

**Sunsets 1/1/2016**

**48-2c-1404 Approval of conversion.**

- (1) Any conversion involving a foreign subject entity must be permitted by the laws governing the foreign subject entity.
- (2) Any filing required to effect the conversion and the change in domicile of a surviving domestic company under the laws of each jurisdiction governing the foreign subject entity shall be timely made.
- (3) Prior to filing articles of conversion with the division:
  - (a) the conversion must first be approved in the manner provided for by applicable law or by the document, instrument, agreement, or other writing that governs the internal affairs of the subject entity, as appropriate; and
  - (b) the new operating agreement, if any, for the domestic company must be approved by the same authorization required to approve the conversion.
- (4) If applicable law, or the document, instrument, agreement, or other writing that governs the internal affairs of the subject entity, does not provide for the manner of approving the conversion, unanimous consent of the owners of the subject entity shall be required to approve the conversion and the new operating agreement.