

16-6a-1518 Domestication of foreign nonprofit corporations.

- (1)
 - (a) Any foreign nonprofit corporation may become a domestic nonprofit corporation:
 - (i) by delivering to the division for filing articles of domestication meeting the requirements of Subsection (2);
 - (ii) if the board of directors of the foreign nonprofit corporation adopts the articles of domestication; and
 - (iii) its members, if any, approve the domestication.
 - (b) The adoption and approval of the domestication shall be in accordance with the consent requirements of Section 16-6a-1003 for amending articles of incorporation.
- (2)
 - (a) The articles of domestication shall meet the requirements applicable to articles of incorporation set forth in Sections 16-6a-105 and 16-6a-202, except that:
 - (i) the articles of domestication need not name, or be signed by, the incorporators of the foreign nonprofit corporation; and
 - (ii) any reference to the foreign nonprofit corporation's registered office, registered agent, or directors shall be to:
 - (A) the registered office and agent in Utah; and
 - (B) the directors in office at the time of filing the articles of domestication.
 - (b) The articles of domestication shall set forth:
 - (i) the date on which and jurisdiction where the foreign nonprofit corporation was first formed, incorporated, or otherwise came into being;
 - (ii) the name of the foreign nonprofit corporation immediately prior to the filing of the articles of domestication;
 - (iii) any jurisdiction that constituted the seat, location of incorporation, principal place of business, or central administration of the foreign nonprofit corporation immediately prior to the filing of the articles of domestication; and
 - (iv) a statement that the articles of domestication were:
 - (A) adopted by the foreign nonprofit corporation's board of directors; and
 - (B) approved by its members, if any.
- (3)
 - (a) Upon the filing of articles of domestication with the division, the foreign nonprofit corporation shall:
 - (i) be domesticated in this state;
 - (ii) be subject to all of the provisions of this chapter after the date of filing the articles of domestication; and
 - (iii) continue as if it had been incorporated under this chapter.
 - (b) Notwithstanding any other provisions of this chapter, the existence of the foreign nonprofit corporation shall be considered to have commenced on the date the foreign nonprofit corporation commenced its existence in the jurisdiction in which the foreign nonprofit corporation was first formed, incorporated, or otherwise came into being.
- (4) The articles of domestication, upon filing with the division, shall:
 - (a) become the articles of incorporation of the foreign nonprofit corporation; and
 - (b) be subject to amendments or restatement the same as any other articles of incorporation under this chapter.
- (5) The domestication of any foreign nonprofit corporation in this state may not be considered to affect any obligation or liability of the foreign nonprofit corporation incurred prior to its domestication.

- (6) The filing of the articles of domestication may not affect the choice of law applicable to the foreign nonprofit corporation, except that from the date the articles of domestication are filed, the law of Utah, including the provisions of this chapter, shall apply to the foreign nonprofit corporation to the same extent as if the foreign nonprofit corporation had been incorporated as a domestic nonprofit corporation of this state on that date.

Enacted by Chapter 300, 2000 General Session