

322B.783 ACTION ON PLAN OF CONVERSION BY CONVERTING CORPORATION.

Subdivision 1. **Approval of plan of conversion.** Subject to section 322B.789, a plan of conversion of a converting limited liability company must be approved under subdivisions 2 and 3.

Subd. 2. **Board approval; notice to members.** A resolution containing the plan of conversion must be approved by the affirmative vote of a majority, or more if so provided in the converting limited liability company's organizational documents, of the governors present at a meeting of the board of governors of the converting limited liability company and must then be submitted at a regular or special meeting to the members of the converting limited liability company. Written notice must be given to every member of the converting limited liability company, whether or not entitled to vote at the meeting, not less than 14 days or more than 60 days before the meeting. The written notice must state that a purpose of the meeting is to consider the proposed plan of conversion. A copy or short description of the plan of conversion must be included in or enclosed with the notice.

Subd. 3. **Approval by members.** At the meeting, a vote of the members must be taken on the proposed plan. The plan of conversion is adopted when approved by the affirmative vote of the holders of a majority of the voting power of all membership interests entitled to vote. A class or series of membership interests is entitled to vote as a class or series on the approval of the plan unless otherwise provided in the articles or member control agreement, in which case the articles or member control agreement shall govern such class voting rights to the exclusion of section 322B.155.

Subd. 4. **Amendment of plan or abandonment of conversion.** Subject to section 322B.789 and any contractual rights, after a conversion is approved, and at any time before articles of conversion are delivered to the secretary of state for filing under section 322B.785, a converting limited liability company may amend the plan or abandon the conversion:

- (1) as provided in the plan; or
- (2) except as otherwise prohibited in the plan, by the same consent as was required to approve the plan.

History: 2015 c 39 s 22