

**489.1001 Definitions.**

As used in [this article](#):

1. “*Constituent limited liability company*” means a constituent organization that is a limited liability company.
2. “*Constituent organization*” means an organization that is party to a merger.
3. “*Converted organization*” means the organization into which a converting organization converts pursuant to [sections 489.1006 through 489.1009](#).
4. “*Converting limited liability company*” means a converting organization that is a limited liability company.
5. “*Converting organization*” means an organization that converts into another organization pursuant to [section 489.1006](#).
6. “*Domesticated company*” means the company that exists after a domesticating foreign limited liability company or limited liability company effects a domestication pursuant to [sections 489.1010 through 489.1013](#).
7. “*Domesticating company*” means the company that effects a domestication pursuant to [sections 489.1010 through 489.1013](#).
8. “*Governing statute*” means the statute that governs an organization’s internal affairs.
9. “*Organization*” means a general partnership, including a limited liability partnership, limited partnership, including a limited liability limited partnership, limited liability company, business trust, corporation, or any other person having a governing statute. The term includes a domestic or foreign organization regardless of whether organized for profit.
10. “*Organizational documents*” means all of the following:
  - a. For a domestic or foreign general partnership, its partnership agreement.
  - b. For a limited partnership or foreign limited partnership, its certificate of limited partnership and partnership agreement.
  - c. For a domestic or foreign limited liability company, its certificate or articles of organization and operating agreement, or comparable records as provided in its governing statute.
  - d. For a business trust, its agreement of trust and declaration of trust.
  - e. For a domestic or foreign corporation for profit, its articles of incorporation, bylaws, and other agreements among its shareholders which are authorized by its governing statute, or comparable records as provided in its governing statute.
  - f. For any other organization, the basic records that create the organization and determine its internal governance and the relations among the persons that own it, have an interest in it, or are members of it.
11. “*Personal liability*” means liability for a debt, obligation, or other liability of an organization which is imposed on a person that co-owns, has an interest in, or is a member of the organization by any of the following:
  - a. The governing statute solely by reason of the person co-owning, having an interest in, or being a member of the organization.
  - b. The organization’s organizational documents under a provision of the governing statute authorizing those documents to make one or more specified persons liable for all or specified debts, obligations, or other liabilities of the organization solely by reason of the person or persons co-owning, having an interest in, or being a member of the organization.
12. “*Surviving organization*” means an organization into which one or more other organizations are merged whether the organization preexisted the merger or was created by the merger.

[2008 Acts, ch 1162, §71, 155](#)

Referred to in [§489.14604](#)