



Ohio Revised Code

Section 1706.73 Merger or conversion consent if personal liability will attach.

Effective: April 12, 2021

Legislation: Senate Bill 276 - 133rd General Assembly

(A) If a member of a constituent or converting limited liability company will have personal liability with respect to a surviving or converted entity, approval or amendment of a plan of merger or a declaration of conversion are ineffective without the consent of the member, unless both of the following conditions are met:

(1) The limited liability company's operating agreement provides for approval of a merger or conversion with the consent of fewer than all the members.

(2) The member has consented to the provision of the operating agreement described in division (A)(1) of this section.

(B) A member does not give the consent required by division (A) of this section 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.
