



General Assembly

Substitute Bill No. 5676

February Session, 2002

**AN ACT CONCERNING PROFESSIONAL SERVICE CORPORATIONS,
BUSINESS CORPORATIONS, NONSTOCK CORPORATIONS, LIMITED
PARTNERSHIPS, LIMITED LIABILITY COMPANIES AND
PARTNERSHIPS.**

Be it enacted by the Senate and House of Representatives in General Assembly convened:

1 Section 1. Section 33-182i of the general statutes is repealed and the
2 following is substituted in lieu thereof (*Effective October 1, 2002*):

3 Chapter 601 is applicable to a corporation organized pursuant to
4 this chapter except to the extent that any of the provisions of this
5 chapter are interpreted to be in conflict with the provisions of [said]
6 chapter 601, in which event the provisions of this chapter shall take
7 precedence with respect to a corporation organized pursuant to the
8 provisions of this chapter. A professional corporation organized under
9 this chapter [shall] may consolidate or merge only with another
10 [domestic] professional corporation organized under this chapter, a
11 limited liability company organized under chapter 613 or a partnership
12 or limited liability partnership organized under chapter 614, if such
13 corporation, company or partnership is organized to render the same
14 specific professional service. [and a] A merger or consolidation of any
15 professional corporation organized under this chapter with any
16 foreign corporation, foreign limited liability company, foreign
17 partnership or foreign limited liability partnership is prohibited.

18 Sec. 2. Section 33-602 of the general statutes is amended by adding

19 subdivision (32) as follows (*Effective October 1, 2002*):

20 (NEW) (32) "Voting power" means the current power to vote in the
21 election of directors.

22 Sec. 3. Section 33-611 of the general statutes, as amended by section
23 7 of public act 01-199, is repealed and the following is substituted in
24 lieu thereof (*Effective October 1, 2002*):

25 (a) A domestic or foreign corporation may correct a document filed
26 by the Secretary of the State if (1) the document contains an inaccuracy,
27 (2) the document was defectively made, executed, attested, sealed,
28 verified or acknowledged, or (3) the electronic transmission was
29 defective.

30 (b) A document is corrected: (1) By preparing a certificate of
31 correction that (A) describes the document, including its filing date, or
32 attaches a copy of it to the certificate, (B) specifies the inaccuracy or
33 defect to be corrected, and (C) corrects the inaccuracy or other defect;
34 and (2) by delivering the certificate to the Secretary of the State for
35 filing.

36 (c) A certificate of correction is effective on the effective date of the
37 document it corrects except as to persons relying on the uncorrected
38 document and adversely affected by the correction. As to those
39 persons, a certificate of correction is effective when filed.

40 Sec. 4. Section 33-684 of the general statutes is repealed and the
41 following is substituted in lieu thereof (*Effective October 1, 2002*):

42 (a) A corporation may acquire its own shares and shares so acquired
43 constitute authorized but unissued shares.

44 (b) If the certificate of incorporation prohibits the reissue of acquired
45 shares, the number of authorized shares is reduced by the number of
46 shares acquired, [effective upon amendment of the certificate of
47 incorporation.]

48 [(c) The board of directors may adopt a certificate of amendment
49 under this section without shareholder action and deliver it to the
50 Secretary of the State for filing. The certificate shall set forth: (1) The
51 name of the corporation; (2) the reduction in the number of authorized
52 shares, itemized by class and series; and (3) the total number of
53 authorized shares, itemized by class and series, remaining after
54 reduction of the shares.]

55 Sec. 5. Section 33-687 of the general statutes is amended by adding
56 subsection (h) as follows (*Effective October 1, 2002*):

57 (NEW) (h) This section shall not apply to distributions in the course
58 of dissolution under sections 33-880 to 33-887, inclusive.

59 Sec. 6. Section 33-743 of the general statutes is repealed and the
60 following is substituted in lieu thereof (*Effective October 1, 2002*):

61 (a) The superior court for the judicial district where a corporation's
62 principal office or, if none in this state, its registered office, is located
63 may remove a director of the corporation from office in a proceeding
64 commenced either by or in the right of the corporation [or by its
65 shareholders holding at least ten per cent of the outstanding shares of
66 any class] if the court finds that (1) the director engaged in fraudulent
67 [or dishonest conduct or gross abuse of authority or discretion,]
68 conduct with respect to the corporation [and (2) removal is] or its
69 shareholders, grossly abused the position of director or intentionally
70 inflicted harm on the corporation, and (2) considering the director's
71 course of conduct and the inadequacy of other available remedies,
72 removal would be in the best interest of the corporation.

73 (b) A shareholder proceeding on behalf of the corporation under
74 subsection (a) of this section shall comply with all of the requirements
75 of sections 33-720 to 33-727, inclusive, except subdivision (1) of section
76 33-721.

77 [(b)] (c) The court, [that removes] in addition to removing a director,
78 may bar the director from reelection for a period prescribed by the

79 court.

80 [(c) If shareholders commence a proceeding under subsection (a) of
81 this section, they shall make the corporation a party defendant.]

82 (d) Nothing in this section limits the equitable powers of the court to
83 order other relief.

84 Sec. 7. Section 33-757 of the general statutes is repealed and the
85 following is substituted in lieu thereof (*Effective October 1, 2002*):

86 (a) A director who votes for or assents to a distribution made in
87 violation of section 33-687, as amended by this act, section 31 of this act
88 or the certificate of incorporation is personally liable to the corporation
89 for the amount of the distribution that exceeds what could have been
90 distributed without violating [said] section 33-687, as amended by this
91 act, section 31 of this act or the certificate of incorporation if it is
92 established that he did not perform his duties in compliance with
93 section 33-756 or section 31 of this act. In any proceeding commenced
94 under this section, a director has all of the defenses ordinarily available
95 to a director.

96 (b) A director held liable under subsection (a) of this section for an
97 unlawful distribution is entitled to contribution: (1) From every other
98 director who could be held liable under subsection (a) of this section
99 for the unlawful distribution; and (2) from each shareholder for the
100 amount the shareholder accepted knowing the distribution was made
101 in violation of section 33-687, as amended by this act, section 31 of this
102 act or the certificate of incorporation.

103 (c) A proceeding under this section to enforce (1) the liability of a
104 director under subsection (a) of this section is barred unless it is
105 commenced within two years after the date (A) on which the effect of
106 the distribution was measured under subsection (e) or (g) of section 33-
107 687, (B) as of which a violation of subsection (a) of section 33-687
108 occurred as a consequence of disregarding a restriction in the
109 certificate of incorporation, or (C) on which the distribution of assets to

110 shareholders was made under section 31 of this act; or (2) contribution
111 or recoupment under subsection (b) of this section is barred unless it is
112 commenced within one year after the liability of the claimant has been
113 finally adjudicated under subsection (a) of this section.

114 (d) For purposes of this section, a director shall be deemed to have
115 voted for a distribution if such director was present at the meeting of
116 the board of directors or committee thereof at the time such
117 distribution was authorized and did not vote in dissent therefrom, or if
118 such director consented thereto pursuant to section 33-749.

119 Sec. 8. Subsection (a) of section 33-795 of the general statutes is
120 repealed and the following is substituted in lieu thereof (*Effective*
121 *October 1, 2002*):

122 (a) A corporation may amend its certificate of incorporation at any
123 time to add or change a provision that is required or permitted in the
124 certificate of incorporation as of the effective date of the amendment or
125 to delete a provision that is not required to be contained in the
126 certificate of incorporation. [Whether a provision is required or
127 permitted in the certificate of incorporation is determined as of the
128 effective date of the amendment.]

129 Sec. 9. Section 33-796 of the general statutes is repealed and the
130 following is substituted in lieu thereof (*Effective October 1, 2002*):

131 Unless the certificate of incorporation provides otherwise, a
132 corporation's board of directors may adopt [one or more] amendments
133 to the corporation's certificate of incorporation without shareholder
134 [action] approval: (1) To extend the duration of the corporation if it
135 was incorporated at a time when limited duration was required by
136 law; (2) to delete the names and addresses of the initial directors; (3) to
137 delete the name and address of the initial registered agent or registered
138 office, if a statement of change is on file with the Secretary of the State;
139 (4) if the corporation has only one class of shares outstanding (A) to
140 change each issued and unissued authorized share of [an outstanding]
141 the class into a greater number of whole shares [if the corporation has

142 only shares of that class outstanding] of such class, or (B) to increase
143 the number of authorized shares of the class to the extent necessary to
144 permit the issuance of shares as a share dividend; (5) to change the
145 corporate name by substituting the word "corporation", "incorporated",
146 "company", "Societa per Azioni" or "limited", or the abbreviation
147 "corp.", "inc.", "co.", "S.p.A." or "Ltd.", for a similar word or abbreviation
148 in the name or by adding, deleting or changing a geographical
149 attribution for the name; [or] (6) to reflect a reduction in authorized
150 shares, as a result of the operation of subsection (b) of section 33-684,
151 as amended by this act, when the corporation has acquired its own
152 shares and the certificate of incorporation prohibits the reissue of the
153 acquired shares; (7) to delete a class of shares from the certificate of
154 incorporation, as a result of the operation of subsection (b) of section
155 33-684, as amended by this act, when there are no remaining shares of
156 the class because the corporation has acquired all shares of the class
157 and the certificate of incorporation prohibits the reissue of the acquired
158 shares; or (8) to make any other change expressly permitted by sections
159 33-600 to 33-998, inclusive, to be made without shareholder [action]
160 approval.

161 Sec. 10. Section 33-797 of the general statutes is repealed and the
162 following is substituted in lieu thereof (*Effective October 1, 2002*):

163 (a) [A corporation's board of directors may propose one or more
164 amendments to the certificate of incorporation for submission to the
165 shareholders.] If a corporation has issued shares, an amendment to the
166 certificate of incorporation shall be adopted as provided in this section.
167 A proposed amendment must be adopted by the board of directors.

168 (b) [For the amendment to be adopted: (1) The] Except as provided
169 in sections 33-796, 33-801, and 33-802, as amended by this act, after
170 adopting the proposed amendment, the board of directors must
171 [recommend] submit the amendment to the shareholders for their
172 approval. The board of directors must also transmit to the
173 shareholders a recommendation that the shareholders approve the
174 amendment, unless the board of directors [determines] makes a

175 determination that because of [conflict] conflicts of interest or other
176 special circumstances it should not make [no] such a recommendation,
177 [and communicates the basis for its determination to the shareholders
178 with the amendment; and (2) the shareholders entitled to vote on the
179 amendment must approve the amendment as provided in subsection
180 (e) of this section] in which case the board of directors must transmit to
181 the shareholders the basis for such determination.

182 (c) The board of directors may condition its submission of the
183 [proposed] amendment to the shareholders on any basis.

184 (d) [The] If the amendment is required to be approved by the
185 shareholders, and the approval is to be given at a meeting, the
186 corporation [shall] must notify each shareholder, whether or not
187 entitled to vote, of the [proposed shareholders' meeting in accordance
188 with section 33-699. The notice of meeting shall also] meeting of
189 shareholders at which the amendment is to be submitted for approval.
190 The notice must state that the purpose, or one of the purposes, of the
191 meeting is to consider the [proposed] amendment and must contain or
192 be accompanied by a copy [or summary] of the amendment.

193 (e) Unless sections 33-600 to 33-998, inclusive, the certificate of
194 incorporation or the board of directors acting pursuant to subsection
195 (c) of this section requires a greater vote or a vote by voting groups,
196 and except as provided in subsection (f) of this section, the amendment
197 to be adopted must be approved by: (1) A majority of the votes entitled
198 to be cast on the amendment by any voting group with respect to
199 which the amendment would create [dissenters'] appraisal rights; and
200 (2) the votes required by sections 33-709 and 33-710 by every other
201 voting group entitled to vote on the amendment.

202 (f) Notwithstanding any provision of subsection (e) of this section to
203 the contrary, an amendment to the certificate of incorporation of a
204 corporation which was incorporated under the laws of this state,
205 whether under chapter 599 of the general statutes, revision of 1958,
206 revised to January 1, 1995, or any other general law or special act, prior

207 to January 1, 1997, and which at the time of any shareholder vote on
208 such a proposed amendment has less than one hundred shareholders
209 of record, shall, unless the certificate of incorporation of such
210 corporation expressly provides otherwise, be approved by the
211 affirmative vote of at least two-thirds of the voting power of each
212 voting group entitled to vote thereon.

213 Sec. 11. Section 33-798 of the general statutes is repealed and the
214 following is substituted in lieu thereof (*Effective October 1, 2002*):

215 (a) ~~[The]~~ If a corporation has more than one class of shares
216 outstanding, the holders of the outstanding shares of a class are
217 entitled to vote as a separate voting group, if shareholder voting is
218 otherwise required by sections 33-600 to 33-998, inclusive, on a
219 proposed amendment to the certificate of incorporation if the
220 amendment would:

221 [(1) Increase or decrease the aggregate number of authorized shares
222 of the class;]

223 [(2)] (1) Effect an exchange or reclassification of all or part of the
224 shares of the class into shares of another class;

225 [(3)] (2) Effect an exchange or reclassification, or create the right of
226 exchange, of all or part of the shares of another class into shares of the
227 class;

228 [(4)] (3) Change the [designation,] rights, preferences or limitations
229 of all or part of the shares of the class;

230 [(5)] (4) Change the shares of all or part of the class into a different
231 number of shares of the same class;

232 [(6)] (5) Create a new class of shares having rights or preferences
233 with respect to distributions or to dissolution that are prior [,] or
234 superior [or substantially equal] to the shares of the class;

235 [(7)] (6) Increase the rights, preferences or number of authorized

236 shares of any class that, after giving effect to the amendment, have
237 rights or preferences with respect to distributions or to dissolution that
238 are prior [~~]~~ or superior [~~or substantially equal~~] to the shares of the
239 class;

240 ~~[(8)]~~ (7) Limit or deny an existing preemptive right of all or part of
241 the shares of the class; or

242 ~~[(9)]~~ (8) Cancel or otherwise affect rights to distributions [~~or~~
243 ~~dividends~~] that have accumulated but not yet been [~~declared~~]
244 authorized on all or part of the shares of the class.

245 (b) If a proposed amendment would affect a series of a class of
246 shares in one or more of the ways described in subsection (a) of this
247 section, the holders of shares of that series are entitled to vote as a
248 separate voting group on the proposed amendment.

249 (c) If a proposed amendment that entitles the holders of two or more
250 classes or series of shares to vote as separate voting groups under this
251 section would affect those two or more classes or series in the same or
252 a substantially similar way, the holders of shares of all the classes or
253 series so affected must vote together as a single voting group on the
254 proposed amendment, unless otherwise provided in the certificate of
255 incorporation or required by the board of directors.

256 (d) A class or series of shares is entitled to the voting rights granted
257 by this section although the certificate of incorporation provides that
258 the shares are nonvoting shares.

259 Sec. 12. Section 33-799 of the general statutes is repealed and the
260 following is substituted in lieu thereof (*Effective October 1, 2002*):

261 If a corporation has not yet issued shares, its [~~incorporators or~~]
262 board of directors, or the incorporators if it has no board of directors,
263 may adopt one or more amendments to the corporation's certificate of
264 incorporation.

265 Sec. 13. Section 33-800 of the general statutes is repealed and the

266 following is substituted in lieu thereof (*Effective October 1, 2002*):

267 [A corporation amending its] After an amendment to the certificate
268 of incorporation has been adopted and approved in the manner
269 required by sections 33-600 to 33-998, inclusive, and by the certificate
270 of incorporation, the corporation shall deliver to the Secretary of the
271 State for filing a certificate of amendment, [setting] which shall set
272 forth: (1) The name of the corporation; (2) the text of each amendment
273 adopted; (3) if an amendment provides for an exchange,
274 reclassification or cancellation of issued shares, provisions for
275 implementing the amendment if not contained in the amendment
276 itself; (4) the date of each amendment's adoption; and (5) if an
277 amendment (A) was adopted by the incorporators or board of
278 directors without shareholder [action, a statement to that effect and
279 that shareholder action was not required; (6) if an amendment was
280 approved by the shareholders (A) the designation, number of
281 outstanding shares, number of votes entitled to be cast by each voting
282 group entitled to vote separately on the amendment and number of
283 votes of each voting group indisputably represented at the meeting,
284 (B) either the total number of votes cast for and against the amendment
285 by each voting group entitled to vote separately on the amendment or
286 the total number of undisputed votes cast for the amendment by each
287 voting group and a statement that the number cast for the amendment
288 by each voting group was sufficient for approval by that voting group]
289 approval, a statement that the amendment was duly approved by the
290 incorporators or by the board of directors, as the case may be, and that
291 shareholder approval was not required, or (B) required approval by
292 the shareholders, a statement that the amendment was duly approved
293 by the shareholders in the manner required by sections 33-600 to 33-
294 998, inclusive, and by the certificate of incorporation.

295 Sec. 14. Section 33-801 of the general statutes is repealed and the
296 following is substituted in lieu thereof (*Effective October 1, 2002*):

297 (a) A corporation's board of directors may restate its certificate of
298 incorporation at any time, with or without shareholder [action]

299 approval, to consolidate all amendments to the certificate of
300 incorporation into a single document.

301 (b) [The restatement may include one or more amendments to the
302 certificate of incorporation. If the restatement includes an amendment
303 requiring shareholder approval, it] If the restated certificate of
304 incorporation includes one or more new amendments that require
305 shareholder approval, the new amendments must be adopted and
306 approved as provided in section 33-797, as amended by this act.

307 [(c) If the board of directors submits a restatement for shareholder
308 action, the corporation shall notify each shareholder, whether or not
309 entitled to vote, of the proposed shareholders' meeting in accordance
310 with section 33-699. The notice must also state that the purpose, or one
311 of the purposes, of the meeting is to consider the proposed restatement
312 and contain or be accompanied by a copy of the restatement that
313 identifies any amendment or other change it would make in the
314 certificate of incorporation.]

315 [(d)] (c) A corporation [restating] that restates its certificate of
316 incorporation shall deliver to the Secretary of the State for filing a
317 certificate of restatement setting forth the name of the corporation and
318 the text of the restated certificate of incorporation together with (1) a
319 statement [setting forth: (1) Whether the restatement contains an
320 amendment to the certificate of incorporation requiring shareholder
321 approval and, if it does not, that the board of directors adopted the
322 restatement; or (2) if the restatement contains an amendment to the
323 certificate of incorporation requiring shareholder approval, the
324 information required by section 33-800] that the restated certificate of
325 incorporation consolidates all amendments into a single document,
326 and (2) if a new amendment is included in the restated certificate of
327 incorporation, the statement required under section 33-800, as
328 amended by this act.

329 [(e)] (d) A duly adopted restated certificate of incorporation
330 supersedes the original certificate of incorporation and all

331 amendments to it.

332 [(f)] (e) The Secretary of the State may certify a restated certificate of
333 incorporation as the certificate of incorporation currently in effect,
334 without including the statement information required by subsection
335 [(d)] (c) of this section.

336 Sec. 15. Section 33-802 of the general statutes is repealed and the
337 following is substituted in lieu thereof (*Effective October 1, 2002*):

338 (a) A corporation's certificate of incorporation may be amended
339 without action by the board of directors or shareholders to carry out a
340 plan of reorganization ordered or decreed by a court of competent
341 jurisdiction under [federal statute if the certificate of incorporation
342 after amendment contains only provisions required or permitted by
343 section 33-636] a law of the United States.

344 (b) The individual or individuals designated by the court shall
345 deliver to the Secretary of the State for filing a certificate of
346 amendment setting forth: (1) The name of the corporation; (2) the text
347 of each amendment approved by the court; (3) the date of the court's
348 order or decree approving the certificate of amendment; (4) the title of
349 the reorganization proceeding in which the order or decree was
350 entered; and (5) a statement that the court had jurisdiction of the
351 proceeding under federal [law] statute.

352 [(c) Shareholders of a corporation undergoing reorganization do not
353 have dissenters' rights except as and to the extent provided in the
354 reorganization plan.]

355 [(d)] (c) This section does not apply after entry of a final decree in
356 the reorganization proceeding even though the court retains
357 jurisdiction of the proceeding for limited purposes unrelated to
358 consummation of the reorganization plan.

359 Sec. 16. Section 33-806 of the general statutes is repealed and the
360 following is substituted in lieu thereof (*Effective October 1, 2002*):

361 (a) A corporation's shareholders may amend or repeal the
362 corporation's bylaws.

363 [(a)] (b) A corporation's board of directors may amend or repeal the
364 corporation's bylaws unless: (1) The certificate of incorporation or
365 [sections 33-600 to 33-998, inclusive, reserve this] section 33-808
366 reserves such power exclusively to the shareholders in whole or part;
367 or (2) the shareholders, in amending, [or] repealing or adopting a
368 particular bylaw, [provide] expressly provide that the board of
369 directors may not amend, [or] repeal or reinstate that bylaw.

370 [(b) A corporation's shareholders may amend or repeal the
371 corporation's bylaws even though the bylaws may also be amended or
372 repealed by its board of directors.]

373 Sec. 17. (NEW) (*Effective October 1, 2002*) As used in this section,
374 sections 33-815 to 33-820, inclusive, of the general statutes, as amended
375 by this act, and section 24 of this act:

376 (1) "Interests" means the proprietary interests in an other entity.

377 (2) "Merger" means a business combination pursuant to section 33-
378 815 of the general statutes, as amended by this act.

379 (3) "Organizational documents" means the basic document or
380 documents that create, or determine the internal governance of, an
381 other entity.

382 (4) "Other entity" means any association or legal entity, other than a
383 domestic or foreign corporation, organized to conduct business,
384 including, but not limited to, a partnership, limited partnership,
385 limited liability partnership, limited liability company, joint venture,
386 joint stock company, business trust, statutory trust and real estate
387 investment trust.

388 (5) "Party to a merger" means any domestic or foreign corporation
389 or other entity that will merge under a plan of merger.

390 (6) "Party to a share exchange" means any domestic or foreign
391 corporation or other entity that will: (A) Acquire shares or interests of
392 another corporation or an other entity in a share exchange; or (B) have
393 all of its shares or interests or all of one or more classes or series of its
394 shares or interests acquired in a share exchange.

395 (7) "Share exchange" means a business combination pursuant to
396 section 33-816 of the general statutes, as amended by this act.

397 (8) "Survivor" means, in a merger, the corporation or other entity
398 into which one or more other corporations or other entities are merged.
399 A survivor of a merger may preexist the merger or be created by the
400 merger.

401 Sec. 18. Section 33-815 of the general statutes is repealed and the
402 following is substituted in lieu thereof (*Effective October 1, 2002*):

403 (a) One or more domestic corporations may merge [into another
404 corporation if the board of directors of each corporation adopts and its
405 shareholders, if required by section 33-817, approve] with a domestic
406 or foreign corporation or other entity pursuant to a plan of merger.

407 (b) A foreign corporation, or a domestic or foreign other entity, may
408 be a party to a merger, or may be created by the terms of a plan of
409 merger, only if: (1) The merger is permitted by the law of the state or
410 country under which such corporation or other entity is organized or
411 by which it is governed; and (2) in effecting the merger, such
412 corporation or other entity complies with such law and with its
413 certificate of incorporation or organizational documents.

414 [(b)] (c) The plan of merger [shall set forth] must include: (1) The
415 name of each corporation [planning to] or other entity that will merge
416 and the name of the [surviving corporation into which each other
417 corporation plans to merge] corporation or other entity that will be the
418 survivor of the merger; (2) the terms and conditions of the merger;
419 [and] (3) the manner and basis of converting the shares of each
420 [corporation into shares, obligations or other securities of the surviving

421 or any other corporation or into cash or other property in whole or
422 part] merging corporation and interests of each merging other entity
423 into shares or other securities, interests, obligations, rights to acquire
424 shares or other securities, cash or other property, or any combination
425 thereof; (4) the certificate of incorporation of any corporation, or the
426 organizational documents of any other entity, to be created by the
427 merger or, if a new corporation or other entity is not to be created by
428 the merger, any amendments to the survivor's certificate of
429 incorporation or organizational documents; and (5) any other
430 provisions required by the law of the state or country under which any
431 party to the merger is organized or by which it is governed, or by the
432 certificate of incorporation or organizational documents of any such
433 party.

434 [(c) The plan of merger may set forth: (1) Amendments to the
435 certificate of incorporation of the surviving corporation; and (2) other
436 provisions relating to the merger.]

437 (d) The terms of the plan of merger described in subdivisions (2)
438 and (3) of subsection (c) of this section may be made dependent upon
439 facts ascertainable outside the plan of merger, provided such facts are
440 objectively ascertainable. For the purposes of this subsection, "facts"
441 includes, but is not limited to, the occurrence of any event, including a
442 determination or action by any person or body, including the
443 corporation.

444 (e) The plan of merger may also include a provision that the plan
445 may be amended prior to filing a certificate of merger with the
446 Secretary of the State, provided, if the shareholders of a domestic
447 corporation that is a party to the merger are required or permitted to
448 vote on the plan, the plan must provide that, subsequent to approval
449 of the plan by such shareholders, the plan may not be amended to: (1)
450 Change the amount or kind of shares or other securities, interests,
451 obligations, rights to acquire shares or other securities, cash or other
452 property to be received by the shareholders of or owners of interests in
453 any party to the merger upon conversion of their shares or interests

454 under the plan; (2) change the certificate of incorporation of any
455 corporation, or the organizational documents of any other entity, that
456 will survive or be created as a result of the merger, except for changes
457 permitted by section 33-796, as amended by this act, or by comparable
458 provisions of the law of the state or country under which the foreign
459 corporation or foreign other entity is organized or by which it is
460 governed; or (3) change any of the other terms or conditions of the
461 plan if the change would adversely affect such shareholders in any
462 material respect.

463 Sec. 19. Section 33-816 of the general statutes is repealed and the
464 following is substituted in lieu thereof (*Effective October 1, 2002*):

465 (a) [A] Through a share exchange: (1) A domestic corporation may
466 acquire all of the [outstanding] shares of one or more classes or series
467 of [another corporation if the board of directors of each corporation
468 adopts and its shareholders, if required by section 33-817, approve the
469 exchange] shares of another domestic corporation or of a foreign
470 corporation, or all of the interests of one or more classes or series of
471 interests of a domestic or foreign other entity, in exchange for shares or
472 other securities, interests, obligations, rights to acquire shares or other
473 securities, cash or other property, or any combination thereof,
474 pursuant to a plan of share exchange; or (2) all of the shares of one or
475 more classes or series of shares of a domestic corporation may be
476 acquired by another domestic corporation or by a foreign corporation
477 or other entity, in exchange for shares or other securities, interests,
478 obligations, rights to acquire shares or other securities, cash or other
479 property, or any combination thereof, pursuant to a plan of share
480 exchange.

481 [(b) The plan of exchange shall set forth: (1) The name of the
482 corporation whose shares will be acquired and the name of the
483 acquiring corporation; (2) the terms and conditions of the exchange; (3)
484 the manner and basis of exchanging the shares to be acquired for
485 shares, obligations or other securities of the acquiring or any other
486 corporation or for cash or other property in whole or part.

487 (c) The plan of exchange may set forth other provisions relating to
488 the exchange.

489 (d) This section does not limit the power of a corporation to acquire
490 all or part of the shares of one or more classes or series of another
491 corporation through a voluntary exchange or otherwise.]

492 (b) A foreign corporation, or a domestic or foreign other entity, may
493 be a party to a share exchange only if: (1) The share exchange is
494 permitted by the law of the state or country under which such
495 corporation or other entity is organized or by which it is governed; and
496 (2) in effecting the share exchange, such corporation or other entity
497 complies with such law and with its certificate of incorporation or
498 organizational documents.

499 (c) The plan of share exchange must include: (1) The name of each
500 corporation or other entity whose shares or interests will be acquired
501 and the name of the corporation or other entity that will acquire such
502 shares or interests; (2) the terms and conditions of the share exchange;
503 (3) the manner and basis of exchanging shares of a corporation or
504 interests in an other entity whose shares or interests will be acquired
505 under the share exchange into shares or other securities, interests,
506 obligations, rights to acquire shares or other securities, cash or other
507 property, or any combination thereof; and (4) any other provisions
508 required by the law of the state or country under which any party to
509 the share exchange is organized or by which it is governed or by the
510 certificate of incorporation or organizational documents of any such
511 party.

512 (d) The terms of the plan of share exchange described in
513 subdivisions (2) and (3) of subsection (c) of this section may be made
514 dependent on facts ascertainable outside the plan of share exchange,
515 provided such facts are objectively ascertainable. For the purposes of
516 this subsection, "facts" includes, but is not limited to, the occurrence of
517 any event, including a determination or action by any person or body,
518 including the corporation.

519 (e) The plan of share exchange may also include a provision that the
520 plan may be amended prior to the filing of a certificate of share
521 exchange with the Secretary of the State, provided, if the shareholders
522 of a domestic corporation that is a party to the share exchange are
523 required or permitted to vote on the plan, the plan must provide that,
524 subsequent to approval of the plan by such shareholders, the plan may
525 not be amended to: (1) Change the amount or kind of shares or other
526 securities, interests, obligations, rights to acquire shares or other
527 securities, cash or other property to be issued by the corporation or to
528 be received by the shareholders of or owners of interests in any party
529 to the share exchange in exchange for their shares or interests under
530 the plan; or (2) change any of the terms or conditions of the plan if the
531 change would adversely affect such shareholders in any material
532 respect.

533 (f) This section does not limit the power of a domestic corporation to
534 acquire shares of another corporation or interests in an other entity in a
535 transaction other than a share exchange.

536 Sec. 20. Section 33-817 of the general statutes is repealed and the
537 following is substituted in lieu thereof (*Effective October 1, 2002*):

538 [(a) After adopting a plan of merger or share exchange, the board of
539 directors of each corporation party to the merger, and the board of
540 directors of the corporation whose shares will be acquired in the share
541 exchange, shall submit the plan of merger, except as provided in
542 subsection (g) of this section, or share exchange for approval by its
543 shareholders.

544 (b) For a plan of merger or share exchange to be approved: (1) The
545 board of directors must recommend the plan of merger or share
546 exchange to the shareholders, unless the board of directors determines
547 that because of conflict of interest or other special circumstances it
548 should make no recommendation and communicates the basis for its
549 determination to the shareholders with the plan; and (2) the
550 shareholders entitled to vote must approve the plan.]

551 In the case of a domestic corporation that is a party to a merger or a
552 share exchange:

553 (1) The plan of merger or share exchange must be adopted by the
554 board of directors.

555 (2) Except as provided in subdivision (7) of this section and section
556 33-818, as amended by this act, after adopting the plan of merger or
557 share exchange, the board of directors must submit the plan to the
558 shareholders for their approval. The board of directors must also
559 transmit to the shareholders a recommendation that the shareholders
560 approve the plan, unless the board of directors makes a determination
561 that because of conflicts of interest or other special circumstances it
562 should not make such a recommendation, in which case the board of
563 directors must transmit to the shareholders the basis for such
564 determination.

565 ~~[(c)]~~ (3) The board of directors may condition its submission of the
566 [proposed] plan of merger or share exchange to the shareholders on
567 any basis.

568 ~~[(d) The corporation shall]~~ (4) If the plan of merger or share
569 exchange is required to be approved by the shareholders, and if the
570 approval is to be given at a meeting, the corporation must notify each
571 shareholder, whether or not entitled to vote, of the [proposed
572 shareholders' meeting in accordance with section 33-699] meeting of
573 shareholders at which the plan is to be submitted for approval. The
574 notice must also state that the purpose, or one of the purposes, of the
575 meeting is to consider the plan [of merger or share exchange] and must
576 contain or be accompanied by a copy or summary of the plan. If the
577 corporation is to be merged into an existing corporation or other entity,
578 the notice shall also include or be accompanied by a copy or summary
579 of the certificate of incorporation or organizational documents of such
580 existing corporation or other entity. If the corporation is to be merged
581 into a corporation or other entity that is to be created pursuant to the
582 merger, the notice shall include or be accompanied by a copy or a

583 summary of the certificate of incorporation or organizational
584 documents of the new corporation or other entity.

585 [(e)] (5) Unless sections 33-600 to 33-998, inclusive, the certificate of
586 incorporation or the board of directors acting pursuant to [subsection
587 (c)] subdivision (3) of this section requires a greater vote or a vote by
588 voting groups, and except as provided in [subsection (j)] subdivision
589 (9) of this section, the plan of merger or share exchange to be
590 authorized must be approved by each voting group entitled to vote
591 separately on the plan by a majority of all the votes entitled to be cast
592 on the plan by that voting group.

593 [(f)] (6) Separate voting by voting groups is required: [(1)] (A) On a
594 plan of merger, [if the plan contains a provision] by each class or series
595 of shares that (i) are to be converted, pursuant to the provisions of the
596 plan of merger, into shares or other securities, interests, obligations,
597 rights to acquire shares or other securities, cash or other property, or
598 any combination thereof, or (ii) would have a right to vote as a
599 separate group on a provision in the plan that, if contained in a
600 proposed amendment to the certificate of incorporation, would require
601 action by [one or more] separate voting groups [on the proposed
602 amendment] under section 33-798, as amended by this act; (2) on a
603 plan of share exchange, by each class or series of shares included in the
604 exchange, with each class or series constituting a separate voting
605 group; and (3) on a plan of merger or share exchange, if the voting
606 group is entitled under the certificate of incorporation to vote as a
607 voting group to approve a plan of merger or share exchange.

608 [(g) Action by the shareholders of the surviving corporation on a
609 plan of merger] (7) Unless the certificate of incorporation otherwise
610 provides, approval by the corporation's shareholders of a plan of
611 merger or share exchange is not required if: [(1) The certificate of
612 incorporation of the surviving corporation will not differ,] (A) The
613 corporation will be the survivor in the merger or is the acquiring
614 corporation in the share exchange; (B) except for amendments
615 [enumerated in] permitted by section 33-796, as amended by this act,

616 [from] its certificate of incorporation [before the merger; (2)] will not be
617 changed; and (C) each shareholder of the [surviving] corporation
618 whose shares were outstanding immediately before the effective date
619 of the merger or the share exchange will hold the same number of
620 shares, with identical [designations,] preferences, limitations and
621 relative rights, immediately after [; (3) the number of voting shares
622 outstanding immediately after the merger, plus the number of voting
623 shares issuable as a result of the merger, either by the conversion of
624 securities issued pursuant to the merger or the exercise of rights and
625 warrants issued pursuant to the merger, will not exceed by more than
626 twenty per cent the total number of voting shares of the surviving
627 corporation outstanding immediately before the merger; and (4) the
628 number of participating shares outstanding immediately after the
629 merger, plus the number of participating shares issuable as a result of
630 the merger, either by the conversion of securities issued pursuant to
631 the merger or the exercise of rights and warrants issued pursuant to
632 the merger, will not exceed by more than twenty per cent the total
633 number of participating shares outstanding immediately before the
634 merger] the effective date of the merger or the share exchange.

635 [(h) As used in subsection (g) of this section: (1) "Participating
636 shares" means shares that entitle their holders to participate without
637 limitation in distributions; and (2) "voting shares" means shares that
638 entitle their holders to vote unconditionally in elections of directors.

639 (i) After a merger or share exchange is authorized, and at any time
640 before the certificate of merger or share exchange is filed, the planned
641 merger or share exchange may be abandoned, subject to any
642 contractual rights, without further shareholder action, in accordance
643 with the procedure set forth in the plan of merger or share exchange
644 or, if none is set forth, in the manner determined by the board of
645 directors.]

646 (8) If, as a result of a merger or a share exchange, one or more
647 shareholders of a domestic corporation would become subject to
648 personal liability for the obligations or liabilities of any other person or

649 entity, approval of the plan of merger or share exchange shall require
650 the execution, by each such shareholder, of a separate written consent
651 to become subject to such personal liability.

652 [(j)] (9) Notwithstanding any provision of [subsection (e)]
653 subdivision (5) of this section to the contrary, a plan of merger or share
654 exchange of a corporation which was incorporated under the laws of
655 this state, whether under chapter 599 of the general statutes, revision
656 of 1958, revised to January 1, 1995, or any other general law or special
657 act, prior to January 1, 1997, to be authorized by such corporation, shall
658 be approved by [(1)] (A) the affirmative vote of at least two-thirds of
659 the voting power of each voting group entitled to vote thereon unless
660 the certificate of incorporation expressly provides otherwise, provided
661 if such corporation is the surviving corporation of such merger and
662 such plan of merger will not effect any change in or amendment to the
663 certificate of incorporation of such corporation and the shares to be
664 issued under the plan of merger could have been issued by the board
665 of directors of such corporation without further authorization of the
666 shareholders of such corporation, then the provisions of this
667 subdivision shall not require approval of such plan of merger or share
668 exchange by the corporation's shareholders, and [(2)] (B) the
669 affirmative vote of at least two-thirds of the voting power of each class
670 of stock of such corporation outstanding prior to January 1, 1997, and
671 not otherwise entitled to vote thereon, unless the certificate of
672 incorporation expressly provides otherwise; provided if such
673 corporation is the surviving corporation of such merger and such plan
674 of merger or share exchange does not contain any provisions which, if
675 contained in a proposed amendment to the certificate of incorporation
676 of such corporation, would entitle any class or series of shareholders of
677 such surviving corporation to vote as a class or series as provided in
678 subsection (f) of section 33-797 or section 33-798, as amended by this
679 act, then the provisions of this subdivision shall not require approval
680 of such plan of merger or share exchange by the holders of such class
681 or series not otherwise entitled to vote thereon.

682 Sec. 21. Section 33-818 of the general statutes is repealed and the

683 following is substituted in lieu thereof (*Effective October 1, 2002*):

684 (a) A domestic parent corporation [owning] that owns shares of a
685 domestic or foreign subsidiary corporation that carry at least ninety
686 per cent of the voting power of each class and series of the outstanding
687 shares of [each class of a subsidiary corporation may merge the
688 subsidiary into itself without approval of the shareholders of the
689 parent or subsidiary] the subsidiary that have voting power may
690 merge the subsidiary into itself or into another such subsidiary, or
691 merge itself into the subsidiary, unless (1) the certificate of
692 incorporation of any of the corporations otherwise provides, and (2) in
693 the case of a foreign subsidiary, approval by the foreign subsidiary's
694 board of directors or shareholders is required by the law under which
695 the subsidiary is organized or by which it is governed.

696 [(b) The board of directors of the parent shall adopt a plan of merger
697 that sets forth: (1) The names of the parent and subsidiary; and (2) the
698 manner and basis of converting the shares of the subsidiary into
699 shares, obligations or other securities of the parent or any other
700 corporation or into cash or other property in whole or part.

701 (c) The parent shall mail a copy or summary of the plan of merger to
702 each shareholder of the subsidiary who does not waive the mailing
703 requirement in writing.

704 (d) The parent may not deliver a certificate of merger to the
705 Secretary of the State for filing until at least thirty days after the date it
706 mailed a copy of the plan of merger to each shareholder of the
707 subsidiary who did not waive the mailing requirement.

708 (e) A certificate of merger under this section may not contain
709 amendments to the certificate of incorporation of the parent
710 corporation, except for amendments enumerated in section 33-796.]

711 (b) If approval of a merger by the subsidiary's shareholders is not
712 required under subsection (a) of this section, the parent corporation
713 shall, within ten days after the effective date of the merger, notify each

714 of the subsidiary's shareholders that the merger has become effective.

715 (c) Except as provided in subsections (a) and (b) of this section, a
716 merger between a parent and a subsidiary shall be governed by the
717 provisions of sections 33-815 to 33-829, inclusive, applicable to mergers
718 generally.

719 Sec. 22. Section 33-819 of the general statutes is repealed and the
720 following is substituted in lieu thereof (*Effective October 1, 2002*):

721 (a) After a plan of merger or share exchange [is approved by the
722 shareholders, or adopted by the board of directors if shareholder
723 approval is not required, the surviving or acquiring corporation shall
724 deliver to the Secretary of the State for filing a certificate of merger or
725 share exchange setting forth: (1) The plan of merger or share exchange;
726 (2) if shareholder approval was not required, a statement to that effect;
727 (3) if approval of the shareholders of one or more corporations party to
728 the merger or share exchange was required: (A) The designation,
729 number of outstanding shares and number of votes entitled to be cast
730 by each voting group entitled to vote separately on the plan as to each
731 corporation; and (B) either the total number of votes cast for and
732 against the plan by each voting group entitled to vote separately on the
733 plan or the total number of undisputed votes cast for the plan
734 separately by each voting group and a statement that the number cast
735 for the plan by each voting group was sufficient for approval by that
736 voting group] has been adopted and approved as required by sections
737 33-600 to 33-998, inclusive, a certificate of merger or share exchange
738 shall be executed on behalf of each party to the merger or the share
739 exchange by any officer or other duly authorized representative of
740 such party. The certificate of merger or share exchange shall set forth:
741 (1) The names of the parties to the merger or the share exchange; (2)
742 the name of the corporation or other entity that will be the survivor of
743 the merger or that will acquire the shares or interests of the other party
744 to the share exchange; (3) the date on which the merger or the share
745 exchange is to be effective; (4) if the certificate of incorporation of the
746 survivor of a merger is amended, or if a new corporation is created as a

747 result of a merger, the amendments to the survivor's certificate of
748 incorporation or the certificate of incorporation of the new corporation;
749 (5) if the plan of merger or share exchange required approval by the
750 shareholders of a domestic corporation that was a party to the merger
751 or the share exchange, a statement that the plan was duly approved by
752 the shareholders and, if voting by any separate voting group was
753 required, by each such separate voting group, in the manner required
754 by sections 33-600 to 33-998, inclusive, and the certificate of
755 incorporation; (6) if the plan of merger or share exchange did not
756 require approval by the shareholders of a domestic corporation that
757 was a party to the merger or the share exchange, a statement to that
758 effect; and (7) as to each foreign corporation and each other entity that
759 was a party to the merger or the share exchange, a statement that the
760 plan and the performance of its terms were duly authorized by all
761 action required by the law of the state or country under which the
762 corporation or other entity is organized or by which it is governed, and
763 by its certificate of incorporation or organizational documents.

764 (b) A [merger or share exchange takes effect upon the effective date
765 of the] certificate of merger or share exchange shall be delivered to the
766 Secretary of the State for filing by the survivor of the merger or the
767 acquiring corporation in a share exchange and shall take effect on the
768 effective date of the merger or the share exchange.

769 Sec. 23. Section 33-820 of the general statutes is repealed and the
770 following is substituted in lieu thereof (*Effective October 1, 2002*):

771 (a) When a merger [takes effect] becomes effective:

772 [(1) Every other corporation party to the merger merges into the
773 surviving corporation and the separate existence of every corporation
774 except the surviving corporation ceases;

775 (2) The title to all real estate and other property owned by each
776 corporation party to the merger is vested in the surviving corporation
777 without reversion or impairment;

778 (3) The surviving corporation has all liabilities of each corporation
779 party to the merger;

780 (4) A proceeding pending against any corporation party to the
781 merger may be continued as if the merger did not occur or the
782 surviving corporation may be substituted in the proceeding for the
783 corporation whose existence ceased;

784 (5) The certificate of incorporation of the surviving corporation is
785 amended to the extent provided in the plan of merger; and

786 (6) The shares of each corporation party to the merger that are to be
787 converted into shares, obligations or other securities of the surviving
788 or any other corporation or into cash or other property are converted,
789 and the former holders of the shares are entitled only to the rights
790 provided in the certificate of merger or to their rights under sections
791 33-855 to 33-872, inclusive.]

792 (1) The corporation or other entity that is designated in the
793 certificate of merger as the survivor continues or comes into existence,
794 as the case may be;

795 (2) The separate existence of every corporation or other entity that is
796 merged into the survivor ceases;

797 (3) All liabilities of each corporation or other entity that is merged
798 into the survivor are vested in the survivor;

799 (4) All property owned by, and every contract right possessed by,
800 each corporation or other entity that merges into the survivor is vested
801 in the survivor without reversion or impairment;

802 (5) The name of the survivor may, but need not be, substituted in
803 any pending proceeding for the name of any party to the merger
804 whose separate existence ceased in the merger;

805 (6) The certificate of incorporation or organizational documents of
806 the survivor are amended to the extent provided in the certificate of

807 merger;

808 (7) The certificate of incorporation or organizational documents of a
809 survivor that is created by the merger become effective; and

810 (8) The shares of each corporation that is a party to the merger, and
811 the interests in an other entity that is a party to a merger, that are to be
812 converted under the plan of merger into shares or other securities,
813 interests, obligations, rights to acquire shares or other securities, cash
814 or other property, or any combination thereof, are converted, and the
815 former holders of such shares or interests are entitled only to the rights
816 provided to them in the plan of merger or to any rights they may have
817 under sections 33-855 to 33-879, inclusive.

818 (b) When a share exchange [takes effect, the shares of each acquired
819 corporation are exchanged as provided in the plan, and the former
820 holders of the shares] becomes effective, the former holders of shares
821 of each domestic corporation that are to be exchanged for shares or
822 other securities, interests, obligations, rights to acquire shares or other
823 securities, cash or other property, or any combination thereof, are
824 entitled only to the [exchange] rights provided to them in the
825 [certificate] plan of share exchange or to [their] any rights they may
826 have under sections 33-855 to [33-872] 33-879, inclusive.

827 (c) Any shareholder of a domestic corporation that is a party to a
828 merger or a share exchange and, prior to the merger or the share
829 exchange, was liable for the liabilities or obligations of such
830 corporation, shall not be released from such liabilities or obligations by
831 reason of the merger or the share exchange.

832 (d) Upon a merger becoming effective, a foreign corporation, or a
833 foreign other entity, that is the survivor of the merger is deemed to: (1)
834 Appoint the Secretary of the State as its agent for service of process in a
835 proceeding to enforce the rights of shareholders of each domestic
836 corporation that is a party to the merger who exercise appraisal rights;
837 and (2) agree that it will promptly pay the amount, if any, to which
838 such shareholders are entitled under sections 33-855 to 33-879,

839 inclusive.

840 Sec. 24. (NEW) (*Effective October 1, 2002*) (a) Unless otherwise
841 provided in a plan of merger or share exchange or in the law of the
842 state or country under which a foreign corporation or a domestic or
843 foreign other entity that is a party to a merger or a share exchange is
844 organized or by which it is governed, after the plan has been adopted
845 and approved as required by sections 33-815 to 33-820, inclusive, of the
846 general statutes, as amended by this act, and at any time before the
847 merger or the share exchange has become effective, the merger or the
848 share exchange may be abandoned by any party thereto without action
849 by the party's shareholders or owners of interests, in accordance with
850 any procedures set forth in the plan of merger or share exchange or, if
851 no such procedures are set forth in the plan, in the manner determined
852 by the board of directors of a corporation, or the managers of an other
853 entity, subject to any contractual rights of other parties to the merger
854 or the share exchange.

855 (b) If a merger or a share exchange is abandoned under subsection
856 (a) of this section after a certificate of merger or share exchange has
857 been filed with the Secretary of the State but before the merger or the
858 share exchange has become effective, a statement that the merger or
859 the share exchange has been abandoned in accordance with this
860 section, executed on behalf of a party to the merger or the share
861 exchange by an officer or other duly authorized representative of such
862 party, shall be delivered to the Secretary of the State for filing prior to
863 the effective date of the merger or the share exchange. Upon filing, the
864 statement shall take effect and the merger or the share exchange shall
865 be deemed abandoned and shall not become effective.

866 Sec. 25. Section 33-830 of the general statutes is repealed and the
867 following is substituted in lieu thereof (*Effective October 1, 2002*):

868 [(a) A corporation may, on the terms and conditions and for the
869 consideration determined by the board of directors: (1) Sell,] No
870 approval of the shareholders of a corporation is required, unless the

871 certificate of incorporation otherwise provides: (1) To sell, lease,
872 exchange or otherwise dispose of [all, or substantially all, of its
873 property] any or all of the corporation's assets in the usual and regular
874 course of business; (2) to mortgage, pledge, dedicate to the repayment
875 of indebtedness, whether with or without recourse, or otherwise
876 encumber any or all of [its property] the corporation's assets, whether
877 or not in the usual and regular course of business; [or] (3) to transfer
878 any or all of [its property to a corporation all the shares] the
879 corporation's assets to one or more corporations or other entities, all of
880 the shares or interests of which are owned by the corporation; or (4) to
881 distribute assets pro rata to the holders of one or more classes or series
882 of the corporation's shares.

883 [(b) Unless the certificate of incorporation requires it, approval by
884 the shareholders of a transaction described in subsection (a) of this
885 section is not required.]

886 Sec. 26. Section 33-831 of the general statutes is repealed and the
887 following is substituted in lieu thereof (*Effective October 1, 2002*):

888 (a) A [corporation may sell, lease, exchange or otherwise dispose of
889 all, or substantially all, of its property, with or without the good will,
890 otherwise than in the usual and regular course of business, on the
891 terms and conditions and for the consideration determined by the
892 corporation's board of directors, if the board of directors proposes and
893 its shareholders approve the proposed transaction] sale, lease,
894 exchange or other disposition of assets, other than a disposition
895 described in section 33-830, as amended by this act, requires approval
896 of the corporation's shareholders if any such disposition would leave
897 the corporation without a significant continuing business activity. If a
898 corporation retains a business activity that represented at least twenty-
899 five per cent of total assets at the end of the most recently completed
900 fiscal year, and twenty-five per cent of either income from continuing
901 operations before taxes or revenues from continuing operations for
902 such fiscal year, for the corporation and each of its subsidiaries on a
903 consolidated basis, the corporation will conclusively be deemed to

904 have retained a significant continuing business activity.

905 (b) [For a transaction to be authorized: (1) The board of directors
906 must recommend the proposed transaction to the shareholders unless
907 the board of directors determines that because of conflict of interest or
908 other special circumstances it should make no recommendation and
909 communicates the basis for its determination to the shareholders with
910 the submission of the proposed transaction; and (2) the shareholders
911 entitled to vote must approve the transaction.] A disposition that
912 requires approval of the shareholders under subsection (a) of this
913 section shall be initiated by a resolution of the board of directors
914 authorizing the disposition. After adoption of such a resolution, the
915 board of directors shall submit the proposed disposition to the
916 shareholders for their approval. The board of directors shall also
917 transmit to the shareholders a recommendation that the shareholders
918 approve the proposed disposition, unless the board of directors makes
919 a determination that because of conflicts of interest or other special
920 circumstances it should not make such a recommendation, in which
921 case the board of directors shall transmit to the shareholders the basis
922 for such determination.

923 (c) The board of directors may condition its submission of [the
924 proposed transaction on any basis] a disposition to the shareholders
925 under subsection (b) of this section on any basis.

926 (d) [The] If a disposition is required to be approved by the
927 shareholders under subsection (a) of this section, and if the approval is
928 to be given at a meeting, the corporation shall notify each shareholder,
929 whether or not entitled to vote, of the [proposed shareholders' meeting
930 in accordance with section 33-699] meeting of shareholders at which
931 the disposition is to be submitted for approval. The notice shall also
932 state that the purpose, or one of the purposes, of the meeting is to
933 consider the [sale, lease, exchange or other disposition of all, or
934 substantially all, of the property of the corporation and contain or be
935 accompanied by a description of the transaction] disposition and shall
936 contain a description of the disposition, including the terms and

937 conditions thereof and the consideration to be received by the
938 corporation therefor.

939 (e) Unless the certificate of incorporation or the board of directors,
940 acting pursuant to subsection (c) of this section, requires a greater vote
941 or a vote by voting groups, and except as provided in subsection [(h)]
942 (i) of this section, the [transaction] disposition to be authorized must be
943 approved by a majority of all the votes entitled to be cast on the
944 [transaction] disposition.

945 (f) After a [sale, lease, exchange or other disposition of property is
946 authorized, the transaction may be abandoned] disposition has been
947 approved by the shareholders under subsection (b) of this section, and
948 at any time before the disposition has been consummated, the
949 disposition may be abandoned by the corporation without action by
950 the shareholders, subject to any contractual rights [, without further
951 shareholder action] of other parties to the disposition.

952 (g) A [transaction that constitutes a distribution is governed by
953 section 33-687 and not by this section] disposition of assets in the
954 course of dissolution under sections 33-880 to 33-903, inclusive, is not
955 governed by this section.

956 (h) The assets of a direct or indirect consolidated subsidiary shall be
957 deemed the assets of the parent corporation for the purposes of this
958 section.

959 [(h)] (i) Notwithstanding any provision of subsection (e) of this
960 section to the contrary, a transaction of the type described in
961 subsection (a) of this section of a corporation which was incorporated
962 under the laws of this state, whether under chapter 599 of the general
963 statutes, revision of 1958, revised to January 1, 1995, or any other
964 general law or special act, prior to January 1, 1997, to be authorized by
965 such corporation shall, unless the certificate of incorporation expressly
966 provides otherwise, be approved by the affirmative vote of at least
967 two-thirds of (1) the voting power of each voting group of such
968 corporation entitled to vote thereon, and (2) the voting power of each

969 class of stock of such corporation outstanding prior to January 1, 1997,
970 whether or not otherwise entitled to vote thereon.

971 Sec. 27. Section 33-882 of the general statutes is repealed and the
972 following is substituted in lieu thereof (*Effective October 1, 2002*):

973 (a) At any time after dissolution is authorized, the corporation may
974 dissolve by delivering to the Secretary of the State for filing a certificate
975 of dissolution setting forth: (1) The name of the corporation; (2) the
976 date dissolution was authorized; and (3) if dissolution was approved
977 by the shareholders, [(A) The number of votes entitled to be cast on
978 the proposal to dissolve; and (B) either the total number of votes cast
979 for and against dissolution or the total number of undisputed votes
980 cast for dissolution and a statement that the number cast for
981 dissolution was sufficient for approval] a statement that the proposal
982 to dissolve was duly approved by the shareholders in the manner
983 required by sections 33-600 to 33-998, inclusive, and by the certificate
984 of incorporation.

985 [(b) If voting by voting groups was required, the information
986 required by subdivision (3) of subsection (a) of this section must be
987 separately provided for each voting group entitled to vote separately
988 on the proposal for dissolution.]

989 [(c)] (b) A corporation is dissolved upon the effective date of its
990 certificate of dissolution.

991 (c) For the purposes of sections 33-880 to 33-903, inclusive,
992 "dissolved corporation" means a corporation whose certificate of
993 dissolution has become effective and includes a successor entity to
994 which the remaining assets of the corporation are transferred subject to
995 the corporation's liabilities for purposes of liquidation.

996 Sec. 28. Subsection (c) of section 33-883 of the general statutes is
997 repealed and the following is substituted in lieu thereof (*Effective*
998 *October 1, 2002*):

999 (c) After the revocation of dissolution is authorized, the corporation
1000 may revoke the dissolution by delivering to the Secretary of the State
1001 for filing a certificate of revocation of dissolution that sets forth: (1) The
1002 name of the corporation; (2) the effective date of the dissolution that
1003 was revoked; (3) the date that the revocation of dissolution was
1004 authorized; (4) if the corporation's board of directors, or incorporators,
1005 revoked the dissolution, a statement to that effect; (5) if the
1006 corporation's board of directors revoked a dissolution authorized by
1007 the shareholders, a statement that revocation was permitted by action
1008 by the board of directors alone pursuant to that authorization; (6) if
1009 shareholder action was required to revoke the dissolution, the
1010 information required by subdivision (3) of subsection (a) [or subsection
1011 (b)] of section 33-882, as amended by this act; and (7) if the name of the
1012 corporation whose dissolution is to be revoked is no longer available,
1013 be accompanied by an amendment of the certificate of incorporation
1014 which changes the name of the corporation to an available name.

1015 Sec. 29. Section 33-886 of the general statutes is repealed and the
1016 following is substituted in lieu thereof (*Effective October 1, 2002*):

1017 (a) A dissolved corporation may dispose of the known claims
1018 against it by [following the procedure described in this section]
1019 notifying its known claimants in writing of the dissolution at any time
1020 after the effective date of the dissolution.

1021 (b) [The dissolved corporation shall notify its known claimants in
1022 writing of the dissolution at any time after its effective date.] The
1023 written notice shall: (1) Describe information that must be included in
1024 a claim; (2) provide a mailing address where a claim may be sent; (3)
1025 state the deadline, which may not be fewer than one hundred twenty
1026 days from the effective date of the written notice, by which the
1027 dissolved corporation must receive the claim; and (4) state that the
1028 claim will be barred if not received by the deadline.

1029 (c) A claim against the dissolved corporation is barred: (1) If a
1030 claimant who was given written notice under subsection (b) of this

1031 section does not deliver the claim to the dissolved corporation by the
1032 deadline; or (2) if a claimant whose claim was rejected by the dissolved
1033 corporation does not commence a proceeding to enforce the claim
1034 within ninety days from the effective date of the rejection notice.

1035 (d) For purposes of this section, "claim" does not include a
1036 contingent liability or a claim based on an event occurring after the
1037 effective date of the dissolution.

1038 [(e) Nothing in this section shall extend any applicable period of
1039 limitation.]

1040 Sec. 30. Section 33-887 of the general statutes is repealed and the
1041 following is substituted in lieu thereof (*Effective October 1, 2002*):

1042 (a) A dissolved corporation may also publish notice of its
1043 dissolution and request that persons with claims against the dissolved
1044 corporation present them in accordance with the notice.

1045 (b) The notice shall: (1) Be published one time in a newspaper of
1046 general circulation in the county where the dissolved corporation's
1047 principal office or, if none in this state, its registered office, is or was
1048 last located; (2) describe the information that must be included in a
1049 claim and provide a mailing address where the claim may be sent; and
1050 (3) state that a claim against the dissolved corporation will be barred
1051 unless a proceeding to enforce the claim is commenced within three
1052 years after the publication of the notice.

1053 (c) If the dissolved corporation publishes a newspaper notice in
1054 accordance with subsection (b) of this section, the claim of each of the
1055 following claimants is barred unless the claimant commences a
1056 proceeding to enforce the claim against the dissolved corporation
1057 within three years after the publication date of the newspaper notice:
1058 (1) A claimant who [did not receive] was not given written notice
1059 under section 33-886, as amended by this act; (2) a claimant whose
1060 claim was timely sent to the dissolved corporation but not acted on;
1061 and (3) a claimant whose claim is contingent or based on an event

1062 occurring after the effective date of dissolution.

1063 (d) A claim that is not barred by subsection (c) of section 33-886, as
1064 amended by this act, or subsection (c) of this section may be enforced
1065 under this section: (1) Against the dissolved corporation, to the extent
1066 of its undistributed assets; or (2) except as provided in subsection (d)
1067 of section 31 of this act, if the assets have been distributed in
1068 liquidation, against a shareholder of the dissolved corporation to the
1069 extent of [his] the shareholder's pro rata share of the claim or the
1070 corporate assets distributed to [him] the shareholder in liquidation,
1071 whichever is less, but a shareholder's total liability for all claims under
1072 this section may not exceed the total amount of assets distributed to
1073 [him] the shareholder.

1074 (e) Nothing in this section shall extend any applicable period of
1075 limitation.

1076 Sec. 31. (NEW) (*Effective October 1, 2002*) (a) A dissolved corporation
1077 that has published a notice under section 33-887 of the general statutes,
1078 as amended by this act, may file an application with the superior court
1079 for the judicial district where the dissolved corporation's principal
1080 office or, if none in this state, its registered office, is located for a
1081 determination of the amount and form of security to be provided for
1082 payment of claims that are contingent or have not been made known
1083 to the dissolved corporation or that are based on an event occurring
1084 after the effective date of dissolution but that, based on the facts
1085 known to the dissolved corporation, are reasonably estimated to arise
1086 after the effective date of dissolution. Provision need not be made for
1087 any claim that is or is reasonably anticipated to be barred under
1088 subsection (c) of section 33-887 of the general statutes, as amended by
1089 this act.

1090 (b) Within ten days after the filing of an application under
1091 subsection (a) of this section, notice of the proceeding shall be given by
1092 the dissolved corporation to each claimant holding a contingent claim
1093 whose contingent claim is shown on the records of the dissolved

1094 corporation.

1095 (c) The court may appoint a guardian ad litem to represent all
1096 claimants whose identities are unknown in any proceeding brought
1097 under this section. The reasonable fees and expenses of such guardian,
1098 including all reasonable expert witness fees, shall be paid by the
1099 dissolved corporation.

1100 (d) Provision by the dissolved corporation for security in the
1101 amount and the form ordered by the court under subsection (a) of this
1102 section shall satisfy the dissolved corporation's obligations with
1103 respect to claims that are contingent, have not been made known to the
1104 dissolved corporation or are based on an event occurring after the
1105 effective date of dissolution, and such claims may not be enforced
1106 against a shareholder who received assets in liquidation.

1107 Sec. 32. (NEW) (*Effective October 1, 2002*) (a) Directors of a dissolved
1108 corporation shall cause the dissolved corporation to discharge or make
1109 reasonable provision for the payment of claims and make distributions
1110 of assets to shareholders after payment of or provision for claims.

1111 (b) Directors of a dissolved corporation which has disposed of
1112 claims under section 33-886 or 33-887 of the general statutes, as
1113 amended by this act, or section 31 of this act shall not be liable for
1114 breach of subsection (a) of this section with respect to claims against
1115 the dissolved corporation that are barred or satisfied under section 33-
1116 886 or 33-887 of the general statutes, as amended by this act, or section
1117 31 of this act.

1118 Sec. 33. Section 33-1007 of the general statutes, as amended by
1119 section 36 of public act 01-199, is repealed and the following is
1120 substituted in lieu thereof (*Effective October 1, 2002*):

1121 (a) A domestic or foreign corporation may correct a document filed
1122 by the Secretary of the State if (1) the document contains an inaccuracy,
1123 (2) the document was defectively made, executed, attested, sealed,
1124 verified or acknowledged, or (3) the electronic transmission was

1125 defective.

1126 (b) A document is corrected: (1) By preparing a certificate of
1127 correction that (A) describes the document, including its filing date, or
1128 attaches a copy of it to the certificate, (B) specifies the inaccuracy or
1129 defect to be corrected, and (C) corrects the inaccuracy or other defect;
1130 and (2) by delivering the certificate of correction to the Secretary of the
1131 State for filing.

1132 (c) A certificate of correction is effective on the effective date of the
1133 document it corrects except as to persons relying on the uncorrected
1134 document and adversely affected by the correction. As to those
1135 persons, a certificate of correction is effective when filed.

1136 Sec. 34. Subsection (b) of section 33-1083 of the general statutes is
1137 repealed and the following is substituted in lieu thereof (*Effective*
1138 *October 1, 2002*):

1139 (b) (1) The certificate of incorporation or, subject to the provisions of
1140 subdivision (2) of this subsection, the bylaws, may provide that
1141 persons occupying certain positions within or without the corporation
1142 shall be ex-officio directors, but, unless otherwise provided in the
1143 certificate of incorporation or bylaws, such ex-officio directors shall not
1144 be counted in determining a quorum nor shall they be entitled to a
1145 vote. An ex-officio director shall continue to be a director so long as he
1146 continues to hold the office from which his ex-officio status derives,
1147 and shall cease to be an ex-officio director immediately and
1148 automatically upon ceasing to hold such office, without the need for
1149 any action by the corporation, its directors or its members. The
1150 provisions of sections 33-1085, 33-1087, 33-1088 and 33-1091 shall not
1151 apply to ex-officio directors.

1152 (2) If the corporation has members entitled to vote on the adoption,
1153 amendment or repeal of its bylaws, any bylaw providing for ex-officio
1154 directors shall require the approval of such members, either before, on
1155 or after the effective date of this section, by the same vote of such
1156 members as would be necessary to amend such bylaws.

1157 Sec. 35. Section 33-1086 of the general statutes, as amended by
1158 section 37 of public act 01-199, is repealed and the following is
1159 substituted in lieu thereof (*Effective October 1, 2002*):

1160 (a) The certificate of incorporation or, subject to the provisions of
1161 subsection (b) of this section, the bylaws, may provide for staggering
1162 the terms of directors, other than ex-officio directors, by dividing the
1163 total number of directors, other than ex-officio directors, into up to five
1164 groups, with each group containing approximately the same
1165 percentage of the total, as near as may be. In that event, the terms of
1166 directors in the first group expire at the first annual meeting of
1167 members or, in the case of a corporation without members entitled to
1168 vote for directors, at the first annual meeting of the board of directors,
1169 after their election, the terms of the second group expire at the second
1170 such annual meeting of members or directors after their election, the
1171 terms of the third group, if any, expire at the third such annual
1172 meeting of members or directors after their election, the terms of the
1173 fourth group, if any, expire at the fourth such annual meeting of
1174 members or directors after their election, and the terms of the fifth
1175 group, if any, expire at the fifth such annual meeting of members or
1176 directors after their election. At each such annual meeting thereafter,
1177 directors shall be chosen for a term of two years, three years, four years
1178 or five years, as the case may be, to succeed those whose terms expire.

1179 (b) If the corporation has members entitled to vote on the adoption,
1180 amendment or repeal of its bylaws, any bylaw providing for
1181 staggering the terms of directors shall require the approval of such
1182 members, either before, on or after the effective date of this section, by
1183 the same vote of such members as would be necessary to amend such
1184 bylaws.

1185 Sec. 36. (NEW) (*Effective October 1, 2002*) If the board of directors of a
1186 corporation ceases to exist and there are no members having the right
1187 to vote for directors, and no members without the right to vote for
1188 directors who under such circumstances would be entitled under
1189 subsection (d) of section 33-1091 of the general statutes, to elect a new

1190 board of directors, any officer of the corporation and, if there are no
1191 officers of the corporation, the Attorney General, any officer of any
1192 organization holding funds or other assets of the corporation or any
1193 other person having dealings with the corporation may petition the
1194 superior court for the judicial district where the corporation's principal
1195 office or, if none in this state, its registered office, is located for an
1196 order appointing a new board of directors. The petition shall set forth
1197 the relevant circumstances, shall propose the names of three or more
1198 persons willing to serve as directors under the circumstances and shall
1199 contain the addresses and a brief statement of the backgrounds of such
1200 persons. A copy of such petition submitted by any person other than
1201 the Attorney General shall be provided by such person to the Attorney
1202 General. The court may require the submission of such additional
1203 information concerning the corporation and the persons proposed as
1204 directors and may order a hearing and notice to such persons, if any,
1205 as the court deems appropriate under the circumstances. The notice
1206 shall be given in such manner as the court deems appropriate, which
1207 may include any form of notice authorized under subsection (b) of
1208 section 33-1003 of the general statutes, as amended. The court may
1209 thereafter, in an order issued pursuant to this section, appoint and set
1210 the terms of office of a new board of directors, which may include
1211 some or all of the persons proposed in the petition or may be
1212 composed entirely of other persons deemed appropriate by the court.
1213 Upon the issuance of such order, the persons appointed by the order as
1214 directors shall be the directors of the corporation for the terms of office
1215 set forth in the order with the same force, effect, power, authority,
1216 duties and responsibilities, and subject to the same standards of
1217 conduct, as if they had been otherwise validly elected and serving
1218 under the provisions of the certificate of incorporation, the bylaws and
1219 sections 33-1000 to 33-1290, inclusive, of the general statutes.

1220 Sec. 37. Subsection (e) of section 33-1101 of the general statutes, as
1221 amended by section 39 of public act 01-199, is repealed and the
1222 following is substituted in lieu thereof (*Effective October 1, 2002*):

1223 (e) A committee may not, however: (1) Approve or recommend to

1224 members action that sections 33-1000 to 33-1290, inclusive, as amended
1225 by [this act] public act 01-199, require to be approved by members; (2)
1226 fill vacancies on the board of directors or, subject to subsection (g) of
1227 this section, on any of its committees; (3) adopt, amend or repeal
1228 bylaws; (4) approve a plan of merger; (5) approve a sale, lease,
1229 exchange or other disposition of all, or substantially all, of the property
1230 of a corporation, other than (A) in the usual and regular course of
1231 affairs of the corporation, or (B) a mortgage, pledge or other
1232 encumbrance described in subdivision (2) of [subsection (a) of] section
1233 33-1165, as amended by this act; or (6) approve a proposal to dissolve.

1234 Sec. 38. Section 33-1105 of the general statutes is repealed and the
1235 following is substituted in lieu thereof (*Effective October 1, 2002*):

1236 (a) A director who votes for or assents to a distribution made in
1237 violation of sections 33-1000 to 33-1290, inclusive, or the certificate of
1238 incorporation is personally liable to the corporation for the amount of
1239 the distribution that exceeds what could have been distributed without
1240 violating said sections or the certificate of incorporation if it is
1241 established that he did not perform his duties in compliance with
1242 section 33-1104 or section 52 of this act. In any proceeding commenced
1243 under this section, a director has all of the defenses ordinarily available
1244 to a director.

1245 (b) A director held liable under subsection (a) of this section for an
1246 unlawful distribution is entitled to contribution: (1) From every other
1247 director who could be held liable under subsection (a) of this section
1248 for the unlawful distribution; and (2) from each recipient for the
1249 amount the recipient accepted knowing the distribution was made in
1250 violation of sections 33-1000 to 33-1290, inclusive, or the certificate of
1251 incorporation.

1252 (c) A proceeding under this section to enforce: (1) The liability of a
1253 director under subsection (a) of this section is barred unless it is
1254 commenced within [three] two years after the date (A) on which the
1255 distribution was made, (B) as of which the violation of sections 33-1000

1256 to 33-1290, inclusive, occurred as a consequence of disregarding a
1257 restriction in the certificate of incorporation, or (C) on which the
1258 distribution of assets to members under section 52 of this act was
1259 made; or (2) contribution or recoupment under subsection (b) of this
1260 section is barred unless it is commenced within one year after the
1261 liability of the claimant has been finally adjudicated under subsection
1262 (a) of this section.

1263 (d) For purposes of this section, a director shall be deemed to have
1264 voted for a distribution if such director was present at the meeting of
1265 the board of directors or committee thereof at the time such
1266 distribution was authorized and did not vote in dissent therefrom, or if
1267 such director consented thereto pursuant to section 33-1097, as
1268 amended.

1269 Sec. 39. Section 33-1142 of the general statutes is repealed and the
1270 following is substituted in lieu thereof (*Effective October 1, 2002*):

1271 (a) [A corporation's board of directors may propose one or more
1272 amendments to the certificate of incorporation for submission to those
1273 members who are entitled to vote thereon, if any.] If a corporation has
1274 members, an amendment to the certificate of incorporation shall be
1275 adopted as provided in this section. A proposed amendment must be
1276 adopted by the board of directors.

1277 (b) [For the amendment to be adopted: (1) The board of directors
1278 must approve the amendment; (2)] (1) Except as provided in sections
1279 33-1141, 33-1145 and 33-1146, as amended by this act, after adopting
1280 the proposed amendment, the board of directors must [recommend]
1281 submit the amendment to the members entitled to vote on the
1282 amendment, if any, [unless the board of directors determines that
1283 because of conflict of interest or other special circumstances it should
1284 make no recommendation and communicates the basis for its
1285 determination to the members entitled to vote on the amendment with
1286 the submission of the amendment; and (3) the members entitled to
1287 vote on the amendment must approve the amendment, either before or

1288 after the actions required in subdivisions (1) and (2) of this subsection,
1289 as provided in subsection (e) of this section] for their approval. The
1290 board of directors must also transmit to the members entitled to vote
1291 on the amendment, if any, a recommendation that such members
1292 approve the amendment, unless the board of directors makes a
1293 determination that because of conflicts of interest or other special
1294 circumstances it should not make such a recommendation, in which
1295 case the board of directors must transmit to such members the basis for
1296 such determination.

1297 (2) The board of directors may condition its submission of the
1298 amendment to the members on any basis.

1299 (c) The [board of directors may condition its submission of the
1300 proposed amendment on any basis] members entitled to vote on the
1301 amendment, if any, must approve the amendment, either before or
1302 after the actions required in subsections (a) and (b) of this section, as
1303 provided in subsection (e) of this section.

1304 (d) [The corporation shall] If the amendment is required to be
1305 approved by the members, and the approval is to be given at a
1306 meeting, the corporation must notify each member entitled to vote on
1307 the amendment, if any, of the [proposed meeting of members in
1308 accordance with section 33-1065. The notice of meeting shall also]
1309 meeting of members at which the amendment is to be submitted for
1310 approval. The notice must state that the purpose, or one of the
1311 purposes, of the meeting is to consider the [proposed] amendment and
1312 must contain or be accompanied by a copy [or summary] of the
1313 amendment.

1314 (e) Unless sections 33-1000 to 33-1290, inclusive, the certificate of
1315 incorporation or the board of directors acting pursuant to subdivision
1316 (2) of subsection [(c)] (b) of this section requires a greater vote or a vote
1317 by class of members, the amendment to be adopted must be approved
1318 by: (1) If no class of members is entitled to vote separately on the
1319 amendment as a class, at least two-thirds of the votes cast by the

1320 members entitled to vote thereon; [] and (2) if any class of members is
1321 entitled to vote on the amendment separately as a class, at least two-
1322 thirds of the votes cast by the members of each such class.

1323 (f) If the corporation has no members, or no members entitled to
1324 vote, the proposed amendment shall be adopted by vote of at least
1325 two-thirds of the directors present at a meeting of the board of
1326 directors at which a quorum is present.

1327 Sec. 40. Section 33-1144 of the general statutes is repealed and the
1328 following is substituted in lieu thereof (*Effective October 1, 2002*):

1329 [A corporation amending its certificate of incorporation] After an
1330 amendment to the certificate of incorporation has been adopted and
1331 approved in the manner required by sections 33-1140 to 33-1147,
1332 inclusive, and by the certificate of incorporation, the corporation shall
1333 deliver to the Secretary of the State for filing a certificate of
1334 amendment [setting] which shall set forth: (1) The name of the
1335 corporation; (2) the text of each amendment adopted; (3) the date of
1336 each amendment's adoption; and (4) if the amendment (A) was
1337 adopted by the incorporators or the board of directors without
1338 member approval, a statement that the amendment was duly
1339 approved by the incorporators or by the board of directors, [as
1340 required under section 33-1142 or, if approval of members was not
1341 required, a statement to that effect and a statement that the
1342 amendment was approved by a sufficient vote of either (A) the
1343 incorporators, if the vote was before the corporation had directors, or
1344 (B) the board of directors, in either case in accordance with section 33-
1345 1143; (5) if approval by members was required: (A) The designation of
1346 each class of members entitled to vote separately on the amendment,
1347 and (B) the total number of votes cast for and against the amendment
1348 by each class of members entitled to vote separately on the amendment
1349 and a statement that the number cast for the amendment by each class
1350 was sufficient for approval by that class] as the case may be, and that
1351 member approval was not required, or (B) required approval by the
1352 members, a statement that the amendment was duly approved by the

1353 members in the manner required by sections 33-1140 to 33-1147,
1354 inclusive, and by the certificate of incorporation.

1355 Sec. 41. Section 33-1145 of the general statutes is repealed and the
1356 following is substituted in lieu thereof (*Effective October 1, 2002*):

1357 (a) A corporation's board of directors may restate its certificate of
1358 incorporation at any time, with or without member [action] approval,
1359 to consolidate all amendments into a single document.

1360 (b) [The restatement may include one or more amendments to the
1361 certificate. If the restatement includes an amendment requiring
1362 member approval, it must be adopted] If the restated certificate
1363 includes one or more new amendments that require member approval,
1364 the new amendments must be adopted and approved as provided in
1365 section 33-1142, as amended by this act. If the restatement includes [an]
1366 a new amendment which does not require member approval, [it] the
1367 new amendment must be adopted as provided in section 33-1141 or
1368 33-1143, as the case may be.

1369 (c) [If the board of directors submits a restatement for member
1370 action, the corporation shall notify each member entitled to vote on the
1371 proposed amendment of the proposed members' meeting in
1372 accordance with section 33-1065. The notice of meeting must also state
1373 that the purpose, or one of the purposes, of the meeting is to consider
1374 the proposed restatement and contain or be accompanied by a copy of
1375 the restatement that identifies any amendment or other change it
1376 would make in the certificate] A corporation that restates its certificate
1377 of incorporation shall deliver to the Secretary of the State for filing a
1378 certificate of restatement setting forth the name of the corporation and
1379 the text of the restated certificate of incorporation together with a
1380 statement which states that the restated certificate consolidates all
1381 amendments into a single document and, if a new amendment is
1382 included in the restated certificate, which also includes the statement
1383 required under section 33-1144, as amended by this act.

1384 [(d) A corporation restating its certificate of incorporation shall

1385 deliver to the Secretary of the State for filing a certificate of restatement
1386 setting forth the name of the corporation and the text of the restated
1387 certificate of incorporation together with a statement setting forth: (1)
1388 Whether the restatement contains an amendment to the certificate of
1389 incorporation requiring member approval and, if it does not, that the
1390 board of directors, or the incorporators before the corporation has
1391 directors, adopted the restatement; or (2) if the restatement contains an
1392 amendment to the certificate of incorporation requiring member
1393 approval, the information required by section 33-1144.]

1394 [(e)] (d) A duly adopted restated certificate of incorporation
1395 supersedes the original certificate of incorporation and all
1396 amendments to it.

1397 [(f)] (e) The Secretary of the State may certify a restated certificate of
1398 incorporation, as the certificate of incorporation currently in effect,
1399 without including the statement information required by subsection
1400 [(d)] (c) of this section.

1401 Sec. 42. Section 33-1155 of the general statutes is repealed and the
1402 following is substituted in lieu thereof (*Effective October 1, 2002*):

1403 (a) One or more corporations may merge [into] with another
1404 corporation [if the board of directors of each corporation adopts and its
1405 members, if required by section 33-1156, approve a plan of merger]
1406 pursuant to a plan of merger. For the purposes of this section, sections
1407 33-1156 to 33-1158, inclusive, as amended by this act, and section 46 of
1408 this act, "survivor" means, in a merger, the corporation into which one
1409 or more other corporations are merged. A survivor of a merger may
1410 preexist the merger or be created by the merger.

1411 (b) The plan of merger [shall set forth] must include: (1) The name of
1412 each corporation [planning to] that will merge and the name of the
1413 [surviving corporation into which each other corporation plans to
1414 merge] corporation that will be the survivor of the merger; (2) the
1415 terms and conditions of the merger; [and] (3) if the memberships, if
1416 any, of any corporation are to be converted into memberships of the

1417 [surviving corporation] survivor, the manner and basis of doing so; (4)
1418 the certificate of incorporation of any corporation to be created by the
1419 merger or, if a new corporation is not to be created by the merger, any
1420 amendments to the survivor's certificate of incorporation; and (5) any
1421 other provisions required by the certificate of incorporation of any
1422 party to the merger.

1423 (c) The plan of merger may [set forth: (1) Amendments to the
1424 certificate of incorporation of the surviving corporation; and (2)]
1425 include any other provisions relating to the merger that are not
1426 inconsistent with sections 33-1000 to 33-1290, inclusive.

1427 (d) The terms of the plan of merger described in subdivisions (2)
1428 and (3) of subsection (b) of this section may be made dependent on
1429 facts ascertainable outside the plan of merger, provided such facts are
1430 objectively ascertainable. For the purposes of this subsection, "facts"
1431 includes, but is not limited to, the occurrence of any event, including a
1432 determination or action by any person or body, including the
1433 corporation.

1434 (e) The plan of merger may also include a provision that the plan
1435 may be amended prior to filing a certificate of merger with the
1436 Secretary of the State, provided, if the members of a corporation that is
1437 a party to the merger are required or permitted to vote on the plan, the
1438 plan must provide that, subsequent to approval of the plan by such
1439 members, the plan may not be amended to: (1) Change the amount or
1440 kind of memberships to be received by the members of the corporation
1441 upon conversion of their memberships under the plan; (2) change the
1442 certificate of incorporation of any corporation that will survive or be
1443 created as a result of the merger, except for changes permitted by
1444 section 33-1141; or (3) change any of the other terms or conditions of
1445 the plan if the change would adversely affect such members in any
1446 material respect.

1447 Sec. 43. Section 33-1156 of the general statutes is repealed and the
1448 following is substituted in lieu thereof (*Effective October 1, 2002*):

1449 [(a)] In the case of a domestic corporation that is a party to a merger:

1450 (1) The plan of merger must be adopted by the board of directors.
1451 After adopting a plan of merger, the board of directors of each
1452 corporation party to the merger shall submit the plan of merger, except
1453 as provided in [subsection (h)] subdivision (8) of this section, for
1454 approval by those members who are entitled to vote on such plan, if
1455 any.

1456 [(b) For a plan of merger to be approved: (1) The board of directors
1457 must approve the plan of merger; (2) the board of directors must
1458 recommend the plan of merger to the members entitled to vote on the
1459 plan of merger, if any, unless the board of directors determines that
1460 because of conflict of interest or other special circumstances it should
1461 make no recommendation and communicates the basis for its
1462 determination to the members entitled to vote on the plan of merger
1463 with the submission of the plan; and (3) the members entitled to vote
1464 on the plan must approve the plan, either before or after the actions
1465 required in subdivisions (1) and (2) of this subsection, as provided in
1466 subsection (e) of this section] (2) The board of directors must also
1467 transmit to the members entitled to vote, if any, a recommendation
1468 that such members approve the plan, unless the board of directors
1469 makes a determination that because of conflicts of interest or other
1470 special circumstances it should not make such a recommendation, in
1471 which case the board of directors must transmit to the members
1472 entitled to vote, if any, the basis for such determination.

1473 [(c)] (3) The board of directors may condition its submission of the
1474 [proposed] plan of merger to the members on any basis.

1475 [(d) The corporation shall] (4) If the plan of merger is required to be
1476 approved by the members, and if the approval is to be given at a
1477 meeting, the corporation must notify each member [,] entitled to vote
1478 on the plan, if any, of the [proposed members' meeting in accordance
1479 with section 33-1065. The notice shall also] meeting of the members at
1480 which the plan is to be submitted for approval. The notice must state

1481 that the purpose, or one of the purposes, of the meeting is to consider
1482 the plan [of merger] and must contain or be accompanied by a copy or
1483 summary of the plan. If the corporation is to be merged into an
1484 existing corporation, the notice shall also include or be accompanied
1485 by a copy or summary of the certificate of incorporation of such
1486 existing corporation. If the corporation is to be merged into a
1487 corporation that is to be created pursuant to the merger, the notice
1488 shall include or be accompanied by a copy or a summary of the
1489 certificate of incorporation of the new corporation.

1490 [(e)] (5) Unless sections 33-1000 to 33-1290, inclusive, the certificate
1491 of incorporation or the board of directors acting pursuant to
1492 [subsection (c)] subdivision (3) of this section requires a greater vote or
1493 a vote by class of members, the plan of merger to be adopted must be
1494 approved by: [(1)] (A) If no class of members is entitled to vote
1495 separately on the plan as a class, at least two-thirds of the votes cast by
1496 the members entitled to vote thereon; and [(2)] (B) if any class of
1497 members is entitled to vote on the plan separately as a class, at least
1498 two-thirds of the votes cast by the members of each such class.
1499 Approval of the plan of merger by members may precede or follow
1500 adoption of the plan of merger by the board of directors and the taking
1501 of any necessary actions under subdivision (2) of this section.

1502 [(f)] (6) Separate voting by a class of members of a corporation is
1503 required on a plan of merger if: [the] (A) The plan contains a provision
1504 that, if contained in a proposed amendment to [a] the certificate of
1505 incorporation of such corporation, would require action [by one or
1506 more separate classes of members] by such class, as a separate class, on
1507 the proposed amendment under the certificate of incorporation of the
1508 corporation; (B) such class is entitled under the certificate of
1509 incorporation of the corporation to vote as a separate class to approve
1510 a plan of merger; or (C) the memberships of such class are to be
1511 converted, pursuant to the provisions of the plan of merger, into
1512 memberships of a different class of members of such corporation or
1513 into memberships of any class of members of any other corporation.

1514 [(g) If (1)] (7) If (A) in the case of the surviving corporation, a plan of
1515 merger contains any provision which, if contained in a proposed
1516 amendment to its certificate of incorporation would require a greater
1517 vote than, or additional vote to, that otherwise required to approve the
1518 plan of merger, or [if (2)] (B) in the case of any terminating corporation,
1519 a sale of all or substantially all assets, or dissolution, would under the
1520 circumstances require a greater vote than, or additional vote to, that
1521 otherwise required to approve the plan of merger, approval of the plan
1522 of merger by such corporation shall require such greater or additional
1523 vote.

1524 [(h) Action by the members of the surviving corporation on] (8)
1525 Unless the certificate of incorporation otherwise provides, approval by
1526 the corporation's members of a plan of merger is not required if: [(1)
1527 The certificate of incorporation of the surviving corporation will not
1528 differ,] (A) The corporation will be the survivor of the merger; (B)
1529 except for amendments [enumerated in] permitted by section 33-1141,
1530 [from its] the corporation's certificate of incorporation [before the
1531 merger; and (2)] will not be changed; and (C) each member of the
1532 [surviving] corporation immediately before the effective date of the
1533 merger will be a member of the survivor with identical designations,
1534 qualifications, privileges and rights immediately after the effective
1535 date of the merger.

1536 [(i) After a merger is authorized, and at any time before the
1537 certificate of merger is filed, the planned merger may be abandoned,
1538 subject to any contractual rights, without further member action, in
1539 accordance with the procedure set forth in the plan of merger or, if
1540 none is set forth, in the manner determined by the board of directors.]

1541 [(j)] (9) If any merging corporation has no members, or no members
1542 entitled to vote thereon, a plan of merger shall be adopted by the board
1543 of directors.

1544 Sec. 44. Section 33-1157 of the general statutes is repealed and the
1545 following is substituted in lieu thereof (*Effective October 1, 2002*):

1546 (a) After a plan of merger [is approved as required by section 33-
1547 1156, the surviving corporation shall deliver to the Secretary of the
1548 State for filing a certificate of merger setting forth: (1) The plan of
1549 merger; (2) a statement to the effect that the plan of merger was
1550 adopted by the board of directors of each corporation party to the
1551 merger; (3) if member approval was not required, a statement to that
1552 effect; (4) if approval of members of one or more corporations party to
1553 the merger was required: (A) The designation of each class of members
1554 entitled to vote separately on the plan as to each corporation; and (B)
1555 the total number of votes cast for and against the plan by each class of
1556 members entitled to vote separately on the plan as to each corporation
1557 and a statement that the number cast for the plan by each class of
1558 members was sufficient for approval by that class] has been adopted
1559 and approved as required by sections 33-1000 to 33-1290, inclusive, a
1560 certificate of merger shall be executed on behalf of each party to the
1561 merger by any officer or other duly authorized representative of such
1562 party. The certificate of merger shall set forth: (1) The names of the
1563 parties to the merger; (2) the name of the corporation that will be the
1564 survivor of the merger; (3) the date on which the merger is to be
1565 effective; (4) if the certificate of incorporation of the survivor of the
1566 merger is amended, or if a new corporation is created as a result of the
1567 merger, the amendments to the survivor's certificate of incorporation
1568 or the certificate of incorporation of the new corporation; (5) if the plan
1569 of merger required approval by the members of the corporation, a
1570 statement that the plan was duly approved by the members and, if
1571 voting by any separate class of members was required, by each such
1572 separate class of members, in the manner required by sections 33-1000
1573 to 33-1290, inclusive, and the certificate of incorporation; and (6) if the
1574 plan of merger did not require approval by the members of the
1575 corporation, a statement to that effect.

1576 (b) [A merger takes effect upon the effective date of the certificate of
1577 merger] The certificate of merger shall be delivered to the Secretary of
1578 the State for filing by the survivor of the merger and shall take effect
1579 on the effective date of the merger.

1580 Sec. 45. Section 33-1158 of the general statutes is repealed and the
1581 following is substituted in lieu thereof (*Effective October 1, 2002*):

1582 When a merger [takes effect] becomes effective:

1583 (1) [Every other corporation party to the merger merges into the
1584 surviving corporation and the separate existence of every corporation
1585 except the surviving corporation ceases] The corporation that is
1586 designated in the certificate of merger as the survivor continues or
1587 comes into existence, as the case may be;

1588 (2) [The title to all real estate and other property owned by each
1589 corporation party to the merger is vested in the surviving corporation
1590 without reversion or impairment] The separate existence of every
1591 corporation that is merged into the survivor ceases;

1592 (3) [The surviving corporation has all liabilities of each corporation
1593 party to the merger] All liabilities of each corporation that is merged
1594 into the survivor are vested in the survivor;

1595 (4) [A proceeding pending against any corporation party to the
1596 merger may be continued as if the merger did not occur or the
1597 surviving corporation may be substituted in the proceeding for the
1598 corporation whose existence ceased] All property owned by, and every
1599 contract right possessed by, each corporation that merges into the
1600 survivor is vested in the survivor without reversion or impairment;

1601 (5) The name of the survivor may, but need not be, substituted in
1602 any pending proceeding for the name of any party to the merger
1603 whose separate existence ceased in the merger;

1604 [(5)] (6) The certificate of incorporation of the [surviving
1605 corporation] survivor is amended to the extent provided in the plan of
1606 merger;

1607 (7) The certificate of incorporation of a survivor that is created by
1608 the merger becomes effective;

1609 [(6)] (8) The memberships, if any, of each corporation which is a
1610 party to the merger that are to be converted into memberships of the
1611 [surviving corporation] survivor are converted, and the former
1612 members in such membership classes are entitled only to the
1613 designation, qualifications, privileges and rights of the class of
1614 members to which they are converted, as provided in the certificate of
1615 incorporation of the [surviving corporation] survivor as the same may
1616 be amended by the plan of merger; and

1617 [(7)] (9) Any devise, bequest, gift or grant, contained in any will or
1618 in any other instrument, made before or after the merger, to or for the
1619 benefit of any of the merging corporations shall inure to the benefit of
1620 the [surviving corporation] survivor, and so far as is necessary for that
1621 purpose, the existence of each merging corporation shall be deemed to
1622 continue in and through the [surviving or new corporation] survivor.

1623 Sec. 46. (NEW) (*Effective October 1, 2002*) (a) Unless otherwise
1624 provided in a plan of merger, after the plan has been adopted and
1625 approved as required by sections 33-1155 to 33-1158, inclusive, as
1626 amended by this act, and at any time before the merger has become
1627 effective, the merger may be abandoned by any party thereto without
1628 action by the party's members in accordance with any procedures set
1629 forth in the plan of merger or, if no such procedures are set forth in the
1630 plan, in the manner determined by the board of directors of the
1631 corporation, subject to any contractual rights of other parties to the
1632 merger.

1633 (b) If a merger is abandoned under subsection (a) of this section
1634 after a certificate of merger has been filed with the Secretary of the
1635 State but before the merger has become effective, a statement that the
1636 merger has been abandoned in accordance with this section, executed
1637 on behalf of a party to the merger by an officer or other duly
1638 authorized representative of such party, shall be delivered to the
1639 Secretary of the State for filing prior to the effective date of the merger.
1640 Upon filing, the statement shall take effect and the merger shall be
1641 deemed abandoned and shall not become effective.

1642 Sec. 47. Section 33-1165 of the general statutes is repealed and the
1643 following is substituted in lieu thereof (*Effective October 1, 2002*):

1644 [(a) A corporation may, on the terms and conditions and for the
1645 consideration determined by the board of directors: (1) Sell] No
1646 approval of the members of a corporation is required, unless the
1647 certificate of incorporation otherwise provides: (1) To sell, lease,
1648 exchange or otherwise dispose of [all, or substantially all, of its
1649 property] any or all of the corporation's assets in the usual and regular
1650 course of affairs of the corporation; (2) to mortgage, pledge, dedicate to
1651 the repayment of indebtedness, whether with or without recourse, or
1652 otherwise encumber any or all of [its property] the corporation's assets,
1653 whether or not in the usual and regular course of affairs of the
1654 corporation; or (3) to transfer any or all of [its property to a corporation
1655 all the shares] the corporation's assets to one or more corporations or
1656 other entities, all of the shares or interests of which are owned by the
1657 corporation or of which the corporation is the sole member, or to a
1658 corporation which is the sole member of the corporation.

1659 [(b) Unless the certificate of incorporation requires it, approval by
1660 the members of a transaction described in subsection (a) is not
1661 required.]

1662 Sec. 48. Section 33-1166 of the general statutes is repealed and the
1663 following is substituted in lieu thereof (*Effective October 1, 2002*):

1664 (a) [A corporation may sell, lease, exchange, or otherwise dispose of
1665 all, or substantially all, of its property, with or without the good will,
1666 otherwise than in the usual and regular course of affairs of the
1667 corporation on the terms and conditions and for the consideration
1668 determined by the corporation's board of directors, and if the
1669 corporation has members entitled to vote on the transaction, if the
1670 board of directors proposes and such members approve the proposed
1671 transaction] Unless the certificate of incorporation provides otherwise,
1672 a sale, lease, exchange or other disposition of assets, other than a
1673 disposition described in section 33-1165, as amended by this act,

1674 requires approval of the corporation's members who are otherwise
1675 entitled to vote on the disposition, if any, only if the disposition would
1676 leave the corporation without a significant continuing activity. If a
1677 corporation retains an activity that represented at least twenty-five per
1678 cent of total assets at the end of the most recently completed fiscal
1679 year, and twenty-five per cent of either income from continuing
1680 operations before taxes or revenues from continuing operations for
1681 such fiscal year, for the corporation and each of its subsidiaries on a
1682 consolidated basis, the corporation will conclusively be deemed to
1683 have retained a significant continuing activity.

1684 (b) [For the proposed transaction to be approved: (1) The board of
1685 directors must approve the transaction; (2) the board of directors must
1686 recommend the proposed transaction to the members entitled to vote
1687 on the transaction, if any, unless the board of directors determines that
1688 because of conflict of interest or other special circumstances it should
1689 make no recommendation and communicates the basis for its
1690 determination to the members entitled to vote on the transaction with
1691 the submission of the proposed transaction; and (3) the members
1692 entitled to vote must approve the transaction, either before or after the
1693 actions required in subdivisions (1) and (2) of this subsection, as
1694 provided in subsection (e) of this section] A disposition that requires
1695 approval of the members under subsection (a) of this section shall be
1696 initiated by a resolution of the board of directors authorizing the
1697 disposition. After adoption of such a resolution, the board of directors
1698 shall submit the proposed disposition to the members for their
1699 approval. The board of directors shall also transmit to the members a
1700 recommendation that the members approve the proposed disposition,
1701 unless the board of directors makes a determination that because of
1702 conflicts of interest or other special circumstances it should not make
1703 such a recommendation, in which case the board of directors shall
1704 transmit to the members the basis for that determination.

1705 (c) The board of directors may condition its submission of [the
1706 proposed transaction] a disposition to the members under subsection
1707 (b) of this section on any basis.

1708 (d) [The] If a disposition is to be approved by the members under
1709 subsection (a) of this section, and if the approval is to be given at a
1710 meeting, the corporation shall notify each member entitled to vote on
1711 the [proposed transaction] disposition, if any, of the [proposed
1712 members' meeting in accordance with section 33-1065] meeting of
1713 members at which the disposition is to be submitted for approval. The
1714 notice shall [also] state that the purpose, or one of the purposes, of the
1715 meeting is to consider the [sale, lease, exchange or other disposition of
1716 all, or substantially all, of the property of the corporation and]
1717 disposition and shall contain or be accompanied by a description of the
1718 [transaction] disposition, including the terms and conditions thereof
1719 and the consideration to be received by the corporation therefor.

1720 (e) Unless sections 33-1000 to 33-1290, inclusive, the certificate of
1721 incorporation or the board of directors, acting pursuant to subsection
1722 (c) of this section, requires a greater vote or a vote by classes of
1723 members, the [transaction] disposition to be authorized must be
1724 approved by: (1) If no class of members is entitled to vote separately on
1725 the [transaction] disposition as a class, at least two-thirds of the votes
1726 cast by the members entitled to vote thereon, and (2) if any class of
1727 members is entitled to vote on the [transaction] disposition separately
1728 as a class, at least two-thirds of the votes cast by the members of each
1729 such class. Approval of the disposition by members may precede or
1730 follow authorization of the disposition by the board of directors and
1731 the taking of any necessary actions under subsection (b) of this section.

1732 (f) After a [sale, lease, exchange or other disposition of property is
1733 authorized, the transaction nevertheless may be abandoned, subject to
1734 any contractual rights, without further member action] disposition has
1735 been approved by the members under subsection (b) of this section,
1736 and at any time before the disposition has been consummated, the
1737 disposition may be abandoned by the corporation without action by
1738 the members, subject to any contractual rights of other parties to the
1739 disposition.

1740 (g) A disposition of assets in the course of dissolution under sections

1741 33-1170 to 33-1193, inclusive, is not governed by this section.

1742 (h) The assets of a direct or indirect consolidated subsidiary shall be
1743 deemed the assets of the parent corporation for the purposes of this
1744 section.

1745 ~~[(g)]~~ (i) If the corporation has no members, or no members entitled
1746 to vote thereon, a [transaction] disposition described in this section
1747 shall be approved by the board of directors.

1748 Sec. 49. Section 33-1172 of the general statutes is repealed and the
1749 following is substituted in lieu thereof (*Effective October 1, 2002*):

1750 (a) At any time after dissolution is authorized, the corporation may
1751 dissolve by delivering to the Secretary of the State for filing a certificate
1752 of dissolution setting forth: (1) The name of the corporation; (2) the
1753 date dissolution was authorized; and (3) if dissolution was approved
1754 by members, [:(A) The number of votes entitled to be cast on the
1755 proposal to dissolve; and (B) either the total number of votes cast for
1756 and against dissolution or the total number of undisputed votes cast
1757 for dissolution and a statement that the number cast for dissolution
1758 was sufficient for approval; (4) if dissolution was authorized by the
1759 board of directors, a statement setting forth (A) that the corporation
1760 has no members, or no members entitled to vote on the dissolution, (B)
1761 that the dissolution was approved by resolution adopted by the vote of
1762 the board of directors and (C) the number of directors required to take
1763 such action and the number of votes cast for the resolution] a
1764 statement that the proposal to dissolve was duly approved by the
1765 members in the manner required by sections 33-1000 to 33-1290,
1766 inclusive, and by the certificate of incorporation.

1767 [(b) If voting by classes of members was required, the information
1768 required by subdivision (3) of subsection (a) of this section must be
1769 separately provided for each class of members entitled to vote
1770 separately on the proposal for dissolution.]

1771 ~~[(c)]~~ (b) A corporation is dissolved upon the effective date of its

1772 certificate of dissolution.

1773 (c) For the purposes of sections 33-1170 to 33-1193, inclusive, and
1774 sections 52 and 53 of this act, "dissolved corporation" means a
1775 corporation whose certificate of dissolution has become effective and
1776 includes a successor entity to which the remaining assets of the
1777 corporation are transferred subject to the corporation's liabilities for
1778 purposes of liquidation.

1779 Sec. 50. Subsection (c) of section 33-1173 of the general statutes is
1780 repealed and the following is substituted in lieu thereof (*Effective*
1781 *October 1, 2002*):

1782 (c) After the revocation of dissolution is authorized, the corporation
1783 may revoke the dissolution by delivering to the Secretary of the State
1784 for filing a certificate of revocation of dissolution that sets forth: (1) The
1785 name of the corporation; (2) the effective date of the dissolution that
1786 was revoked; (3) the date that the revocation of dissolution was
1787 authorized; (4) if the corporation's board of directors, or incorporators,
1788 revoked the dissolution, a statement to that effect; (5) if the
1789 corporation's board of directors revoked a dissolution authorized by
1790 members, a statement that revocation was permitted by action of the
1791 board of directors alone pursuant to that authorization; (6) if member
1792 action was required to revoke the dissolution, the information required
1793 by subdivision (3) of subsection (a) [or subsection (b)] of section 33-
1794 1172, as amended by this act; and (7) if the name of the corporation
1795 whose dissolution is to be revoked is no longer available, be
1796 accompanied by an amendment of the certificate of incorporation
1797 which changes the name of the corporation to an available name.

1798 Sec. 51. Section 33-1178 of the general statutes is repealed and the
1799 following is substituted in lieu thereof (*Effective October 1, 2002*):

1800 (a) A dissolved corporation may also publish notice of its
1801 dissolution and request that persons with claims against the dissolved
1802 corporation present them in accordance with the notice.

1803 (b) The notice shall: (1) Be published one time in a newspaper of
1804 general circulation in the county where the dissolved corporation's
1805 principal office or, if none in this state, its registered office, is or was
1806 last located; (2) describe the information that must be included in a
1807 claim and provide a mailing address where the claim may be sent; and
1808 (3) state that a claim against the dissolved corporation will be barred
1809 unless a proceeding to enforce the claim is commenced within three
1810 years after the publication of the notice.

1811 (c) If the dissolved corporation publishes a newspaper notice in
1812 accordance with subsection (b) of this section, the claim of each of the
1813 following claimants is barred unless the claimant commences a
1814 proceeding to enforce the claim against the dissolved corporation
1815 within three years after the publication date of the newspaper notice:
1816 (1) A claimant who [did not receive] was not given written notice
1817 under section 33-1177; (2) a claimant whose claim was timely sent to
1818 the dissolved corporation but not acted on; (3) a claimant whose claim
1819 is contingent or based on an event occurring after the effective date of
1820 dissolution.

1821 (d) A claim that is not barred by subsection (c) of section 33-1177 or
1822 subsection (c) of this section may be enforced: [under this section:] (1)
1823 Against the dissolved corporation, to the extent of its undistributed
1824 assets; or (2) except as provided in subsection (d) of section 52 of this
1825 act, if the assets have been distributed in liquidation to the members of
1826 the corporation, against a member of the dissolved corporation to the
1827 extent of [his] the member's pro rata share of the claim or the corporate
1828 assets distributed to [him] the member in liquidation, whichever is
1829 less, but a member's total liability for all claims under this section may
1830 not exceed the total amount of assets distributed to [him] the member.

1831 (e) Nothing in this section shall extend any applicable period of
1832 limitation.

1833 Sec. 52. (NEW) (*Effective October 1, 2002*) (a) A dissolved corporation
1834 that has published a notice under section 33-1178 of the general

1835 statutes, as amended by this act, may file an application with the
1836 superior court for the judicial district where the dissolved
1837 corporation's principal office or, if none in this state, its registered
1838 office, is located for a determination of the amount and form of
1839 security to be provided for payment of claims that are contingent or
1840 have not been made known to the dissolved corporation or that are
1841 based on an event occurring after the effective date of dissolution but
1842 that, based on the facts known to the dissolved corporation, are
1843 reasonably estimated to arise after the effective date of dissolution.
1844 Provision need not be made for any claim that is or is reasonably
1845 anticipated to be barred under subsection (c) of section 33-1178 of the
1846 general statutes, as amended by this act.

1847 (b) Within ten days after the filing of an application under
1848 subsection (a) of this section, notice of the proceeding shall be given by
1849 the dissolved corporation to each claimant holding a contingent claim
1850 whose contingent claim is shown on the records of the dissolved
1851 corporation.

1852 (c) The court may appoint a guardian ad litem to represent all
1853 claimants whose identities are unknown in any proceeding brought
1854 under this section. The reasonable fees and expenses of such guardian,
1855 including all reasonable expert witness fees, shall be paid by the
1856 dissolved corporation.

1857 (d) Provision by the dissolved corporation for security in the
1858 amount and the form ordered by the court under subsection (a) of this
1859 section shall satisfy the dissolved corporation's obligations with
1860 respect to claims that are contingent, have not been made known to the
1861 dissolved corporation or are based on an event occurring after the
1862 effective date of dissolution, and such claims may not be enforced
1863 against a member who received assets in liquidation.

1864 Sec. 53. (NEW) (*Effective October 1, 2002*) (a) Directors of a dissolved
1865 corporation shall cause the dissolved corporation to discharge or make
1866 reasonable provision for the payment of claims and make distributions

1867 of assets to members after payment of or provision for claims.

1868 (b) Directors of a dissolved corporation which has disposed of
1869 claims under section 33-1177 or 33-1178 of the general statutes, as
1870 amended by this act, or section 52 of this act shall not be liable for
1871 breach of subsection (a) of this section with respect to claims against
1872 the dissolved corporation that are barred or satisfied under sections 33-
1873 1177 or 33-1178 of the general statutes, as amended by this act, or
1874 section 52 of this act.

1875 Sec. 54. Section 34-9 of the general statutes is repealed and the
1876 following is substituted in lieu thereof (*Effective October 1, 2002*):

1877 As used in this chapter, unless the context otherwise requires:

1878 (1) "Address" means location as described by the full street number,
1879 if any, street, city or town, state or country and not a mailing address
1880 such as a post office box.

1881 (2) "Certificate of limited partnership" means the certificate referred
1882 to in section 34-10 and the certificate as amended or restated.

1883 (3) "Consolidation" means a business combination pursuant to
1884 section 34-33b, as amended by this act.

1885 [(3)] (4) "Contribution" means any cash, property, services rendered,
1886 or a promissory note or other binding obligation to contribute cash or
1887 property or to perform services, which a partner contributes to a
1888 limited partnership in his capacity as a partner.

1889 [(4)] (5) "Event of withdrawal of a general partner" means an event
1890 that causes a person to cease to be a general partner as provided in
1891 section 34-28.

1892 [(5)] (6) "Foreign limited partnership" means a partnership formed
1893 under the laws of any state other than this state and having as partners
1894 one or more general partners and one or more limited partners.

1895 [(6)] (7) "General partner" means a person who has been admitted to
1896 a limited partnership as a general partner in accordance with the
1897 partnership agreement and named in the certificate of limited
1898 partnership as a general partner.

1899 (8) "Interests" means the proprietary interests in an other entity.

1900 [(7)] (9) "Limited partner" means a person who has been admitted to
1901 a limited partnership as a limited partner in accordance with the
1902 partnership agreement.

1903 [(8)] (10) "Limited partnership" and "domestic limited partnership"
1904 means a partnership formed by two or more persons under the
1905 provisions of this chapter and having one or more general partners
1906 and one or more limited partners.

1907 (11) "Merger" means a business combination pursuant to section 34-
1908 33a, as amended by this act.

1909 (12) "Organizational documents" means the basic document or
1910 documents that create, or determine the internal governance of, an
1911 other entity.

1912 (13) "Other entity" means any association or legal entity, other than
1913 a domestic or foreign limited partnership, organized to conduct
1914 business, including, but not limited to, a corporation, general
1915 partnership, limited liability partnership, limited liability company,
1916 joint venture, joint stock company, business trust, statutory trust and
1917 real estate investment trust.

1918 [(9)] (14) "Partner" means a limited or general partner.

1919 [(10)] (15) "Partnership agreement" means any valid agreement,
1920 written or oral, of the partners as to the affairs of a limited partnership
1921 and the conduct of its business.

1922 [(11)] (16) "Partnership interest" means a partner's share of the
1923 profits and losses of a limited partnership and the right to receive

1924 distributions of partnership assets.

1925 (17) "Party to a consolidation" means any domestic or foreign
1926 limited partnership or other entity that will consolidate under a plan of
1927 consolidation.

1928 (18) "Party to a merger" means any domestic or foreign limited
1929 partnership or other entity that will merge under a plan of merger.

1930 [(12)] (19) "Person" means a natural person, partnership, limited
1931 partnership, foreign limited partnership, trust, estate, association,
1932 limited liability company or corporation.

1933 (20) "Plan of merger" means a plan entered into pursuant to section
1934 34-33a, as amended by this act.

1935 (21) "Plan of consolidation" means a plan entered into pursuant to
1936 section 34-33b, as amended by this act.

1937 [(13)] (22) "State" means a state, territory, or possession of the United
1938 States, the District of Columbia or the Commonwealth of Puerto Rico.

1939 (23) "Survivor" means, in a merger or consolidation, the limited
1940 partnership or other entity into which one or more other limited
1941 partnerships or other entities are merged or consolidated. A survivor
1942 of a merger may preexist the merger or be created by the merger.

1943 Sec. 55. Section 34-33a of the general statutes is repealed and the
1944 following is substituted in lieu thereof (*Effective October 1, 2002*):

1945 (a) Pursuant to a plan of merger, approved in the manner provided
1946 by section 34-33c, [a] one or more domestic limited [partnership]
1947 partnerships may merge with or into any one or more limited
1948 partnerships or any one or more other entities formed or organized
1949 under the laws of this state or any other state or any foreign country or
1950 other foreign jurisdiction, or any combination thereof, and the plan
1951 shall name the [surviving or resulting limited partnership] survivor.

1952 (b) The plan of merger, which may be embodied in an agreement,
1953 shall set forth: (1) The name and jurisdiction of organization of each [of
1954 the merging limited partnerships and a designation of which] party to
1955 the merger and the name of the limited partnership or other entity
1956 which is to be the [surviving limited partnership] survivor; (2) the
1957 terms and conditions of the merger, including the manner and basis of
1958 converting the shares or interests of each party to the merger into
1959 shares or other securities, interests, obligations, rights to acquire shares
1960 or other securities, cash or other property, or any combination thereof,
1961 and which may include provision for the distribution by any merging
1962 limited partnership or [by any other limited partnership] other entity
1963 of cash, securities of any limited partnership or other entity or other
1964 property in lieu of, in addition to, in exchange for or upon conversion
1965 of all or part of the interests in a limited partnership or other entity
1966 which is not the [surviving or resulting limited partnership] survivor
1967 in the merger; (3) any changes in the certificate of limited partnership
1968 [of the surviving limited partnership] or the organizational documents
1969 of the survivor; (4) the effective date or time, which shall be a date or
1970 time certain, of the merger if it is not to be effective upon the filing of
1971 the certificate of merger; and (5) such other provisions with respect to
1972 the merger as are deemed necessary or desirable. If the merger
1973 involves one or more other entities, a written plan of merger which
1974 meets the requirements for merger of the statutes under which such
1975 other entity is organized or by which it is governed shall be deemed to
1976 meet the requirements of this section.

1977 Sec. 56. Section 34-33b of the general statutes is repealed and the
1978 following is substituted in lieu thereof (*Effective October 1, 2002*):

1979 (a) Pursuant to a plan of consolidation, approved in the manner
1980 provided by section 34-33c, any domestic limited partnerships may
1981 consolidate with any one or more limited partnerships or any one or
1982 more other entities formed or organized under the laws of this state or
1983 any other state or any foreign country or other foreign jurisdiction, or
1984 any combination thereof, into a new limited partnership or other
1985 entity.

1986 (b) The plan of consolidation, which may be embodied in an
1987 agreement, shall set forth: (1) The name and jurisdiction of
1988 organization of each of the consolidating limited partnerships or other
1989 entities and the name and jurisdiction of organization of the new
1990 limited partnership or other entity, which name may be that of any of
1991 the consolidating limited partnerships or other entities or any other
1992 available name pursuant to this chapter; (2) the terms and conditions
1993 of the consolidation, including the manner and basis of converting the
1994 shares or interests of each party to the consolidation into shares or
1995 other securities, interests, obligations, rights to acquire shares or other
1996 securities, cash or other property, or any combination thereof, and
1997 which may include provision for the distribution by any consolidating
1998 limited partnership of cash, securities of any limited partnership, or
1999 other property in lieu of, in addition to, in exchange for or upon
2000 conversion of all or part of the interests in any consolidating limited
2001 partnership or other entity or of the new limited partnership or other
2002 entity; (3) [with respect to the new] if the survivor is a limited
2003 partnership, a certificate of limited partnership complying with section
2004 34-10; (4) the effective date or time, which shall be a date or time
2005 certain, of a consolidation if it is not to be effective upon the filing of
2006 the certificate of consolidation; and (5) such other provisions with
2007 respect to the consolidation as are deemed necessary or desirable. If
2008 the consolidation involves one or more other entities, a written plan of
2009 consolidation which meets the requirements for consolidation of the
2010 statutes under which such other entity is organized or by which it is
2011 governed shall be deemed to meet the requirements of this section.

2012 Sec. 57. Section 34-33d of the general statutes is repealed and the
2013 following is substituted in lieu thereof (*Effective October 1, 2002*):

2014 (a) [Any domestic limited partnership merging or consolidating
2015 under this section] After a plan of merger or consolidation is approved
2016 pursuant to section 34-33c, the survivor shall file a certificate of merger
2017 or consolidation, as the case may be, in the following manner: (1) A
2018 certificate of merger [, executed by each] by any merging limited
2019 partnership that is a party thereto, executed as provided in section 34-

2020 10a, shall be filed as provided in section 34-10b with respect to the
2021 [surviving limited partnership] survivor; [.] (2) [A] a certificate of
2022 consolidation by [each] any consolidating limited partnership that is a
2023 party thereto, executed as provided in section 34-10a, shall be filed as
2024 provided in section 34-10b in respect of the new limited partnership or
2025 other entity together with an appointment of statutory agent for
2026 service as provided in section 34-13b or other applicable law; [.] and (3)
2027 [General] general partners executing a certificate of merger or
2028 consolidation need not sign or swear as to facts set forth therein not
2029 pertaining to the limited partnership of which they are general
2030 partners.

2031 (b) The certificate of merger or consolidation, in addition to the
2032 requirements for a certificate of merger or consolidation of the statutes
2033 under which any other entity that is a party to the merger or
2034 consolidation is organized or by which it is governed, shall set forth:
2035 (1) The plan of merger or consolidation; and (2) as to each merging or
2036 consolidating limited partnership, a statement of the vote of limited
2037 partners required to adopt the plan of merger or consolidation and the
2038 vote for the plan; and (3) if the [surviving or new limited partnership]
2039 survivor is a foreign limited partnership, and is to transact business in
2040 this state, a statement that such [surviving or new limited partnership,
2041 if any,] survivor shall comply with the provisions of this chapter
2042 respecting such limited partnerships, and in every case a statement
2043 irrevocably appointing the Secretary of the State as its attorney to
2044 accept service of process in any action, suit or proceeding for the
2045 enforcement of any obligations of any domestic merging or
2046 consolidating limited partnership for which it is liable pursuant to
2047 subsection (c) of section 34-33f, as amended by this act, to the plan of
2048 merger or consolidation, or to the laws governing such foreign limited
2049 partnership. If such appointment is not made, legal process in any
2050 such action, suit or proceeding may be served upon the Secretary of
2051 the State as provided in subsection (b) of section 34-38q as attorney for
2052 such [surviving or new limited partnership] survivor.

2053 (c) The copy of the certificate of merger or consolidation, certified by

2054 the Secretary of the State, may also be filed for record in the records of
2055 deeds in the office of the town clerk in any town in this state. For such
2056 recording, the town clerk shall charge and collect the same fee as in the
2057 case of deeds.

2058 (d) A certificate of merger or consolidation shall act as a certificate
2059 of cancellation for a domestic limited partnership which is not the
2060 [surviving or new limited partnership] survivor in the merger or
2061 consolidation. A certificate of merger shall act as a certificate of
2062 amendment for a domestic limited partnership which survives such
2063 merger, to the extent provided by the plan of merger. In the case of a
2064 consolidation, if the new entity is a limited partnership, the certificate
2065 of limited partnership set forth in the certificate of consolidation shall
2066 be the certificate of limited partnership of the new limited partnership.

2067 Sec. 58. Section 34-33f of the general statutes is repealed and the
2068 following is substituted in lieu thereof (*Effective October 1, 2002*):

2069 (a) The [merging limited partnerships or consolidating limited
2070 partnerships party to the plan of merger or consolidation] survivor
2071 shall be a single limited partnership or other entity, which, in the case
2072 of a merger shall be that limited partnership or other entity designated
2073 in the plan of merger as the [surviving limited partnership] survivor
2074 and, in the case of a consolidation shall be the new limited partnership
2075 or other entity provided for in the plan of consolidation.

2076 (b) The separate existence of [all merging or consolidating limited
2077 partnerships] each party to the [plan of] merger or the consolidation,
2078 except the [surviving or new limited partnership] survivor, shall cease.

2079 (c) For the purposes of the laws of this state, the [surviving or new
2080 limited partnership] survivor shall thereupon and thereafter, to the
2081 extent consistent with its certificate of limited partnership or other
2082 organizational documents as in effect upon effecting the merger or
2083 consolidation, possess all of the rights, privileges and powers of each
2084 of the limited partnerships and other entities that have merged or
2085 consolidated, and all property, real, personal and mixed, and all debts

2086 due to any of such limited partnerships and other entities as well as all
2087 other things and choses in action belonging to each of such limited
2088 partnerships and other entities, and all and every other interests, of or
2089 belonging to or due to each of the limited partnerships and other
2090 entities so merged or consolidated, shall be [taken and transferred to
2091 and] vested in such single limited partnership or other entity without
2092 further act or deed; and the title to any real estate, or any interest
2093 therein, vested in any of such limited partnerships and other entities
2094 shall not revert or be in any way impaired by reason of such merger or
2095 consolidation.

2096 (d) Any devise, bequest, gift or grant, contained in any will or in
2097 any other instrument, made before or after the merger or
2098 consolidation, to or for the benefit of any [of the merging or
2099 consolidating limited partnerships] party to the merger or the
2100 consolidation shall inure to the benefit of the [surviving or new limited
2101 partnership] survivor. So far as is necessary for that purpose, the
2102 existence of each [merging or consolidating limited partnership] party
2103 to the merger or the consolidation shall be deemed to continue in and
2104 through the [surviving or new limited partnership] survivor.

2105 (e) The [surviving or new limited partnership] survivor shall be
2106 liable for all the liabilities, obligations and penalties of each [of the
2107 merging or consolidating limited partnerships] party to the merger or
2108 the consolidation; and any claim existing or action or proceeding, civil
2109 or criminal, pending by or against any such limited partnership or
2110 other entity may be prosecuted as if such merger or consolidation had
2111 not taken place, or such [surviving or new limited partnership]
2112 survivor may be substituted in its place; and any judgment rendered
2113 against any [of the merging or consolidating limited partnerships]
2114 party to the merger or the consolidation may be enforced against the
2115 [surviving or new limited partnership] survivor. Neither the rights of
2116 creditors nor any liens upon the property of any merging or
2117 consolidating limited partnership shall be impaired by the merger or
2118 consolidation.

2119 (f) Any general partner of a limited partnership or holder of an
2120 interest in any other entity that is a party to a merger or a
2121 consolidation who, prior to the merger or the consolidation, was
2122 obligated for any of the liabilities or obligations of the limited
2123 partnership or other entity shall not be released by reason of the
2124 merger or the consolidation from any such liabilities or obligations
2125 arising prior to the effective time of the merger or the consolidation.

2126 Sec. 59. Subsection (6) of section 34-82 of the general statutes is
2127 repealed and the following is substituted in lieu thereof (*Effective*
2128 *October 1, 2002*):

2129 (6) An association formed under this section may become a
2130 professional service corporation, in accordance with section 33-182b,
2131 by complying with the provisions of chapter 594a and with this
2132 subsection. Upon the filing of a certificate of incorporation in
2133 compliance with section 33-182c, the association shall file with the
2134 Secretary of the State, in such form as the Secretary of the State shall
2135 prescribe, a certificate of cancellation of its articles of association and a
2136 consent of each member to the association becoming a professional
2137 service corporation, together with a filing fee of ten dollars. Upon the
2138 filing of such a certificate and consents and the incorporation of the
2139 professional service corporation, the association shall become a
2140 professional service corporation and the interests therein shall be
2141 converted to such number of shares of capital stock of the professional
2142 service corporation as the members shall approve. The provisions of
2143 subdivisions [(2),] (3), (4), [and (6)] (5) and (8) of subsection (a) of
2144 section 33-820, as amended by this act, shall apply as though the
2145 professional service corporation was the surviving corporation in a
2146 merger and the association the merging corporation.

2147 Sec. 60. Section 34-101 of the general statutes, as amended by section
2148 1 of public act 01-188, is repealed and the following is substituted in
2149 lieu thereof (*Effective October 1, 2002*):

2150 As used in sections 34-100 to 34-242, inclusive, as amended by [this

2151 act] public act 01-188, unless the context otherwise requires:

2152 (1) "Address" means a location as described by the full street
2153 number, if any, street, city or town, state or county and not a mailing
2154 address such as a post office box.

2155 (2) "Articles of organization" means articles filed under section 34-
2156 121, and those articles as amended or restated.

2157 (3) "Corporation" means a corporation formed under the laws of this
2158 state or a foreign corporation.

2159 (4) "Court" includes every court having jurisdiction in the case.

2160 (5) "Electronic transmission" or "electronically transmitted" means
2161 any process of communication that is suitable for the retention,
2162 retrieval and reproduction of information by the recipient and which
2163 does not directly involve the physical transfer of paper.

2164 (6) "Event of dissociation" means an event that causes a person to
2165 cease to be a member, as provided in section 34-180.

2166 (7) "Foreign corporation" means a corporation formed under the
2167 laws of any state other than this state or under the laws of any foreign
2168 country.

2169 (8) "Foreign limited liability company" means an entity that is: (A)
2170 Organized under the laws of a state other than the laws of this state or
2171 under the laws of any foreign country; (B) organized under a statute
2172 pursuant to which an entity denominated as a limited liability
2173 company may be formed that affords to each of its members limited
2174 liability with respect to the liabilities of the entity; and (C) is not
2175 required to be registered or organized under any statute of this state
2176 other than sections 34-100 to 34-242, inclusive, as amended by [this act]
2177 public act 01-188.

2178 (9) "Foreign limited partnership" means a limited partnership
2179 formed under the laws of any state other than this state or under the

2180 laws of any foreign country.

2181 (10) "Limited liability company" or "domestic limited liability
2182 company" means an organization having one or more members that is
2183 formed under sections 34-100 to 34-242, inclusive, as amended by [this
2184 act] public act 01-188.

2185 (11) "Limited liability company membership interest" or "interest" or
2186 "interest in the limited liability company" means a member's share of
2187 the profits and losses of the limited liability company and a member's
2188 right to receive distributions of the limited liability company's assets,
2189 unless otherwise provided in the operating agreement.

2190 (12) "Limited partnership" means a limited partnership formed
2191 under the laws of this state or a foreign limited partnership.

2192 (13) "Manager" or "managers" means, with respect to a limited
2193 liability company that has set forth in its articles of organization that it
2194 is to be managed by managers, the person or persons designated in
2195 accordance with section 34-140.

2196 (14) "Member" or "members" means a person or persons who have
2197 been admitted to membership in a limited liability company as
2198 provided in section 34-179 and who has not disassociated from the
2199 limited liability company as provided in section 34-180.

2200 (15) "Operating agreement" means any agreement, written or oral,
2201 as to the conduct of the business and affairs of a limited liability
2202 company, which is binding upon all of the members.

2203 (16) "Organizational documents" means the basic document or
2204 documents that create, or determine the internal governance of, an
2205 other entity.

2206 (17) "Organizer" or "organizers" means any member or members or
2207 any other person or persons who files or file the articles of
2208 organization as provided in section 34-120.

2209 (18) "Other entity" means any association or legal entity, other than
2210 a domestic or foreign limited liability company, organized to conduct
2211 business, including, but not limited to, a corporation, general
2212 partnership, limited liability partnership, limited partnership, joint
2213 venture, joint stock company, business trust, statutory trust and real
2214 estate investment trust.

2215 (19) "Party to a consolidation" means any domestic or foreign
2216 limited liability company or other entity that will consolidate under a
2217 plan of consolidation.

2218 (20) "Party to a merger" means any domestic or foreign limited
2219 liability company or other entity that will merge under a plan of
2220 merger.

2221 [(16)] (21) "Person" means an individual, a general partnership, a
2222 limited partnership, a domestic or foreign limited liability company, a
2223 trust, an estate, an association, a corporation or any other legal or
2224 commercial entity.

2225 [(17) "Organizer" or "organizers" means any member or members or
2226 any other person or persons who files or file the articles of
2227 organization as provided in section 34-120.]

2228 (22) "Plan of merger" or "plan of consolidation" means a plan
2229 entered into pursuant to section 34-195, as amended by this act.

2230 [(18)] (23) "Professional service" means any type of service to the
2231 public that requires that members of a profession rendering such
2232 service obtain a license or other legal authorization as a condition
2233 precedent to the rendition thereof, limited to the professional services
2234 rendered by dentists, natureopaths, chiropractors, physicians and
2235 surgeons, doctors of dentistry, physical therapists, occupational
2236 therapists, podiatrists, optometrists, nurses, nurse-midwives,
2237 veterinarians, pharmacists, architects, professional engineers, or jointly
2238 by architects and professional engineers, landscape architects, real
2239 estate brokers, insurance producers, certified public accountants and

2240 public accountants, land surveyors, psychologists, attorneys-at-law,
2241 licensed marital and family therapists, licensed professional counselors
2242 and licensed clinical social workers.

2243 [(19)] (24) "Sign" or "signature" includes any manual, facsimile or
2244 conformed signature.

2245 [(20)] (25) "State" means a state, territory or possession of the United
2246 States, the District of Columbia or the Commonwealth of Puerto Rico.

2247 (26) "Survivor" means, in a merger or consolidation, the limited
2248 liability company or other entity into which one or more other limited
2249 liability companies or other entities are merged or consolidated. A
2250 survivor of a merger may preexist the merger or be created by the
2251 merger.

2252 Sec. 61. Section 34-193 of the general statutes is repealed and the
2253 following is substituted in lieu thereof (*Effective October 1, 2002*):

2254 (a) Except as provided in subsection (b) of this section, any one or
2255 more limited liability companies may merge or consolidate with or
2256 into any one or more limited liability companies or one or more other
2257 entities formed or organized under the laws of this state or any other
2258 state or any foreign country or other foreign jurisdiction, or any
2259 combination thereof, in a manner provided in sections 34-194 and 34-
2260 195, as amended by this act.

2261 (b) A limited liability company [formed] organized under sections
2262 34-100 to 34-242, inclusive, to render professional services [shall] may
2263 merge or consolidate only with another domestic limited liability
2264 company [formed] organized under said sections, a professional
2265 service corporation organized under chapter 594a or a partnership or
2266 limited liability partnership organized under chapter 614, if such
2267 company, corporation or partnership is organized to render the same
2268 professional service. [, and a] A merger or consolidation of a limited
2269 liability company organized under sections 34-100 to 34-242, inclusive,
2270 to render professional services with any foreign limited liability

2271 company or foreign other entity is prohibited.

2272 Sec. 62. Subsection (a) of section 34-194 of the general statutes is
2273 repealed and the following is substituted in lieu thereof (*Effective*
2274 *October 1, 2002*):

2275 (a) Unless otherwise provided in the articles of organization or the
2276 operating agreement, a proposed plan of merger or consolidation
2277 complying with the requirements of section 34-195, as amended by this
2278 act, shall be authorized and approved by each limited liability
2279 company that is a party to a proposed merger or consolidation by the
2280 affirmative vote of at least two-thirds in interest of the members.

2281 Sec. 63. Section 34-195 of the general statutes is repealed and the
2282 following is substituted in lieu thereof (*Effective October 1, 2002*):

2283 (a) Each limited liability company or other entity that is a party to a
2284 proposed merger or consolidation shall enter into a written plan of
2285 merger or consolidation, which shall be approved in accordance with
2286 section 34-194, as amended by this act.

2287 (b) The plan of merger or consolidation shall set forth: (1) The name
2288 of each limited liability company [in] and other entity that is a party to
2289 the merger or consolidation and the name of the [surviving limited
2290 liability company] survivor in a merger or the new limited liability
2291 company in a consolidation; (2) the terms and conditions of the
2292 proposed merger or consolidation; (3) the manner and basis of
2293 converting the interests in each limited liability company or other
2294 entity in the merger or consolidation into interests of the surviving or
2295 new limited liability company or other entity or, in whole or in part,
2296 into cash or other property; (4) in the case of a merger, such
2297 amendments to the [articles of organization of the surviving limited
2298 liability company] organizational documents of the survivor as are
2299 desired to be effected by the merger, or that no such changes are
2300 desired; (5) in the case of a consolidation, all of the statements required
2301 to be set forth in the [articles of organization of any new limited
2302 liability company] organizational documents of the survivor; and (6)

2303 such other provisions relating to the proposed merger or consolidation
2304 as are deemed necessary or desirable. If the merger or consolidation
2305 involves an other entity, a written plan of merger or consolidation that
2306 meets the requirements for merger or consolidation of the statutes
2307 under which such other entity is organized or by which it is governed
2308 shall be deemed to meet the requirements for a plan of merger or
2309 consolidation under this section.

2310 Sec. 64. Section 34-196 of the general statutes is repealed and the
2311 following is substituted in lieu thereof (*Effective October 1, 2002*):

2312 (a) After a plan of merger or consolidation is approved as provided
2313 in section 34-194, [the surviving or new limited liability company] as
2314 amended by this act, the survivor shall deliver to the Secretary of the
2315 State for filing articles of merger or consolidation duly executed by
2316 each limited liability company and other entity that is a party thereto
2317 setting forth: (1) The name and jurisdiction of formation or
2318 organization of each limited liability company and other entity; (2) the
2319 effective date of the merger or consolidation if later than the date of
2320 filing of the articles of merger or consolidation; (3) the name of the
2321 [surviving limited liability company or new limited liability company]
2322 survivor; (4) a statement that the plan of merger or consolidation was
2323 duly authorized and approved by each limited liability company in
2324 accordance with the provisions of section 34-194, as amended by this
2325 act, and by each other entity in accordance with the applicable
2326 organizational documents of each other entity; (5) that the plan of
2327 merger or consolidation is on file at a place of business of the
2328 [surviving or new limited liability company] survivor and the address
2329 thereof; and (6) that a copy of the plan of merger or consolidation will
2330 be furnished by the [surviving or new limited liability company]
2331 survivor, on request and without cost, to any person holding an
2332 interest in any limited liability company or other entity that is a party
2333 to the merger or consolidation.

2334 (b) A merger or consolidation takes effect upon the later of the
2335 effective date of the filing of the articles of merger or consolidation or

2336 the date set forth in the plan of merger or consolidation.

2337 (c) The articles of merger or consolidation shall be executed by [a]
2338 each limited liability company or other entity that is a party to the
2339 merger or consolidation. [in the manner provided for in section 34-109,
2340 and shall be filed] The survivor shall file the articles of merger or
2341 consolidation with the Secretary of the State in the manner provided
2342 for in section 34-110 as a condition of the effectiveness of the merger or
2343 consolidation.

2344 (d) Articles of merger or consolidation shall act as articles of
2345 dissolution for a limited liability company which is not the [surviving
2346 or new limited liability company] survivor in the merger or
2347 consolidation.

2348 (e) A plan of merger or consolidation authorized and approved in
2349 accordance with section 34-194, as amended by this act, may effect any
2350 amendment to the operating agreement or effect the adoption of a new
2351 operating agreement for a limited liability company if it is the
2352 [surviving or new limited liability company] survivor in the merger or
2353 consolidation. Such a plan of merger or consolidation may also
2354 provide that the operating agreement of any limited liability company
2355 that is a party to the merger or consolidation, including a limited
2356 liability company formed for the purpose of consummating a merger
2357 or consolidation, shall be the operating agreement of the [surviving or
2358 new limited liability company] survivor. Any amendment to an
2359 operating agreement or adoption of a new operating agreement made
2360 pursuant to this subsection shall be effective at the effective time or
2361 date of the merger or consolidation. The provisions of this subsection
2362 shall not be construed to limit the accomplishment of a merger or
2363 consolidation or of any of the matters referred to [herein] in this
2364 subsection by any other means provided for in an operating agreement
2365 or other agreement or as otherwise permitted by law.

2366 Sec. 65. Section 34-197 of the general statutes is repealed and the
2367 following is substituted in lieu thereof (*Effective October 1, 2002*):

2368 Upon the effectiveness of a merger or consolidation:

2369 (1) The [limited liability companies party to the plan of merger or
2370 consolidation] survivor shall be a single limited liability company or
2371 other entity which, in the case of a merger, shall be the limited liability
2372 company or other entity designated in the plan of merger as the
2373 [surviving limited liability company] survivor and, in the case of a
2374 consolidation, shall be the new limited liability company or other
2375 entity provided for in the plan of consolidation.

2376 (2) The separate existence of each limited liability company or other
2377 entity that is a party to the plan of merger or consolidation, except the
2378 [surviving or new limited liability company] survivor, shall cease.

2379 (3) The [surviving or new limited liability company] survivor shall
2380 thereupon and thereafter possess all the rights, privileges, immunities
2381 and powers of each of the merging or consolidating limited liability
2382 companies or other entities and [is] shall be subject to all the
2383 restrictions, disabilities and duties of each of the merging or
2384 consolidating limited liability companies or other entities.

2385 (4) [All] Any property, real, personal and mixed, and all debts due
2386 on whatever account, including promises to make capital
2387 contributions, and all other choses in action, and all and every other
2388 interest of or belonging to or due to each [of the limited liability
2389 companies] party to the merger or the consolidation shall be vested in
2390 the [surviving or new limited liability company] survivor without
2391 further act or deed.

2392 (5) The title to all real estate, and any interest therein, vested in any
2393 [such limited liability company] party to the merger or the
2394 consolidation shall not revert or be in any way impaired by reason of
2395 such merger or consolidation.

2396 (6) The [surviving or new limited liability company] survivor shall
2397 be responsible and liable for all liabilities and obligations of each of the
2398 limited liability companies or other entities that were merged or

2399 consolidated, and any claim existing or action or proceeding pending
2400 by or against any limited liability company or other entity that was a
2401 party to the merger or consolidation may be prosecuted as if such
2402 merger or consolidation had not taken place, or the [surviving or new
2403 limited liability company] survivor may be substituted in the action.

2404 (7) Neither the rights of creditors nor any liens on the property of
2405 any limited liability company or other entity that is a party to the
2406 merger or consolidation shall be impaired by the merger or
2407 consolidation.

2408 (8) The membership or other interests in a limited liability company
2409 or other entity that are to be converted or exchanged into interests,
2410 cash, obligations or other property under the terms of the plan of
2411 merger or consolidation are so converted, and the former holders
2412 thereof are entitled only to the rights provided in the plan of merger or
2413 consolidation or the rights otherwise provided by law.

2414 Sec. 66. Section 34-198 of the general statutes is repealed and the
2415 following is substituted in lieu thereof (*Effective October 1, 2002*):

2416 [(a) Any one or more limited liability companies formed under
2417 sections 34-100 to 34-242, inclusive, may merge or consolidate with or
2418 into one or more foreign limited liability companies, or any one or
2419 more foreign limited liability companies may merge or consolidate
2420 with or into any one or more limited liability companies formed under
2421 said sections if: (1) The merger or consolidation is permitted by the law
2422 of the state or jurisdiction under whose laws each foreign limited
2423 liability company is organized or formed and each foreign limited
2424 liability company complies with that law in effecting the merger or
2425 consolidation; (2) the foreign limited liability company complies with
2426 section 34-196 if it is the surviving or new limited liability company;
2427 and (3) each domestic limited liability company complies with the
2428 applicable provisions of sections 34-193 to 34-195, inclusive, and, if it is
2429 the surviving or new limited liability company, with section 34-196.]

2430 [(b)] (a) Upon a merger involving one or more domestic limited

2431 liability companies taking effect, if the [surviving or new limited
2432 liability company] survivor is to be governed by the laws of any state
2433 other than this state or by the laws of the District of Columbia or of any
2434 foreign country, then the [surviving or new limited liability company]
2435 survivor shall agree: (1) That it may be served with process in this state
2436 in any proceeding for enforcement of any obligation of any limited
2437 liability company or other entity party to the merger or consolidation
2438 that was formed under the laws of this state, as well as for enforcement
2439 of any obligation of the [surviving or new limited liability company
2440 arising from] survivor of the merger or consolidation; and (2) to
2441 irrevocably appoint the Secretary of the State as its agent for service of
2442 process in any such proceeding and the [surviving or new limited
2443 liability company] survivor shall specify the address to which a copy
2444 of the process shall be mailed to it by the Secretary of the State.

2445 [(c)] (b) The effect of such merger or consolidation shall be as
2446 provided in section 34-197, as amended by this act, if the [surviving or
2447 new limited liability company] survivor is to be governed by the laws
2448 of this state. If the [surviving or new limited liability company]
2449 survivor is to be governed by the laws of any jurisdiction other than
2450 this state, the effect of such merger or consolidation shall be the same
2451 as provided in section 34-197, as amended by this act, except as the
2452 laws of such other jurisdiction provide otherwise.

2453 Sec. 67. Section 34-301 of the general statutes is repealed and the
2454 following is substituted in lieu thereof (*Effective October 1, 2002*):

2455 [In] As used in sections 34-300 to 34-399, inclusive:

2456 (1) "Business" includes every trade, occupation and profession.

2457 (2) "Debtor in bankruptcy" means a person who is the subject of: (A)
2458 An order for relief under Title 11 of the United States Code or a
2459 comparable order under a successor statute of general application; or
2460 (B) a comparable order under federal, state or foreign law governing
2461 insolvency.

2462 (3) "Distribution" means a transfer of money or other property from
2463 a partnership to a partner in the partner's capacity as a partner or to
2464 the partner's transferee.

2465 (4) "Foreign registered limited liability partnership" includes a
2466 partnership formed pursuant to an agreement governed by the laws of
2467 any state other than this state and registered or denominated as a
2468 registered limited liability partnership or limited liability partnership
2469 under the laws of such other state.

2470 (5) "Interests" means the proprietary interests in an other entity.

2471 (6) "Merger" means a business combination pursuant to section 34-
2472 388, as amended by this act.

2473 (7) "Organizational documents" means the basic document or
2474 documents that create, or determine the internal governance of, an
2475 other entity.

2476 (8) "Other entity" means any association or legal entity, other than a
2477 domestic or foreign partnership, organized to conduct business,
2478 including, but not limited to, a corporation, limited partnership,
2479 limited liability partnership, limited liability company, joint venture,
2480 joint stock company, business trust, statutory trust and real estate
2481 investment trust.

2482 [(5)] (9) "Partnership" means an association of two or more persons
2483 to carry on as co-owners a business for profit formed under section 34-
2484 314, predecessor law or comparable law of another jurisdiction, and
2485 includes for all purposes of the laws of this state a registered limited
2486 liability partnership.

2487 [(6)] (10) "Partnership agreement" means the agreement, whether
2488 written, oral or implied, among the partners concerning the
2489 partnership, including amendments to the partnership agreement.

2490 [(7)] (11) "Partnership at will" means a partnership in which the
2491 partners have not agreed to remain partners until the expiration of a

2492 definite term or the completion of a particular undertaking.

2493 [(8)] (12) "Partnership interest" or "partner's interest in the
2494 partnership" means all of a partner's interests in the partnership,
2495 including the partner's transferable interest and all management and
2496 other rights.

2497 (13) "Party to a merger" means any domestic or foreign partnership
2498 or other entity that will merge under a plan of merger.

2499 [(9)] (14) "Person" means an individual, corporation, limited liability
2500 company, business trust, estate, trust, partnership, association, joint
2501 venture, government, governmental subdivision, agency or
2502 instrumentality, or any other legal or commercial entity.

2503 (15) "Plan of merger" means a plan entered into pursuant to section
2504 34-388, as amended by this act.

2505 [(10)] (16) "Property" means all property, real, personal or mixed,
2506 tangible or intangible, or any interest therein.

2507 [(11)] (17) "Registered limited liability partnership" includes a
2508 partnership formed pursuant to an agreement governed by the laws of
2509 this state, registered under section 34-419, and complying with sections
2510 34-406 and 34-420.

2511 [(12)] (18) "State" means a state of the United States, the District of
2512 Columbia, the Commonwealth of Puerto Rico or any territory or
2513 insular possession subject to the jurisdiction of the United States.

2514 [(13)] (19) "Statement" means a statement of partnership authority
2515 under section 34-324, a statement of denial under section 34-325, a
2516 statement of dissociation under section 34-365, a statement of
2517 dissolution under section 34-376, a statement of merger under section
2518 34-390, as amended by this act, or an amendment or cancellation of any
2519 of the foregoing.

2520 (20) "Survivor" in a merger means the partnership or other entity

2521 into which one or more other partnerships or other entities are merged
2522 or consolidated. A survivor of a merger may preexist the merger or be
2523 created by the merger.

2524 [(14)] (21) "Transfer" includes an assignment, conveyance, lease,
2525 mortgage, deed and encumbrance.

2526 Sec. 68. Section 34-388 of the general statutes is repealed and the
2527 following is substituted in lieu thereof (*Effective October 1, 2002*):

2528 (a) Pursuant to a plan of merger approved as provided in subsection
2529 (c) of this section, [a partnership may be merged with one or more
2530 partnerships or limited partnerships] one or more partnerships may
2531 merge with or into any one or more partnerships or any one or more
2532 other entities formed or organized under the laws of this state or any
2533 other state or any foreign country or other foreign jurisdiction, or any
2534 combination thereof.

2535 (b) The plan of merger shall set forth:

2536 (1) The name of each partnership or [limited partnership] other
2537 entity that is a party to the merger;

2538 (2) The name of the [surviving entity] survivor into which the other
2539 partnerships or [limited partnerships] other entities will merge;

2540 (3) Whether the [surviving entity] survivor is a partnership or an
2541 other entity and, if the survivor is a partnership or a limited
2542 partnership, [and] the status of each partner;

2543 (4) The terms and conditions of the merger;

2544 (5) The manner and basis of converting the shares or interests of
2545 each party to the merger into shares, interests or obligations of the
2546 [surviving entity] survivor or into money or other property in whole or
2547 part; [and]

2548 (6) The street address of the [surviving entity's] survivor's chief

2549 executive office;

2550 (7) The effective date or time, which shall be a date or time certain,
2551 of the merger if it is not to be effective upon the filing of the certificate
2552 of merger; and

2553 (8) Such other provisions with respect to the merger as are deemed
2554 necessary or desirable.

2555 (c) The plan of merger shall be approved:

2556 (1) In the case of a partnership that is a party to the merger, by all of
2557 the partners or a number or percentage specified for merger in the
2558 partnership agreement; and

2559 (2) In the case of [a limited partnership] an other entity that is a
2560 party to the merger, by the vote required for approval of a merger by
2561 the law of the state or foreign jurisdiction in which the [limited
2562 partnership] other entity is organized or by which it is governed and,
2563 in the absence of such a specifically applicable law, as to a limited
2564 partnership, by all of the partners, notwithstanding a provision to the
2565 contrary in the partnership agreement.

2566 (d) After a plan of merger is approved and before the merger takes
2567 effect, the plan may be amended or abandoned as provided in the
2568 plan.

2569 (e) The merger takes effect on the later of:

2570 (1) The approval of the plan of merger by all parties to the merger,
2571 as provided in subsection (c) of this section;

2572 (2) The filing of all documents required by law to be filed as a
2573 condition to the effectiveness of the merger; or

2574 (3) Any effective date specified in the plan of merger.

2575 (f) If the merger involves one or more other entities, a written plan
2576 of merger which meets the requirements for merger of the statutes

2577 under which such other entity is organized or by which it is governed
2578 shall be deemed to meet the requirements of a plan of merger under
2579 this section.

2580 Sec. 69. Section 34-389 of the general statutes is repealed and the
2581 following is substituted in lieu thereof (*Effective October 1, 2002*):

2582 (a) When a merger takes effect:

2583 (1) The separate existence of every partnership or [limited
2584 partnership] other entity that is a party to the merger, other than the
2585 [surviving entity] survivor, ceases;

2586 (2) All property owned by each of the merged partnerships or
2587 [limited partnerships] other entities vests in the [surviving entity]
2588 survivor;

2589 (3) All obligations of every partnership or [limited partnership]
2590 other entity that is a party to the merger become the obligations of the
2591 [surviving entity] survivor; and

2592 (4) An action or proceeding pending against a partnership or
2593 [limited partnership] other entity that is a party to the merger may be
2594 continued as if the merger had not occurred, or the [surviving entity]
2595 survivor may be substituted as a party to the action or proceeding.

2596 (b) The Secretary of the State is the agent for service of process in an
2597 action or proceeding against a surviving foreign partnership or
2598 [limited partnership] other entity to enforce an obligation of a domestic
2599 partnership or [limited partnership] other entity that is a party to a
2600 merger. Upon receipt of process, the Secretary of the State shall mail a
2601 copy of the process to the surviving foreign partnership or [limited
2602 partnership] other entity.

2603 (c) A partner of [the] a surviving partnership or limited partnership
2604 is liable for:

2605 (1) All obligations of a party to the merger for which the partner

2606 was personally liable before the merger;

2607 (2) All other obligations of the [surviving entity] survivor incurred
2608 before the merger by a party to the merger, but those obligations may
2609 be satisfied only out of property of the [entity] survivor; and

2610 (3) All obligations of the [surviving entity] survivor incurred after
2611 the merger takes effect, but those obligations may be satisfied only out
2612 of property of the [entity] survivor if the partner is a limited partner.

2613 (d) If the obligations incurred before the merger by a party to the
2614 merger that is a partnership or limited partnership are not satisfied out
2615 of the property of the [surviving partnership or limited partnership]
2616 survivor, the general partners of that party immediately before the
2617 effective date of the merger shall contribute the amount necessary to
2618 satisfy that party's obligations to the [surviving entity] survivor, in the
2619 manner provided in section 34-378 or in sections 34-9 to 34-38r,
2620 inclusive, of the jurisdiction in which the party was [formed]
2621 organized, as the case may be, as if the merged party were dissolved.

2622 (e) A partner of a party to a merger between or among partnerships
2623 or limited partnerships, or both, who does not become a partner of the
2624 [surviving partnership or limited partnership] survivor is dissociated
2625 from the entity, of which that partner was a partner, as of the date the
2626 merger takes effect. The [surviving entity] survivor shall cause the
2627 partner's interest in the entity to be purchased under section 34-362 or
2628 another statute specifically applicable to that partner's interest with
2629 respect to a merger. The [surviving entity] survivor is bound under
2630 section 34-363 by an act of a general partner dissociated under this
2631 subsection, and the partner is liable under section 34-364 for
2632 transactions entered into by the [surviving entity] survivor after the
2633 merger takes effect.

2634 (f) Any partner of a partnership or holder of an interest in an other
2635 entity that is a party to a merger who, prior to the merger, was
2636 obligated for any of the liabilities or obligations of the partnership or
2637 other entity shall not be released by reason of the merger from any

2638 such liabilities or obligations arising prior to the effective time of the
2639 merger.

2640 Sec. 70. Section 34-390 of the general statutes is repealed and the
2641 following is substituted in lieu thereof (*Effective October 1, 2002*):

2642 (a) After a merger, [the surviving partnership or limited
2643 partnership] if the survivor is a partnership, the partnership may file a
2644 statement that one or more partnerships or [limited partnerships] other
2645 entities have merged into the surviving [entity] partnership.

2646 (b) A statement of merger shall contain, in addition to the
2647 requirements of statute for a certificate of merger or consolidation
2648 applicable to an other entity that is a party to the merger:

2649 (1) The name of each partnership or [limited partnership] other
2650 entity that is a party to the merger;

2651 (2) The name of the [surviving entity] survivor into which the other
2652 partnerships or [limited partnership] other entities were merged;

2653 (3) The street address of the [surviving entity's] survivor's chief
2654 executive office and of an office in this state, if any; and

2655 (4) [Whether the surviving entity is a partnership or a limited
2656 partnership] The type of entity of the survivor.

2657 (c) Except as otherwise provided in subsection (d) of this section, for
2658 the purposes of section 34-323, property of the surviving partnership
2659 or [limited partnership] other entity which before the merger was held
2660 in the name of another party to the merger is property held in the
2661 name of the [surviving entity] survivor upon filing a statement of
2662 merger.

2663 (d) For the purposes of section 34-323, real property of the surviving
2664 partnership or [limited partnership] other entity which before the
2665 merger was held in the name of another party to the merger is
2666 property held in the name of the [surviving entity] survivor upon

2667 recording a certified copy of the statement of merger in the office for
 2668 recording transfers of that real property.

2669 (e) A filed and, if appropriate, recorded statement of merger,
 2670 executed and declared to be accurate pursuant to subsection (c) of
 2671 section 34-305, stating the name of a partnership or [limited
 2672 partnership] other entity that is a party to the merger in whose name
 2673 property was held before the merger and the name of the [surviving
 2674 entity] survivor, but not containing all of the other information
 2675 required by subsection (b) of this section, operates with respect to the
 2676 partnerships or [limited partnerships] other entities named to the
 2677 extent provided in subsections (c) and (d) of this section.

2678 (f) If the survivor is a limited liability partnership, a certificate
 2679 meeting the requirements of section 34-33d, as amended by this act,
 2680 shall be filed with the Secretary of the State.

2681 Sec. 71. (*Effective from passage*) Any certificate of amendment filed
 2682 pursuant to section 33-800 of the general statutes or certificate of
 2683 merger or share exchange filed pursuant to section 33-819 of the
 2684 general statutes between January 1, 1997, and the effective date of this
 2685 section, otherwise valid except that it contains an incorrect or
 2686 incomplete statement of the information required by said sections with
 2687 respect to the approval of the shareholders, is validated.

2688 Sec. 72. (*Effective October 1, 2002*) Sections 33-821 and 33-1159 of the
 2689 general statutes are repealed.

This act shall take effect as follows:	
Section 1	<i>October 1, 2002</i>
Sec. 2	<i>October 1, 2002</i>
Sec. 3	<i>October 1, 2002</i>
Sec. 4	<i>October 1, 2002</i>
Sec. 5	<i>October 1, 2002</i>
Sec. 6	<i>October 1, 2002</i>
Sec. 7	<i>October 1, 2002</i>
Sec. 8	<i>October 1, 2002</i>

Sec. 9	<i>October 1, 2002</i>
Sec. 10	<i>October 1, 2002</i>
Sec. 11	<i>October 1, 2002</i>
Sec. 12	<i>October 1, 2002</i>
Sec. 13	<i>October 1, 2002</i>
Sec. 14	<i>October 1, 2002</i>
Sec. 15	<i>October 1, 2002</i>
Sec. 16	<i>October 1, 2002</i>
Sec. 17	<i>October 1, 2002</i>
Sec. 18	<i>October 1, 2002</i>
Sec. 19	<i>October 1, 2002</i>
Sec. 20	<i>October 1, 2002</i>
Sec. 21	<i>October 1, 2002</i>
Sec. 22	<i>October 1, 2002</i>
Sec. 23	<i>October 1, 2002</i>
Sec. 24	<i>October 1, 2002</i>
Sec. 25	<i>October 1, 2002</i>
Sec. 26	<i>October 1, 2002</i>
Sec. 27	<i>October 1, 2002</i>
Sec. 28	<i>October 1, 2002</i>
Sec. 29	<i>October 1, 2002</i>
Sec. 30	<i>October 1, 2002</i>
Sec. 31	<i>October 1, 2002</i>
Sec. 32	<i>October 1, 2002</i>
Sec. 33	<i>October 1, 2002</i>
Sec. 34	<i>October 1, 2002</i>
Sec. 35	<i>October 1, 2002</i>
Sec. 36	<i>October 1, 2002</i>
Sec. 37	<i>October 1, 2002</i>
Sec. 38	<i>October 1, 2002</i>
Sec. 39	<i>October 1, 2002</i>
Sec. 40	<i>October 1, 2002</i>
Sec. 41	<i>October 1, 2002</i>
Sec. 42	<i>October 1, 2002</i>
Sec. 43	<i>October 1, 2002</i>
Sec. 44	<i>October 1, 2002</i>
Sec. 45	<i>October 1, 2002</i>
Sec. 46	<i>October 1, 2002</i>
Sec. 47	<i>October 1, 2002</i>
Sec. 48	<i>October 1, 2002</i>

Sec. 49	<i>October 1, 2002</i>
Sec. 50	<i>October 1, 2002</i>
Sec. 51	<i>October 1, 2002</i>
Sec. 52	<i>October 1, 2002</i>
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Sec. 56	<i>October 1, 2002</i>
Sec. 57	<i>October 1, 2002</i>
Sec. 58	<i>October 1, 2002</i>
Sec. 59	<i>October 1, 2002</i>
Sec. 60	<i>October 1, 2002</i>
Sec. 61	<i>October 1, 2002</i>
Sec. 62	<i>October 1, 2002</i>
Sec. 63	<i>October 1, 2002</i>
Sec. 64	<i>October 1, 2002</i>
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Sec. 66	<i>October 1, 2002</i>
Sec. 67	<i>October 1, 2002</i>
Sec. 68	<i>October 1, 2002</i>
Sec. 69	<i>October 1, 2002</i>
Sec. 70	<i>October 1, 2002</i>
Sec. 71	<i>from passage</i>
Sec. 72	<i>October 1, 2002</i>

JUD *Joint Favorable Subst.*