

302A.692 RESTRICTIONS ON APPROVAL OF CONVERSIONS.

Subdivision 1. **Personal liability of shareholder.** If a shareholder of a converting corporation will have personal liability with respect to a converted organization, approval or amendment of a plan of conversion is ineffective without the consent of the shareholder, unless:

(1) a shareholder control agreement of the converting corporation provides for approval of a conversion with the consent of fewer than all the members; and

(2) the shareholder has consented to the provision of the shareholder control agreement.

Subd. 2. **Consent.** A shareholder does not give the consent required by subdivision 1 merely by consenting to a provision of a shareholder control agreement that permits the shareholder control agreement to be amended with the consent of fewer than all shareholders.

History: *2014 c 157 art 2 s 17,31*

NOTE: This section, as added by Laws 2014, chapter 157, article 2, section 17, is effective August 1, 2015. Laws 2014, chapter 157, article 2, section 31.