

**CHAPTER 570**

**(House Bill 1357)**

AN ACT concerning

**Limited Liability Companies – Mergers**

FOR the purpose of authorizing a domestic limited liability company to merge into one or more foreign limited liability companies; authorizing one or more foreign limited liability companies to merge into a domestic limited liability company; requiring a domestic limited liability company to approve a merger in a certain manner and by a certain vote under certain circumstances; making certain stylistic changes; and generally relating to mergers of limited liability companies.

BY repealing and reenacting, with amendments,

Article – Corporations and Associations

Section 4A-701 and 4A-702(f)

Annotated Code of Maryland

(1999 Replacement Volume and 2001 Supplement)

SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF MARYLAND, That the Laws of Maryland read as follows:

**Article – Corporations and Associations**

4A-701.

(a) Unless the operating agreement provides otherwise, a domestic limited liability company may merge into [1] ONE or more:

(1) [Limited] DOMESTIC LIMITED liability companies;

(2) FOREIGN LIMITED LIABILITY COMPANIES;

[(2)] (3) Partnerships;

[(3)] (4) Limited partnerships;

[(4)] (5) Corporations having capital stock; or

[(5)] (6) Business trusts having transferable units of beneficial interest.

(b) One or more DOMESTIC limited liability companies, FOREIGN LIMITED LIABILITY COMPANIES, partnerships, limited partnerships, corporations having capital stock, or business trusts having transferable units of beneficial interest may merge into a domestic limited liability company.

4A-702.

(f) [A] UNLESS OTHERWISE PROVIDED IN THE OPERATING AGREEMENT, A DOMESTIC limited liability company shall approve the merger [by the unanimous