

17-78-403. Approval of conversion. (a) An agreement of conversion is not effective unless it has been approved:

- (1) By a domestic converting entity:
 - (A) In accordance with the requirements, if any, in its organic rules for approval of a conversion;
 - (B) if its organic rules do not provide for approval of a conversion, in accordance with the requirements, if any, in its organic law and organic rules for approval of:
 - (i) In the case of an entity that is not a corporation, a merger, as if the conversion were a merger; or
 - (ii) in the case of a corporation, a merger requiring approval by a vote of the interest holders of the corporation, as if the conversion were that type of merger; or
 - (C) if neither its organic law nor organic rules provide for approval of a conversion or a merger described in subparagraph (B), by all of the interest holders of the entity entitled to vote on or consent to any matter; and
- (2) in a record, by each interest holder of a domestic converting entity that will have interest holder liability for liabilities that arise after the conversion becomes effective, unless, in the case of an entity that is not a corporation:
 - (A) The organic rules of the entity provide in a record for the approval of a conversion or a merger in which some or all of its interest holders become subject to interest holder liability by the vote or consent of fewer than all of the interest holders; and
 - (B) the interest holder voted for or consented in a record to that provision of the organic rules or became an interest holder after the adoption of that provision.
- (b) A conversion of a foreign converting entity is not effective unless it is approved by the foreign entity in accordance with the law of the foreign entity's jurisdiction of organization.

History: L. 2009, ch. 47, § 25; July 1, 2010.