



Ohio Revised Code

Section 1776.75 Effect of conversion - action to set aside.

Effective: August 6, 2008

Legislation: House Bill 332 - 127th General Assembly

(A) Upon a conversion becoming effective, all of the following apply:

(1) The converting entity is continued in the converted entity.

(2) The converted entity exists, and the converting entity ceases to exist.

(3) The converted entity possesses both of the following and both of the following continue in the converted entity without any further act or deed:

(a) Except to the extent limited by requirements of applicable law, both of the following:

(i) All assets and property of every description of the converting entity and every interest in the assets and property of the converting entity, wherever the assets, property, and interests are located. Title to any real estate or any interest in real estate that was vested in the converting entity does not revert or in any way is impaired by reason of the conversion.

(ii) The rights, privileges, immunities, powers, franchises, and authority, whether of a public or a private nature, of the converting entity.

(b) All obligations belonging or due to the converting entity.

(4) All the rights of creditors of the converting entity are preserved unimpaired, and all liens upon the property of the converting entity are preserved unimpaired. A partner of a converting partnership who is not a general partner of the converted entity is not liable for any obligation incurred after the conversion except for either of the following:

(a) If the converted entity is a partnership, to the extent that a creditor of the converting partnership extends credit to the converted entity, reasonably believing that the former partner is a general



partner of the converted entity;

(b) If the converted entity is not a partnership then to the extent provided in division (B) of section 1776.56 of the Revised Code, deeming for purposes of this division that a certificate of conversion constitutes a statement of dissociation under section 1776.57 of the Revised Code.

(B) If a partner of a converting partnership is not a general partner of the converted entity, unless that partner agrees otherwise in writing, the converted entity shall indemnify the partner against all present or future liabilities of the converting partnership of which the partner was a partner. Liabilities of the converting partnership, for purposes of this division, include any amount payable pursuant to section 1776.77 of the Revised Code to a partner of the converting partnership.

(C) In the case of a conversion into a foreign corporation, limited liability company, limited partnership, or limited liability partnership that is not licensed or registered to transact business in this state, if the converted entity intends to transact business in this state and the certificate of conversion is accompanied by the information described in division (B)(4) of section 1776.70 of the Revised Code, on the effective date of the conversion the converted entity is considered to have complied with the requirements for procuring a license or registration to transact business in this state as a foreign corporation, limited liability company, limited partnership, or limited liability partnership as the case may be. A copy of the certificate of conversion certified by the secretary of state constitutes the license certificate prescribed for a foreign corporation or the application for registration prescribed for a foreign limited liability company, foreign limited partnership, or foreign limited liability partnership.

(D) Any action to set aside a conversion on the grounds of noncompliance with a section of the Revised Code that is applicable to the conversion shall be forever barred unless that action is brought within ninety days after the effective date of the conversion.

(E) In the case of a converting or converted entity organized or existing under the laws of any state other than this state, this section is subject to the laws of the state under which that entity exists or in which it has property.