

As Passed by the Senate

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

SENATORS Jacobson, Oelslager, Mead, Spada, Blessing, Harris,

Robert Gardner, Randy Gardner, Armbruster, Mumper, Goodman

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 any shares of capital stock, one hundred twenty-five dollars;	18 19
(2) Wherein the corporation shall be authorized to issue shares of capital stock, with or without par value:	20 21
(a) Ten cents for each share authorized up to and including one thousand shares;	22 23
(b) Five cents for each share authorized in excess of one thousand shares up to and including ten thousand shares;	24 25
(c) Two cents for each share authorized in excess of ten thousand shares up to and including fifty thousand shares;	26 27
(d) One cent for each share authorized in excess of fifty thousand shares up to and including one hundred thousand shares;	28 29
(e) One-half cent for each share authorized in excess of one hundred thousand shares up to and including five hundred thousand shares;	30 31 32
(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.	33 34 35 36
(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:	37 38 39 40 41
(1) If the domestic corporation is not authorized to issue any shares of capital stock, fifty dollars;	42 43
(2) If the domestic corporation is authorized to issue shares of capital stock, fifty dollars, and in case of any increase in	44 45

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
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;

46
47
48
49
50
51

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

52
53

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

54
55

(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;

56
57
58
59
60

(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;

61
62
63
64
65
66
67
68
69
70

(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;

71
72
73
74
75
76

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

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

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

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

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

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

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

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

(K)(1) For making copies of any certificate or other paper

filed in the office of the secretary of state, a fee not to exceed
one dollar per page, except as otherwise provided in the Revised
Code, and for creating and affixing the seal of the office of the
secretary of state to any good standing or other certificate, five
dollars. For copies of certificates or papers required by state
officers for official purpose, no charge shall be made.

(2) For creating and affixing the seal of the office of the
secretary of state to the certificates described in division (E)
of section 1701.81, division (E) of section 1705.38, ~~or~~ division
(D) of section 1702.43, division (E) of section 1775.47, or
division (E) of section 1782.433 of the Revised Code, twenty-five
dollars.

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

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

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

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

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

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

(4) The filing of a cancellation of disclaimer of general partner status under Chapter 1782. of the Revised Code.	138 139
(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	166 167

a name registration or name reservation that is so covered, or 168
notice of a change of address of the registrant of a name that is 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
deceased partner engaged in the liquidation of the affairs of the
partnership as the personal representatives of the last surviving
partner.

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.

(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:

(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;

(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;

(3) All statements and matters required to be set forth in 230
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 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. 292
293
294
295
296
297
298

(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. 299
300
301
302
303
304
305
306
307
308
309
310
311

(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 312
313
314
315
316
317
318
319
320
321
322
323

that action. 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 partnership that is the surviving or new entity.

324
325
326
327
328

(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:

329
330
331
332
333
334
335
336
337
338
339
340
341
342
343
344
345
346
347
348

(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;

349
350
351
352
353

(2) Alter or change any term of the partnership agreement of
the surviving or new domestic general partnership, except for

354
355

alterations or changes that could otherwise be adopted by the 356
general partners of the surviving or new domestic general 357
partnership; 358

(3) Alter or change any other terms and conditions of the 359
agreement of merger or consolidation if any of the alterations or 360
changes, alone or in the aggregate, would materially adversely 361
affect the general partners or any class or group of general 362
partners of the constituent domestic general partnership. 363

Sec. 1775.46. (A) Pursuant to a written agreement of merger 364
or consolidation between the constituent entities as provided in 365
this section, a domestic general partnership and one or more 366
additional domestic or foreign entities may be merged into a 367
surviving entity other than a domestic general partnership, or a 368
domestic general partnership together with one or more additional 369
domestic or foreign entities may be consolidated into a new entity 370
other than a domestic general partnership to be formed by such 371
consolidation. The merger or consolidation must be permitted by 372
the chapter of the Revised Code under which each domestic 373
constituent entity exists and by the laws under which each foreign 374
constituent entity exists. 375

(B) The written agreement of merger or consolidation shall 376
set forth all of the following: 377

(1) The name and the form of entity of each constituent 378
entity and the state under the laws of which each constituent 379
entity exists; 380

(2) In the case of a merger, that one or more specified 381
constituent domestic general partnerships and other specified 382
constituent entities will be merged into a specified surviving 383
foreign entity or surviving domestic entity other than a domestic 384
general partnership, or, in the case of a consolidation, that the 385
constituent entities will be consolidated into a new foreign 386

entity or a new domestic entity other than a domestic general 387
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 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;

418
419
420
421

(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.

422
423
424
425
426
427

(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.

428
429
430
431
432

(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.

433
434
435
436
437
438
439
440
441
442
443
444
445

(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

446
447
448
449

constituent corporation, or the comparable representatives of any
other constituent entity if the general partners, directors, or
comparable representatives are authorized to do so by 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:

450
451
452
453
454
455
456
457
458
459
460
461
462
463

(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;

464
465
466
467
468

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

469
470
471
472
473

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

474
475
476
477
478
479

(4) Alter or change any other terms and conditions of the
agreement of merger or consolidation if any of the alterations or

480
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 persons who signed the certificate on behalf of each entity are authorized to do so;

512
513
514

(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;

515
516
517
518
519

(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;

520
521
522

(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;

523
524
525
526

(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.

527
528
529

(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.

530
531
532
533
534

(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.

535
536
537
538
539

(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,

540
541
542

the certificate of merger or consolidation shall be accompanied by 543
the information required by division (B)(7), (8), or (9) of 544
section 1775.46 of the Revised Code. 545

(5) If a foreign or domestic corporation licensed to transact 546
business in this state is a constituent entity and the surviving 547
or new entity resulting from the merger or consolidation is not a 548
foreign or domestic corporation that is to be licensed to transact 549
business in this state, the certificate of merger or consolidation 550
shall be accompanied by the affidavits, receipts, certificates, or 551
other evidence required by division (H) of section 1701.86 of the 552
Revised Code, with respect to each domestic constituent 553
corporation, and by the affidavits, receipts, certificates, or 554
other evidence required by division (C) or (D) of section 1703.17 555
of the Revised Code, with respect to each foreign constituent 556
corporation licensed to transact business in this state. 557

(C) If any constituent entity in a merger or consolidation is 559
organized or formed under the laws of a state other than this 560
state or under any chapter of the Revised Code other than this 561
chapter, there also shall be filed in the proper office all 562
documents that are required to be filed in connection with the 563
merger or consolidation by the laws of that state or by that 564
chapter. 565

(D) Upon the filing of a certificate of merger or 566
consolidation and other filings as described in division (C) of 567
this section or at any later date that the certificate of merger 568
or consolidation specifies, the merger or consolidation is 569
effective, subject to the limitation specified in division (B)(7) 570
of section 1775.45 of the Revised Code. 571

(E) The secretary of state shall furnish, upon request and 572
payment of the fee specified in division (K)(2) of section 111.16 573
of the Revised Code, the secretary of state's certificate setting 574

forth: the name and form of entity of each constituent entity and 575
the states under the laws of which each constituent entity existed 576
prior to the merger or consolidation; the name and the form of 577
entity of the surviving or new entity and the state under the laws 578
of which the surviving entity exists or the new entity is to 579
exist; the date of filing of the certificate of merger or 580
consolidation with the secretary of state; and the effective date 581
of the merger or consolidation. The certificate of the secretary 582
of state, or a copy of the certificate of merger or consolidation 583
certified by the secretary of state, may be filed for record in 584
the office of the recorder of any county in this state and, if 585
filed, shall be recorded in the records of deeds for that county. 586
For that recording, the county recorder shall charge and collect 587
the same fee as in the case of deeds. 588

Sec. 1775.48. (A) When a merger or consolidation becomes 589
effective, all of the following apply: 590

(1) The separate existence of each constituent entity other 591
than the surviving entity in a merger shall cease, except that 592
whenever a conveyance, assignment, transfer, deed, or other 593
instrument or act is necessary to vest property or rights in the 594
surviving or new entity, the general partners, officers, or other 595
authorized representatives of the respective constituent entities 596
shall execute, acknowledge, and deliver such instruments and do 597
such acts. For these purposes, the existence of the constituent 598
entities and the authority of their respective general partners, 599
officers, directors, or other representatives are continued 600
notwithstanding the merger or consolidation. 601

(2) In the case of a consolidation, the new entity exists 602
when the consolidation becomes effective and, if the new entity is 603
a domestic general partnership, the written partnership agreement 604
contained in or provided for in the agreement of consolidation 605

shall be its original partnership agreement.

606

(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

608

609

610

611

612

(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

614

615

(a) Except to the extent limited by the mandatory provisions of applicable law, the following:

616

617

(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

619

620

621

622

623

624

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

625

626

627

(b) All obligations belonging to or due to each constituent entity.

628

629

(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

630

631

632

633

634

635

636

substituted in place of any constituent entity. 637

(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
business in this state and the certificate of merger or
consolidation is accompanied by the information described in
division (B)(4) of section 1775.47 of the Revised Code, then on
the effective date of the merger or consolidation the surviving or
new entity shall be considered to have complied with the
requirements for procuring a license or for registration to
transact business in this state as a foreign corporation, limited
liability company, or limited partnership, as the case may be. In
such a case, a copy of the certificate of merger or consolidation
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 or foreign limited partnership.

669
670
671
672
673
674
675
676
677
678
679
680
681
682

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

683
684
685
686
687

(E) In the case of an 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 the laws of which the entity exists
or in which it has property.

688
689
690
691

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

692
693
694
695

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

696
697
698
699

(2) In the case of a merger into a domestic general partnership, partners of the surviving domestic general partnership who under section 1775.45 of the Revised Code are entitled to vote or act on the adoption of an agreement of merger, but only as to the interests so entitling them to vote or act. 700
701
702
703
704

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

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

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

(C) If the proposal of merger or consolidation is to be submitted to the partners for their written approval or other 729
730

action without a meeting, the dissenting partner shall be a
partner and a record holder of the interests of the partnership as
to which the dissenting partner seeks relief as of the date the
request for approval or action was sent to the partners entitled
to act or otherwise approve the proposal, and the dissenting
partner shall not have indicated approval of the proposal in the
dissenting partner's capacity as a holder of such interests. Not
later than fifteen days after the date on which the request for
approval of or action on the proposal was mailed to the partners,
the dissenting partner shall deliver to the partnership a written
demand for payment to the dissenting partner of the fair cash
value of the interests as to which the dissenting partner seeks
relief, which demand shall state the dissenting partner's address,
the number and class of such interests, and the amount claimed by
the dissenting partner as the fair cash value of those interests.

731
732
733
734
735
736
737
738
739
740
741
742
743
744
745

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

746
747
748
749
750

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

751
752
753
754
755
756
757
758
759
760
761
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 796
dissenting partner, may file a complaint under section 1775.51 of 797
the Revised Code. The complaint shall be filed in the court of 798
common pleas of the county in which the principal office of the 799
general partnership that issued the interests is located or was 800
located when the proposal of merger or consolidation was adopted 801
by the partners of the general partnership. Other dissenting 802
partners, within that ninety-day period, may join as plaintiffs or 803
may be joined as defendants in any such proceeding, and any two or 804
more such proceedings may be consolidated. 805

(G) The right and obligation of a dissenting partner to 806
receive such fair cash value and to sell such interests as to 807
which the dissenting partner seeks relief and the right and 808
obligation of the domestic general partnership to purchase such 809
interests and to pay the fair cash value of them terminate if any 810
of the following applies: 811

(1) The dissenting partner has not complied with this 812
section, unless the general partnership waives such failure. 813

(2) The general partnership abandons the merger or 814
consolidation or is finally enjoined or prevented from carrying it 815
out, or the partners rescind their adoption or approval of the 816
merger or consolidation. 817

(3) The dissenting partner withdraws the dissenting partner's 818
demand, with the consent of the general partnership. 819

(4) All of the following apply: 820

(a) The partnership agreement of the constituent domestic 821
general partnership in which the dissenting partner was a partner 822
does not provide a reasonable basis for determining and paying the 823
dissenting partner the fair cash value of the dissenting partner's 824
interest. 825

(b) The general partnership and the dissenting partner have 826
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
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

857
858
859
860
861
862
863
864
865
866
867
868
869
870
871
872
873
874
875
876
877
878
879
880
881
882
883
884
885
886
887
888
889

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.

890
891
892
893
894
895
896
897
898
899
900
901
902

(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.

903
904
905
906
907
908
909
910
911
912
913
914
915
916
917
918

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

919
920
921

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

922
923
924
925
926
927

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

928
929
930

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

931
932
933
934

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

935
936

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

937
938
939
940

(4) The partner has agreed that the creditor need not exhaust the assets of the surviving or resulting entity of the merger or consolidation.

941
942
943

(B) A court grants permission to the judgment creditor to levy execution against the assets of the partner based on a finding that the assets of the surviving or resulting entity of the merger or consolidation that are subject to execution are clearly insufficient to satisfy the judgment, that exhaustion of the assets of the surviving or resulting entity of the merger or consolidation is excessively burdensome, or that the grant of permission is an appropriate exercise of the court's equitable powers.

944
945
946
947
948
949
950
951
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
persons who signed the certificate on behalf of each entity are
authorized to do so;

(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;

(h) 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;

(i) 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.

(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 merger or consolidation.

(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 or
consolidation.

(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
the information required by division (B)(7), (8), or (9) of

section 1782.432 of the Revised Code. 1076

(5) If a foreign or domestic corporation licensed to transact 1077
business in this state is a constituent entity and the surviving 1078
or new entity resulting from the merger or consolidation is not a 1079
foreign or domestic corporation that is to be licensed to transact 1080
business in this state, the certificate of merger or consolidation 1081
shall be accompanied by the affidavits, receipts, certificates, or 1082
other evidence required by division (H) of section 1701.86 of the 1083
Revised Code, with respect to each domestic constituent 1084
corporation, and by the affidavits, receipts, certificates, or 1085
other evidence required by division (C) or (D) of section 1703.17 1086
of the Revised Code, with respect to each foreign constituent 1087
corporation licensed to transact business in this state. 1088

(C) If any constituent entity in a merger or consolidation is 1090
organized or formed under the laws of a state other than this 1091
state or under any chapter of the Revised Code other than this 1092
chapter, there also shall be filed in the proper office all 1093
documents that are required to be filed in connection with the 1094
merger or consolidation by the laws of that state or by that 1095
chapter. 1096

(D) Upon the filing of a certificate of merger or 1097
consolidation and other filings as described in division (C) of 1098
this section or at any later date that the certificate of merger 1099
or consolidation specifies, the merger or consolidation is 1100
effective. 1101

(E) The secretary of state shall furnish, upon request and 1102
payment of the fee specified in division ~~(D)~~(K)(2) of section 1103
111.16 of the Revised Code, the secretary of state's certificate 1104
setting forth: the name and form of entity of each constituent 1105
entity and the states under the laws of which each constituent 1106
entity existed prior to the merger or consolidation; the name and 1107

the form of entity of the surviving or new entity and the state 1108
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