

**As Passed by the House**

**124th General Assembly**

**Regular Session**

**2001-2002**

**Sub. H. B. No. 349**

**REPRESENTATIVES Goodman, Seitz, Gilb, Schmidt, Britton, Willamowski,  
Manning, Sulzer, Womer Benjamin, Coates, Barrett, Schneider, Salerno,  
McGregor, Reidelbach, Aslanides, Collier**

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**A B I L L**

To amend sections 111.16, 1775.20, and 1782.433 and to 1  
enact sections 1775.45 to 1745.52, 1782.241, and 2  
1782.242 of the Revised Code to modify the Uniform 3  
Partnership Law relative to the accounting a 4  
partner must make to the partnership and mergers 5  
and consolidations involving a general partnership, 6  
and to modify the Limited Partnerships Law relative 7  
to the standard of care owed a partnership by the 8  
general partners and self-dealing by a partner. 9

**BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF OHIO:**

**Section 1.** That sections 111.16, 1775.20, and 1782.433 be 10  
amended and sections 1775.45, 1775.46, 1775.47, 1775.48, 1775.49, 11  
1775.50, 1775.51, 1775.52, 1782.241, and 1782.242 of the Revised 12  
Code be enacted to read as follows: 13

**Sec. 111.16.** The secretary of state shall charge and collect, 14  
for the benefit of the state, the following fees: 15

(A) For filing and recording articles of incorporation of a 16  
domestic corporation, including designation of agent: 17

(1) Wherein the corporation shall not be authorized to issue 18

any shares of capital stock, one hundred twenty-five dollars;	19
(2) Wherein the corporation shall be authorized to issue shares of capital stock, with or without par value:	20
(a) Ten cents for each share authorized up to and including one thousand shares;	21
(b) Five cents for each share authorized in excess of one thousand shares up to and including ten thousand shares;	22
(c) Two cents for each share authorized in excess of ten thousand shares up to and including fifty thousand shares;	23
(d) One cent for each share authorized in excess of fifty thousand shares up to and including one hundred thousand shares;	24
(e) One-half cent for each share authorized in excess of one hundred thousand shares up to and including five hundred thousand shares;	25
(f) One-quarter cent for each share authorized in excess of five hundred thousand shares; provided no fee shall be less than one hundred twenty-five dollars or greater than one hundred thousand dollars.	26
(B) For filing and recording a certificate of amendment to or amended articles of incorporation of a domestic corporation, or for filing and recording a certificate of reorganization, a certificate of dissolution, or an amendment to a foreign license application:	27
(1) If the domestic corporation is not authorized to issue any shares of capital stock, fifty dollars;	28
(2) If the domestic corporation is authorized to issue shares of capital stock, fifty dollars, and in case of any increase in the number of shares authorized to be issued, a further sum computed in accordance with the schedule set forth in division (A)(2) of this section less a credit computed in the same manner	29

for the number of shares previously authorized to be issued by the  
corporation; provided no fee under division (B)(2) of this section  
shall be greater than one hundred thousand dollars;

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(3) If the foreign corporation is not authorized to issue any  
shares of capital stock, fifty dollars;

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(4) If the foreign corporation is authorized to issue shares  
of capital stock, fifty dollars.

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(C) For filing and recording articles of incorporation of a  
savings and loan association, one hundred twenty-five dollars; and  
for filing and recording a certificate of amendment to or amended  
articles of incorporation of a savings and loan association, fifty  
dollars;

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(D) For filing and recording a certificate of merger or  
consolidation, one hundred twenty-five dollars and, in the case of  
any new corporation resulting from a consolidation or any  
surviving corporation that has an increased number of shares  
authorized to be issued resulting from a merger, an additional sum  
computed in accordance with the schedule set forth in division  
(A)(2) of this section less a credit computed in the same manner  
for the number of shares previously authorized to be issued or  
represented in this state by each of the corporations for which a  
consolidation or merger is effected by the certificate;

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(E) For filing and recording articles of incorporation of a  
credit union or the American credit union guaranty association,  
one hundred twenty-five dollars, and for filing and recording a  
certificate of increase in capital stock or any other amendment of  
the articles of incorporation of a credit union or the  
association, fifty dollars;

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(F) For filing and recording articles of organization of a  
limited liability company, for filing and recording an application  
to become a registered foreign limited liability company, for

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filing and recording a registration application to become a 80  
domestic limited liability partnership, or for filing and 81  
recording an application to become a registered foreign limited 82  
liability partnership, one hundred twenty-five dollars; 83

(G) For filing and recording a certificate of limited 84  
partnership or an application for registration as a foreign 85  
limited partnership, one hundred twenty-five dollars. 86

(H) For filing a copy of papers evidencing the incorporation 87  
of a municipal corporation or of annexation of territory by a 88  
municipal corporation, five dollars, to be paid by the municipal 89  
corporation, the petitioners therefor, or their agent; 90

(I) For filing and recording any of the following: 91

(1) A license to transact business in this state by a foreign 92  
corporation for profit pursuant to section 1703.04 of the Revised 93  
Code or a foreign nonprofit corporation pursuant to section 94  
1703.27 of the Revised Code, one hundred twenty-five dollars; 95

(2) An annual report or annual statement pursuant to section 97  
1775.63 or 1785.06 of the Revised Code, twenty-five dollars; 98

(3) Except as otherwise provided in this section or any other 99  
section of the Revised Code, any other certificate or paper that 100  
is required to be filed and recorded or is permitted to be filed 101  
and recorded by any provision of the Revised Code with the 102  
secretary of state, twenty-five dollars. 103

(J) For filing any certificate or paper not required to be 104  
recorded, five dollars; 105

(K)(1) For making copies of any certificate or other paper 106  
filed in the office of the secretary of state, a fee not to exceed 107  
one dollar per page, except as otherwise provided in the Revised 108  
Code, and for creating and affixing the seal of the office of the 109

secretary of state to any good standing or other certificate, five 110  
dollars. For copies of certificates or papers required by state 111  
officers for official purpose, no charge shall be made. 112  
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(2) For creating and affixing the seal of the office of the 114  
secretary of state to the certificates described in division (E) 115  
of section 1701.81, division (E) of section 1705.38, ~~or~~ division 116  
(D) of section 1702.43, division (E) of section 1775.47, or 117  
division (E) of section 1782.433 of the Revised Code, twenty-five 118  
dollars. 119

(L) For a minister's license to solemnize marriages, ten 120  
dollars; 121

(M) For examining documents to be filed at a later date for 122  
the purpose of advising as to the acceptability of the proposed 123  
filing, fifty dollars; 124

(N) Fifty dollars for filing and recording any of the 125  
following: 126

(1) A certificate of dissolution and accompanying documents, 127  
or a certificate of cancellation, under section 1701.86, 1702.47, 128  
1705.43, or 1782.10 of the Revised Code; 129

(2) A notice of dissolution of a foreign licensed corporation 130  
or a certificate of surrender of license by a foreign licensed 131  
corporation under section 1703.17 of the Revised Code; 132

(3) The withdrawal of registration of a foreign or domestic 133  
limited liability partnership under section 1775.61 or 1775.64 of 134  
the Revised Code, or the certificate of cancellation of 135  
registration of a foreign limited liability company under section 136  
1705.57 of the Revised Code; 137

(4) The filing of a cancellation of disclaimer of general 138  
partner status under Chapter 1782. of the Revised Code. 139

(O) For filing a statement of continued existence by a nonprofit corporation, twenty-five dollars;	140 141
(P) For filing a restatement under section 1705.08 or 1782.09 of the Revised Code, an amendment to a certificate of cancellation under section 1782.10 of the Revised Code, an amendment under section 1705.08 or 1782.09 of the Revised Code, or a correction under section 1705.55, 1775.61, 1775.64, or 1782.52 of the Revised Code, fifty dollars;	142 143 144 145 146 147
(Q) For filing for reinstatement of an entity cancelled by operation of law, by the secretary of state, by order of the department of taxation, or by order of a court, twenty-five dollars;	148 149 150 151
(R) For filing a change of agent, resignation of agent, or change of agent's address under section 1701.07, 1702.06, 1703.041, 1703.27, 1705.06, 1705.55, 1746.04, 1747.03, or 1782.04 of the Revised Code, twenty-five dollars;	152 153 154 155
(S) For filing and recording any of the following:	156
(1) An application for the exclusive right to use a name or an application to reserve a name for future use under section 1701.05, 1702.05, 1703.31, 1705.05, or 1746.06 of the Revised Code, fifty dollars;	157 158 159 160
(2) A trade name or fictitious name registration or report, fifty dollars;	161 162
(3) An application to renew any item covered by division (S)(1) or (2) of this section that is permitted to be renewed, twenty-five dollars;	163 164 165
(4) An assignment of rights for use of a name covered by division (S)(1), (2), or (3) of this section, the cancellation of a name registration or name reservation that is so covered, or notice of a change of address of the registrant of a name that is	166 167 168 169

so covered, twenty-five dollars. 170

(T) For filing and recording a report to operate a business 171  
trust or a real estate investment trust, either foreign or 172  
domestic, one hundred twenty-five dollars; and for filing and 173  
recording an amendment to a report or associated trust instrument, 174  
or a surrender of authority, to operate a business trust or real 175  
estate investment trust, fifty dollars; 176

(U)(1) For filing and recording the registration of a 177  
trademark, service mark, or mark of ownership, one hundred 178  
twenty-five dollars; 179

(2) For filing and recording the change of address of a 180  
registrant, the assignment of rights to a registration, a renewal 181  
of a registration, or the cancellation of a registration 182  
associated with a trademark, service mark, or mark of ownership, 183  
twenty-five dollars. 184

Fees specified in this section may be paid by cash, check, or 185  
money order, by credit ~~card~~ card in accordance with section 186  
113.40 of the Revised Code, or by an alternative payment program 187  
in accordance with division (B) of section 111.18 of the Revised 188  
Code. Any credit card number or the expiration date of any credit 189  
card is not subject to disclosure under Chapter 149. of the 190  
Revised Code. 191

**Sec. 1775.20.** (A) Every partner ~~must, other than a general~~ 192  
partner of a limited partnership, shall account to the partnership 193  
for any benefit and hold as trustee for it any profits derived by 194  
~~him~~ the partner without the consent of the other partners from any 195  
transaction connected with the formation, conduct, or liquidation 196  
of the partnership or from any use by ~~him~~ the partner of its 197  
property. 198

(B) This section applies also to the representatives of a 199

deceased partner engaged in the liquidation of the affairs of the  
partnership as the personal representatives of the last surviving  
partner.

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Sec. 1775.45. (A) Pursuant to a written agreement of merger  
between the constituent entities as provided in this section, a  
domestic general partnership and one or more additional domestic  
general partnerships or other domestic or foreign entities may be  
merged into a surviving domestic general partnership. Pursuant to  
a written agreement of consolidation between the constituent  
entities as provided in this section, two or more domestic or  
foreign entities may be consolidated into a new domestic general  
partnership formed by such consolidation. If any constituent  
entity is formed or organized under the laws of any state other  
than this state or under any chapter of the Revised Code other  
than this chapter, the merger or consolidation also must be  
permitted by the chapter of the Revised Code under which each  
domestic constituent entity exists and by the laws under which  
each foreign constituent entity exists.

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(B) The written agreement of merger or consolidation of  
constituent entities into a surviving or new domestic general  
partnership shall set forth all of the following:

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(1) The name and the form of entity of each constituent  
entity, the state under the laws of which each constituent entity  
exists, and the name of the surviving or new domestic general  
partnership;

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(2) In the case of a merger, that one or more specified  
constituent entities will be merged into a specified surviving  
domestic general partnership, and, in the case of a consolidation,  
that the constituent entities will be consolidated into a new  
domestic general partnership;

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(3) All statements and matters required to be set forth in

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such an agreement of merger or consolidation by the laws under 231  
which each constituent entity exists; 232

(4) In the case of a consolidation, the partnership agreement 233  
of the new domestic general partnership or a provision that the 234  
written partnership agreement of a specified constituent general 235  
partnership, a copy of which shall be attached to the agreement of 236  
consolidation, with any amendments that are set forth in the 237  
agreement of consolidation, shall be the agreement of general 238  
partnership of the new domestic general partnership; 239

(5) The name and address of the statutory agent upon whom any 240  
process, notice, or demand against any constituent entity, the 241  
surviving domestic general partnership, or the new domestic 242  
general partnership may be served; 243

(6) In the case of a merger, any changes in the general 244  
partners of the surviving domestic general partnership and, in the 245  
case of a consolidation, the general partners of the new domestic 246  
general partnership or a provision specifying the general partners 247  
of one or more specified constituent partnerships that shall 248  
constitute the initial general partners of the new domestic 249  
general partnership; 250

(7) The terms of the merger or consolidation; the mode of 251  
carrying them into effect; and the manner and basis of converting 252  
the interests or shares in the constituent entities into, or 253  
substituting the interests or shares in the constituent entities 254  
for, interests, evidences of indebtedness, other securities, cash, 255  
rights, or any other property or any combination of interests, 256  
evidences of indebtedness, securities, cash, rights, or any other 257  
property of the surviving domestic general partnership, of the new 258  
domestic general partnership, or of any other entity. No such 259  
conversion or substitution shall be effected if there are 260  
reasonable grounds to believe that the conversion or substitution 261  
would render the surviving or new domestic general partnership 262

unable to pay its obligations as they become due in the usual 263  
course of its affairs. 264

(C) The written agreement of merger or consolidation of 265  
constituent entities into a surviving or new domestic general 266  
partnership may set forth any of the following: 267

(1) The effective date of the merger or consolidation, which 268  
date may be on or after the date of the filing of the certificate 269  
of merger or consolidation; 270

(2) A provision authorizing one or more of the constituent 271  
entities to abandon the proposed merger or consolidation prior to 272  
filing the certificate of merger or consolidation pursuant to 273  
section 1775.47 of the Revised Code by action of the general 274  
partners of a constituent partnership, the directors of a 275  
constituent corporation, or the comparable representatives of any 276  
other constituent entity; 277

(3) In the case of a merger, any amendments to the agreement 278  
of general partnership of the surviving domestic general 279  
partnership, or a provision that the written partnership agreement 280  
of a specified constituent general partnership other than the 281  
surviving domestic general partnership, with any amendments that 282  
are set forth in the agreement of merger, shall be the partnership 283  
agreement of the surviving domestic general partnership; 284

(4) A statement of, or a statement of the method of 285  
determining, the fair value of the assets to be owned by the 286  
surviving domestic general partnership; 287

(5) The parties to the agreement of merger or consolidation 288  
in addition to the constituent entities; 289

(6) Any additional provision necessary or desirable with 290  
respect to the proposed merger or consolidation. 291

(D) To effect the merger or consolidation, the agreement of 292

merger or consolidation shall be adopted by the general partners  
of each constituent domestic general partnership, including the  
surviving domestic general partnership in the case of a merger,  
and shall be adopted by or otherwise authorized by or on behalf of  
each other constituent entity in accordance with the laws under  
which it exists.

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(E) All partners, whether or not they are entitled to vote or  
act, shall be given written notice of any meeting of general  
partners of a constituent domestic general partnership or of any  
proposed action by general partners of a constituent domestic  
general partnership, which meeting or action is to adopt an  
agreement of merger or consolidation. The notice shall be given to  
the partners either by mail at their addresses as they appear on  
the records of the partnership or in person and, unless the  
partnership agreement provides a shorter or longer period, shall  
be given not less than seven and not more than sixty days before  
the meeting or the effective date of the action. The notice shall  
be accompanied by a copy or a summary of the material provisions  
of the agreement of merger or consolidation.

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(F) The vote or action of the general partners of a  
constituent domestic general partnership that is required to adopt  
an agreement of merger or consolidation is the unanimous vote or  
action of the general partners or such different number or  
proportion as provided in writing in the partnership agreement. If  
the agreement of merger or consolidation would have an effect or  
authorize any action that under any applicable provision of law or  
the partnership agreement could be effected or authorized only by  
or pursuant to a specified vote or action of the partners, or of  
any class or group of partners, the agreement of merger or  
consolidation also shall be adopted or approved by the same vote  
or action as would be required to effect that change or authorize  
that action. Each person who will continue to be or who will

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become a general partner of a partnership that is the surviving or  
new entity in a merger or consolidation shall specifically agree  
in writing to continue or to become, as the case may be, a general  
partner of the partnership that is the surviving or new entity.

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(G) At any time before the filing of the certificate of  
merger or consolidation pursuant to section 1775.47 of the Revised  
Code, the merger or consolidation may be abandoned by the general  
partners of any constituent partnership, the directors of any  
constituent corporation, or the comparable representatives of any  
other constituent entity if the general partners, directors, or  
other representatives are authorized to do so by the agreement of  
merger or consolidation or by the same vote or action as was  
required to adopt the agreement of merger or consolidation. The  
agreement of merger or consolidation may contain a provision  
authorizing less than all of the general partners of any  
constituent partnership, the directors of any constituent  
corporation, or the comparable representatives of any other  
constituent entity to amend the agreement of merger or  
consolidation at any time before the filing of the certificate of  
merger or consolidation, except that, after the adoption of the  
agreement of merger or consolidation by the general partners of  
any constituent domestic general partnership, less than all of the  
general partners shall not be authorized to amend the agreement of  
merger or consolidation to do any of the following:

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(1) 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 general partners of the  
constituent domestic general partnership in conversion of, or in  
substitution for, their interests;

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(2) Alter or change any term of the partnership agreement of  
the surviving or new domestic general partnership, except for  
alterations or changes that could otherwise be adopted by the

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general partners of the surviving or new domestic general partnership; 357  
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(3) Alter or change any other terms and conditions of the agreement of merger or consolidation if any of the alterations or changes, alone or in the aggregate, would materially adversely affect the general partners or any class or group of general partners of the constituent domestic general partnership. 359  
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**Sec. 1775.46.** (A) Pursuant to a written agreement of merger or consolidation between the constituent entities as provided in this section, a domestic general partnership and one or more additional domestic or foreign entities may be merged into a surviving entity other than a domestic general partnership, or a domestic general partnership together with one or more additional domestic or foreign entities may be consolidated into a new entity other than a domestic general partnership to be formed by such consolidation. The merger or consolidation must be permitted by the chapter of the Revised Code under which each domestic constituent entity exists and by the laws under which each foreign constituent entity exists. 364  
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(B) The written agreement of merger or consolidation shall set forth all of the following: 376  
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(1) The name and the form of entity of each constituent entity and the state under the laws of which each constituent entity exists; 378  
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(2) In the case of a merger, that one or more specified constituent domestic general partnerships and other specified constituent entities will be merged into a specified surviving foreign entity or surviving domestic entity other than a domestic general partnership, or, in the case of a consolidation, that the constituent entities will be consolidated into a new foreign entity or a new domestic entity other than a domestic general 381  
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partnership; 388

(3) If the surviving or new entity is a foreign general 389  
partnership, all statements and matters that would be required by 390  
section 1775.45 of the Revised Code if the surviving or new entity 391  
were a domestic general partnership; 392

(4) The name and the form of entity of the surviving or new 393  
entity, the state under the laws of which the surviving entity 394  
exists or the new entity is to exist, and the location of the 395  
principal office of the surviving or new entity; 396

(5) All additional statements and matters required to be set 397  
forth in such an agreement of merger or consolidation by the laws 398  
under which each constituent entity exists and, in the case of a 399  
consolidation, the new entity is to exist; 400

(6) The consent of the surviving or new foreign entity to be 401  
sued and served with process in this state and the irrevocable 402  
appointment of the secretary of state as its agent to accept 403  
service of process in any proceeding in this state to enforce 404  
against the surviving or new foreign entity any obligation of any 405  
constituent domestic general partnership or to enforce the rights 406  
of a dissenting partner of any constituent domestic general 407  
partnership; 408

(7) If the surviving or new entity is a foreign corporation 409  
that desires to transact business in this state as a foreign 410  
corporation, a statement to that effect, together with a statement 411  
regarding the appointment of a statutory agent and service of any 412  
process, notice, or demand upon that statutory agent or the 413  
secretary of state, as required when a foreign corporation applies 414  
for a license to transact business in this state; 415

(8) If the surviving or new entity is a foreign limited 416  
partnership that desires to transact business in this state as a 417  
foreign limited partnership, a statement to that effect, together 418

with all of the information required under section 1782.49 of the Revised Code when a foreign limited partnership registers to transact business in this state;

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(9) If the surviving or new entity is a foreign limited liability company that desires to transact business in this state as a foreign limited liability company, a statement to that effect, together with all of the information required under section 1705.54 of the Revised Code when a foreign limited liability company registers to transact business in this state.

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(C) The written agreement of merger or consolidation also may set forth any additional provision permitted by the laws of any state under the laws of which any constituent entity exists, consistent with the laws under which the surviving entity exists or the new entity is to exist.

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(D) To effect the merger or consolidation, the agreement of merger or consolidation shall be adopted by the general partners of each constituent domestic general partnership, in the same manner and with the same notice to and vote or action of partners or of a particular class or group of partners as is required by section 1775.45 of the Revised Code. The agreement of merger or consolidation also shall be approved or otherwise authorized by or on behalf of each constituent entity in accordance with the laws under which it exists. Each person who will continue to be or who will become a general partner of a partnership that is the surviving or new entity in a merger or consolidation shall specifically agree in writing to continue or to become, as the case may be, a general partner of the surviving or new entity.

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(E) At any time before the filing of the certificate of merger or consolidation pursuant to section 1775.47 of the Revised Code, the merger or consolidation may be abandoned by the general partners of any constituent partnership, the directors of any constituent corporation, or the comparable representatives of any

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other constituent entity if the general partners, directors, or 451  
comparable representatives are authorized to do so by the 452  
agreement of merger or consolidation. The agreement of merger or 453  
consolidation may contain a provision authorizing less than all of 454  
the general partners of any constituent partnership, the directors 455  
of any constituent corporation, or the comparable representatives 456  
of any other constituent entity to amend the agreement of merger 457  
or consolidation at any time before the filing of the certificate 458  
of merger or consolidation, except that after the adoption of the 459  
agreement of merger or consolidation by the general partners of 460  
any constituent domestic general partnership, less than all of the 461  
general partners shall not be authorized to amend the agreement of 462  
merger or consolidation to do any of the following: 463

(1) Alter or change the amount or kind of interests, shares, 464  
evidences of indebtedness, other securities, cash, rights, or any 465  
other property to be received by general partners of the 466  
constituent domestic general partnership in conversion of or in 467  
substitution for their interests; 468

(2) If the surviving or new entity is a partnership, alter or 469  
change any term of the partnership agreement of the surviving or 470  
new partnership, except for alterations or changes that otherwise 471  
could be adopted by the general partners of the surviving or new 472  
partnership; 473

(3) If the surviving or new entity is a corporation or any 474  
other entity other than a partnership, alter or change any term of 475  
the articles or comparable instrument of the surviving or new 476  
corporation or entity, except for alterations or changes that 477  
otherwise could be adopted by the directors or comparable 478  
representatives of the surviving or new corporation or entity; 479

(4) Alter or change any other terms and conditions of the 480  
agreement of merger or consolidation if any of the alterations or 481  
changes, alone or in the aggregate, would materially adversely 482



affect the general partners or any class or group of general 483  
partners of the constituent domestic general partnership. 484

Sec. 1775.47. (A) Upon the adoption by each constituent 485  
entity of an agreement of merger or consolidation pursuant to 486  
section 1775.45 or 1775.46 of the Revised Code, a certificate of 487  
merger or consolidation shall be filed with the secretary of state 488  
that is signed by an authorized representative of each constituent 489  
entity. The certificate shall be on a form prescribed by the 490  
secretary of state and shall set forth only the information 491  
required by this section. 492

(B)(1) The certificate of merger or consolidation shall set 493  
forth all of the following: 494

(a) The name and the form of entity of each constituent 495  
entity and the state under the laws of which each constituent 496  
entity exists; 497

(b) A statement that each constituent entity has complied 498  
with all of the laws under which it exists and that the laws 499  
permit the merger or consolidation; 500

(c) The name and mailing address of the person or entity that 501  
is to provide, in response to any written request made by a 502  
shareholder, partner, or other equity holder of a constituent 503  
entity, a copy of the agreement of merger or consolidation; 504

(d) The effective date of the merger or consolidation, which 505  
date may be on or after the date of the filing of the certificate; 506

(e) The signature of the representative or representatives 507  
authorized to sign the certificate on behalf of each constituent 508  
entity and the office held or the capacity in which the 509  
representative is acting; 510

(f) A statement that the agreement of merger or consolidation 511  
is authorized on behalf of each constituent entity and that the 512

persons who signed the certificate on behalf of each entity are  
authorized to do so;

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(g) In the case of a merger, a statement that one or more  
specified constituent entities will be merged into a specified  
surviving entity or, in the case of a consolidation, a statement  
that the constituent entities will be consolidated into a new  
entity;

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(h) The name and form of the surviving entity in the case of  
a merger or the name and form of the new entity in the case of a  
consolidation;

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(i) In the case of a merger, if the surviving entity is a  
foreign entity not licensed to transact business in this state,  
the name and address of the statutory agent upon whom any process,  
notice, or demand may be served;

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(j) In the case of a consolidation, the name and address of  
the statutory agent upon whom any process, notice, or demand  
against any constituent entity or the new entity may be served.

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(2) In the case of a consolidation into a new domestic  
corporation, limited liability company, or limited partnership,  
the articles of incorporation, the articles of organization, or  
the certificate of limited partnership of the new domestic entity  
shall be filed with the certificate of consolidation.

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(3) In the case of a merger into a domestic corporation,  
limited liability company, or limited partnership, any amendments  
to the articles of incorporation, articles of organization, or  
certificate of limited partnership of the surviving domestic  
entity shall be filed with the certificate of merger.

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(4) If the surviving or new entity is a foreign entity that  
desires to transact business in this state as a foreign  
corporation, limited liability company, or limited partnership,  
the certificate of merger or consolidation shall be accompanied by

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the information required by division (B)(7), (8), or (9) of  
section 1775.46 of the Revised Code.

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(5) If a foreign or domestic corporation licensed to transact  
business in this state is a constituent entity and the surviving  
or new entity resulting from the merger or consolidation is not a  
foreign or domestic corporation that is to be licensed to transact  
business in this state, the certificate of merger or consolidation  
shall be accompanied by the affidavits, receipts, certificates, or  
other evidence required by division (H) of section 1701.86 of the  
Revised Code, with respect to each domestic constituent  
corporation, and by the affidavits, receipts, certificates, or  
other evidence required by division (C) or (D) of section 1703.17  
of the Revised Code, with respect to each foreign constituent  
corporation licensed to transact business in this state.

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(C) If any constituent entity in a merger or consolidation is  
organized or formed under the laws of a state other than this  
state or under any chapter of the Revised Code other than this  
chapter, there also shall be filed in the proper office all  
documents that are required to be filed in connection with the  
merger or consolidation by the laws of that state or by that  
chapter.

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(D) Upon the filing of a certificate of merger or  
consolidation and other filings as described in division (C) of  
this section or at any later date that the certificate of merger  
or consolidation specifies, the merger or consolidation is  
effective, subject to the limitation specified in division (B)(7)  
of section 1775.45 of the Revised Code.

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(E) The secretary of state shall furnish, upon request and  
payment of the fee specified in division (K)(2) of section 111.16  
of the Revised Code, the secretary of state's certificate setting  
forth: the name and form of entity of each constituent entity and

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the states under the laws of which each constituent entity existed  
prior to the merger or consolidation; the name and the form of  
entity of the surviving or new entity and the state under the laws  
of which the surviving entity exists or the new entity is to  
exist; the date of filing of the certificate of merger or  
consolidation with the secretary of state; and the effective date  
of the merger or consolidation. The certificate of the secretary  
of state, or a copy of the certificate of merger or consolidation  
certified by the secretary of state, may be filed for record in  
the office of the recorder of any county in this state and, if  
filed, shall be recorded in the records of deeds for that county.  
For that recording, the county recorder shall charge and collect  
the same fee as in the case of deeds.

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Sec. 1775.48. (A) When a merger or consolidation becomes  
effective, all of the following apply:

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(1) The separate existence of each constituent entity other  
than the surviving entity in a merger shall cease, except that  
whenever a conveyance, assignment, transfer, deed, or other  
instrument or act is necessary to vest property or rights in the  
surviving or new entity, the general partners, officers, or other  
authorized representatives of the respective constituent entities  
shall execute, acknowledge, and deliver such instruments and do  
such acts. For these purposes, the existence of the constituent  
entities and the authority of their respective general partners,  
officers, directors, or other representatives are continued  
notwithstanding the merger or consolidation.

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(2) In the case of a consolidation, the new entity exists  
when the consolidation becomes effective and, if the new entity is  
a domestic general partnership, the written partnership agreement  
contained in or provided for in the agreement of consolidation  
shall be its original partnership agreement.

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(3) In the case of a merger in which the surviving entity is a general partnership, the written partnership agreement of the surviving general partnership in effect immediately prior to the time the merger becomes effective shall be its partnership agreement after the merger except as otherwise provided in the agreement of merger. 607  
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(4) The surviving or new entity possesses all of the following, and all of the following are vested in the surviving or new entity without further act or deed: 613  
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(a) Except to the extent limited by the mandatory provisions of applicable law, the following: 616  
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(i) All assets and property of every description of each constituent entity, and every interest in the assets and property of each constituent entity, wherever the assets, property, and interests are located. Title to any real estate or any interest in real estate that was vested in any constituent entity shall not revert or in any way be impaired by reason of the merger or consolidation. 618  
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(ii) The rights, privileges, immunities, powers, franchises, and authority, whether of a public or private nature, of each constituent entity. 625  
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(b) All obligations belonging to or due to each constituent entity. 628  
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(5) The surviving or new entity is liable for all the obligations of each constituent entity, including liability to dissenting partners, dissenting shareholders, or other dissenting equity holders. Any claim existing or any action or proceeding pending by or against any constituent entity may be prosecuted to judgment with right of appeal, as if the merger or consolidation had not taken place, or the surviving or new entity may be substituted in place of any constituent entity. 630  
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(6) All the rights of creditors of each constituent entity 638  
are preserved unimpaired, and all liens upon the property of any 639  
constituent entity are preserved unimpaired, on only the property 640  
affected by such liens immediately before the effective date of 641  
the merger or consolidation. If a general partner of a constituent 642  
partnership is not a general partner of the entity surviving or 643  
the new entity resulting from the merger or consolidation, then 644  
the former general partner shall have no liability for any 645  
obligation incurred after the merger or consolidation except to 646  
the extent that a former creditor of the constituent partnership 647  
in which the former general partner was a general partner extends 648  
credit to the surviving or new entity reasonably believing that 649  
the former general partner continued as a general partner of the 650  
surviving or new entity. 651

(B) If a general partner of a constituent partnership is not 652  
a general partner of the entity surviving or the new entity 653  
resulting from the merger or consolidation, then unless that 654  
general partner agrees otherwise in writing, the general partner 655  
shall be indemnified by the surviving or new entity against all 656  
present or future liabilities of the constituent partnership of 657  
which the general partner was a general partner. Any amount 658  
payable pursuant to section 1775.50 of the Revised Code to a 659  
partner of the constituent partnership in which that general 660  
partner was a partner shall be a present liability of that 661  
constituent partnership. 662

(C) In the case of a merger of a constituent domestic general 663  
partnership into a foreign surviving corporation, limited 664  
liability company, or general partnership that is not licensed or 665  
registered to transact business in this state or in the case of a 666  
consolidation of a constituent domestic limited partnership into a 667  
new foreign corporation, limited liability company, or limited 668  
partnership, if the surviving or new entity intends to transact 669

business in this state and the certificate of merger or 670  
consolidation is accompanied by the information described in 671  
division (B)(4) of section 1775.47 of the Revised Code, then on 672  
the effective date of the merger or consolidation the surviving or 673  
new entity shall be considered to have complied with the 674  
requirements for procuring a license or for registration to 675  
transact business in this state as a foreign corporation, limited 676  
liability company, or limited partnership, as the case may be. In 677  
such a case, a copy of the certificate of merger or consolidation 678  
certified by the secretary of state constitutes the license 679  
certificate prescribed for a foreign corporation or the 680  
application for registration prescribed for a foreign limited 681  
liability company or foreign limited partnership. 682

(D) Any action to set aside any merger or consolidation on 683  
the ground that any section of the Revised Code applicable to the 684  
merger or consolidation has not been complied with shall be 685  
brought within ninety days after the effective date of the merger 686  
or consolidation or forever be barred. 687

(E) In the case of an entity organized or existing under the 688  
laws of any state other than this state, this section is subject 689  
to the laws of the state under the laws of which the entity exists 690  
or in which it has property. 691

**Sec. 1775.49.** (A) Unless otherwise provided in writing in the 692  
partnership agreement of a constituent domestic general 693  
partnership, the following are entitled to relief as dissenting 694  
partners as provided in section 1775.50 of the Revised Code: 695

(1) Partners of a domestic general partnership that is being 696  
merged or consolidated into a surviving or new entity, domestic or 697  
foreign, pursuant to section 1775.45 or 1775.46 of the Revised 698  
Code; 699

(2) In the case of a merger into a domestic general 700

partnership, partners of the surviving domestic general 701  
partnership who under section 1775.45 of the Revised Code are 702  
entitled to vote or act on the adoption of an agreement of merger, 703  
but only as to the interests so entitling them to vote or act. 704

(B) Unless otherwise expressly agreed to in writing, a 705  
general partner of any constituent partnership shall be liable to 706  
the partners of the constituent partnership for any amount payable 707  
to them pursuant to section 1775.50 of the Revised Code as if the 708  
amount so payable were an existing liability of the constituent 709  
partnership at the time of the merger or consolidation. 710

**Sec. 1775.50.** (A) A partner of a domestic general partnership 711  
is entitled to relief as a dissenting partner in respect of the 712  
proposals described in section 1775.49 of the Revised Code only in 713  
compliance with this section. 714

(B) If the proposal of merger or consolidation is to be 715  
submitted to the partners at a meeting, the dissenting partner 716  
shall be a partner and a record holder of the partnership 717  
interests as to which the dissenting partner seeks relief as of 718  
the date fixed for the determination of partners entitled to 719  
notice of the meeting, and such interests shall not have been 720  
voted in favor of the proposal. Not later than ten days after the 721  
date on which the vote on the proposal was taken at the meeting of 722  
the partners, the dissenting partner shall deliver to the general 723  
partnership a written demand for payment to the dissenting partner 724  
of the fair cash value of the interests as to which the dissenting 725  
partner seeks relief that states the dissenting partner's address, 726  
the number and class of those interests, and the amount claimed by 727  
the dissenting partner as the fair cash value of the interests. 728

(C) If the proposal of merger or consolidation is to be 729  
submitted to the partners for their written approval or other 730  
action without a meeting, the dissenting partner shall be a 731



partner and a record holder of the interests of the partnership as 732  
to which the dissenting partner seeks relief as of the date the 733  
request for approval or action was sent to the partners entitled 734  
to act or otherwise approve the proposal, and the dissenting 735  
partner shall not have indicated approval of the proposal in the 736  
dissenting partner's capacity as a holder of such interests. Not 737  
later than fifteen days after the date on which the request for 738  
approval of or action on the proposal was mailed to the partners, 739  
the dissenting partner shall deliver to the partnership a written 740  
demand for payment to the dissenting partner of the fair cash 741  
value of the interests as to which the dissenting partner seeks 742  
relief, which demand shall state the dissenting partner's address, 743  
the number and class of such interests, and the amount claimed by 744  
the dissenting partner as the fair cash value of those interests. 745

(D) In the case of a merger or consolidation, a demand served 746  
on the constituent domestic general partnership involved 747  
constitutes service on the surviving entity or the new entity, 748  
whether the demand is served before, on, or after the effective 749  
date of the merger or consolidation. 750

(E) If the interests as to which a dissenting partner seeks 751  
relief are represented by certificates and if the domestic general 752  
partnership sends to the dissenting partner, at the address 753  
specified in the dissenting partner's demand, a request for 754  
certificates representing the interests as to which the dissenting 755  
partner seeks relief, the dissenting partner, within fifteen days 756  
from the date on which the request was sent, shall deliver to the 757  
general partnership the certificates requested so that the general 758  
partnership may endorse on them a legend to the effect that a 759  
demand for the fair cash value of such interests has been made. 760  
The general partnership promptly shall return the endorsed 761  
certificates to the dissenting partner. The failure of a 762  
dissenting partner to deliver such certificates terminates rights 763

as a dissenting partner, at the option of the general partnership, 764  
exercised by written notice sent to the dissenting partner within 765  
twenty days after the lapse of the fifteen-day period, unless a 766  
court for good cause shown otherwise directs. If interests 767  
represented by a certificate on which such a legend has been 768  
endorsed are transferred, each new certificate issued for them 769  
shall bear a similar legend, together with the name of the 770  
original dissenting holder of such interests. Upon receiving a 771  
demand for payment from a dissenting partner who is a record 772  
holder of uncertificated interests, the general partnership shall 773  
make an appropriate notation of the demand for payment in its 774  
records. If uncertificated interests for which payment has been 775  
demanded are to be transferred, any writing sent to evidence the 776  
transfer shall bear the legend required for certificated interests 777  
as provided in this division. A transferee of the interests 778  
receiving a certificate so endorsed, or of uncertificated 779  
interests where such a notation has been made, acquires only such 780  
rights in the general partnership as the original partner holding 781  
such interests had immediately after the service of a demand for 782  
payment of the fair cash value of the interests. A request under 783  
this division by the general partnership is not an admission by it 784  
that the holder of the interest is entitled to relief under this 785  
section. 786

(F) Unless the partnership agreement of the constituent 787  
domestic general partnership in which the dissenting partner was a 788  
partner provides a reasonable basis for determining and paying the 789  
fair cash value of the interests as to which the dissenting 790  
partner seeks relief or unless that partnership and the dissenting 791  
partner have come to an agreement on the fair cash value of the 792  
interests as to which the dissenting partner seeks relief, the 793  
dissenting partner or the general partnership, which in the case 794  
of a merger or consolidation may be the surviving or new entity, 795

within ninety days after the service of the demand by the  
dissenting partner, may file a complaint under section 1775.51 of  
the Revised Code. The complaint shall be filed in the court of  
common pleas of the county in which the principal office of the  
general partnership that issued the interests is located or was  
located when the proposal of merger or consolidation was adopted  
by the partners of the general partnership. Other dissenting  
partners, within that ninety-day period, may join as plaintiffs or  
may be joined as defendants in any such proceeding, and any two or  
more such proceedings may be consolidated.

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(G) The right and obligation of a dissenting partner to  
receive such fair cash value and to sell such interests as to  
which the dissenting partner seeks relief and the right and  
obligation of the domestic general partnership to purchase such  
interests and to pay the fair cash value of them terminate if any  
of the following applies:

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(1) The dissenting partner has not complied with this  
section, unless the general partnership waives such failure.

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(2) The general partnership abandons the merger or  
consolidation or is finally enjoined or prevented from carrying it  
out, or the partners rescind their adoption or approval of the  
merger or consolidation.

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(3) The dissenting partner withdraws the dissenting partner's  
demand, with the consent of the general partnership.

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(4) All of the following apply:

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(a) The partnership agreement of the constituent domestic  
general partnership in which the dissenting partner was a partner  
does not provide a reasonable basis for determining and paying the  
dissenting partner the fair cash value of the dissenting partner's  
interest.

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(b) The general partnership and the dissenting partner have

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not agreed upon the fair cash value of the interest. 827

(c) Neither the dissenting partner nor the general 828  
partnership has filed or joined in a complaint under division (F) 829  
of this section within the period provided in that division. 830

(H) Unless otherwise provided in the partnership agreement of 831  
the constituent domestic general partnership in which the 832  
dissenting partner was a partner, from the time the dissenting 833  
partner gives the demand until either the termination of the 834  
rights and obligations arising from it or the purchase of the 835  
interests by the general partnership, all other rights accruing 836  
from such interests, including voting or distribution rights, are 837  
suspended. If, during the suspension, any distribution is paid in 838  
money upon interests of such class or any dividend, distribution, 839  
or interest is paid in money upon any securities issued in 840  
extinguishment of, or in substitution for, such interest, an 841  
amount equal to the dividend, distribution, or interest that, 842  
except for the suspension, would have been payable upon such 843  
interests or securities shall be paid to the holder of record as a 844  
credit upon the fair cash value of the interests. If the right to 845  
receive fair cash value is terminated other than by the purchase 846  
of the interests by the general partnership, all rights of the 847  
dissenting partner shall be restored and all distributions that, 848  
except for the suspension, would have been made shall be made to 849  
the holder of record of the interests at the time of termination. 850

**Sec. 1775.51.** (A) When authorized by division (F) of section 851  
1775.50 of the Revised Code, a dissenting partner or general 852  
partnership may file a complaint under this section demanding the 853  
relief described in this section. A complaint filed under this 854  
section shall contain a brief statement of the facts, including 855  
the vote or action by the partners and the facts entitling the 856  
dissenting partner to the relief demanded. No answer to such a 857

complaint is required. Upon the filing of such a complaint, the  
court, on motion of the petitioner, shall enter an order fixing a  
date for a hearing on the complaint and requiring that a copy of  
the complaint and a notice of the filing and of the date for the  
hearing be given to the respondent or defendant in the manner in  
which summons is required to be served or substituted service is  
required to be made in other cases. On the date fixed for the  
hearing on the complaint or any adjournment of it, the court shall  
determine from the complaint and from such evidence as is  
submitted by either party whether the dissenting partner is  
entitled to be paid the fair cash value of any interests and, if  
so, the number and class of such interests. If the court finds  
that the dissenting partner is so entitled, it may appoint one or  
more persons as appraisers to receive evidence and to recommend a  
decision on the amount of the fair cash value. The appraisers have  
such power and authority as is specified in the order of their  
appointment. The court thereupon shall make a finding as to the  
fair cash value of the interests and shall render judgment against  
the general partnership for the payment of it, with interest at  
such rate and from such date as the court considers equitable. The  
costs of the proceeding, including reasonable compensation to the  
appraisers to be fixed by the court, shall be assessed or  
apportioned as the court considers equitable. The proceeding is a  
special proceeding and final orders in it may be vacated,  
modified, or reversed on appeal pursuant to the Rules of Appellate  
Procedure and, to the extent not in conflict with those rules,  
Chapter 2505. of the Revised Code. If, during the pendency of any  
proceeding under this section, a suit or proceeding is or has been  
instituted to enjoin or otherwise to prevent the carrying out of  
the action as to which the partner has dissented, the proceeding  
instituted under this section shall be stayed until the final  
determination of the other suit or proceeding. Unless any  
provision of division (G) of section 1775.50 of the Revised Code

is applicable, the fair cash value of the interests that is agreed upon by the parties or fixed under this section shall be paid within thirty days after the date of final determination of such value under this division or the consummation of the merger or consolidation, whichever occurs last. Upon the occurrence of the last such event, payment shall be made immediately to a holder of uncertificated interests entitled to such payment. In the case of holders of interests represented by certificates, payment shall be made only upon and simultaneously with the surrender to the domestic general partnership of the certificates representing the interests for which the payment is made.

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(B) If the proposal of merger or consolidation was submitted to the partners of the general partnership for a vote at a meeting, fair cash value as to those partners shall be determined as of the day before the day on which the vote by the partners was taken. If the proposal was submitted to the partners for written approval or other action, fair cash value as to those partners shall be determined as of the day before the day on which the request for the approval or action was sent. The fair cash value of an interest for purposes of this section is the amount that a willing seller who is under no compulsion to sell would be willing to accept and that a willing buyer who is under no compulsion to purchase would be willing to pay, but the fair cash value paid to any partner shall not exceed the amount specified in the demand of that partner. In computing such fair cash value, any appreciation or depreciation in market value resulting from the merger or consolidation shall be excluded.

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**Sec. 1775.52.** If a domestic general partnership is a constituent entity to a merger or consolidation that has become effective, and the domestic general partnership is not the surviving or resulting entity of the merger or consolidation, a

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judgment creditor of a partner of that domestic general 923  
partnership shall not levy execution against the assets of the 924  
partner to satisfy a judgment based on a claim against the 925  
surviving or resulting entity of the merger or consolidation 926  
unless any of the following applies: 927

(A) The claim is for an obligation of the domestic general 928  
partnership for which the partner is liable as provided in this 929  
chapter and one of the following applies: 930

(1) A judgment based on the same claim has been obtained 931  
against the surviving or resulting entity of the merger or 932  
consolidation and a writ of execution on the judgment has been 933  
returned unsatisfied in whole or in part. 934

(2) The surviving or resulting entity of the merger or 935  
consolidation is a debtor in bankruptcy. 936

(3) The partner has agreed that the creditor need not exhaust 937  
the assets of the domestic general partnership that was not the 938  
surviving or resulting entity of the merger or consolidation. 939

(4) The partner has agreed that the creditor need not exhaust 940  
the assets of the surviving or resulting entity of the merger or 941  
consolidation. 942  
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(B) A court grants permission to the judgment creditor to 944  
levy execution against the assets of the partner based on a 945  
finding that the assets of the surviving or resulting entity of 946  
the merger or consolidation that are subject to execution are 947  
clearly insufficient to satisfy the judgment, that exhaustion of 948  
the assets of the surviving or resulting entity of the merger or 949  
consolidation is excessively burdensome, or that the grant of 950  
permission is an appropriate exercise of the court's equitable 951  
powers. 952

(C) Liability is imposed on the partner by law or contract 953

independent of the existence of the surviving or resulting entity 954  
of the merger or consolidation. 955

Sec. 1782.241. (A) A general partner shall perform the duties 956  
of a general partner in good faith, in a manner the general 957  
partner reasonably believes to be in or not opposed to the best 958  
interests of the limited partnership, and with the care that an 959  
ordinarily prudent person in a like position would use under 960  
similar circumstances. In performing a general partner's duties, a 961  
general partner is entitled to rely on information, opinions, 962  
reports, or statements, including financial statements and other 963  
financial data, that are prepared or presented by either of the 964  
following: 965

(1) One or more general partners, employees of the limited 966  
partnership, or employees of a general partner, who the general 967  
partner reasonably believes are reliable and competent in the 968  
matters prepared or presented; 969

(2) Legal counsel, public accountants, or other persons as to 970  
matters that the general partner reasonably believes are within 971  
the person's professional or expert competence. 972

(B) For purposes of division (A) of this section, the 973  
following apply: 974

(1) A general partner shall not be found to have violated the 975  
duties of a general partner under division (A) of this section, 976  
unless it is proved by clear and convincing evidence that the 977  
general partner has not acted in good faith, in a manner the 978  
general partner reasonably believes to be in or not opposed to the 979  
best interests of the limited partnership, or with the care that 980  
an ordinarily prudent person in a like position would use under 981  
similar circumstances, in any action brought against the general 982  
partner, including actions involving or affecting the general 983  
partner's service in any other position or relationship with the 984



limited partnership. 985

(2) A general partner shall not be considered to be acting in 986  
good faith if the general partner has knowledge concerning the 987  
matter in question that would cause reliance on information, 988  
opinions, reports, or statements that are prepared or presented by 989  
the persons described in divisions (A)(1) and (2) of this section 990  
to be unwarranted. 991

**Sec. 1782.242.** No contract, action, or transaction shall be 992  
void or voidable with respect to a limited partnership for the 993  
reason that the contract, action, or transaction is among or 994  
affects the limited partnership and one or more of its partners, 995  
or that the contract, action, or transaction is among or affects 996  
the limited partnership and any other person in which one or more 997  
of the partners are directors, trustees, officers, or partners, or 998  
have a financial or personal interest, if any of the following 999  
applies: 1000

(A) The material facts as to the partner or partners and 1001  
their relationship or interest and as to the contract, action, or 1002  
transaction are disclosed in writing to every partner before that 1003  
partner is admitted to the partnership. 1004

(B) The material facts as to the partner or partners and 1005  
their relationship or interest and as to the contract, action, or 1006  
transaction are disclosed in writing to all partners; the 1007  
contract, action, or transaction is fair as to the limited 1008  
partnership; and the disinterested general partners acting in good 1009  
faith reasonably justified by the facts, authorize the contract, 1010  
action, or transaction by a majority vote, even though the 1011  
disinterested general partners constitute less than a majority of 1012  
the general partners. 1013

(C) The contract, action, or transaction is fair as to the 1014  
limited partnership as of the time the contract, action, or 1015

transaction is authorized and approved by a majority in interest 1016  
of the disinterested limited partners. 1017

**Sec. 1782.433.** (A) Upon the adoption by each constituent 1018  
entity of an agreement of merger or consolidation pursuant to 1019  
section 1782.431 or 1782.432 of the Revised Code, a certificate of 1020  
merger or consolidation shall be filed with the secretary of state 1021  
that is signed by an authorized representative of each constituent 1022  
entity. The certificate shall be on a form prescribed by the 1023  
secretary of state and shall set forth only the information 1024  
required by this section. 1025

(B)(1) The certificate of merger or consolidation shall set 1026  
forth all of the following: 1027

(a) The name and the form of entity of each constituent 1028  
entity and the state under the laws of which each constituent 1029  
entity exists; 1030

(b) A statement that each constituent entity has complied 1031  
with all of the laws under which it exists and that the laws 1032  
permit the merger or consolidation; 1033

(c) The name and mailing address of the person or entity that 1034  
is to provide, in response to any written request made by a 1035  
shareholder, partner, or other equity holder of a constituent 1036  
entity, a copy of the agreement of merger or consolidation; 1037

(d) The effective date of the merger or consolidation, which 1038  
date may be on or after the date of the filing of the certificate; 1039

(e) The signature of the representative or representatives 1040  
authorized to sign the certificate on behalf of each constituent 1041  
entity and the office held or the capacity in which the 1042  
representative is acting; 1043

(f) A statement that the agreement of merger or consolidation 1044  
is authorized on behalf of each constituent entity and that the 1045

persons who signed the certificate on behalf of each entity are 1046  
authorized to do so; 1047

(g) In the case of a merger, a statement that one or more 1048  
specified constituent entities will be merged into a specified 1049  
surviving entity or, in the case of a consolidation, a statement 1050  
that the constituent entities will be consolidated into a new 1051  
entity; 1052

(h) In the case of a merger, if the surviving entity is a 1053  
foreign entity not licensed to transact business in this state, 1054  
the name and address of the statutory agent upon whom any process, 1055  
notice, or demand may be served; 1056

(i) In the case of a consolidation, the name and address of 1057  
the statutory agent upon whom any process, notice, or demand 1058  
against any constituent entity or the new entity may be served. 1059

(2) In the case of a consolidation into a new domestic 1060  
corporation, limited liability company, or limited partnership, 1061  
the articles of incorporation, the articles of organization, or 1062  
the certificate of limited partnership of the new domestic entity 1063  
shall be filed with the certificate of merger or consolidation. 1064

(3) In the case of a merger into a domestic corporation, 1065  
limited liability company, or limited partnership, any amendments 1066  
to the articles of incorporation, articles of organization, or 1067  
certificate of limited partnership of the surviving domestic 1068  
entity shall be filed with the certificate of merger or 1069  
consolidation. 1070

(4) If the surviving or new entity is a foreign entity that 1071  
desires to transact business in this state as a foreign 1072  
corporation, limited liability company, or limited partnership, 1073  
the certificate of merger or consolidation shall be accompanied by 1074  
the information required by division (B)(7), (8), or (9) of 1075  
section 1782.432 of the Revised Code. 1076

(5) If a foreign or domestic corporation licensed to transact business in this state is a constituent entity and the surviving or new entity resulting from the merger or consolidation is not a foreign or domestic corporation that is to be licensed to transact business in this state, the certificate of merger or consolidation shall be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 of the Revised Code, with respect to each domestic constituent corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code, with respect to each foreign constituent corporation licensed to transact business in this state.

(C) If any constituent entity in a merger or consolidation is organized or formed under the laws of a state other than this state or under any chapter of the Revised Code other than this chapter, there also shall be filed in the proper office all documents that are required to be filed in connection with the merger or consolidation by the laws of that state or by that chapter.

(D) Upon the filing of a certificate of merger or consolidation and other filings as described in division (C) of this section or at any later date that the certificate of merger or consolidation specifies, the merger or consolidation is effective.

(E) The secretary of state shall furnish, upon request and payment of the fee specified in division ~~(D)~~(K)(2) of section 111.16 of the Revised Code, the secretary of state's certificate setting forth: the name and form of entity of each constituent entity and the states under the laws of which each constituent entity existed prior to the merger or consolidation; the name and the form of entity of the surviving or new entity and the state

under the laws of which the surviving entity exists or the new 1109  
entity is to exist; the date of filing of the certificate of 1110  
merger or consolidation with the secretary of state; and the 1111  
effective date of the merger or consolidation. The certificate of 1112  
the secretary of state, or a copy of the certificate of merger or 1113  
consolidation certified by the secretary of state, may be filed 1114  
for record in the office of the recorder of any county in this 1115  
state and, if filed, shall be recorded in the records of deeds for 1116  
that county. For that recording, the county recorder shall charge 1117  
and collect the same fee as in the case of deeds. 1118

**Section 2.** That existing sections 111.16, 1775.20, and 1119  
1782.433 of the Revised Code are hereby repealed. 1120