489.1014 Restrictions on approval of mergers, conversions, and domestications.

- 1. If a member of a constituent, converting, or domesticating limited liability company will have personal liability with respect to a surviving, converted, or domesticated organization, approval or amendment of a plan of merger, conversion, or domestication is ineffective without the consent of the member, unless all of the following apply:
- a. The company's operating agreement provides for approval of a merger, conversion, or domestication with the consent of fewer than all the members.
 - b. The member has consented to the provision of the operating agreement.
- 2. A member does not give the consent required by subsection 1 merely by consenting to a provision of the operating agreement that permits the operating agreement to be amended with the consent of fewer than all the members.

2008 Acts, ch 1162, \$84, 155 Referred to in \$489.110, \$489.1003, \$489.1007, \$489.1011