

**489.1054 Amendment or abandonment of plan of domestication.**

1. A plan of domestication of a domestic domesticating limited liability company may be amended according to any of the following:

a. In the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended.

b. By its managers or members in the manner provided in the plan, but a member that was entitled to vote on or consent to approval of the domestication is entitled to vote on or consent to any amendment of the plan that will change any of the following:

(1) The amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received by any of the members of the domesticating limited liability company under the plan.

(2) The certificate of organization or operating agreement of the domesticated limited liability company that will be in effect immediately after the domestication becomes effective, except for changes that do not require approval of the members of the domesticated limited liability company under its organic law or operating agreement.

(3) Any other terms or conditions of the plan, if the change would adversely affect the member in any material respect.

2. After a plan of domestication has been approved by a domestic domesticating limited liability company and before a statement of domestication becomes effective, the plan may be abandoned as provided in the plan. Unless prohibited by the plan, a domestic domesticating limited liability company may abandon the plan in the same manner as the plan was approved.

3. If a plan of domestication is abandoned after a statement of domestication has been delivered to the secretary of state for filing and before the statement becomes effective, a statement of abandonment, signed by the domesticating limited liability company, must be delivered to the secretary of state for filing before the statement of domestication becomes effective. The statement of abandonment takes effect on filing, and the domestication is abandoned and does not become effective. The statement of abandonment must contain all of the following:

a. The name of the domesticating limited liability company.

b. The date on which the statement of domestication was filed by the secretary of state.

c. A statement that the domestication has been abandoned in accordance with [this section](#).

**2023 Acts, ch 152, §108, 161**

Referred to in [§489.208](#)

Section effective January 1, 2024; 2023 Acts, ch 152, §161

NEW section