

1                    **UTAH REVISED BUSINESS CORPORATION ACT**  
2                    **AMENDMENTS RELATED TO TRANSFER OF**  
3                    **CORPORATIONS**

4                    2012 GENERAL SESSION

5                    STATE OF UTAH

6                    **Chief Sponsor: Gene Davis**

7                    House Sponsor: Brian S. King

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9                    **LONG TITLE**

10                  **General Description:**

11                  This bill modifies the Utah Revised Business Corporation Act to allow for domestic  
12                  corporations to transfer to another state.

13                  **Highlighted Provisions:**

14                  This bill:

- 15                  ▶ enacts provisions that allow a domestic corporation to transfer to another state.

16                  **Money Appropriated in this Bill:**

17                  None

18                  **Other Special Clauses:**

19                  None

20                  **Utah Code Sections Affected:**

21                  ENACTS:

22                  **16-10a-1533.5**, Utah Code Annotated 1953

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24                  *Be it enacted by the Legislature of the state of Utah:*

25                  Section 1. Section **16-10a-1533.5** is enacted to read:

26                  **16-10a-1533.5. Transfer to another state.**

27                  (1) A domestic corporation may transfer to or domesticate in a jurisdiction other than  
28                  this state if:

29                  (a) that jurisdiction permits the transfer to or domestication of the corporation in the

30 jurisdiction; and

31 (b) the transfer is approved by the shareholders as provided in the corporation's bylaws  
32 or, if the bylaws do not so provide, by all of the shareholders.

33 (2) (a) A domestic corporation transfers to or domesticates in a jurisdiction other than  
34 this state by delivering to the division for filing articles of transfer meeting the requirements of  
35 Subsection (2)(b).

36 (b) Articles of transfer shall state:

37 (i) the name of the corporation;

38 (ii) the date of filing of the corporation's original articles of incorporation with the  
39 division;

40 (iii) the jurisdiction to which the corporation is to be transferred or in which it is to be  
41 domesticated;

42 (iv) the future effective date, which shall be a date certain, of the transfer or  
43 domestication if it is not to be effective upon the filing of the articles of transfer;

44 (v) that the transfer or domestication has been approved by the shareholders;

45 (vi) that the existence of the corporation as a domestic corporation of this state shall  
46 cease when the articles of transfer become effective;

47 (vii) the agreement of the corporation that it may be served with process in this state in  
48 any proceeding for enforcement of any obligation of the corporation arising while it was a  
49 corporation under the laws of this state; and

50 (viii) if the corporation does not apply for authority to transact business in this state as  
51 a foreign corporation pursuant to Section 16-10a-1503, the address to which a copy of service  
52 of process may be made under Subsection (2)(b)(vii).

53 (3) When the articles of transfer are filed with the division, or upon the future, delayed  
54 effective date of the articles of transfer, and after payment to the division of the fees prescribed  
55 under this chapter, the corporation shall cease to exist as a domestic corporation of this state.

56 Thereafter, a certificate of the division as to the transfer is prima facie evidence of the transfer  
57 or domestication by the corporation out of this state.

58           (4) Transfer or domestication of a corporation out of this state in accordance with this  
59 section and the resulting cessation of its existence as a domestic corporation of this state may  
60 not be considered to affect:

61           (a) an obligation or liability of the corporation incurred before the transfer or  
62 domestication or the personal liability of any person incurred before the transfer or  
63 domestication, including, any taxes owing to this state; or

64           (b) the choice of law applicable to the corporation with respect to matters arising  
65 before the transfer or domestication.