



Ohio Revised Code

Section 1776.73 Conversion of domestic partnership into another entity.

Effective: August 6, 2008

Legislation: House Bill 332 - 127th General Assembly

(A) Except as otherwise provided in division (B)(2) of this section, a domestic partnership may be converted into a domestic or foreign entity other than a domestic partnership pursuant to a written declaration of conversion as this section provides if that conversion is permitted by the chapter of the Revised Code or by the laws under which the converted entity will exist.

(B)(1) The written declaration of conversion shall set forth all of the following:

(a) The name and form of entity that is being converted, the name of the entity into which the entity will be converted, the form of the converted entity, and the jurisdiction of formation of the converted entity;

(b) If the converted entity is a domestic entity, the complete terms of all documents required under the applicable chapter of the Revised Code to form the converted entity;

(c) If the converted entity is a foreign entity, all of the following:

(i) The complete terms of all documents required under the law governing the converted entity's formation;

(ii) The consent of the converted entity to be sued and served with process in this state, and the irrevocable appointment of the secretary of state as the agent of the converted entity to accept service of process in this state to enforce against the converted entity any obligation of the converting partnership or to enforce the rights of a dissenting partner of the converting partnership;

(iii) If the converted entity desires to transact business in this state, the information required to qualify or be licensed under the applicable chapter of the Revised Code.

(d) All other statements and matters required to be set forth in the declaration of conversion by the



applicable chapter of the Revised Code if the converted entity is a domestic entity, or by the laws under which the converted entity will be formed, if the converted entity is a foreign entity;

(e) The terms of the conversion, the mode of carrying those terms into effect, and the manner and basis of converting the interests of shares of the converting partnership into, or exchanging the interests in the converting partnership for, interests, evidences of indebtedness, other securities, cash, rights, or any other property or any combination of interests, evidences of indebtedness, other securities, cash, rights, or any other property of the converted entity.

(2) No conversion or exchange described in this section shall be effected if there are reasonable grounds to believe that the conversion or exchange would render the converted entity unable to pay its obligations as the obligations become due in the usual course of its affairs.

(C) The written declaration of conversion may set forth any of the following:

(1) The effective date of the conversion, to be on or after the filing date of the certificate of conversion pursuant to section 1776.74 of the Revised Code;

(2) A provision authorizing the converting partnership to abandon the proposed conversion by an action of the partners of the converting partnership that is taken prior to filing the certificate of conversion pursuant to section 1776.74 of the Revised Code;

(3) A statement of, or a statement of the method to be used to determine, the fair value of the assets owned by the converting partnership at the time of the conversion;

(4) A listing of the parties to the declaration of conversion, in addition to the converting entity;

(5) Any additional provision necessary or desirable with respect to the proposed conversion or the converted entity.

(D) No declaration of conversion is effective unless adopted by the partners.

(E)(1) Each partner, whether or not entitled to vote or act, shall be given written notice of any



meeting of partners of a partnership or any proposed action by the partners that is to adopt a declaration of conversion. The notice shall be given to the partners either as provided in writing in the partnership agreement, by mail at the address of each partner as it appears on the records of the partnership, or in person. Unless the partnership agreement provides a shorter or longer period, notice shall be given not less than seven nor more than sixty days before the meeting or the effective date of the action.

(2) A copy or a summary of the material provisions of the declaration of conversion shall accompany the notice described in division (E)(1) of this section.

(F) The unanimous vote or action of the partners of a converting partnership, or a different number or proportion as provided in writing in the partnership agreement, is required to adopt a declaration of conversion. If the declaration of conversion would effect or authorize any action that under any applicable law or the partnership agreement could be effected or authorized only pursuant to a specified vote or action of the partners or a class or group of partners, the same vote or action as would be required to effect that change or authorize that action is necessary to adopt or approve the declaration of conversion.

(G)(1) At any time before the filing of the certificate of conversion pursuant to section 1776.74 of the Revised Code, the conversion may be abandoned by all of the partners of the converting partnership or by any representatives authorized to do so by the declaration of conversion, or by the same vote as was required to adopt the declaration of conversion.

(2) The declaration of conversion may contain a provision authorizing less than all of the partners to amend the declaration of conversion at any time before the filing of the certificate of conversion pursuant to section 1776.74 of the Revised Code, except that after the partners adopt the declaration of conversion, approval of all of the partners is necessary to amend the declaration of conversion to do any of the following:

(a) Alter or change the amount or kind of interests, shares, evidences of indebtedness, other securities, cash, rights, or any other property to be received by the partners of the converting partnership in conversion of, or exchange for, their interests;



(b) Alter or change any term of the organizational documents of the converted entity except for alterations or changes that are adopted with the vote or action of the persons the vote or action of which would be required for the alteration or change after the conversion;

(c) Alter or change any other terms and conditions of the declaration of conversion if any of the alterations or changes, alone or in the aggregate, materially and adversely would affect the partners or any class or group of partners of the converting partnership.