

**Effective 5/12/2015**

**48-3a-1044 Amendment or abandonment of plan of conversion.**

- (1) A plan of conversion of a subject entity or domestic converting limited liability company may be amended:
  - (a) in the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended; or
  - (b) by the managers or members of the entity in the manner provided in the plan, but a member that was entitled to vote on or consent to approval of the conversion is entitled to vote on or consent to any amendment of the plan that will change:
    - (i) the amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received by any of the interest holders of the converting entity under the plan;
    - (ii) the public organic record or private organic rules of the converted entity that will be in effect immediately after the conversion becomes effective, except for changes that do not require approval of the interest holders of the converted entity under its organic law or organic rules; or
    - (iii) any other terms or conditions of the plan, if the change would adversely affect the interest holder in any material respect.
- (2) After a plan of conversion has been approved and before a statement of conversion becomes effective, the plan may be abandoned as provided in the plan. Unless prohibited by the plan, a subject entity or domestic converting limited liability company may abandon the plan in the same manner as the plan was approved.
- (3) If a plan of conversion is abandoned after a statement of conversion has been delivered to the division for filing and before the statement of conversion becomes effective, a statement of abandonment, signed by the converting entity, must be delivered to the division for filing before the time the statement of conversion becomes effective. The statement of abandonment takes effect on filing, and the conversion is abandoned and does not become effective. The statement of abandonment must contain:
  - (a) the name of the converting subject entity or limited liability company;
  - (b) the date on which the statement of conversion was delivered to the division for filing; and
  - (c) a statement that the conversion has been abandoned in accordance with this section.

Amended by Chapter 227, 2015 General Session