

302A.691 EFFECTIVE DATE OR TIME OF CONVERSION; EFFECT.

Subdivision 1. **Effective date or time.** A conversion is effective when the articles of conversion are filed with the secretary of state or on a later date or at a later time specified in the articles of conversion.

Subd. 2. **Effect on organization.** (a) A converted organization is for all purposes the same organization as the converting organization, having been incorporated or organized on the date that the converting organization was originally incorporated or organized.

(b) When a conversion becomes effective:

(1) if the converted organization is a domestic corporation, the converted organization has all the rights, privileges, immunities, and powers, and is subject to all the duties and liabilities, of a corporation incorporated under this chapter;

(2) if the converted organization is a domestic limited liability company, the converted organization has all the rights, privileges, immunities, and powers, and is subject to all the duties and liabilities, of a limited liability company organized under chapter 322B;

(3) all property owned by the converting organization remains vested in the converted organization;

(4) all debts, liabilities, and other obligations of the converting organization continue as obligations of the converted organization;

(5) an action or proceeding pending by or against the converting organization may be continued as if the conversion had not occurred; and

(6) all rights, privileges, immunities, and powers of the converting organization remain vested in the converted organization.

[See Note.]

Subd. 3. **Effect on shareholders or members.** When a conversion becomes effective, each share or membership interest in the converting organization is deemed to be converted into shares or membership interests in the converted organization or, in whole or in part, into money or other property to be received under the plan by the shareholders or the members, subject to any dissenters' rights under section 302A.471, in the case of shareholders of a converting organization that is a domestic corporation, or section 322B.383, in the case of members of a converting organization that is a domestic limited liability company.

[See Note.]

History: 2004 c 199 art 14 s 28; 2014 c 157 art 2 s 16,31; 2014 c 170 s 25,26

NOTE: Subdivisions 2 and 3 were also amended by Laws 2014, chapter 157, article 2, section 16, effective August 1, 2015, to read as follows:

"Subd. 2. **Effect on organization.** (a) A converted organization is for all purposes the same organization as the converting organization, having been incorporated, organized, or formed on the date that the converting organization was originally incorporated, organized, or formed.

(b) When a conversion becomes effective:

(1) all property owned by the converting organization remains vested in the converted organization;

(2) all debts, liabilities, and other obligations of the converting organization continue as obligations of the converted organization;

(3) an action or proceeding pending by or against the converting organization may be continued as if the conversion had not occurred; and

(4) all rights, privileges, immunities, and powers of the converting organization remain vested in the converted organization.

Subd. 3. **Foreign organization.** A converted organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any debt, obligation, or other liability for which the converting corporation is liable if, before the conversion, the converting corporation was subject to suit in this state on the debt, obligation, or other liability. A converted organization that is a foreign organization and not authorized to transact business in this state appoints the secretary of state as its agent for service of process for purposes of enforcing a debt, obligation, or other liability under this subdivision. Service on the secretary of state under this subdivision must be made in the same manner and has the same consequences as in section 5.25, subdivisions 4 and 5."