE STATEMENT
35 OF DOMESTICATION BECOME EFFECTIVE ON THE DATE AND TIME OF THE DELIVERY OF THE
36 STATEMENT OF DOMESTICATION FOR FILING WITH THE APPROPRIATE FILING AUTHORITY
37 OR, IF APPLICABLE, ON THE LATER DATE AND TIME SPECIFIED IN THE STATEMENT OF
38 DOMESTICATION.

39 2. IF NEITHER THE DOMESTICATING ENTITY NOR THE DOMESTICATED ENTITY IS
40 A DOMESTIC FILING ENTITY, BOTH THE DOMESTICATION AND THE STATEMENT OF
41 DOMESTICATION ARE EFFECTIVE ON THE SIGNING OF THE STATEMENT OF DOMESTICATION
42 OR, IF APPLICABLE, THE LATER DATE AND TIME SPECIFIED IN THE STATEMENT OF
43 DOMESTICATION.

44 29-2506. Effect of domestication

45 A. WHEN A DOMESTICATION BECOMES EFFECTIVE:

46 1. THE DOMESTICATED ENTITY IS BOTH:

1 (a) ORGANIZED UNDER AND SUBJECT TO THE GOVERNING STATUTE OF THE
2 DOMESTICATED ENTITY.

3 (b) THE SAME ENTITY WITHOUT INTERRUPTION AS THE DOMESTICATING ENTITY.

4 2. ALL PROPERTY, INCLUDING RIGHTS, PRIVILEGES, IMMUNITIES AND POWERS
5 OF THE DOMESTICATING ENTITY, REMAINS VESTED IN THE DOMESTICATED ENTITY
6 WITHOUT ASSIGNMENT, REVERSION OR IMPAIRMENT.

7 3. ALL OBLIGATIONS OF THE DOMESTICATING ENTITY CONTINUE AS OBLIGATIONS
8 OF THE DOMESTICATED ENTITY.

9 4. EXCEPT AS PROVIDED BY LAW OTHER THAN THIS CHAPTER OR THE PLAN OF
10 DOMESTICATION, ALL OF THE RIGHTS, PRIVILEGES, IMMUNITIES, POWERS AND PURPOSES
11 OF THE DOMESTICATING ENTITY REMAIN IN THE DOMESTICATED ENTITY.

12 5. THE NAME OF THE DOMESTICATED ENTITY MAY BE SUBSTITUTED FOR THE NAME
13 OF THE DOMESTICATING ENTITY IN ANY PENDING ACTION OR PROCEEDING.

14 6. IF THE DOMESTICATED ENTITY IS A DOMESTIC FILING ENTITY, ITS PUBLIC
15 ORGANIZATIONAL DOCUMENT IS EFFECTIVE AND IS BINDING ON ITS INTEREST HOLDERS.

16 7. IF THE DOMESTICATED ENTITY IS A DOMESTIC LIMITED LIABILITY
17 PARTNERSHIP, ITS STATEMENT OF QUALIFICATION IS EFFECTIVE SIMULTANEOUSLY.

18 8. IF THE DOMESTICATED ENTITY IS TO BE A QUALIFIED FOREIGN ENTITY, THE
19 DOCUMENTS IT FILED TO BECOME A QUALIFIED FOREIGN ENTITY ARE EFFECTIVE
20 SIMULTANEOUSLY.

21 9. THE PRIVATE ORGANIZATIONAL DOCUMENTS OF THE DOMESTICATED ENTITY
22 THAT ARE TO BE IN A RECORD, IF ANY, APPROVED AS PART OF THE PLAN OF
23 DOMESTICATION ARE EFFECTIVE AND ARE BINDING.

24 10. THE INTERESTS IN THE DOMESTICATING ENTITY ARE CONVERTED AND THE
25 INTEREST HOLDERS OF THE DOMESTICATING ENTITY ARE ENTITLED ONLY TO THE RIGHTS
26 PROVIDED TO THEM UNDER THE PLAN OF DOMESTICATION AND TO ANY APPRAISAL RIGHTS
27 THEY HAVE UNDER SECTION 29-2109 AND THE DOMESTICATING ENTITY'S GOVERNING
28 STATUTE.

29 B. EXCEPT AS PROVIDED IN THE PLAN OF DOMESTICATION OR IN THE GOVERNING
30 STATUTE OR ORGANIZATIONAL DOCUMENTS OF THE DOMESTICATING ENTITY, THE
31 DOMESTICATION DOES NOT GIVE RISE TO ANY RIGHTS THAT AN INTEREST HOLDER,
32 GOVERNOR OR THIRD PARTY WOULD OTHERWISE HAVE ON A DISSOLUTION, LIQUIDATION OR
33 WINDING UP OF THE DOMESTICATING ENTITY.

34 C. WHEN A DOMESTICATION BECOMES EFFECTIVE, A PERSON THAT DID NOT HAVE
35 INTEREST HOLDER LIABILITY WITH RESPECT TO THE DOMESTICATING ENTITY AND THAT
36 BECOMES SUBJECT TO INTEREST HOLDER LIABILITY WITH RESPECT TO THE DOMESTIC
37 DOMESTICATED ENTITY AS A RESULT OF THE DOMESTICATION HAS INTEREST HOLDER
38 LIABILITY ONLY TO THE EXTENT PROVIDED BY THE GOVERNING STATUTE OR
39 ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC DOMESTICATED ENTITY, AND THEN ONLY
40 FOR THOSE OBLIGATIONS THAT ARISE AFTER THE DOMESTICATION BECOMES EFFECTIVE.

41 D. WHEN A DOMESTICATION BECOMES EFFECTIVE, THE INTEREST HOLDER
42 LIABILITY OF A PERSON THAT CEASES TO HOLD AN INTEREST IN A DOMESTIC
43 DOMESTICATING ENTITY WITH RESPECT TO WHICH THE PERSON HAD INTEREST HOLDER
44 LIABILITY IS AS FOLLOWS:

45 1. THE DOMESTICATION DOES NOT DISCHARGE ANY INTEREST HOLDER LIABILITY
46 UNDER THE GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC

1 DOMESTICATING ENTITY TO THE EXTENT THE INTEREST HOLDER LIABILITY AROSE BEFORE
2 THE DOMESTICATION BECAME EFFECTIVE.

3 2. THE PERSON DOES NOT HAVE INTEREST HOLDER LIABILITY UNDER THE
4 GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC DOMESTICATING
5 ENTITY FOR ANY OBLIGATION THAT ARISES AFTER THE DOMESTICATION BECOMES
6 EFFECTIVE.

7 3. THE GOVERNING STATUTE AND ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC
8 DOMESTICATING ENTITY CONTINUE TO APPLY TO THE RELEASE, COLLECTION OR
9 DISCHARGE OF ANY INTEREST HOLDER LIABILITY PRESERVED UNDER PARAGRAPH 1 OF
10 THIS SUBSECTION AS IF THE DOMESTICATION HAD NOT OCCURRED.

11 4. THE PERSON HAS THE SAME RIGHTS OF CONTRIBUTION FROM ANY OTHER
12 PERSON AS ARE PROVIDED BY THE GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS
13 OF A DOMESTIC DOMESTICATING ENTITY WITH RESPECT TO ANY INTEREST HOLDER
14 LIABILITY PRESERVED UNDER PARAGRAPH 1 OF THIS SUBSECTION AS IF THE
15 DOMESTICATION HAD NOT OCCURRED.

16 E. WHEN A DOMESTICATION BECOMES EFFECTIVE, A FOREIGN ENTITY THAT IS
17 THE DOMESTICATED ENTITY:

18 1. MAY BE SERVED WITH PROCESS IN THIS STATE FOR THE COLLECTION AND
19 ENFORCEMENT OF ANY OF ITS OBLIGATIONS THAT ARISE BEFORE THE DOMESTICATION
20 BECOMES EFFECTIVE, INCLUDING OBLIGATIONS ARISING OUT OF THE EXERCISE OF
21 APPRAISAL RIGHTS.

22 2. IF IT IS NOT A QUALIFIED FOREIGN ENTITY, APPOINTS THE APPROPRIATE
23 FILING AUTHORITY AS ITS AGENT FOR SERVICE OF PROCESS FOR COLLECTING OR
24 ENFORCING THOSE OBLIGATIONS.

25 F. WHEN THE DOMESTICATION BECOMES EFFECTIVE, THE AUTHORITY,
26 REGISTRATION OR OTHER QUALIFICATION GRANTED BY THE APPROPRIATE FILING
27 AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN THIS STATE OF A
28 DOMESTICATING ENTITY THAT IS A QUALIFIED FOREIGN ENTITY IS AUTOMATICALLY
29 REVOKED OR CANCELED.

30 G. A DOMESTICATION DOES NOT REQUIRE THE ENTITY TO WIND UP ITS AFFAIRS
31 AND DOES NOT CONSTITUTE OR CAUSE THE DISSOLUTION OF THE ENTITY.

32 29-2507. Ineffectiveness of domestication due to law of foreign
33 jurisdiction

34 A. IF A STATEMENT OF DOMESTICATION IS FILED WITH THE APPROPRIATE
35 FILING AUTHORITY BUT THE DOMESTICATION IS NOT AUTHORIZED BY THE LAW OF THE
36 RELEVANT FOREIGN JURISDICTION AS REQUIRED BY SECTION 29-2501, SUBSECTION A OR
37 B, THE DOMESTICATION IS INEFFECTIVE. A STATEMENT OF INEFFECTIVENESS OF
38 DOMESTICATION MUST BE SIGNED ON BEHALF OF THE ENTITY ON BEHALF OF WHICH THE
39 STATEMENT OF DOMESTICATION WAS SIGNED AND MUST BE DELIVERED FOR FILING WITH
40 THE APPROPRIATE FILING AUTHORITY TO REFLECT THE INEFFECTIVENESS IN THE PUBLIC
41 RECORD.

42 B. THE STATEMENT OF INEFFECTIVENESS OF DOMESTICATION MUST CONTAIN EACH
43 OF THE FOLLOWING, IF APPLICABLE:

44 1. THE NAME OF THE ENTITY THAT ATTEMPTED THE DOMESTICATION.

45 2. THE DATE ON WHICH THE STATEMENT OF DOMESTICATION WAS FILED.

1 A. A DOMESTIC ENTITY MAY DIVIDE UNDER THIS ARTICLE BY APPROVING A PLAN
2 OF DIVISION. THE PLAN OF DIVISION MUST BE IN A RECORD AND CONTAIN ALL OF THE
3 FOLLOWING:

4 1. THE NAME AND TYPE OF THE DIVIDING ENTITY.

5 2. A STATEMENT AS TO WHETHER THE DIVIDING ENTITY WILL SURVIVE THE
6 DIVISION.

7 3. THE NAME, JURISDICTION OF ORGANIZATION AND TYPE OF EACH NEW
8 RESULTING ENTITY.

9 4. THE MANNER OF ALL OF THE FOLLOWING:

10 (a) CONVERTING THE INTERESTS IN THE DIVIDING ENTITY INTO INTERESTS,
11 SECURITIES, OBLIGATIONS, RIGHTS TO ACQUIRE INTERESTS OR SECURITIES, CASH OR
12 OTHER PROPERTY OR ANY COMBINATION OF THE FOREGOING.

13 (b) ALLOCATING BETWEEN OR AMONG THE RESULTING ENTITIES THE PROPERTY OF
14 THE DIVIDING ENTITY THAT WILL NOT BE OWNED BY ALL OF THE RESULTING ENTITIES
15 AS TENANTS IN COMMON PURSUANT TO SECTION 29-2606, SUBSECTION A, PARAGRAPH 4
16 AND THOSE OBLIGATIONS OF THE DIVIDING ENTITY AS TO WHICH NOT ALL OF THE
17 RESULTING ENTITIES WILL BE LIABLE JOINTLY AND SEVERALLY PURSUANT TO
18 SECTION 29-2607.

19 (c) DISTRIBUTING THE INTERESTS IN THE RESULTING ENTITIES CREATED IN
20 THE DIVISION.

21 5. THE PROPOSED PUBLIC ORGANIZATIONAL DOCUMENT, IF ANY, OF EACH NEW
22 RESULTING ENTITY AND THE FULL TEXT OF ITS PRIVATE ORGANIZATIONAL DOCUMENTS
23 THAT ARE PROPOSED TO BE IN A RECORD.

24 6. IF THE DIVIDING ENTITY WILL SURVIVE THE DIVISION AND IS A FILING
25 ENTITY, ANY PROPOSED AMENDMENTS TO ITS PUBLIC ORGANIZATIONAL DOCUMENT.

26 7. IF THE DIVIDING ENTITY WILL SURVIVE THE DIVISION, ANY PROPOSED
27 AMENDMENTS TO ITS PRIVATE ORGANIZATIONAL DOCUMENTS THAT ARE IN A RECORD.

28 8. THE OTHER TERMS AND CONDITIONS OF THE DIVISION, IF ANY.

29 9. ANY OTHER PROVISIONS REQUIRED BY THE LAWS OF THIS STATE OR THE
30 ORGANIZATIONAL DOCUMENTS OF THE DIVIDING ENTITY.

31 B. A PLAN OF DIVISION MAY CONTAIN ANY OTHER PROVISION NOT PROHIBITED
32 BY LAW.

33 29-2603. Approval of division

34 A. A PLAN OF DIVISION IS NOT EFFECTIVE UNLESS IT HAS BEEN APPROVED
35 BOTH:

36 1. BY A DOMESTIC DIVIDING ENTITY:

37 (a) IN ACCORDANCE WITH THE REQUIREMENTS, IF ANY, IN ITS GOVERNING
38 STATUTE AND ORGANIZATIONAL DOCUMENTS FOR APPROVAL OF A DIVISION.

39 (b) IF NEITHER ITS GOVERNING STATUTE NOR ITS ORGANIZATIONAL DOCUMENTS
40 PROVIDE FOR APPROVAL OF A DIVISION, IN ACCORDANCE WITH THE REQUIREMENTS, IF
41 ANY, IN ITS GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS FOR APPROVAL OF A
42 MERGER BETWEEN UNAFFILIATED ENTRIES, AS IF THE DIVISION WERE A MERGER.

43 (c) IF NEITHER ITS GOVERNING STATUTE NOR ITS ORGANIZATIONAL DOCUMENTS
44 PROVIDE FOR APPROVAL OF A DIVISION OR A MERGER, BY ALL OF THE INTEREST
45 HOLDERS OF THE ENTITY ENTITLED TO VOTE ON OR CONSENT TO ANY MATTER OR, IF
46 THERE ARE NO SUCH INTEREST HOLDERS, BY ALL OF THE GOVERNORS OF THE ENTITY.

1 2. IN A RECORD BY EACH INTEREST HOLDER OF A DOMESTIC DIVIDING ENTITY
2 THAT WILL HAVE INTEREST HOLDER LIABILITY FOR OBLIGATIONS THAT ARISE AFTER THE
3 DIVISION BECOMES EFFECTIVE, UNLESS BOTH:

4 (a) THE ORGANIZATIONAL DOCUMENTS OF THE ENTITY EXPRESSLY PROVIDE IN A
5 RECORD FOR THE APPROVAL OF A DIVISION OR A MERGER IN WHICH SOME OR ALL OF ITS
6 INTEREST HOLDERS BECOME SUBJECT TO INTEREST HOLDER LIABILITY BY THE VOTE OR
7 CONSENT OF FEWER THAN ALL OF THE INTEREST HOLDERS.

8 (b) THE INTEREST HOLDER VOTED FOR OR CONSENTED IN A RECORD TO THAT
9 PROVISION OF THE ORGANIZATIONAL DOCUMENTS OR BECAME AN INTEREST HOLDER AFTER
10 THE ADOPTION OF THAT PROVISION.

11 B. A DIVISION OF A FOREIGN ENTITY IS NOT EFFECTIVE UNLESS IT IS
12 APPROVED BY THE FOREIGN ENTITY IN ACCORDANCE WITH THE LAW OF THE FOREIGN
13 ENTITY'S JURISDICTION OF ORGANIZATION.

14 29-2604. Amendment or abandonment of plan of division

15 A. A PLAN OF DIVISION OF A DOMESTIC DIVIDING ENTITY MAY BE AMENDED
16 EITHER:

17 1. IN THE SAME MANNER AS THE PLAN WAS APPROVED IF THE PLAN DOES NOT
18 PROVIDE FOR THE MANNER IN WHICH IT MAY BE AMENDED.

19 2. BY THE GOVERNORS OR INTEREST HOLDERS OF THE ENTITY IN THE MANNER
20 PROVIDED IN THE PLAN, EXCEPT THAT AN INTEREST HOLDER THAT WAS ENTITLED TO
21 VOTE ON OR CONSENT TO APPROVAL OF THE DIVISION IS ENTITLED TO VOTE ON OR
22 CONSENT TO ANY AMENDMENT OF THE PLAN THAT WILL CHANGE ANY OF THE FOLLOWING:

23 (a) THE AMOUNT OR KIND OF INTERESTS, SECURITIES, OBLIGATIONS, RIGHTS
24 TO ACQUIRE INTERESTS OR SECURITIES, CASH OR OTHER PROPERTY OR ANY COMBINATION
25 OF THE FOREGOING, TO BE RECEIVED BY ANY OF THE INTEREST HOLDERS OF THE
26 DOMESTIC DIVIDING ENTITY UNDER THE PLAN.

27 (b) THE PUBLIC ORGANIZATIONAL DOCUMENT OR PRIVATE ORGANIZATIONAL
28 DOCUMENTS OF ANY OF THE RESULTING ENTITIES THAT WILL BE IN EFFECT IMMEDIATELY
29 AFTER THE DIVISION BECOMES EFFECTIVE, EXCEPT FOR CHANGES THAT DO NOT REQUIRE
30 APPROVAL OF THE INTEREST HOLDERS OF THE APPLICABLE RESULTING ENTITY UNDER ITS
31 GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS.

32 (c) ANY OTHER TERMS OR CONDITIONS OF THE PLAN, IF THE CHANGE WOULD
33 ADVERSELY AFFECT THE INTEREST HOLDER IN ANY MATERIAL RESPECT.

34 B. AFTER A PLAN OF DIVISION HAS BEEN APPROVED BY A DOMESTIC DIVIDING
35 ENTITY AND BEFORE A STATEMENT OF DIVISION BECOMES EFFECTIVE PURSUANT TO
36 SECTION 29-2605, THE PLAN MAY BE ABANDONED:

37 1. AS PROVIDED IN THE PLAN.

38 2. IF NOT PROVIDED IN THE PLAN, EITHER:

39 (a) BY THE GOVERNORS OF THE DOMESTIC DIVIDING ENTITY, UNLESS
40 PROHIBITED BY THE PLAN.

41 (b) IN THE SAME MANNER AS THE PLAN WAS APPROVED.

42 C. IF A STATEMENT OF DIVISION HAS BEEN DELIVERED FOR FILING WITH THE
43 APPROPRIATE FILING AUTHORITY, THE PLAN OF DIVISION MAY BE ABANDONED ONLY IF
44 THE STATEMENT OF DIVISION SETS FORTH A DELAYED EFFECTIVE DATE UNDER SECTION
45 29-2605, SUBSECTION B, PARAGRAPH 4. A PLAN OF DIVISION MAY BE ABANDONED BY
46 DELIVERING FOR FILING WITH THE APPROPRIATE FILING AUTHORITY ON OR BEFORE THAT

1 DELAYED EFFECTIVE DATE A STATEMENT OF ABANDONMENT, SIGNED ON BEHALF OF THE
2 DOMESTIC DIVIDING ENTITY. A STATEMENT OF ABANDONMENT TAKES EFFECT ON
3 DELIVERY FOR FILING, AND THE DIVISION IS ABANDONED AND DOES NOT BECOME
4 EFFECTIVE. THE STATEMENT OF ABANDONMENT MUST CONTAIN ALL OF THE FOLLOWING:

- 5 1. THE NAME OF THE DOMESTIC DIVIDING ENTITY.
- 6 2. THE DATE ON WHICH THE STATEMENT OF DIVISION WAS FILED.
- 7 3. A STATEMENT THAT THE DIVISION HAS BEEN ABANDONED IN ACCORDANCE WITH

8 THIS SECTION.

9 29-2605. Statement of division; effective date

10 A. A STATEMENT OF DIVISION MUST BE SIGNED ON BEHALF OF THE DIVIDING
11 ENTITY. THE STATEMENT OF DIVISION MUST BE DELIVERED FOR FILING EITHER:

12 1. FOR A DIVISION OF A DOMESTIC ENTITY PURSUANT TO SECTION 29-2601,
13 SUBSECTION A, WITH THE APPROPRIATE FILING AUTHORITY, IF ANY, FOR THE DOMESTIC
14 DIVIDING ENTITY AND, IF THERE IS A DIFFERENT FILING AUTHORITY FOR ANY
15 DOMESTIC RESULTING ENTITY, WITH THAT DIFFERENT FILING AUTHORITY.

16 2. FOR A DIVISION OF A FOREIGN ENTITY THAT CREATES ONE OR MORE
17 DOMESTIC ENTITIES PURSUANT TO SECTION 29-2601, SUBSECTION C, WITH THE
18 APPROPRIATE FILING AUTHORITY, IF ANY, FOR A DOMESTIC RESULTING ENTITY AND, IF
19 THERE IS A DIFFERENT FILING AUTHORITY FOR ANY OTHER DOMESTIC RESULTING
20 ENTITY, WITH THE DIFFERENT FILING AUTHORITY.

21 B. A STATEMENT OF DIVISION MUST CONTAIN EACH OF THE FOLLOWING, IF
22 APPLICABLE:

23 1. THE NAME, JURISDICTION OF ORGANIZATION AND TYPE OF THE DIVIDING
24 ENTITY.

25 2. A STATEMENT AS TO WHETHER THE DIVIDING ENTITY WILL SURVIVE THE
26 DIVISION.

27 3. THE NAME, JURISDICTION OF ORGANIZATION AND TYPE OF EACH RESULTING
28 ENTITY CREATED BY THE DIVISION AND, IF A RESULTING ENTITY IS A DOMESTIC
29 ENTITY, OTHER THAN A GENERAL PARTNERSHIP, OR IS A QUALIFIED FOREIGN ENTITY
30 BOTH OF THE FOLLOWING:

31 (a) THE STREET ADDRESS OF THE RESULTING ENTITY'S KNOWN PLACE OF
32 BUSINESS IN THIS STATE OR, IF THE RESULTING ENTITY IS A DOMESTIC PARTNERSHIP,
33 THE STREET ADDRESS OF ITS OFFICE IN THIS STATE.

34 (b) THE NAME AND STREET ADDRESS OF THE RESULTING ENTITY'S AGENT FOR
35 SERVICE OF PROCESS IN THIS STATE. IF A NEW STATUTORY AGENT IS BEING
36 APPOINTED, THE STATUTORY AGENT MUST SIGN A STATEMENT ACCEPTING THE
37 APPOINTMENT, WHICH MUST BE ATTACHED TO THE STATEMENT OF DIVISION.

38 4. WITH RESPECT TO THE EFFECTIVE DATE AND TIME OF THE DIVISION:

39 (a) IF THE DIVIDING ENTITY OR AT LEAST ONE RESULTING ENTITY IS A
40 DOMESTIC FILING ENTITY AND IF THE STATEMENT OF DIVISION IS NOT TO BE
41 EFFECTIVE ON DELIVERY TO THE APPROPRIATE FILING AUTHORITY, THE LATER DATE AND
42 TIME ON WHICH IT WILL BECOME EFFECTIVE, WHICH MAY NOT BE MORE THAN NINETY
43 DAYS AFTER THE DATE OF ITS DELIVERY TO THE APPROPRIATE FILING AUTHORITY.

44 (b) IF NEITHER THE DIVIDING ENTITY NOR ANY RESULTING ENTITY IS A
45 DOMESTIC FILING ENTITY AND IF THE STATEMENT OF DIVISION IS NOT TO BE

1 EFFECTIVE ON THE SIGNING OF THE STATEMENT OF DIVISION, THE LATER DATE AND
2 TIME ON WHICH IT WILL BECOME EFFECTIVE.

3 5. IF THE DIVIDING ENTITY IS A DOMESTIC ENTITY, A STATEMENT THAT THE
4 PLAN OF DIVISION WAS APPROVED IN ACCORDANCE WITH THIS ARTICLE OR, IF THE
5 DIVIDING ENTITY IS A FOREIGN ENTITY, A STATEMENT THAT THE DIVISION WAS
6 APPROVED BY THE FOREIGN DIVIDING ENTITY IN ACCORDANCE WITH THE LAW OF ITS
7 JURISDICTION OF ORGANIZATION.

8 6. IF THE DIVIDING ENTITY IS A DOMESTIC FILING ENTITY AND SURVIVES THE
9 DIVISION, ANY AMENDMENT TO ITS PUBLIC ORGANIZATIONAL DOCUMENT APPROVED AS
10 PART OF THE PLAN OF DIVISION, AS AN ATTACHMENT, AND THE ATTACHMENT IS DEEMED
11 TO BE DELIVERED TO THE APPROPRIATE FILING AUTHORITY FOR FILING.

12 7. FOR EACH DOMESTIC RESULTING ENTITY CREATED BY THE DIVISION, ITS
13 PUBLIC ORGANIZATIONAL DOCUMENT, IF ANY, AS AN ATTACHMENT, AND THE ATTACHMENT
14 IS DEEMED TO BE DELIVERED TO THE APPROPRIATE FILING AUTHORITY FOR FILING.

15 8. FOR EACH FOREIGN RESULTING ENTITY THAT IS REQUIRED TO BE A
16 QUALIFIED FOREIGN ENTITY, ANY DOCUMENTS THAT THE LAWS OF THIS STATE REQUIRE
17 IT TO FILE TO BECOME A QUALIFIED FOREIGN ENTITY, AS AN ATTACHMENT, AND THE
18 ATTACHMENT IS DEEMED TO BE DELIVERED TO THE APPROPRIATE FILING AUTHORITY FOR
19 FILING.

20 9. FOR EACH FOREIGN RESULTING ENTITY THAT IS NOT REQUIRED TO BE A
21 QUALIFIED FOREIGN ENTITY, A MAILING ADDRESS TO WHICH THE APPROPRIATE FILING
22 AUTHORITY MAY SEND ANY PROCESS SERVED ON THE APPROPRIATE FILING AUTHORITY
23 PURSUANT TO SECTION 29-2606, SUBSECTION E.

24 10. FOR EACH RESULTING ENTITY CREATED BY THE DIVISION THAT IS A
25 DOMESTIC LIMITED LIABILITY PARTNERSHIP, ITS STATEMENT OF QUALIFICATION, AS AN
26 ATTACHMENT, AND THE ATTACHMENT IS DEEMED TO BE DELIVERED TO THE APPROPRIATE
27 FILING AUTHORITY FOR FILING.

28 C. IN ADDITION TO THE REQUIREMENTS OF SUBSECTION B OF THIS SECTION, A
29 STATEMENT OF DIVISION MAY CONTAIN ANY OTHER PROVISION NOT PROHIBITED BY LAW.

30 D. IF A RESULTING ENTITY CREATED IN THE DIVISION IS A DOMESTIC FILING
31 ENTITY, THE AMENDMENT ATTACHED UNDER SUBSECTION B, PARAGRAPH 6 OF THIS
32 SECTION OR ITS PUBLIC ORGANIZATIONAL DOCUMENT ATTACHED UNDER SUBSECTION B,
33 PARAGRAPH 7 OF THIS SECTION:

34 1. MUST SATISFY THE REQUIREMENTS OF THE LAWS OF THIS STATE.

35 2. IS DEEMED TO BE SIGNED BY MEANS OF THE SIGNING OF THE STATEMENT OF
36 DIVISION.

37 3. MAY OMIT ANY PROVISION THAT IS NOT REQUIRED TO BE INCLUDED IN A
38 RESTATEMENT OF THE PUBLIC ORGANIZATIONAL DOCUMENT.

39 E. WITH RESPECT TO A PLAN OF DIVISION THAT IS SIGNED ON BEHALF OF A
40 DOMESTIC DIVIDING ENTITY AND THAT MEETS ALL OF THE REQUIREMENTS OF
41 SUBSECTION B OF THIS SECTION:

42 1. IF THE DIVIDING ENTITY OR AT LEAST ONE RESULTING ENTITY IS A
43 DOMESTIC FILING ENTITY, AND IF THE PLAN SO PROVIDES, THE PLAN MAY BE
44 DELIVERED FOR FILING WITH THE APPROPRIATE FILING AUTHORITY INSTEAD OF A
45 STATEMENT OF DIVISION AND, ON FILING, HAS THE SAME EFFECT AS A STATEMENT OF

1 DIVISION, IN WHICH CASE ALL REFERENCES IN THIS CHAPTER TO A STATEMENT OF
2 DIVISION REFER TO THE PLAN OF DIVISION FILED UNDER THIS SUBSECTION.

3 2. IF NEITHER THE DIVIDING ENTITY NOR ANY RESULTING ENTITY IS A
4 DOMESTIC FILING ENTITY, AND IF THE PLAN SO PROVIDES, THE PLAN HAS THE SAME
5 EFFECT AS A STATEMENT OF DIVISION, IN WHICH CASE ALL REFERENCES IN THIS
6 CHAPTER TO A STATEMENT OF DIVISION REFER TO THE PLAN OF DIVISION.

7 F. WITH RESPECT TO THE EFFECTIVE DATE AND TIME OF THE DIVISION:

8 1. IF THE DIVIDING ENTITY OR AT LEAST ONE RESULTING ENTITY IS A
9 DOMESTIC FILING ENTITY, ONCE A STATEMENT OF DIVISION HAS BEEN APPROVED FOR
10 FILING BY THE APPROPRIATE FILING AUTHORITY OR AUTHORITIES, BOTH THE DIVISION
11 AND THE STATEMENT OF DIVISION ARE DEEMED TO HAVE BECOME EFFECTIVE ON THE DATE
12 AND TIME OF THE DELIVERY OF THE STATEMENT OF DIVISION FOR FILING WITH THE
13 APPROPRIATE FILING AUTHORITY OR AUTHORITIES OR, IF APPLICABLE, ON THE LATER
14 DATE AND TIME SPECIFIED IN THE STATEMENT OF DIVISION.

15 2. IF NEITHER THE DIVIDING ENTITY NOR ANY RESULTING ENTITY IS A
16 DOMESTIC FILING ENTITY, BOTH THE DIVISION AND THE STATEMENT OF DIVISION ARE
17 EFFECTIVE ON THE SIGNING OF THE STATEMENT OF DIVISION OR, IF APPLICABLE, ON
18 THE LATER DATE AND TIME SPECIFIED IN THE STATEMENT OF DIVISION.

19 29-2606. Effect of division

20 A. WHEN A DIVISION BECOMES EFFECTIVE:

21 1. IF THE DIVIDING ENTITY IS TO SURVIVE THE DIVISION, THE DIVIDING
22 ENTITY CONTINUES TO EXIST.

23 2. IF THE DIVIDING ENTITY IS NOT TO SURVIVE THE DIVISION, THE DIVIDING
24 ENTITY CEASES TO EXIST.

25 3. THE RESULTING ENTITIES CREATED IN THE DIVISION COME INTO EXISTENCE.

26 4. AS AND TO THE EXTENT SPECIFIED IN THE PLAN OF DIVISION, PROPERTY,
27 INCLUDING RIGHTS, PRIVILEGES, IMMUNITIES AND POWERS, OF THE DIVIDING ENTITY
28 IS ALLOCATED TO AND VESTS IN THE RESULTING ENTITIES CREATED IN THE DIVISION
29 OR CONTINUES TO BE VESTED IN THE DIVIDING ENTITY, IN EACH CASE AUTOMATICALLY
30 AND WITHOUT ASSIGNMENT, REVERSION OR IMPAIRMENT.

31 5. ANY PROPERTY, INCLUDING RIGHTS, PRIVILEGES, IMMUNITIES AND POWERS,
32 NOT ALLOCATED BY THE PLAN OF DIVISION:

33 (a) IF THE DIVIDING ENTITY SURVIVES THE DIVISION, REMAINS VESTED IN
34 THE DIVIDING ENTITY.

35 (b) IF THE DIVIDING ENTITY DOES NOT SURVIVE THE DIVISION, IS ALLOCATED
36 TO AND VESTS EQUALLY IN THE RESULTING ENTITIES AS TENANTS IN COMMON, IN EACH
37 CASE AUTOMATICALLY AND WITHOUT ASSIGNMENT, REVERSION OR IMPAIRMENT.

38 6. ANY PENDING ACTION OR PROCEEDING TO WHICH THE DIVIDING ENTITY IS A
39 PARTY AT THE EFFECTIVE TIME OF THE DIVISION CONTINUES AND THE NAME OF A NEW
40 RESULTING ENTITY TO WHICH A CAUSE OF ACTION IS ALLOCATED AS PROVIDED IN
41 PARAGRAPHS 4 AND 5 OF THIS SUBSECTION MAY BE SUBSTITUTED FOR THE NAME OF THE
42 DIVIDING ENTITY OR ADDED IN THAT ACTION OR PROCEEDING.

43 7. ALL OBLIGATIONS OF THE DIVIDING ENTITY ARE ALLOCATED BETWEEN OR
44 AMONG THE RESULTING ENTITIES AS PROVIDED IN SECTION 29-2607.

45 8. IF THE DIVIDING ENTITY SURVIVES THE DIVISION:

1 (a) ITS PUBLIC ORGANIZATIONAL DOCUMENT, IF ANY, IS AMENDED IF AND TO
2 THE EXTENT PROVIDED IN THE STATEMENT OF DIVISION.

3 (b) ITS PRIVATE ORGANIZATIONAL DOCUMENTS THAT ARE TO BE IN A RECORD,
4 IF ANY, ARE AMENDED IF AND TO THE EXTENT PROVIDED IN THE PLAN OF DIVISION.

5 9. THE INTERESTS IN THE DIVIDING ENTITY THAT ARE TO BE CONVERTED IN
6 THE DIVISION ARE CONVERTED AND THE INTEREST HOLDERS OF THOSE INTERESTS ARE
7 ENTITLED ONLY TO THE RIGHTS PROVIDED TO THEM UNDER THE PLAN OF DIVISION AND
8 TO ANY APPRAISAL RIGHTS THEY MAY HAVE UNDER SECTION 29-2109 AND THE DIVIDING
9 ENTITY'S GOVERNING STATUTE.

10 B. EXCEPT AS PROVIDED IN THE PLAN OF DIVISION OR IN THE GOVERNING
11 STATUTE OR ORGANIZATIONAL DOCUMENTS OF THE DIVIDING ENTITY, THE DIVISION DOES
12 NOT GIVE RISE TO ANY RIGHTS THAT AN INTEREST HOLDER, GOVERNOR OR THIRD PARTY
13 WOULD OTHERWISE HAVE ON A DISSOLUTION, LIQUIDATION OR WINDING UP OF THE
14 DIVIDING ENTITY.

15 C. WHEN A DIVISION BECOMES EFFECTIVE, A PERSON THAT DID NOT HAVE
16 INTEREST HOLDER LIABILITY WITH RESPECT TO THE DIVIDING ENTITY AND THAT
17 BECOMES SUBJECT TO INTEREST HOLDER LIABILITY WITH RESPECT TO THE DOMESTIC
18 RESULTING ENTITY AS A RESULT OF THE DIVISION HAS INTEREST HOLDER LIABILITY
19 ONLY TO THE EXTENT PROVIDED BY THE GOVERNING STATUTE OR ORGANIZATIONAL
20 DOCUMENTS OF THE DOMESTIC RESULTING ENTITY, AND THEN ONLY FOR THOSE
21 OBLIGATIONS THAT ARISE AFTER THE DIVISION BECOMES EFFECTIVE.

22 D. WHEN A DIVISION BECOMES EFFECTIVE, THE INTEREST HOLDER LIABILITY OF
23 A PERSON THAT CEASES TO HOLD AN INTEREST IN A DOMESTIC DIVIDING ENTITY WITH
24 RESPECT TO WHICH THE PERSON HAD INTEREST HOLDER LIABILITY IS AS FOLLOWS:

25 1. THE DIVISION DOES NOT DISCHARGE ANY INTEREST HOLDER LIABILITY UNDER
26 THE GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC DIVIDING
27 ENTITY TO THE EXTENT THE INTEREST HOLDER LIABILITY AROSE BEFORE THE DIVISION
28 BECAME EFFECTIVE.

29 2. THE PERSON DOES NOT HAVE INTEREST HOLDER LIABILITY UNDER THE
30 GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC DIVIDING ENTITY
31 FOR ANY OBLIGATION THAT ARISES AFTER THE DIVISION BECOMES EFFECTIVE.

32 3. THE GOVERNING STATUTE AND ORGANIZATIONAL DOCUMENTS OF THE DOMESTIC
33 DIVIDING ENTITY CONTINUE TO APPLY TO THE RELEASE, COLLECTION OR DISCHARGE OF
34 ANY INTEREST HOLDER LIABILITY PRESERVED UNDER PARAGRAPH 1 OF THIS SUBSECTION
35 AS IF THE DIVISION HAD NOT OCCURRED.

36 4. THE PERSON HAS THE SAME RIGHTS OF CONTRIBUTION FROM ANY OTHER
37 PERSON AS ARE PROVIDED BY THE GOVERNING STATUTE OR ORGANIZATIONAL DOCUMENTS
38 OF THE DOMESTIC DIVIDING ENTITY WITH RESPECT TO ANY INTEREST HOLDER LIABILITY
39 PRESERVED UNDER PARAGRAPH 1 OF THIS SUBSECTION AS IF THE DIVISION HAD NOT
40 OCCURRED.

41 E. WHEN A DIVISION BECOMES EFFECTIVE, A FOREIGN ENTITY THAT IS A
42 RESULTING ENTITY:

43 1. MAY BE SERVED WITH PROCESS IN THIS STATE FOR THE COLLECTION AND
44 ENFORCEMENT OF ANY OBLIGATIONS OF A DOMESTIC DIVIDING ENTITY THAT WERE
45 ALLOCATED TO THE FOREIGN ENTITY PURSUANT TO THIS ARTICLE, INCLUDING
46 OBLIGATIONS ARISING OUT OF THE EXERCISE OF APPRAISAL RIGHTS.

1 2. IF IT IS NOT A QUALIFIED FOREIGN ENTITY, APPOINTS THE APPROPRIATE
2 FILING AUTHORITY AS ITS AGENT FOR SERVICE OF PROCESS FOR COLLECTING OR
3 ENFORCING THOSE OBLIGATIONS.

4 F. WHEN A DIVISION BECOMES EFFECTIVE, THE AUTHORITY, REGISTRATION OR
5 OTHER QUALIFICATION GRANTED BY THE APPROPRIATE FILING AUTHORITY TO TRANSACT
6 BUSINESS OR CONDUCT AFFAIRS IN THIS STATE OF A FOREIGN DIVIDING ENTITY THAT
7 DOES NOT SURVIVE THE DIVISION IS AUTOMATICALLY REVOKED OR CANCELLED.

8 G. A PERSON DOES NOT HAVE CONSTRUCTIVE NOTICE OF AN ALLOCATION OF AN
9 INTEREST IN REAL ESTATE IN A DIVISION UNTIL THE ALLOCATION IS RECORDED IN
10 COMPLIANCE WITH THE REQUIREMENTS FOR RECORDING OF INTERESTS IN REAL ESTATE IN
11 THE STATE WHERE THE REAL PROPERTY IS LOCATED.

12 29-2607. Allocation of obligations in division

13 A. EXCEPT AS PROVIDED IN SUBSECTIONS B AND C OF THIS SECTION, WHEN A
14 DIVISION BECOMES EFFECTIVE, EACH RESULTING ENTITY IS LIABLE, JOINTLY AND
15 SEVERALLY, WITH THE OTHER RESULTING ENTITIES FOR THE OBLIGATIONS OF THE
16 DIVIDING ENTITY THAT EXISTED IMMEDIATELY BEFORE THE EFFECTIVENESS OF THE
17 DIVISION, AND ALL THOSE OBLIGATIONS OF THE DIVIDING ENTITY ARE AUTOMATICALLY
18 OBLIGATIONS OF EACH RESULTING ENTITY WITHOUT ASSIGNMENT, ASSUMPTION OR
19 DELEGATION.

20 B. A RESULTING ENTITY IS NOT LIABLE FOR AN OBLIGATION OF THE DIVIDING
21 ENTITY IF AND TO THE EXTENT ANY OF THE FOLLOWING APPLIES:

22 1. THE OBLIGEE HAS CONSENTED IN WRITING TO THE OBLIGATIONS BEING
23 ALLOCATED TO, OR CONTINUING TO BE THE OBLIGATION OF, ONE OR MORE OF THE OTHER
24 RESULTING ENTITIES AND THE PLAN OF DIVISION STATES THAT THE OBLIGATION IS
25 BEING ALLOCATED TO, OR WILL CONTINUE TO BE THE OBLIGATION OF, THOSE ENTITIES,
26 OR THOSE ENTITIES HAVE OTHERWISE EXPRESSLY ASSUMED THE OBLIGATION.

27 2. A COURT OR OTHER TRIBUNAL OF COMPETENT JURISDICTION OR A
28 GOVERNMENTAL AGENCY HAVING JURISDICTION AS TO THE MATTER HAS ISSUED AN ORDER,
29 FINDING, RULE, REGULATION OR OTHER RULING THAT HAS BECOME FINAL AND
30 NONAPPEALABLE AND IN WHICH THE OBLIGATION IS DEEMED TO BE ALLOCATED TO, OR TO
31 CONTINUE TO BE THE OBLIGATION OF, ONE OR MORE OF THE OTHER RESULTING
32 ENTITIES.

33 3. RECOURSE REGARDING THE OBLIGATION IS, BY CONTRACT OR BY LAW,
34 LIMITED TO AN ASSET OF ONE OR MORE OF THE OTHER RESULTING ENTITIES.

35 4. RECOURSE REGARDING THE OBLIGATION IS, BY CONTRACT OR BY LAW,
36 LIMITED TO ONE OR MORE OF THE OTHER RESULTING ENTITIES.

37 C. A RESULTING ENTITY MAY ENTER INTO AGREEMENTS OR OTHER ARRANGEMENTS
38 FOR PURPOSES OF MITIGATING RISKS ASSOCIATED WITH THE ENTITY'S LIABILITY FOR
39 AN OBLIGATION OF THE DIVIDING ENTITY. THE AGREEMENTS OR ARRANGEMENTS MAY BE
40 ENTERED INTO WITH ONE OR MORE OF THE OTHER RESULTING ENTITIES OR WITH THIRD
41 PARTIES. THE AGREEMENTS OR ARRANGEMENTS MAY INCLUDE INDEMNIFICATION,
42 CONTRIBUTION, GUARANTY, INSURANCE, OFFSET, LOAN, INVESTMENT AND ANY OTHER
43 LAWFUL MEANS OF DEALING WITH THE RISKS ASSOCIATED WITH THE LIABILITY FOR THE
44 OBLIGATION.

45 D. UNLESS THE OBLIGEE HAS OTHERWISE AGREED OR CONSENTED, LIENS,
46 SECURITY INTERESTS AND OTHER ENCUMBRANCES ON THE PROPERTY OF THE DIVIDING

1 ENTITY ARE NOT IMPAIRED BY THE DIVISION, REGARDLESS OF WHETHER THAT PROPERTY
2 HAS BECOME THE PROPERTY OF A RESULTING ENTITY THAT IS NOT THE DIVIDING
3 ENTITY, REGARDLESS OF WHETHER THE DIVIDING ENTITY IS ONE OF THE RESULTING
4 ENTITIES AND REGARDLESS OF ANY OTHERWISE ENFORCEABLE ALLOCATION OF
5 OBLIGATIONS OF THE DIVIDING ENTITY.

6 E. IF THE DIVIDING ENTITY IS BOUND BY A SECURITY AGREEMENT GOVERNED BY
7 TITLE 47, CHAPTER 9 OR ITS COUNTERPART AS ENACTED IN ANY JURISDICTION AND THE
8 SECURITY AGREEMENT PROVIDES THAT THE SECURITY INTEREST ATTACHES TO
9 AFTER-ACQUIRED COLLATERAL, EACH RESULTING ENTITY IS BOUND BY THE SECURITY
10 AGREEMENT UNLESS THE SECURED PARTY HAS OTHERWISE AGREED OR CONSENTED.

11 F. FOR PURPOSES OF AND NOTWITHSTANDING ANY PROVISION OF THE GOVERNING
12 STATUTE OF THE DIVIDING ENTITY OR ANY RESULTING ENTITY, THE DIVISION IS
13 DEEMED NOT TO BE A DIVIDEND OR OTHER DISTRIBUTION BY THE DIVIDING ENTITY OR
14 ANY RESULTING ENTITY.

15 29-2608. Ineffectiveness of division due to law of foreign
16 jurisdiction

17 A. IF A STATEMENT OF DIVISION IS FILED WITH THE APPROPRIATE FILING
18 AUTHORITY BUT THE DIVISION IS NOT AUTHORIZED BY THE LAW OF THE RELEVANT
19 FOREIGN JURISDICTION AS REQUIRED BY SECTION 29-2601, SUBSECTION B OR C, THE
20 DIVISION IS INEFFECTIVE. A STATEMENT OF INEFFECTIVENESS OF DIVISION MUST BE
21 SIGNED ON BEHALF OF THE ENTITY ON BEHALF OF WHICH THE STATEMENT OF DIVISION
22 WAS SIGNED AND MUST BE DELIVERED FOR FILING WITH THE APPROPRIATE FILING
23 AUTHORITY TO REFLECT THE INEFFECTIVENESS IN THE PUBLIC RECORD.

24 B. THE STATEMENT OF INEFFECTIVENESS OF DIVISION MUST CONTAIN EACH OF
25 THE FOLLOWING, IF APPLICABLE:

- 26 1. THE NAME OF THE ENTITY THAT ATTEMPTED THE DIVISION.
- 27 2. THE DATE ON WHICH THE STATEMENT OF DIVISION WAS FILED.
- 28 3. A STATEMENT THAT THE DIVISION WAS INEFFECTIVE BECAUSE IT WAS NOT
29 AUTHORIZED BY THE LAW OF THE RELEVANT FOREIGN JURISDICTION.

30 4. IF ANOTHER ENTITY HAS ADOPTED THE NAME OF THE ENTITY THAT ATTEMPTED
31 THE DIVISION, OR IF ANOTHER PERSON HAS ADOPTED AS A TRADE NAME THE NAME OF
32 THAT ENTITY, THE ENTITY THAT ATTEMPTED THE DIVISION MUST CHANGE ITS NAME BY
33 ATTACHING AN AMENDMENT TO ITS PUBLIC ORGANIZATIONAL DOCUMENT. THE AMENDMENT
34 MUST CHANGE THE NAME OF THE ENTITY IN ACCORDANCE WITH THE NAMING REQUIREMENTS
35 OF ITS GOVERNING STATUTE AND, IF ATTACHED, IS DEEMED TO BE DELIVERED TO THE
36 APPROPRIATE FILING AUTHORITY FOR FILING.

37 C. THE ENTITY THAT ATTEMPTED THE DIVISION IS BOTH:

38 1. RESPONSIBLE TO ANY OTHER PERSON FOR ANY OBLIGATION INCURRED BY THAT
39 PERSON THAT ARISES OUT OF OR RELATES TO THE INEFFECTIVENESS OF THE ATTEMPTED
40 DIVISION, UNLESS THE ENTITY ESTABLISHES THAT THE OBLIGATION WAS NOT INCURRED
41 IN GOOD FAITH.

42 2. DEEMED TO HAVE APPOINTED THE APPROPRIATE FILING AUTHORITY AS ITS
43 AGENT FOR SERVICE OF PROCESS FOR ANY ACTION ARISING UNDER THIS SECTION,
44 UNLESS THE ENTITY IS A DOMESTIC ENTITY OR A QUALIFIED FOREIGN ENTITY.

45 D. IF THEY WERE ACTING IN GOOD FAITH, THE ENTITY THAT ATTEMPTED THE
46 DIVISION AND ITS INTEREST HOLDERS, GOVERNORS AND OTHER REPRESENTATIVES ARE

1 NOT CIVILLY OR CRIMINALLY LIABLE AND MAY NOT BE FOUND GUILTY IN CONNECTION
2 WITH AN INEFFECTIVE DIVISION UNDER ANY LAW OF THIS STATE PERTAINING TO:

3 1. THE FILING OF A FALSE OR OTHERWISE MISLEADING OR INACCURATE
4 DOCUMENT.

5 2. THE MAKING OF A FALSE OR OTHERWISE MISLEADING OR INACCURATE
6 STATEMENT.

7 3. ANY SIMILAR MATTER.

8 ARTICLE 7. MISCELLANEOUS PROVISIONS

9 29-2701. Consistency of application

10 IN APPLYING AND CONSTRUING THIS CHAPTER, CONSIDERATION MUST BE GIVEN TO
11 THE NEED TO PROMOTE CONSISTENCY OF THE LAW WITH RESPECT TO ITS SUBJECT MATTER
12 AMONG STATES THAT ENACT SIMILAR LEGISLATION.

13 29-2702. Relation to electronic signatures in global and
14 national commerce act

15 THIS CHAPTER MODIFIES, LIMITS AND SUPERSEDES THE ELECTRONIC SIGNATURES
16 IN GLOBAL AND NATIONAL COMMERCE ACT (P.L. 106-229; 114 STAT. 464; 15 UNITED
17 STATES CODE SECTIONS 7001 THROUGH 7031) BUT DOES NOT MODIFY, LIMIT OR
18 SUPERSEDE 15 UNITED STATES CODE SECTION 7001(c) OR AUTHORIZE ELECTRONIC
19 DELIVERY OF ANY OF THE NOTICES DESCRIBED IN 15 UNITED STATES CODE SECTION
20 7003(b).

21 29-2703. Saving clause

22 THIS CHAPTER DOES NOT AFFECT AN ACTION OR PROCEEDING COMMENCED OR RIGHT
23 ACCRUED BEFORE THE EFFECTIVE DATE OF THIS SECTION.

24 Sec. 66. Effective date

25 This act is effective from and after December 31, 2014.

APPROVED BY THE GOVERNOR APRIL 23, 2014.

FILED IN THE OFFICE OF THE SECRETARY OF STATE APRIL 24, 2014.