

without providing for notice and opportunity for hearing. The notice of hearing shall be provided no later than fifty days after the proposal for reorganization has been filed.

Sec. 2. **EFFECTIVE DATE.** This Act, being deemed of immediate importance, takes effect upon enactment.

Approved April 15, 1998

CHAPTER 1098
LIMITED PARTNERSHIP MERGERS
S.F. 2399

AN ACT providing for the merger of a limited partnership with other business entities.

Be It Enacted by the General Assembly of the State of Iowa:

Section 1. **NEW SECTION.** 487.1201 MERGER.

1. Any one or more limited partnerships may merge with or into any one or more limited partnerships, limited liability companies, or corporations, provided that no limited partner of a limited partnership that is a party to the merger will, as a result of the merger, become personally liable for the liabilities or obligations of any other person or entity unless that limited partner approves the plan of merger or otherwise consents to becoming personally liable.

2. Unless otherwise provided in the partnership agreement, each domestic limited partnership which is to merge must approve the merger by approval of all general partners, and by limited partners who own more than fifty percent of the then current percentage or other interest in the profits of the domestic limited partnership owned by all of the limited partners. If more than one class or group of limited partners exists, the merger must be approved by the limited partners in each class or group who own more than fifty percent of the then current percentage or other interest in the profits of the domestic limited partnership owned by all of the limited partners of such class or group.

3. In connection with a merger under this section, rights or securities of, or interests in, a limited partnership, limited liability company, or corporation which is a constituent party to the merger may be exchanged for or converted into cash, property, rights, or securities of, or interest in, a limited partnership, limited liability company, or corporation which is the surviving entity or, in addition to or in lieu of such cash, property, rights, securities, or interests, may be exchanged for or converted into cash, property, rights, or securities of, or interest in, a limited partnership, limited liability company, or corporation other than the surviving entity.

Sec. 2. **NEW SECTION.** 487.1202 PLAN OF MERGER.

1. Each constituent party to the merger must enter into a written plan of merger, which must be approved in accordance with section 487.1203.

2. The plan of merger must set forth all of the following:

a. The name of each constituent party to the merger and the name of the surviving entity into which each other constituent party proposes to merge.

b. The terms and conditions of the proposed merger.

c. The manner and basis of converting the interests in each constituent party to the merger into interests, shares, or other securities or obligations of the surviving entity, or of any other entity, or, in whole or in part, into cash or other property.

d. Such amendments to the certificate of limited partnership of a limited partnership, articles of organization of a limited liability company, or articles or certificate of incorporation of a corporation, as the case may be, of the surviving entity as are desired to be effected by the merger, or that such changes are not desired.

e. Other provisions relating to the proposed merger as are deemed necessary or desirable.

Sec. 3. NEW SECTION. 487.1203 ACTION ON PLAN.

1. A proposed plan of merger complying with the requirements of section 487.1202 shall be approved in the manner provided by this section:

a. A limited partnership which is a party to a proposed merger shall have the plan of merger authorized and approved in the manner and by the vote required in section 487.1201.

b. A limited liability company which is a party to a proposed merger shall have the plan of merger authorized and approved as required by chapter 490A.

c. A corporation which is a party to a proposed merger shall have the plan of merger authorized and approved in the manner and by the vote required by chapter 490.

2. After a merger is authorized, unless the plan of merger provides otherwise, and at any time before articles of merger as provided for in section 487.1204 are filed, the plan of merger may be abandoned subject to any contractual rights, in accordance with the procedure set forth in the plan of merger or, if none is set forth, in one of the following ways:

a. By the limited partners of any limited partnership that is a constituent party as provided in section 487.1201.

b. By the majority consent of the members of each limited liability company that is a constituent party, unless the articles of organization or an operating agreement of such limited liability company provides otherwise.

c. In the manner determined by the board of directors of any corporation that is a constituent entity.

Sec. 4. NEW SECTION. 487.1204 ARTICLES OF MERGER.

1. After a plan of merger is approved as provided in section 487.1203, the surviving entity shall deliver to the secretary of state for filing articles of merger duly executed by each constituent party setting forth all of the following:

a. The name of each constituent party.

b. The plan of merger.

c. The effective date of the merger if later than the date of filing of the articles of merger.

d. The name of the surviving entity.

e. A statement that the plan of merger was duly authorized and approved by each constituent party as provided in section 487.1203.

2. A merger takes effect upon the later of the effective date of the filing of the articles of merger or the date set forth in the plan of merger.

Sec. 5. NEW SECTION. 487.1205 EFFECT OF MERGER.

When a merger takes effect all of the following apply:

1. Every other constituent party merges into the surviving entity and the separate existence of every constituent party except the surviving entity ceases.

2. The title to all real estate and other property owned by each constituent party is vested in the surviving entity without reversion or impairment.

3. The surviving entity has all liabilities of each constituent party.

4. A proceeding pending against any constituent party may be continued as if the merger did not occur or the surviving entity may be substituted in the proceeding for the constituent party whose existence ceased.

5. The articles or limited partnership agreement of the surviving entity are amended to the extent provided in the plan of merger.

6. The shares or interests of each constituent party that are to be converted into shares,

obligations, or other securities of the surviving or any other entity or into cash or other property are converted, and the former holders of the shares or interests are entitled only to the rights provided in the articles of merger except for dissenters' rights provided by law.

7. Except as provided by agreement with a person to whom a general partner of a limited partnership is obligated, a merger of a limited partnership that has become effective shall not affect any obligation of liability existing at the time of such merger of a general partner of a limited partnership which is merging.

8. If a limited partnership is a constituent party to a merger that becomes effective, but the limited partnership is not the surviving entity of the merger, a judgment creditor of a general partner of such limited partnership may not levy execution against the assets of the general partner to satisfy a judgment based on a claim against the surviving entity of the merger unless any of the following applies:

a. A judgment based on the same claim has been obtained against the surviving entity of the merger and a writ of execution on the judgment is returned unsatisfied in whole or in part.

b. The surviving entity of the merger is a debtor in bankruptcy.

c. The general partner agrees that the creditor need not exhaust the assets of the limited partnership that was not the surviving entity of the merger.

d. The general partner agrees that the creditor need not exhaust the assets of the surviving entity of the merger.

e. A court grants permission to the judgment creditor to levy execution against the assets of the general partner based on a finding that the assets of the surviving entity of the merger that are subject to execution are clearly insufficient to satisfy the judgment, that exhaustion of the assets of the surviving entity of the merger is excessively burdensome, or that the grant of permission is an appropriate exercise of the court's equitable powers.

f. Liability is imposed on the general partner by law or contract independent of the existence of the surviving entity of the merger.

Sec. 6. NEW SECTION. 487.1206 MERGER WITH FOREIGN ENTITY.

1. Any one or more limited partnerships of this state may merge with or into one or more foreign limited partnerships, foreign limited liability companies, or foreign corporations, or any one or more foreign limited partnerships, foreign limited liability companies, or foreign corporations may merge with or into any one or more limited partnerships of this state, if all of the following apply:

a. The merger is permitted by the law of the state or jurisdiction under whose law each foreign constituent party is organized or formed and each foreign constituent party complies with that law in effecting the merger.

b. The foreign constituent party complies with section 487.1204 if it is the surviving entity.

c. Each domestic constituent party complies with the applicable provisions of sections 487.1202 and 487.1203 and, if it is the surviving entity, with section 487.1204.

2. Upon a merger involving one or more domestic limited partnerships taking effect, if the surviving entity is to be governed by the law of any state other than this state or of any foreign country, the surviving entity shall agree to both of the following:

a. That it may be served with process in this state in any proceeding for enforcement of any obligation of any constituent party to the merger that was organized under the law of this state, as well as for enforcement of any obligation of the surviving entity arising from the merger.

b. To irrevocably appoint the secretary of state as its agent for service of process in any such proceeding, and the surviving entity shall specify the address to which a copy of the process shall be mailed to it by the secretary of state.

3. The effect of the merger shall be as provided in section 487.1205, if the surviving entity is to be governed by the law of this state. If the surviving entity is to be governed by the law

of any jurisdiction other than this state, the effect of the merger shall be the same as provided in section 487.1205, except insofar as the law of the other jurisdiction provides otherwise.

Approved April 15, 1998

CHAPTER 1099

VALIDITY OF CERTAIN MARRIAGES

H.F. 382

AN ACT relating to certain relationships including certain marriages.

Be It Enacted by the General Assembly of the State of Iowa:

Section 1. Section 595.2, Code 1997, is amended to read as follows:

595.2 AGE — GENDER.

1. ~~A Only a marriage between a male and a female each eighteen years of age or older is valid.~~

2. ~~A Additionally, a marriage between a male and a female is valid only if each is eighteen years of age or older. However, if either or both of whom the parties have not attained that age, the marriage may be valid under the circumstances prescribed in this section.~~

3. ~~If either party to a marriage falsely represents the party's self to be eighteen years of age or older at or before the time the marriage is solemnized, the marriage is valid unless the person who falsely represented their age chooses to void the marriage by making their true age known and verified by a birth certificate or other legal evidence of age in an annulment proceeding initiated at any time before the person reaches their eighteenth birthday. A child born of a marriage voided under this subsection is legitimate.~~

4. ~~A marriage license may be issued to a male and a female either or both of whom are sixteen or seventeen years of age if:~~

a. ~~The parents of the underaged party or parties certify in writing that they consent to the marriage. If one of the parents of any underaged party to a proposed marriage is dead or incompetent the certificate may be executed by the other parent, if both parents are dead or incompetent the guardian of the underaged party may execute the certificate, and if the parents are divorced the parent having legal custody may execute the certificate and~~

b. ~~The certificate of consent of the parents, parent, or guardian is approved by a judge of the district court or, if both parents of any underaged party to a proposed marriage are dead, incompetent, or cannot be located and the party has no guardian, the proposed marriage is approved by a judge of the district court. A judge shall grant approval under this subsection only if the judge finds the underaged party or parties capable of assuming the responsibilities of marriage and that the marriage will serve the best interest of the underaged party or parties. Pregnancy alone does not establish that the proposed marriage is in the best interest of the underaged party or parties, however, if pregnancy is involved the court records which pertain to the fact that the female is pregnant shall be sealed and available only to the parties to the marriage or proposed marriage or to any interested party securing an order of the court.~~

c. ~~If a parent or guardian withholds consent, the judge upon application of a party to a proposed marriage shall determine if the consent has been unreasonably withheld. If the judge so finds, the judge shall proceed to review the application under paragraph "b" of this subsection.~~