



General Assembly

**Substitute Bill No. 5096**

*January Session, 2003*

**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 Section 33-182i of the general statutes is repealed and the  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 July 1, 2003*):

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 July 1, 2003*):

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

22 Sec. 3. Subsection (a) of section 33-611 of the general statutes is  
23 repealed and the following is substituted in lieu thereof (*Effective July*  
24 *1, 2003*):

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 Sec. 4. Section 33-684 of the general statutes is repealed and the  
31 following is substituted in lieu thereof (*Effective July 1, 2003*):

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

34 (b) If the certificate of incorporation prohibits the reissue of the  
35 acquired shares, the number of authorized shares is reduced by the  
36 number of shares acquired. [ , effective upon amendment of the  
37 certificate of incorporation.]

38 [(c) The board of directors may adopt a certificate of amendment  
39 under this section without shareholder action and deliver it to the  
40 Secretary of the State for filing. The certificate shall set forth: (1) The  
41 name of the corporation; (2) the reduction in the number of authorized  
42 shares, itemized by class and series; and (3) the total number of  
43 authorized shares, itemized by class and series, remaining after  
44 reduction of the shares.]

45 Sec. 5. Section 33-687 of the general statutes is amended by adding  
46 subsection (h) as follows (*Effective July 1, 2003*):

47 (NEW) (h) This section shall not apply to distributions in the course

48 of dissolution under sections 33-880 to 33-887, inclusive.

49 Sec. 6. Section 33-743 of the general statutes is repealed and the  
50 following is substituted in lieu thereof (*Effective July 1, 2003*):

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

63 (b) A shareholder proceeding on behalf of the corporation under  
64 subsection (a) of this section shall comply with all of the requirements  
65 of sections 33-720 to 33-727, inclusive, except subdivision (1) of section  
66 33-721.

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

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

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

74 Sec. 7. Section 33-757 of the general statutes is repealed and the  
75 following is substituted in lieu thereof (*Effective July 1, 2003*):

76 (a) A director who votes for or assents to a distribution made in  
77 violation of section 33-687, as amended by this act, section 31 of this act

78 or the certificate of incorporation is personally liable to the corporation  
79 for the amount of the distribution that exceeds what could have been  
80 distributed without violating [said] section 33-687, as amended by this  
81 act, section 31 of this act or the certificate of incorporation if it is  
82 established that he did not perform his duties in compliance with  
83 section 33-756 or section 31 of this act. In any proceeding commenced  
84 under this section, a director has all of the defenses ordinarily available  
85 to a director.

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

93 (c) A proceeding under this section to enforce (1) the liability of a  
94 director under subsection (a) of this section is barred unless it is  
95 commenced within two years after the date (A) on which the effect of  
96 the distribution was measured under subsection (e) or (g) of section 33-  
97 687, (B) as of which a violation of subsection (a) of section 33-687  
98 occurred as a consequence of disregarding a restriction in the  
99 certificate of incorporation, or (C) on which the distribution of assets to  
100 shareholders was made under section 31 of this act; or (2) contribution  
101 or recoupment under subsection (b) of this section is barred unless it is  
102 commenced within one year after the liability of the claimant has been  
103 finally adjudicated under subsection (a) of this section.

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

109 Sec. 8. Subsection (a) of section 33-795 of the general statutes is

110 repealed and the following is substituted in lieu thereof (*Effective July*  
111 *1, 2003*):

112 (a) A corporation may amend its certificate of incorporation at any  
113 time to add or change a provision that is required or permitted in the  
114 certificate of incorporation as of the effective date of the amendment or  
115 to delete a provision that is not required to be contained in the  
116 certificate of incorporation. [Whether a provision is required or  
117 permitted in the certificate of incorporation is determined as of the  
118 effective date of the amendment.]

119 Sec. 9. Section 33-796 of the general statutes is repealed and the  
120 following is substituted in lieu thereof (*Effective July 1, 2003*):

121 Unless the certificate of incorporation provides otherwise, a  
122 corporation's board of directors may adopt [one or more] amendments  
123 to the corporation's certificate of incorporation without shareholder  
124 [action] approval: (1) To extend the duration of the corporation if it  
125 was incorporated at a time when limited duration was required by  
126 law; (2) to delete the names and addresses of the initial directors; (3) to  
127 delete the name and address of the initial registered agent or registered  
128 office, if a statement of change is on file with the Secretary of the State;  
129 (4) if the corporation has only one class of shares outstanding (A) to  
130 change each issued and unissued authorized share of [an outstanding]  
131 the class into a greater number of whole shares [if the corporation has  
132 only shares of that class outstanding] of such class, or (B) to increase  
133 the number of authorized shares of the class to the extent necessary to  
134 permit the issuance of shares as a share dividend; (5) to change the  
135 corporate name by substituting the word "corporation", "incorporated",  
136 "company", "Societa per Azioni" or "limited", or the abbreviation  
137 "corp.", "inc.", "co.", "S.p.A." or "ltd.", for a similar word or abbreviation  
138 in the name or by adding, deleting or changing a geographical  
139 attribution for the name; [or] (6) to reflect a reduction in authorized  
140 shares, as a result of the operation of subsection (b) of section 33-684,  
141 as amended by this act, when the corporation has acquired its own  
142 shares and the certificate of incorporation prohibits the reissue of the

143 acquired shares; (7) to delete a class of shares from the certificate of  
144 incorporation, as a result of the operation of subsection (b) of section  
145 33-684, as amended by this act, when there are no remaining shares of  
146 the class because the corporation has acquired all shares of the class  
147 and the certificate of incorporation prohibits the reissue of the acquired  
148 shares; or (8) to make any other change expressly permitted by sections  
149 33-600 to 33-998, inclusive, to be made without shareholder [action]  
150 approval.

151 Sec. 10. Section 33-797 of the general statutes is repealed and the  
152 following is substituted in lieu thereof (*Effective July 1, 2003*):

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

158 (b) [For the amendment to be adopted: (1) The] Except as provided  
159 in sections 33-796, 33-801, and 33-802, as amended by this act, after  
160 adopting the proposed amendment, the board of directors must  
161 [recommend] submit the amendment to the shareholders for their  
162 approval. The board of directors must also transmit to the  
163 shareholders a recommendation that the shareholders approve the  
164 amendment, unless the board of directors [determines] makes a  
165 determination that because of [conflict] conflicts of interest or other  
166 special circumstances it should not make [no] such a recommendation,  
167 [and communicates the basis for its determination to the shareholders  
168 with the amendment; and (2) the shareholders entitled to vote on the  
169 amendment must approve the amendment as provided in subsection  
170 (e) of this section] in which case the board of directors must transmit to  
171 the shareholders the basis for such determination.

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

174 (d) [The] If the amendment is required to be approved by the

175 shareholders, and the approval is to be given at a meeting, the  
176 corporation [shall] must notify each shareholder, whether or not  
177 entitled to vote, of the [proposed shareholders' meeting in accordance  
178 with section 33-699. The notice of meeting shall also] meeting of  
179 shareholders at which the amendment is to be submitted for approval.  
180 The notice must state that the purpose, or one of the purposes, of the  
181 meeting is to consider the [proposed] amendment and must contain or  
182 be accompanied by a copy [or summary] of the amendment.

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

192 (f) Notwithstanding any provision of subsection (e) of this section to  
193 the contrary, an amendment to the certificate of incorporation of a  
194 corporation which was incorporated under the laws of this state,  
195 whether under chapter 599 of the general statutes, revision of 1958,  
196 revised to January 1, 1995, or any other general law or special act, prior  
197 to January 1, 1997, and which at the time of any shareholder vote on  
198 such a proposed amendment has less than one hundred shareholders  
199 of record, shall, unless the certificate of incorporation of such  
200 corporation expressly provides otherwise, be approved by the  
201 affirmative vote of at least two-thirds of the voting power of each  
202 voting group entitled to vote thereon.

203 Sec. 11. Section 33-798 of the general statutes is repealed and the  
204 following is substituted in lieu thereof (*Effective July 1, 2003*):

205 (a) [The] If a corporation has more than one class of shares  
206 outstanding, the holders of the outstanding shares of a class are

207 entitled to vote as a separate voting group, if shareholder voting is  
208 otherwise required by sections 33-600 to 33-998, inclusive, on a  
209 proposed amendment to the certificate of incorporation if the  
210 amendment would:

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

213 [(2)] (1) Effect an exchange or reclassification of all or part of the  
214 shares of the class into shares of another class;

215 [(3)] (2) Effect an exchange or reclassification, or create the right of  
216 exchange, of all or part of the shares of another class into shares of the  
217 class;

218 [(4)] (3) Change the [designation,] rights, preferences or limitations  
219 of all or part of the shares of the class;

220 [(5)] (4) Change the shares of all or part of the class into a different  
221 number of shares of the same class;

222 [(6)] (5) Create a new class of shares having rights or preferences  
223 with respect to distributions or to dissolution that are prior [ ] or  
224 superior [or substantially equal] to the shares of the class;

225 [(7)] (6) Increase the rights, preferences or number of authorized  
226 shares of any class that, after giving effect to the amendment, have  
227 rights or preferences with respect to distributions or to dissolution that  
228 are prior [ ] or superior [or substantially equal] to the shares of the  
229 class;

230 [(8)] (7) Limit or deny an existing preemptive right of all or part of  
231 the shares of the class; or

232 [(9)] (8) Cancel or otherwise affect rights to distributions [or  
233 dividends] that have accumulated but not yet been [declared]  
234 authorized on all or part of the shares of the class.

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

239 (c) If a proposed amendment that entitles the holders of two or more  
240 classes or series of shares to vote as separate voting groups under this  
241 section would affect those two or more classes or series in the same or  
242 a substantially similar way, the holders of shares of all the classes or  
243 series so affected must vote together as a single voting group on the  
244 proposed amendment, unless otherwise provided in the certificate of  
245 incorporation or required by the board of directors.

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

249 Sec. 12. Section 33-799 of the general statutes is repealed and the  
250 following is substituted in lieu thereof (*Effective July 1, 2003*):

251 If a corporation has not yet issued shares, its [incorporators or]  
252 board of directors, or the incorporators if it has no board of directors,  
253 may adopt one or more amendments to the corporation's certificate of  
254 incorporation.

255 Sec. 13. Section 33-800 of the general statutes is repealed and the  
256 following is substituted in lieu thereof (*Effective July 1, 2003*):

257 [A corporation amending its] After an amendment to the certificate  
258 of incorporation has been adopted and approved in the manner  
259 required by sections 33-600 to 33-998, inclusive, and by the certificate  
260 of incorporation, the corporation shall deliver to the Secretary of the  
261 State for filing a certificate of amendment, [setting] that shall set forth:  
262 (1) The name of the corporation; (2) the text of each amendment  
263 adopted; (3) if an amendment provides for an exchange,  
264 reclassification or cancellation of issued shares, provisions for  
265 implementing the amendment if not contained in the amendment

266 itself; (4) the date of each amendment's adoption; and (5) if an  
267 amendment (A) was adopted by the incorporators or board of  
268 directors without shareholder [action, a statement to that effect and  
269 that shareholder action was not required; (6) if an amendment was  
270 approved by the shareholders (A) the designation, number of  
271 outstanding shares, number of votes entitled to be cast by each voting  
272 group entitled to vote separately on the amendment and number of  
273 votes of each voting group indisputably represented at the meeting,  
274 (B) either the total number of votes cast for and against the amendment  
275 by each voting group entitled to vote separately on the amendment or  
276 the total number of undisputed votes cast for the amendment by each  
277 voting group and a statement that the number cast for the amendment  
278 by each voting group was sufficient for approval by that voting group]  
279 approval, a statement that the amendment was duly approved by the  
280 incorporators or by the board of directors, as the case may be, and that  
281 shareholder approval was not required, or (B) required approval by  
282 the shareholders, a statement that the amendment was duly approved  
283 by the shareholders in the manner required by sections 33-600 to 33-  
284 998, inclusive, and by the certificate of incorporation.

285 Sec. 14. Section 33-801 of the general statutes is repealed and the  
286 following is substituted in lieu thereof (*Effective July 1, 2003*):

287 (a) A corporation's board of directors may restate its certificate of  
288 incorporation at any time, with or without shareholder [action]  
289 approval, to consolidate all amendments to the certificate of  
290 incorporation into a single document.

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

297 [(c) If the board of directors submits a restatement for shareholder

298 action, the corporation shall notify each shareholder, whether or not  
299 entitled to vote, of the proposed shareholders' meeting in accordance  
300 with section 33-699. The notice must also state that the purpose, or one  
301 of the purposes, of the meeting is to consider the proposed restatement  
302 and contain or be accompanied by a copy of the restatement that  
303 identifies any amendment or other change it would make in the  
304 certificate of incorporation.]

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

319 [(e)] (d) A duly adopted restated certificate of incorporation  
320 supersedes the original certificate of incorporation and all  
321 amendments to it.

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

326 Sec. 15. Section 33-802 of the general statutes is repealed and the  
327 following is substituted in lieu thereof (*Effective July 1, 2003*):

328 (a) A corporation's certificate of incorporation may be amended  
329 without action by the board of directors or shareholders to carry out a

330 plan of reorganization ordered or decreed by a court of competent  
331 jurisdiction under [federal statute if the certificate of incorporation  
332 after amendment contains only provisions required or permitted by  
333 section 33-636] a law of the United States.

334 (b) The individual or individuals designated by the court shall  
335 deliver to the Secretary of the State for filing a certificate of  
336 amendment setting forth: (1) The name of the corporation; (2) the text  
337 of each amendment approved by the court; (3) the date of the court's  
338 order or decree approving the certificate of amendment; (4) the title of  
339 the reorganization proceeding in which the order or decree was  
340 entered; and (5) a statement that the court had jurisdiction of the  
341 proceeding under federal [law] statute.

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

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

349 Sec. 16. Section 33-806 of the general statutes is repealed and the  
350 following is substituted in lieu thereof (*Effective July 1, 2003*):

351 (a) A corporation's shareholders may amend or repeal the  
352 corporation's bylaws.

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

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

363 Sec. 17. (NEW) (*Effective July 1, 2003*) As used in this section, sections  
364 33-815 to 33-820, inclusive, of the general statutes, as amended by this  
365 act, and section 24 of this act:

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

367 (2) "Merger" means a business combination pursuant to section 33-  
368 815 of the general statutes, as amended by this act.

369 (3) "Organizational documents" means the basic document or  
370 documents that create, or determine the internal governance of, an  
371 other entity.

372 (4) "Other entity" means any association or legal entity, other than a  
373 domestic or foreign corporation, organized to conduct business,  
374 including, but not limited to, a partnership, limited partnership,  
375 limited liability partnership, limited liability company, joint venture,  
376 joint stock company, business trust, statutory trust and real estate  
377 investment trust.

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

380 (6) "Party to a share exchange" means any domestic or foreign  
381 corporation or other entity that will: (A) Acquire shares or interests of  
382 another corporation or an other entity in a share exchange; or (B) have  
383 all of its shares or interests or all of one or more classes or series of its  
384 shares or interests acquired in a share exchange.

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

387 (8) "Survivor" means, in a merger, the corporation or other entity  
388 into which one or more other corporations or other entities are merged.

389 A survivor of a merger may preexist the merger or be created by the  
390 merger.

391 Sec. 18. Section 33-815 of the general statutes is repealed and the  
392 following is substituted in lieu thereof (*Effective July 1, 2003*):

393 (a) One or more domestic corporations may, in accordance with the  
394 provisions of this section, merge [into another corporation if the board  
395 of directors of each corporation adopts and its shareholders, if required  
396 by section 33-817, approve] with a domestic or foreign corporation or  
397 other entity pursuant to a plan of merger.

398 (b) A foreign corporation, or a domestic or foreign other entity, may  
399 be a party to a merger, or may be created by the terms of a plan of  
400 merger, only if: (1) The merger is permitted by the law of the state or  
401 country under which such corporation or other entity is organized or  
402 by which it is governed; and (2) in effecting the merger, such  
403 corporation or other entity complies with such law and with its  
404 certificate of incorporation or organizational documents.

405 [(b)] (c) The plan of merger [shall set forth] must include: (1) The  
406 name of each corporation [planning to] or other entity that will merge  
407 and the name of the [surviving corporation into which each other  
408 corporation plans to merge] corporation or other entity that will be the  
409 survivor of the merger; (2) the terms and conditions of the merger;  
410 [and] (3) the manner and basis of converting the shares of each  
411 [corporation into shares, obligations or other securities of the surviving  
412 or any other corporation or into cash or other property in whole or  
413 part] merging corporation and interests of each merging other entity  
414 into shares or other securities, interests, obligations, rights to acquire  
415 shares or other securities, cash or other property, or any combination  
416 thereof; (4) the certificate of incorporation of any corporation, or the  
417 organizational documents of any other entity, to be created by the  
418 merger or, if a new corporation or other entity is not to be created by  
419 the merger, any amendments to the survivor's certificate of  
420 incorporation or organizational documents; and (5) any other

421 provisions required by the law of the state or country under which any  
422 party to the merger is organized or by which it is governed, or by the  
423 certificate of incorporation or organizational documents of any such  
424 party.

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

428 (d) The terms of the plan of merger described in subdivisions (2)  
429 and (3) of subsection (c) of this section may be made dependent upon  
430 facts ascertainable outside the plan of merger, provided such facts are  
431 objectively ascertainable. For the purposes of this subsection, "facts"  
432 includes, but is not limited to, the occurrence of any event, including a  
433 determination or action by any person or body, including the  
434 corporation.

435 (e) The plan of merger may also include a provision that the plan  
436 may be amended prior to filing a certificate of merger with the  
437 Secretary of the State, provided, if the shareholders of a domestic  
438 corporation that is a party to the merger are required or permitted to  
439 vote on the plan, the plan must provide that, subsequent to approval  
440 of the plan by such shareholders, the plan may not be amended to: (1)  
441 Change the amount or kind of shares or other securities, interests,  
442 obligations, rights to acquire shares or other securities, cash or other  
443 property to be received by the shareholders of or owners of interests in  
444 any party to the merger upon conversion of their shares or interests  
445 under the plan; (2) change the certificate of incorporation of any  
446 corporation, or the organizational documents of any other entity, that  
447 will survive or be created as a result of the merger, except for changes  
448 permitted by section 33-796, as amended by this act, or by comparable  
449 provisions of the law of the state or country under which the foreign  
450 corporation or foreign other entity is organized or by which it is  
451 governed; or (3) change any of the other terms or conditions of the  
452 plan if the change would adversely affect such shareholders in any  
453 material respect.

454 Sec. 19. Section 33-816 of the general statutes is repealed and the  
455 following is substituted in lieu thereof (*Effective July 1, 2003*):

456 (a) [A] Through a share exchange: (1) A domestic corporation may  
457 acquire all of the [outstanding] shares of one or more classes or series  
458 of [another corporation if the board of directors of each corporation  
459 adopts and its shareholders, if required by section 33-817, approve the  
460 exchange] shares of another domestic corporation or of a foreign  
461 corporation, or all of the interests of one or more classes or series of  
462 interests of a domestic or foreign other entity, in exchange for shares or  
463 other securities, interests, obligations, rights to acquire shares or other  
464 securities, cash or other property, or any combination thereof,  
465 pursuant to a plan of share exchange; or (2) all of the shares of one or  
466 more classes or series of shares of a domestic corporation may be  
467 acquired by another domestic corporation or by a foreign corporation  
468 or other entity, in exchange for shares or other securities, interests,  
469 obligations, rights to acquire shares or other securities, cash or other  
470 property, or any combination thereof, pursuant to a plan of share  
471 exchange.

472 [(b) The plan of exchange shall set forth: (1) The name of the  
473 corporation whose shares will be acquired and the name of the  
474 acquiring corporation; (2) the terms and conditions of the exchange; (3)  
475 the manner and basis of exchanging the shares to be acquired for  
476 shares, obligations or other securities of the acquiring or any other  
477 corporation or for cash or other property in whole or part.

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

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

483 (b) A foreign corporation, or a domestic or foreign other entity, may  
484 be a party to a share exchange only if: (1) The share exchange is  
485 permitted by the law of the state or country under which such

486 corporation or other entity is organized or by which it is governed; and  
487 (2) in effecting the share exchange, such corporation or other entity  
488 complies with such law and with its certificate of incorporation or  
489 organizational documents.

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

503 (d) The terms of the plan of share exchange described in  
504 subdivisions (2) and (3) of subsection (c) of this section may be made  
505 dependent on facts ascertainable outside the plan of share exchange,  
506 provided such facts are objectively ascertainable. For the purposes of  
507 this subsection, "facts" includes, but is not limited to, the occurrence of  
508 any event, including a determination or action by any person or body,  
509 including the corporation.

510 (e) The plan of share exchange may also include a provision that the  
511 plan may be amended prior to the filing of a certificate of share  
512 exchange with the Secretary of the State, provided, if the shareholders  
513 of a domestic corporation that is a party to the share exchange are  
514 required or permitted to vote on the plan, the plan must provide that,  
515 subsequent to approval of the plan by such shareholders, the plan may  
516 not be amended to: (1) Change the amount or kind of shares or other  
517 securities, interests, obligations, rights to acquire shares or other  
518 securities, cash or other property to be issued by the corporation or to

519 be received by the shareholders of or owners of interests in any party  
520 to the share exchange in exchange for their shares or interests under  
521 the plan; or (2) change any of the terms or conditions of the plan if the  
522 change would adversely affect such shareholders in any material  
523 respect.

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

527 Sec. 20. Section 33-817 of the general statutes is repealed and the  
528 following is substituted in lieu thereof (*Effective July 1, 2003*):

529 [(a) After adopting a plan of merger or share exchange, the board of  
530 directors of each corporation party to the merger, and the board of  
531 directors of the corporation whose shares will be acquired in the share  
532 exchange, shall submit the plan of merger, except as provided in  
533 subsection (g) of this section, or share exchange for approval by its  
534 shareholders.

535 (b) For a plan of merger or share exchange to be approved: (1) The  
536 board of directors must recommend the plan of merger or share  
537 exchange to the shareholders, unless the board of directors determines  
538 that because of conflict of interest or other special circumstances it  
539 should make no recommendation and communicates the basis for its  
540 determination to the shareholders with the plan; and (2) the  
541 shareholders entitled to vote must approve the plan.]

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

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

546 (2) Except as provided in subdivision (7) of this section and section  
547 33-818, as amended by this act, after adopting the plan of merger or  
548 share exchange, the board of directors must submit the plan to the

549 shareholders for their approval. The board of directors must also  
550 transmit to the shareholders a recommendation that the shareholders  
551 approve the plan, unless the board of directors makes a determination  
552 that because of conflicts of interest or other special circumstances it  
553 should not make such a recommendation, in which case the board of  
554 directors must transmit to the shareholders the basis for such  
555 determination.

556 [(c)] (3) The board of directors may condition its submission of the  
557 [proposed] plan merger or share exchange to the shareholders on any  
558 basis.

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

576 [(e)] (5) Unless sections 33-600 to 33-998, inclusive, the certificate of  
577 incorporation or the board of directors acting pursuant to [subsection  
578 (c)] subdivision (3) of this section requires a greater vote or a vote by  
579 voting groups, and except as provided in [subsection (j)] subdivision  
580 (9) of this section, the plan of merger or share exchange to be  
581 authorized must be approved by each voting group entitled to vote

582 separately on the plan by a majority of all the votes entitled to be cast  
583 on the plan by that voting group.

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

599 [(g) Action by the shareholders of the surviving corporation on a  
600 plan of merger] (7) Unless the certificate of incorporation otherwise  
601 provides, approval by the corporation's shareholders of a plan of  
602 merger or share exchange is not required if: [(1) The certificate of  
603 incorporation of the surviving corporation will not differ,] (A) The  
604 corporation will be the survivor in the merger or is the acquiring  
605 corporation in the share exchange; (B) except for amendments  
606 [enumerated in] permitted by section 33-796, as amended by this act,  
607 [from] its certificate of incorporation [before the merger; (2)] will not be  
608 changed; and (C) each shareholder of the [surviving] corporation  
609 whose shares were outstanding immediately before the effective date  
610 of the merger or the share exchange will hold the same number of  
611 shares, with identical [designations,] preferences, limitations and  
612 relative rights, immediately after [; (3) the number of voting shares  
613 outstanding immediately after the merger, plus the number of voting  
614 shares issuable as a result of the merger, either by the conversion of  
615 securities issued pursuant to the merger or the exercise of rights and

616 warrants issued pursuant to the merger, will not exceed by more than  
617 twenty per cent the total number of voting shares of the surviving  
618 corporation outstanding immediately before the merger; and (4) the  
619 number of participating shares outstanding immediately after the  
620 merger, plus the number of participating shares issuable as a result of  
621 the merger, either by the conversion of securities issued pursuant to  
622 the merger or the exercise of rights and warrants issued pursuant to  
623 the merger, will not exceed by more than twenty per cent the total  
624 number of participating shares outstanding immediately before the  
625 merger] the effective date of the merger or the share exchange.

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

630 (i) After a merger or share exchange is authorized, and at any time  
631 before the certificate of merger or share exchange is filed, the planned  
632 merger or share exchange may be abandoned, subject to any  
633 contractual rights, without further shareholder action, in accordance  
634 with the procedure set forth in the plan of merger or share exchange  
635 or, if none is set forth, in the manner determined by the board of  
636 directors.]

637 (8) If, as a result of a merger or a share exchange, one or more  
638 shareholders of a domestic corporation would become subject to  
639 personal liability for the obligations or liabilities of any other person or  
640 entity, approval of the plan of merger or share exchange shall require  
641 the execution, by each such shareholder, of a separate written consent  
642 to become subject to such personal liability.

643 [(j)] (9) Notwithstanding any provision of [subsection (e)]  
644 subdivision (5) of this section to the contrary, a plan of merger or share  
645 exchange of a corporation which was incorporated under the laws of  
646 this state, whether under chapter 599 of the general statutes, revision  
647 of 1958, revised to January 1, 1995, or any other general law or special

648 act, prior to January 1, 1997, to be authorized by such corporation, shall  
649 be approved by [(1)] (A) the affirmative vote of at least two-thirds of  
650 the voting power of each voting group entitled to vote thereon unless  
651 the certificate of incorporation expressly provides otherwise, provided  
652 if such corporation is the surviving corporation of such merger and  
653 such plan of merger will not effect any change in or amendment to the  
654 certificate of incorporation of such corporation and the shares to be  
655 issued under the plan of merger could have been issued by the board  
656 of directors of such corporation without further authorization of the  
657 shareholders of such corporation, then the provisions of this  
658 subdivision shall not require approval of such plan of merger or share  
659 exchange by the corporation's shareholders, and [(2)] (B) the  
660 affirmative vote of at least two-thirds of the voting power of each class  
661 of stock of such corporation outstanding prior to January 1, 1997, and  
662 not otherwise entitled to vote thereon, unless the certificate of  
663 incorporation expressly provides otherwise; provided if such  
664 corporation is the surviving corporation of such merger and such plan  
665 of merger or share exchange does not contain any provisions which, if  
666 contained in a proposed amendment to the certificate of incorporation  
667 of such corporation, would entitle any class or series of shareholders of  
668 such surviving corporation to vote as a class or series as provided in  
669 subsection (f) of section 33-797 or section 33-798, as amended by this  
670 act, then the provisions of this subdivision shall not require approval  
671 of such plan of merger or share exchange by the holders of such class  
672 or series not otherwise entitled to vote thereon.

673 Sec. 21. Section 33-818 of the general statutes is repealed and the  
674 following is substituted in lieu thereof (*Effective July 1, 2003*):

675 (a) A domestic parent corporation [owning] that owns shares of a  
676 domestic or foreign subsidiary corporation that carry at least ninety  
677 per cent of the voting power of each class and series of the outstanding  
678 shares of [each class of a subsidiary corporation may merge the  
679 subsidiary into itself without approval of the shareholders of the  
680 parent or subsidiary] the subsidiary that have voting power may  
681 merge the subsidiary into itself or into another such subsidiary, or

682 merge itself into the subsidiary, unless (1) the certificate of  
683 incorporation of any of the corporations otherwise provides, and (2) in  
684 the case of a foreign subsidiary, approval by the foreign subsidiary's  
685 board of directors or shareholders is required by the law under which  
686 the subsidiary is organized or by which it is governed.

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

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

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

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

702 (b) If approval of a merger by the subsidiary's shareholders is not  
703 required under subsection (a) of this section, the parent corporation  
704 shall, within ten days after the effective date of the merger, notify each  
705 of the subsidiary's shareholders that the merger has become effective.

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

710 Sec. 22. Section 33-819 of the general statutes is repealed and the  
711 following is substituted in lieu thereof (*Effective July 1, 2003*):

712 (a) After a plan of merger or share exchange [is approved by the  
713 shareholders, or adopted by the board of directors if shareholder  
714 approval is not required, the surviving or acquiring corporation shall  
715 deliver to the Secretary of the State for filing a certificate of merger or  
716 share exchange setting forth: (1) The plan of merger or share exchange;  
717 (2) if shareholder approval was not required, a statement to that effect;  
718 (3) if approval of the shareholders of one or more corporations party to  
719 the merger or share exchange was required: (A) The designation,  
720 number of outstanding shares and number of votes entitled to be cast  
721 by each voting group entitled to vote separately on the plan as to each  
722 corporation; and (B) either the total number of votes cast for and  
723 against the plan by each voting group entitled to vote separately on the  
724 plan or the total number of undisputed votes cast for the plan  
725 separately by each voting group and a statement that the number cast  
726 for the plan by each voting group was sufficient for approval by that  
727 voting group] has been adopted and approved as required by sections  
728 33-600 to 33-998, inclusive, a certificate of merger or share exchange  
729 shall be executed on behalf of each party to the merger or the share  
730 exchange by any officer or other duly authorized representative of  
731 such party. The certificate of merger or share exchange shall set forth:  
732 (1) The names of the parties to the merger or the share exchange; (2)  
733 the name of the corporation or other entity that will be the survivor of  
734 the merger or that will acquire the shares or interests of the other party  
735 to the share exchange; (3) the date on which the merger or the share  
736 exchange is to be effective; (4) if the certificate of incorporation of the  
737 survivor of a merger is amended, or if a new corporation is created as a  
738 result of a merger, the amendments to the survivor's certificate of  
739 incorporation or the certificate of incorporation of the new corporation;  
740 (5) if the plan of merger or share exchange required approval by the  
741 shareholders of a domestic corporation that was a party to the merger  
742 or the share exchange, a statement that the plan was duly approved by  
743 the shareholders and, if voting by any separate voting group was  
744 required, by each such separate voting group, in the manner required  
745 by sections 33-600 to 33-998, inclusive, and the certificate of  
746 incorporation; (6) if the plan of merger or share exchange did not

747 require approval by the shareholders of a domestic corporation that  
748 was a party to the merger or the share exchange, a statement to that  
749 effect; and (7) as to each foreign corporation and each other entity that  
750 was a party to the merger or the share exchange, a statement that the  
751 plan and the performance of its terms were duly authorized by all  
752 action required by the law of the state or country under which the  
753 corporation or other entity is organized or by which it is governed, and  
754 by its certificate of incorporation or organizational documents.

755 (b) A [merger or share exchange takes effect upon the effective date  
756 of the] certificate of merger or share exchange shall be delivered to the  
757 Secretary of the State for filing by the survivor of the merger or the  
758 acquiring corporation in a share exchange and shall take effect on the  
759 effective date of the merger or the share exchange.

760 Sec. 23. Section 33-820 of the general statutes is repealed and the  
761 following is substituted in lieu thereof (*Effective July 1, 2003*):

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

763 [(1) Every other corporation party to the merger merges into the  
764 surviving corporation and the separate existence of every corporation  
765 except the surviving corporation ceases;

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

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

771 (4) A proceeding pending against any corporation party to the  
772 merger may be continued as if the merger did not occur or the  
773 surviving corporation may be substituted in the proceeding for the  
774 corporation whose existence ceased;

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

777 (6) The shares of each corporation party to the merger that are to be  
778 converted into shares, obligations or other securities of the surviving  
779 or any other corporation or into cash or other property are converted,  
780 and the former holders of the shares are entitled only to the rights  
781 provided in the certificate of merger or to their rights under sections  
782 33-855 to 33-872, inclusive.]

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

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

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

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

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

796 (6) The certificate of incorporation or organizational documents of  
797 the survivor are amended to the extent provided in the certificate of  
798 merger;

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

801 (8) The shares of each corporation that is a party to the merger, and  
802 the interests in an other entity that is a party to a merger, that are to be  
803 converted under the plan of merger into shares or other securities,  
804 interests, obligations, rights to acquire shares or other securities, cash  
805 or other property, or any combination thereof, are converted, and the  
806 former holders of such shares or interests are entitled only to the rights

807 provided to them in the plan of merger or to any rights they may have  
808 under sections 33-855 to 33-879, inclusive.

809 (b) When a share exchange [takes effect, the shares of each acquired  
810 corporation are exchanged as provided in the plan, and the former  
811 holders of the shares] becomes effective, the former holders of shares  
812 of each domestic corporation that are to be exchanged for shares or  
813 other securities, interests, obligations, rights to acquire shares or other  
814 securities, cash or other property, or any combination thereof, are  
815 entitled only to the [exchange] rights provided to them in the  
816 [certificate] plan of share exchange or to [their] any rights they may  
817 have under sections 33-855 to [33-872] 33-879, inclusive.

818 (c) Any shareholder of a domestic corporation that is a party to a  
819 merger or a share exchange and, prior to the merger or the share  
820 exchange, was liable for the liabilities or obligations of such  
821 corporation, shall not be released from such liabilities or obligations by  
822 reason of the merger or the share exchange.

823 (d) Upon a merger becoming effective, a foreign corporation, or a  
824 foreign other entity, that is the survivor of the merger is deemed to: (1)  
825 Appoint the Secretary of the State as its agent for service of process in a  
826 proceeding to enforce the rights of shareholders of each domestic  
827 corporation that is a party to the merger who exercise appraisal rights;  
828 and (2) agree that it will promptly pay the amount, if any, to which  
829 such shareholders are entitled under sections 33-855 to 33-879,  
830 inclusive.

831 Sec. 24. (NEW) (Effective July 1, 2003) (a) Unless otherwise provided  
832 in a plan of merger or share exchange or in the law of the state or  
833 country under which a foreign corporation or a domestic or foreign  
834 other entity that is a party to a merger or a share exchange is organized  
835 or by which it is governed, after the plan has been adopted and  
836 approved as required by sections 33-815 to 33-820, inclusive, of the  
837 general statutes, as amended by this act, and at any time before the  
838 merger or the share exchange has become effective, the merger or the

839 share exchange may be abandoned by any party thereto without action  
840 by the party's shareholders or owners of interests, in accordance with  
841 any procedures set forth in the plan of merger or share exchange or, if  
842 no such procedures are set forth in the plan, in the manner determined  
843 by the board of directors of a corporation, or the managers of an other  
844 entity, subject to any contractual rights of other parties to the merger  
845 or the share exchange.

846 (b) If a merger or a share exchange is abandoned under subsection  
847 (a) of this section after a certificate of merger or share exchange has  
848 been filed with the Secretary of the State but before the merger or the  
849 share exchange has become effective, a statement that the merger or  
850 the share exchange has been abandoned in accordance with this  
851 section, executed on behalf of a party to the merger or the share  
852 exchange by an officer or other duly authorized representative of such  
853 party, shall be delivered to the Secretary of the State for filing prior to  
854 the effective date of the merger or the share exchange. Any such  
855 statement shall contain the name of each party to the merger or the  
856 share exchange, the date the merger or the share exchange was to  
857 become effective and the date the merger or the share exchange was  
858 abandoned. Upon filing, the statement shall take effect and the merger  
859 or the share exchange shall be deemed abandoned and shall not  
860 become effective.

861 Sec. 25. Section 33-830 of the general statutes is repealed and the  
862 following is substituted in lieu thereof (*Effective July 1, 2003*):

863 [(a) A corporation may, on the terms and conditions and for the  
864 consideration determined by the board of directors: (1) Sell,] No  
865 approval of the shareholders of a corporation is required, unless the  
866 certificate of incorporation otherwise provides: (1) To sell, lease,  
867 exchange or otherwise dispose of [all, or substantially all, of its  
868 property] any or all of the corporation's assets in the usual and regular  
869 course of business; (2) to mortgage, pledge, dedicate to the repayment  
870 of indebtedness, whether with or without recourse, or otherwise  
871 encumber any or all of [its property] the corporation's assets, whether

872 or not in the usual and regular course of business; [or] (3) to transfer  
873 any or all of [its property to a corporation all the shares] the  
874 corporation's assets to one or more corporations or other entities, all of  
875 the shares or interests of which are owned by the corporation; or (4) to  
876 distribute assets pro rata to the holders of one or more classes or series  
877 of the corporation's shares.

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

881 Sec. 26. Section 33-831 of the general statutes is repealed and the  
882 following is substituted in lieu thereof (*Effective July 1, 2003*):

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

900 (b) [For a transaction to be authorized: (1) The board of directors  
901 must recommend the proposed transaction to the shareholders unless  
902 the board of directors determines that because of conflict of interest or  
903 other special circumstances it should make no recommendation and

904 communicates the basis for its determination to the shareholders with  
905 the submission of the proposed transaction; and (2) the shareholders  
906 entitled to vote must approve the transaction.] A disposition that  
907 requires approval of the shareholders under subsection (a) of this  
908 section shall be initiated by a resolution of the board of directors  
909 authorizing the disposition. After adoption of such a resolution, the  
910 board of directors shall submit the proposed disposition to the  
911 shareholders for their approval. The board of directors shall also  
912 transmit to the shareholders a recommendation that the shareholders  
913 approve the proposed disposition, unless the board of directors makes  
914 a determination that because of conflicts of interest or other special  
915 circumstances it should not make such a recommendation, in which  
916 case the board of directors shall transmit to the shareholders the basis  
917 for such determination.

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

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

934 (e) Unless the certificate of incorporation or the board of directors,  
935 acting pursuant to subsection (c) of this section, requires a greater vote  
936 or a vote by voting groups, and except as provided in subsection [(h)]

937 (i) of this section, the [transaction] disposition to be authorized must be  
938 approved by a majority of all the votes entitled to be cast on the  
939 [transaction] disposition.

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

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

951 (h) The assets of a direct or indirect consolidated subsidiary shall be  
952 deemed the assets of the parent corporation for the purposes of this  
953 section.

954 [(h)] (i) Notwithstanding any provision of subsection (e) of this  
955 section to the contrary, a transaction of the type described in  
956 subsection (a) of this section of a corporation which was incorporated  
957 under the laws of this state, whether under chapter 599 of the general  
958 statutes, revision of 1958, revised to January 1, 1995, or any other  
959 general law or special act, prior to January 1, 1997, to be authorized by  
960 such corporation shall, unless the certificate of incorporation expressly  
961 provides otherwise, be approved by the affirmative vote of at least  
962 two-thirds of (1) the voting power of each voting group of such  
963 corporation entitled to vote thereon, and (2) the voting power of each  
964 class of stock of such corporation outstanding prior to January 1, 1997,  
965 whether or not otherwise entitled to vote thereon.

966 Sec. 27. Section 33-882 of the general statutes is repealed and the  
967 following is substituted in lieu thereof (*Effective July 1, 2003*):

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

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

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

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

991 Sec. 28. Subsection (c) of section 33-883 of the general statutes is  
992 repealed and the following is substituted in lieu thereof (*Effective July*  
993 *1, 2003*):

994 (c) After the revocation of dissolution is authorized, the corporation  
995 may revoke the dissolution by delivering to the Secretary of the State  
996 for filing a certificate of revocation of dissolution that sets forth: (1) The  
997 name of the corporation; (2) the effective date of the dissolution that  
998 was revoked; (3) the date that the revocation of dissolution was  
999 authorized; (4) if the corporation's board of directors, or incorporators,

1000 revoked the dissolution, a statement to that effect; (5) if the  
1001 corporation's board of directors revoked a dissolution authorized by  
1002 the shareholders, a statement that revocation was permitted by action  
1003 by the board of directors alone pursuant to that authorization; (6) if  
1004 shareholder action was required to revoke the dissolution, the  
1005 information required by subdivision (3) of subsection (a) [or subsection  
1006 (b)] of section 33-882, as amended by this act; and (7) if the name of the  
1007 corporation whose dissolution is to be revoked is no longer available,  
1008 be accompanied by an amendment of the certificate of incorporation  
1009 which changes the name of the corporation to an available name.

1010 Sec. 29. Section 33-886 of the general statutes is repealed and the  
1011 following is substituted in lieu thereof (*Effective July 1, 2003*):

1012 (a) A dissolved corporation may dispose of the known claims  
1013 against it by [following the procedure described in this section]  
1014 notifying its known claimants in writing of the dissolution at any time  
1015 after the effective date of the dissolution.

1016 (b) [The dissolved corporation shall notify its known claimants in  
1017 writing of the dissolution at any time after its effective date.] The  
1018 written notice shall: (1) Describe information that must be included in  
1019 a claim; (2) provide a mailing address where a claim may be sent; (3)  
1020 state the deadline, which may not be fewer than one hundred twenty  
1021 days from the effective date of the written notice, by which the  
1022 dissolved corporation must receive the claim; and (4) state that the  
1023 claim will be barred if not received by the deadline.

1024 (c) A claim against the dissolved corporation is barred: (1) If a  
1025 claimant who was given written notice under subsection (b) of this  
1026 section does not deliver the claim to the dissolved corporation by the  
1027 deadline; or (2) if a claimant whose claim was rejected by the dissolved  
1028 corporation does not commence a proceeding to enforce the claim  
1029 within ninety days from the effective date of the rejection notice.

1030 (d) For purposes of this section, "claim" does not include a  
1031 contingent liability or a claim based on an event occurring after the

1032 effective date of the dissolution.

1033 [(e) Nothing in this section shall extend any applicable period of  
1034 limitation.]

1035 Sec. 30. Section 33-887 of the general statutes is repealed and the  
1036 following is substituted in lieu thereof (*Effective July 1, 2003*):

1037 (a) A dissolved corporation may also publish notice of its  
1038 dissolution and request that persons with claims against the dissolved  
1039 corporation present them in accordance with the notice.

1040 (b) The notice shall: (1) Be published one time in a newspaper of  
1041 general circulation in the county where the dissolved corporation's  
1042 principal office or, if none in this state, its registered office, is or was  
1043 last located; (2) describe the information that must be included in a  
1044 claim and provide a mailing address where the claim may be sent; and  
1045 (3) state that a claim against the dissolved corporation will be barred  
1046 unless a proceeding to enforce the claim is commenced within three  
1047 years after the publication of the notice.

1048 (c) If the dissolved corporation publishes a newspaper notice in  
1049 accordance with subsection (b) of this section, the claim of each of the  
1050 following claimants is barred unless the claimant commences a  
1051 proceeding to enforce the claim against the dissolved corporation  
1052 within three years after the publication date of the newspaper notice:  
1053 (1) A claimant who [did not receive] was not given written notice  
1054 under section 33-886, as amended by this act; (2) a claimant whose  
1055 claim was timely sent to the dissolved corporation but not acted on;  
1056 and (3) a claimant whose claim is contingent or based on an event  
1057 occurring after the effective date of dissolution.

1058 (d) A claim that is not barred by subsection (c) of section 33-886, as  
1059 amended by this act, or subsection (c) of this section may be enforced  
1060 under this section: (1) Against the dissolved corporation, to the extent  
1061 of its undistributed assets; or (2) except as provided in subsection (d)  
1062 of section 31 of this act, if the assets have been distributed in

1063 liquidation, against a shareholder of the dissolved corporation to the  
1064 extent of [his] the shareholder's pro rata share of the claim or the  
1065 corporate assets distributed to [him] the shareholder in liquidation,  
1066 whichever is less, but a shareholder's total liability for all claims under  
1067 this section may not exceed the total amount of assets distributed to  
1068 [him] the shareholder.

1069 (e) Nothing in this section shall extend any applicable period of  
1070 limitation.

1071 Sec. 31. (NEW) (*Effective July 1, 2003*) (a) A dissolved corporation  
1072 that has published a notice under section 33-887 of the general statutes,  
1073 as amended by this act, may file an application with the superior court  
1074 for the judicial district where the dissolved corporation's principal  
1075 office or, if none in this state, its registered office, is located for a  
1076 determination of the amount and form of security to be provided for  
1077 payment of claims that are contingent or have not been made known  
1078 to the dissolved corporation or that are based on an event occurring  
1079 after the effective date of dissolution but that, based on the facts  
1080 known to the dissolved corporation, are reasonably estimated to arise  
1081 after the effective date of dissolution. Provision need not be made for  
1082 any claim that is or is reasonably anticipated to be barred under  
1083 subsection (c) of section 33-887 of the general statutes, as amended by  
1084 this act.

1085 (b) Within ten days after the filing of an application under  
1086 subsection (a) of this section, notice of the proceeding shall be given by  
1087 the dissolved corporation to each claimant holding a contingent claim  
1088 whose contingent claim is shown on the records of the dissolved  
1089 corporation.

1090 (c) The court may appoint a guardian ad litem to represent all  
1091 claimants whose identities are unknown in any proceeding brought  
1092 under this section. The reasonable fees and expenses of such guardian,  
1093 including all reasonable expert witness fees, shall be paid by the  
1094 dissolved corporation.

1095 (d) Provision by the dissolved corporation for security in the  
1096 amount and the form ordered by the court under subsection (a) of this  
1097 section shall satisfy the dissolved corporation's obligations with  
1098 respect to claims that are contingent, have not been made known to the  
1099 dissolved corporation or are based on an event occurring after the  
1100 effective date of dissolution, and such claims may not be enforced  
1101 against a shareholder who received assets in liquidation.

1102 Sec. 32. (NEW) (*Effective July 1, 2003*) (a) Directors of a dissolved  
1103 corporation shall cause the dissolved corporation to discharge or make  
1104 reasonable provision for the payment of claims and make distributions  
1105 of assets to shareholders after payment of or provision for claims.

1106 (b) Directors of a dissolved corporation which has disposed of  
1107 claims under section 33-886 or 33-887 of the general statutes, as  
1108 amended by this act, or section 31 of this act shall not be liable for  
1109 breach of subsection (a) of this section with respect to claims against  
1110 the dissolved corporation that are barred or satisfied under section 33-  
1111 886 or 33-887 of the general statutes, as amended by this act, or section  
1112 31 of this act.

1113 Sec. 33. Subsection (a) of section 33-1007 of the general statutes is  
1114 repealed and the following is substituted in lieu thereof (*Effective July*  
1115 *1, 2003*):

1116 (a) A domestic or foreign corporation may correct a document filed  
1117 by the Secretary of the State if (1) the document contains an inaccuracy,  
1118 (2) the document was defectively made, executed, attested, sealed,  
1119 verified or acknowledged, or (3) the electronic transmission was  
1120 defective.

1121 Sec. 34. Subsection (b) of section 33-1083 of the general statutes is  
1122 repealed and the following is substituted in lieu thereof (*Effective July*  
1123 *1, 2003*):

1124 (b) (1) The certificate of incorporation or, subject to the provisions of  
1125 subdivision (2) of this subsection, the bylaws, may provide that

1126 persons occupying certain positions within or without the corporation  
1127 shall be ex-officio directors, but, unless otherwise provided in the  
1128 certificate of incorporation or bylaws, such ex-officio directors shall not  
1129 be counted in determining a quorum nor shall they be entitled to a  
1130 vote. An ex-officio director shall continue to be a director so long as he  
1131 continues to hold the office from which his ex-officio status derives,  
1132 and shall cease to be an ex-officio director immediately and  
1133 automatically upon ceasing to hold such office, without the need for  
1134 any action by the corporation, its directors or its members. The  
1135 provisions of sections 33-1085, 33-1087, 33-1088 and 33-1091 shall not  
1136 apply to ex-officio directors.

1137 (2) If the corporation has members entitled to vote on the adoption,  
1138 amendment or repeal of its bylaws, any bylaw providing for ex-officio  
1139 directors shall require the approval of such members, either before, on  
1140 or after the effective date of this section, by the same vote of such  
1141 members as would be necessary to amend such bylaws.

1142 Sec. 35. Section 33-1086 of the general statutes is repealed and the  
1143 following is substituted in lieu thereof (*Effective July 1, 2003*):

1144 (a) The certificate of incorporation or, subject to the provisions of  
1145 subsection (b) of this section, the bylaws, may provide for staggering  
1146 the terms of directors, other than ex-officio directors, by dividing the  
1147 total number of directors, other than ex-officio directors, into up to five  
1148 groups, with each group containing approximately the same  
1149 percentage of the total, as near as may be. In that event, the terms of  
1150 directors in the first group expire at the first annual meeting of  
1151 members or, in the case of a corporation without members entitled to  
1152 vote for directors, at the first annual meeting of the board of directors,  
1153 after their election, the terms of the second group expire at the second  
1154 such annual meeting of members or directors after their election, the  
1155 terms of the third group, if any, expire at the third such annual  
1156 meeting of members or directors after their election, the terms of the  
1157 fourth group, if any, expire at the fourth such annual meeting of  
1158 members or directors after their election, and the terms of the fifth

1159 group, if any, expire at the fifth such annual meeting of members or  
1160 directors after their election. At each such annual meeting thereafter,  
1161 directors shall be chosen for a term of two years, three years, four years  
1162 or five years, as the case may be, to succeed those whose terms expire.

1163 (b) If the corporation has members entitled to vote on the adoption,  
1164 amendment or repeal of its bylaws, any bylaw providing for  
1165 staggering the terms of directors shall require the approval of such  
1166 members, either before, on or after the effective date of this section, by  
1167 the same vote of such members as would be necessary to amend such  
1168 bylaws.

1169 Sec. 36. (NEW) (*Effective July 1, 2003*) If the board of directors of a  
1170 corporation ceases to exist and there are no members having the right  
1171 to vote for directors, and no members without the right to vote for  
1172 directors who under such circumstances would be entitled under  
1173 subsection (d) of section 33-1091 of the general statutes, to elect a new  
1174 board of directors, any officer of the corporation and, if there are no  
1175 officers of the corporation, the Attorney General, any officer of any  
1176 organization holding funds or other assets of the corporation or any  
1177 other person having dealings with the corporation may petition the  
1178 superior court for the judicial district where the corporation's principal  
1179 office or, if none in this state, its registered office, is located for an  
1180 order appointing a new board of directors. The petition shall set forth  
1181 the relevant circumstances, shall propose the names of three or more  
1182 persons willing to serve as directors under the circumstances and shall  
1183 contain the addresses and a brief statement of the backgrounds of such  
1184 persons. A copy of such petition submitted by any person other than  
1185 the Attorney General shall be provided by such person to the Attorney  
1186 General. The court may require the submission of such additional  
1187 information concerning the corporation and the persons proposed as  
1188 directors and may order a hearing and notice to such persons, if any,  
1189 as the court deems appropriate under the circumstances. The notice  
1190 shall be given in such manner as the court deems appropriate, which  
1191 may include any form of notice authorized under subsection (b) of  
1192 section 33-1003 of the general statutes. The court may thereafter, in an

1193 order issued pursuant to this section, appoint and set the terms of  
1194 office of a new board of directors, which may include some or all of the  
1195 persons proposed in the petition or may be composed entirely of other  
1196 persons deemed appropriate by the court. Upon the issuance of such  
1197 order, the persons appointed by the order as directors shall be the  
1198 directors of the corporation for the terms of office set forth in the order  
1199 with the same force, effect, power, authority, duties and  
1200 responsibilities, and subject to the same standards of conduct, as if  
1201 they had been otherwise validly elected and serving under the  
1202 provisions of the certificate of incorporation, the bylaws and sections  
1203 33-1000 to 33-1290, inclusive, of the general statutes.

1204 Sec. 37. Subsection (e) of section 33-1101 of the general statutes is  
1205 repealed and the following is substituted in lieu thereof (*Effective July*  
1206 *1, 2003*):

1207 (e) A committee may not, however: (1) Approve or recommend to  
1208 members action that sections 33-1000 to 33-1290, inclusive, require to  
1209 be approved by members; (2) fill vacancies on the board of directors or,  
1210 subject to subsection (g) of this section, on any of its committees; (3)  
1211 adopt, amend or repeal bylaws; (4) approve a plan of merger; (5)  
1212 approve a sale, lease, exchange or other disposition of all, or  
1213 substantially all, of the property of a corporation, other than (A) in the  
1214 usual and regular course of affairs of the corporation, or (B) a  
1215 mortgage, pledge or other encumbrance described in subdivision (2) of  
1216 [subsection (a) of] section 33-1165, as amended by this act; or (6)  
1217 approve a proposal to dissolve.

1218 Sec. 38. Section 33-1105 of the general statutes is repealed and the  
1219 following is substituted in lieu thereof (*Effective July 1, 2003*):

1220 (a) A director who votes for or assents to a distribution made in  
1221 violation of sections 33-1000 to 33-1290, inclusive, or the certificate of  
1222 incorporation is personally liable to the corporation for the amount of  
1223 the distribution that exceeds what could have been distributed without  
1224 violating said sections or the certificate of incorporation if it is

1225 established that he did not perform his duties in compliance with  
1226 section 33-1104 or section 52 of this act. In any proceeding commenced  
1227 under this section, a director has all of the defenses ordinarily available  
1228 to a director.

1229 (b) A director held liable under subsection (a) of this section for an  
1230 unlawful distribution is entitled to contribution: (1) From every other  
1231 director who could be held liable under subsection (a) of this section  
1232 for the unlawful distribution; and (2) from each recipient for the  
1233 amount the recipient accepted knowing the distribution was made in  
1234 violation of sections 33-1000 to 33-1290, inclusive, or the certificate of  
1235 incorporation.

1236 (c) A proceeding under this section to enforce: (1) The liability of a  
1237 director under subsection (a) of this section is barred unless it is  
1238 commenced within three years after the date (A) on which the  
1239 distribution was made, (B) as of which the violation of sections 33-1000  
1240 to 33-1290, inclusive, occurred as a consequence of disregarding a  
1241 restriction in the certificate of incorporation, or (C) on which the  
1242 distribution of assets to members under section 52 of this act was  
1243 made; or (2) contribution or recoupment under subsection (b) of this  
1244 section is barred unless it is commenced within one year after the  
1245 liability of the claimant has been finally adjudicated under subsection  
1246 (a) of this section.

1247 (d) For purposes of this section, a director shall be deemed to have  
1248 voted for a distribution if such director was present at the meeting of  
1249 the board of directors or committee thereof at the time such  
1250 distribution was authorized and did not vote in dissent therefrom, or if  
1251 such director consented thereto pursuant to section 33-1097.

1252 Sec. 39. Section 33-1142 of the general statutes is repealed and the  
1253 following is substituted in lieu thereof (*Effective July 1, 2003*):

1254 (a) [A corporation's board of directors may propose one or more  
1255 amendments to the certificate of incorporation for submission to those  
1256 members who are entitled to vote thereon, if any.] If a corporation has

1257 members, an amendment to the certificate of incorporation shall be  
1258 adopted as provided in this section. A proposed amendment must be  
1259 adopted by the board of directors.

1260 (b) [For the amendment to be adopted: (1) The board of directors  
1261 must approve the amendment; (2)] (1) Except as provided in sections  
1262 33-1141, 33-1145 and 33-1146, as amended by this act, after adopting  
1263 the proposed amendment, the board of directors must [recommend]  
1264 submit the amendment to the members entitled to vote on the  
1265 amendment, if any, [unless the board of directors determines that  
1266 because of conflict of interest or other special circumstances it should  
1267 make no recommendation and communicates the basis for its  
1268 determination to the members entitled to vote on the amendment with  
1269 the submission of the amendment; and (3) the members entitled to  
1270 vote on the amendment must approve the amendment, either before or  
1271 after the actions required in subdivisions (1) and (2) of this subsection,  
1272 as provided in subsection (e) of this section] for their approval. If any  
1273 members are entitled to vote on the amendment to the certificate of  
1274 incorporation, the board of directors must also transmit to such  
1275 members a recommendation that such members approve the  
1276 amendment, unless the board of directors makes a determination that  
1277 because of conflicts of interest or other special circumstances it should  
1278 not make such a recommendation, in which case the board of directors  
1279 must transmit to such members the basis for such determination.

1280 [(c)] (2) The board of directors may condition its submission of the  
1281 [proposed] amendment to the members on any basis.

1282 (c) If members are entitled to vote on the amendment to the  
1283 certificate of incorporation, the members must approve the  
1284 amendment, either before or after the actions required in subsections  
1285 (a) and (b) of this section, as provided in subsection (e) of this section.

1286 (d) [The corporation shall] If the amendment is required to be  
1287 approved by the members, and the approval is to be given at a  
1288 meeting, the corporation must notify each member entitled to vote on

1289 the amendment, if any, of the [proposed meeting of members in  
1290 accordance with section 33-1065. The notice of meeting shall also]  
1291 meeting of members at which the amendment is to be submitted for  
1292 approval. The notice must state that the purpose, or one of the  
1293 purposes, of the meeting is to consider the [proposed] amendment and  
1294 must contain or be accompanied by a copy [or summary] of the  
1295 amendment.

1296 (e) Unless sections 33-1000 to 33-1290, inclusive, the certificate of  
1297 incorporation or the board of directors acting pursuant to subdivision  
1298 (2) of subsection [(c)] (b) of this section requires a greater vote or a vote  
1299 by class of members, the amendment to be adopted must be approved  
1300 by: (1) If no class of members is entitled to vote separately on the  
1301 amendment as a class, at least two-thirds of the votes cast by the  
1302 members entitled to vote thereon; [,] and (2) if any class of members is  
1303 entitled to vote on the amendment separately as a class, at least two-  
1304 thirds of the votes cast by the members of each such class.

1305 (f) If the corporation has no members, or no members entitled to  
1306 vote, the proposed amendment shall be adopted by vote of at least  
1307 two-thirds of the directors present at a meeting of the board of  
1308 directors at which a quorum is present.

1309 Sec. 40. Section 33-1144 of the general statutes is repealed and the  
1310 following is substituted in lieu thereof (*Effective July 1, 2003*):

1311 [A corporation amending its certificate of incorporation] After an  
1312 amendment to the certificate of incorporation has been adopted and  
1313 approved in the manner required by sections 33-1140 to 33-1147,  
1314 inclusive, and by the certificate of incorporation, the corporation shall  
1315 deliver to the Secretary of the State for filing a certificate of  
1316 amendment, [setting] that shall set forth: (1) The name of the  
1317 corporation; (2) the text of each amendment adopted; (3) the date of  
1318 each amendment's adoption; and (4) if the amendment (A) was  
1319 adopted by the incorporators or the board of directors without  
1320 member approval, a statement that the amendment was duly

1321 approved by the incorporators or by the board of directors, [as  
1322 required under section 33-1142 or, if approval of members was not  
1323 required, a statement to that effect and a statement that the  
1324 amendment was approved by a sufficient vote of either (A) the  
1325 incorporators, if the vote was before the corporation had directors, or  
1326 (B) the board of directors, in either case in accordance with section 33-  
1327 1143; (5) if approval by members was required: (A) The designation of  
1328 each class of members entitled to vote separately on the amendment,  
1329 and (B) the total number of votes cast for and against the amendment  
1330 by each class of members entitled to vote separately on the amendment  
1331 and a statement that the number cast for the amendment by each class  
1332 was sufficient for approval by that class] as the case may be, and that  
1333 member approval was not required, or (B) required approval by the  
1334 members, a statement that the amendment was duly approved by the  
1335 members in the manner required by sections 33-1140 to 33-1147,  
1336 inclusive, and by the certificate of incorporation.

1337 Sec. 41. Section 33-1145 of the general statutes is repealed and the  
1338 following is substituted in lieu thereof (*Effective July 1, 2003*):

1339 (a) A corporation's board of directors may restate its certificate of  
1340 incorporation at any time, with or without member [action] approval,  
1341 to consolidate all amendments into a single document.

1342 (b) [The restatement may include one or more amendments to the  
1343 certificate. If the restatement includes an amendment requiring  
1344 member approval, it must be adopted] If the restated certificate  
1345 includes one or more new amendments that require member approval,  
1346 the new amendments must be adopted and approved as provided in  
1347 section 33-1142, as amended by this act. If the restatement includes [an]  
1348 a new amendment which does not require member approval, [it] the  
1349 new amendment must be adopted as provided in section 33-1141 or  
1350 33-1143, as the case may be.

1351 (c) [If the board of directors submits a restatement for member  
1352 action, the corporation shall notify each member entitled to vote on the

1353 proposed amendment of the proposed members' meeting in  
1354 accordance with section 33-1065. The notice of meeting must also state  
1355 that the purpose, or one of the purposes, of the meeting is to consider  
1356 the proposed restatement and contain or be accompanied by a copy of  
1357 the restatement that identifies any amendment or other change it  
1358 would make in the certificate.] A corporation that restates its certificate  
1359 of incorporation shall deliver to the Secretary of the State for filing a  
1360 certificate of restatement setting forth the name of the corporation and  
1361 the text of the restated certificate of incorporation together with a  
1362 statement which states that the restated certificate consolidates all  
1363 amendments into a single document and, if a new amendment is  
1364 included in the restated certificate, which also includes the statement  
1365 required under section 33-1144, as amended by this act.

1366 [(d) A corporation restating its certificate of incorporation shall  
1367 deliver to the Secretary of the State for filing a certificate of restatement  
1368 setting forth the name of the corporation and the text of the restated  
1369 certificate of incorporation together with a statement setting forth: (1)  
1370 Whether the restatement contains an amendment to the certificate of  
1371 incorporation requiring member approval and, if it does not, that the  
1372 board of directors, or the incorporators before the corporation has  
1373 directors, adopted the restatement; or (2) if the restatement contains an  
1374 amendment to the certificate of incorporation requiring member  
1375 approval, the information required by section 33-1144.]

1376 [(e)] (d) A duly adopted restated certificate of incorporation  
1377 supersedes the original certificate of incorporation and all  
1378 amendments to it.

1379 [(f)] (e) The Secretary of the State may certify a restated certificate of  
1380 incorporation, as the certificate of incorporation currently in effect,  
1381 without including the statement information required by subsection  
1382 [(d)] (c) of this section.

1383 Sec. 42. Section 33-1155 of the general statutes is repealed and the  
1384 following is substituted in lieu thereof (*Effective July 1, 2003*):

1385 (a) One or more corporations may merge [into] with another  
1386 corporation [if the board of directors of each corporation adopts and its  
1387 members, if required by section 33-1156, approve a plan of merger]  
1388 pursuant to a plan of merger. For the purposes of this section, sections  
1389 33-1156 to 33-1158, inclusive, as amended by this act, and section 46 of  
1390 this act, "survivor" means, in a merger, the corporation into which one  
1391 or more other corporations are merged. A survivor of a merger may  
1392 preexist the merger or be created by the merger.

1393 (b) The plan of merger [shall set forth] must include: (1) The name of  
1394 each corporation [planning to] that will merge and the name of the  
1395 [surviving corporation into which each other corporation plans to  
1396 merge] corporation that will be the survivor of the merger; (2) the  
1397 terms and conditions of the merger; [and] (3) if the memberships, if  
1398 any, of any corporation are to be converted into memberships of the  
1399 [surviving corporation] survivor, the manner and basis of doing so; (4)  
1400 the certificate of incorporation of any corporation to be created by the  
1401 merger or, if a new corporation is not to be created by the merger, any  
1402 amendments to the survivor's certificate of incorporation; and (5) any  
1403 other provisions required by the certificate of incorporation of any  
1404 party to the merger.

1405 (c) The plan of merger may [set forth: (1) Amendments to the  
1406 certificate of incorporation of the surviving corporation; and (2)]  
1407 include any other provisions relating to the merger that are not  
1408 inconsistent with sections 33-1000 to 33-1290, inclusive.

1409 (d) The terms of the plan of merger described in subdivisions (2)  
1410 and (3) of subsection (b) of this section may be made dependent on  
1411 facts ascertainable outside the plan of merger, provided such facts are  
1412 objectively ascertainable. For the purposes of this subsection, "facts"  
1413 includes, but is not limited to, the occurrence of any event, including a  
1414 determination or action by any person or body, including the  
1415 corporation.

1416 (e) The plan of merger may also include a provision that the plan

1417 may be amended prior to filing a certificate of merger with the  
1418 Secretary of the State, provided, if the members of a corporation that is  
1419 a party to the merger are required or permitted to vote on the plan, the  
1420 plan must provide that, subsequent to approval of the plan by such  
1421 members, the plan may not be amended to: (1) Change the amount or  
1422 kind of memberships to be received by the members of the corporation  
1423 upon conversion of their memberships under the plan; (2) change the  
1424 certificate of incorporation of any corporation that will survive or be  
1425 created as a result of the merger, except for changes permitted by  
1426 section 33-1141; or (3) change any of the other terms or conditions of  
1427 the plan if the change would adversely affect such members in any  
1428 material respect.

1429       Sec. 43. Section 33-1156 of the general statutes is repealed and the  
1430 following is substituted in lieu thereof (*Effective July 1, 2003*):

1431       [(a)] In the case of a domestic corporation that is a party to a merger:

1432       (1) The plan of merger must be adopted by the board of directors.  
1433 After adopting a plan of merger, the board of directors of each  
1434 corporation party to the merger shall submit the plan of merger, except  
1435 as provided in [subsection (h)] subdivision (8) of this section, for  
1436 approval by those members who are entitled to vote on such plan, if  
1437 any.

1438       [(b) For a plan of merger to be approved: (1) The board of directors  
1439 must approve the plan of merger; (2) the board of directors must  
1440 recommend the plan of merger to the members entitled to vote on the  
1441 plan of merger, if any, unless the board of directors determines that  
1442 because of conflict of interest or other special circumstances it should  
1443 make no recommendation and communicates the basis for its  
1444 determination to the members entitled to vote on the plan of merger  
1445 with the submission of the plan; and (3) the members entitled to vote  
1446 on the plan must approve the plan, either before or after the actions  
1447 required in subdivisions (1) and (2) of this subsection, as provided in  
1448 subsection (e) of this section.]

1449       (2) The board of directors must also transmit to the members  
1450 entitled to vote, if any, a recommendation that such members approve  
1451 the plan, unless the board of directors makes a determination that  
1452 because of conflicts of interest or other special circumstances it should  
1453 not make such a recommendation, in which case the board of directors  
1454 must transmit to the members entitled to vote, if any, the basis for such  
1455 determination.

1456       [(c)] (3) The board of directors may condition its submission of the  
1457 [proposed] plan of merger to the members on any basis.

1458       [(d) The corporation shall] (4) If the plan of merger is required to be  
1459 approved by the members, and if the approval is to be given at a  
1460 meeting, the corporation must notify each member [,] entitled to vote  
1461 on the plan, if any, of the [proposed members' meeting in accordance  
1462 with section 33-1065. The notice shall also] meeting of the members at  
1463 which the plan is to be submitted for approval. The notice must state  
1464 that the purpose, or one of the purposes, of the meeting is to consider  
1465 the plan [of merger] and must contain or be accompanied by a copy or  
1466 summary of the plan. If the corporation is to be merged into an  
1467 existing corporation, the notice shall also include or be accompanied  
1468 by a copy or summary of the certificate of incorporation of such  
1469 existing corporation. If the corporation is to be merged into a  
1470 corporation that is to be created pursuant to the merger, the notice  
1471 shall include or be accompanied by a copy or a summary of the  
1472 certificate of incorporation of the new corporation.

1473       [(e)] (5) Unless sections 33-1000 to 33-1290, inclusive, the certificate  
1474 of incorporation or the board of directors acting pursuant to  
1475 [subsection (c)] subdivision (3) of this section requires a greater vote or  
1476 a vote by class of members, the plan of merger to be adopted must be  
1477 approved by: [(1)] (A) If no class of members is entitled to vote  
1478 separately on the plan as a class, at least two-thirds of the votes cast by  
1479 the members entitled to vote thereon; and [(2)] (B) if any class of  
1480 members is entitled to vote on the plan separately as a class, at least  
1481 two-thirds of the votes cast by the members of each such class.

1482 Approval of the plan of merger by members may precede or follow  
1483 adoption of the plan of merger by the board of directors and the taking  
1484 of any necessary actions under subdivision (2) of this section.

1485 [(f)] (6) Separate voting by a class of members of a corporation is  
1486 required on a plan of merger if: [the] (A) The plan contains a provision  
1487 that, if contained in a proposed amendment to [a] the certificate of  
1488 incorporation of such corporation, would require action by [one or  
1489 more separate classes of members] such class, as a separate class, on  
1490 the proposed amendment under the certificate of incorporation of the  
1491 corporation; (B) such class is entitled under the certificate of  
1492 incorporation of the corporation to vote as a separate class to approve  
1493 a plan of merger; or (C) the memberships of such class are to be  
1494 converted, pursuant to the provisions of the plan of merger, into  
1495 memberships of a different class of members of such corporation or  
1496 into memberships of any class of members of any other corporation.

1497 [(g) If (1)] (7) If (A) in the case of the surviving corporation, a plan of  
1498 merger contains any provision which, if contained in a proposed  
1499 amendment to its certificate of incorporation would require a greater  
1500 vote than, or additional vote to, that otherwise required to approve the  
1501 plan of merger, or [if (2)] (B) in the case of any terminating corporation,  
1502 a sale of all or substantially all assets, or dissolution, would under the  
1503 circumstances require a greater vote than, or additional vote to, that  
1504 otherwise required to approve the plan of merger, approval of the plan  
1505 of merger by such corporation shall require such greater or additional  
1506 vote.

1507 [(h) Action by the members of the surviving corporation on] (8)  
1508 Unless the certificate of incorporation otherwise provides, approval by  
1509 the corporation's members of a plan of merger is not required if: [(1)  
1510 The certificate of incorporation of the surviving corporation will not  
1511 differ,] (A) The corporation will be the survivor of the merger; (B)  
1512 except for amendments [enumerated in] permitted by section 33-1141,  
1513 [from its] the corporation's certificate of incorporation [before the  
1514 merger; and (2)] will not be changed; and (C) each member of the

1515 [surviving] corporation immediately before the effective date of the  
1516 merger will be a member of the survivor with identical designations,  
1517 qualifications, privileges and rights immediately after the effective  
1518 date of the merger.

1519 [(i) After a merger is authorized, and at any time before the  
1520 certificate of merger is filed, the planned merger may be abandoned,  
1521 subject to any contractual rights, without further member action, in  
1522 accordance with the procedure set forth in the plan of merger or, if  
1523 none is set forth, in the manner determined by the board of directors.]

1524 [(j)] (9) If any merging corporation has no members, or no members  
1525 entitled to vote thereon, a plan of merger shall be adopted by the board  
1526 of directors.

1527 Sec. 44. Section 33-1157 of the general statutes is repealed and the  
1528 following is substituted in lieu thereof (*Effective July 1, 2003*):

1529 (a) After a plan of merger [is approved as required by section 33-  
1530 1156, the surviving corporation shall deliver to the Secretary of the  
1531 State for filing a certificate of merger setting forth: (1) The plan of  
1532 merger; (2) a statement to the effect that the plan of merger was  
1533 adopted by the board of directors of each corporation party to the  
1534 merger; (3) if member approval was not required, a statement to that  
1535 effect; (4) if approval of members of one or more corporations party to  
1536 the merger was required: (A) The designation of each class of members  
1537 entitled to vote separately on the plan as to each corporation; and (B)  
1538 the total number of votes cast for and against the plan by each class of  
1539 members entitled to vote separately on the plan as to each corporation  
1540 and a statement that the number cast for the plan by each class of  
1541 members was sufficient for approval by that class] has been adopted  
1542 and approved as required by sections 33-1000 to 33-1290, inclusive, a  
1543 certificate of merger shall be executed on behalf of each party to the  
1544 merger by any officer or other duly authorized representative of such  
1545 party. The certificate of merger shall set forth: (1) The names of the  
1546 parties to the merger; (2) the name of the corporation that will be the

1547 survivor of the merger; (3) the date on which the merger is to be  
1548 effective; (4) if the certificate of incorporation of the survivor of the  
1549 merger is amended, or if a new corporation is created as a result of the  
1550 merger, the amendments to the survivor's certificate of incorporation  
1551 or the certificate of incorporation of the new corporation; (5) if the plan  
1552 of merger required approval by the members of the corporation, a  
1553 statement that the plan was duly approved by the members and, if  
1554 voting by any separate class of members was required, by each such  
1555 separate class of members, in the manner required by sections 33-1000  
1556 to 33-1290, inclusive, and the certificate of incorporation; and (6) if the  
1557 plan of merger did not require approval by the members of the  
1558 corporation, a statement to that effect.

1559 (b) [A merger takes effect upon the effective date of the certificate of  
1560 merger] The certificate of merger shall be delivered to the Secretary of  
1561 the State for filing by the survivor of the merger and shall take effect  
1562 on the effective date of the merger.

1563 Sec. 45. Section 33-1158 of the general statutes is repealed and the  
1564 following is substituted in lieu thereof (*Effective July 1, 2003*):

1565 When a merger [takes effect] becomes effective:

1566 (1) [Every other corporation party to the merger merges into the  
1567 surviving corporation and the separate existence of every corporation  
1568 except the surviving corporation ceases] The corporation that is  
1569 designated in the certificate of merger as the survivor continues or  
1570 comes into existence, as the case may be;

1571 (2) [The title to all real estate and other property owned by each  
1572 corporation party to the merger is vested in the surviving corporation  
1573 without reversion or impairment] The separate existence of every  
1574 corporation that is merged into the survivor ceases;

1575 (3) [The surviving corporation has all liabilities of each corporation  
1576 party to the merger] All liabilities of each corporation that is merged  
1577 into the survivor are vested in the survivor;

1578 (4) [A proceeding pending against any corporation party to the  
1579 merger may be continued as if the merger did not occur or the  
1580 surviving corporation may be substituted in the proceeding for the  
1581 corporation whose existence ceased] All property owned by, and every  
1582 contract right possessed by, each corporation that merges into the  
1583 survivor is vested in the survivor without reversion or impairment;

1584 (5) The name of the survivor may, but need not be, substituted in  
1585 any pending proceeding for the name of any party to the merger  
1586 whose separate existence ceased in the merger;

1587 [(5)] (6) The certificate of incorporation of the [surviving  
1588 corporation] survivor is amended to the extent provided in the plan of  
1589 merger;

1590 (7) The certificate of incorporation of a survivor that is created by  
1591 the merger becomes effective;

1592 [(6)] (8) The memberships, if any, of each corporation which is a  
1593 party to the merger that are to be converted into memberships of the  
1594 [surviving corporation] survivor are converted, and the former  
1595 members in such membership classes are entitled only to the  
1596 designation, qualifications, privileges and rights of the class of  
1597 members to which they are converted, as provided in the certificate of  
1598 incorporation of the [surviving corporation] survivor as the same may  
1599 be amended by the plan of merger; and

1600 [(7)] (9) Any devise, bequest, gift or grant, contained in any will or  
1601 in any other instrument, made before or after the merger, to or for the  
1602 benefit of any of the merging corporations shall inure to the benefit of  
1603 the [surviving corporation] survivor, and so far as is necessary for that  
1604 purpose, the existence of each merging corporation shall be deemed to  
1605 continue in and through the [surviving or new corporation] survivor.

1606 Sec. 46. (NEW) (*Effective July 1, 2003*) (a) Unless otherwise provided  
1607 in a plan of merger, after the plan has been adopted and approved as  
1608 required by sections 33-1155 to 33-1158, inclusive, of the general

1609 statutes, as amended by this act, and at any time before the merger has  
1610 become effective, the merger may be abandoned by any party thereto  
1611 without action by the party's members in accordance with any  
1612 procedures set forth in the plan of merger or, if no such procedures are  
1613 set forth in the plan, in the manner determined by the board of  
1614 directors of the corporation, subject to any contractual rights of other  
1615 parties to the merger.

1616 (b) If a merger is abandoned under subsection (a) of this section  
1617 after a certificate of merger has been filed with the Secretary of the  
1618 State but before the merger has become effective, a statement that the  
1619 merger has been abandoned in accordance with this section, executed  
1620 on behalf of a party to the merger by an officer or other duly  
1621 authorized representative of such party, shall be delivered to the  
1622 Secretary of the State for filing prior to the effective date of the merger.  
1623 Any such statement shall contain the name of each party to the merger,  
1624 the date the merger was to become effective and the date the merger  
1625 was abandoned. Upon filing, the statement shall take effect and the  
1626 merger shall be deemed abandoned and shall not become effective.

1627 Sec. 47. Section 33-1165 of the general statutes is repealed and the  
1628 following is substituted in lieu thereof (*Effective July 1, 2003*):

1629 [(a) A corporation may, on the terms and conditions and for the  
1630 consideration determined by the board of directors: (1) Sell] No  
1631 approval of the members of a corporation is required, unless the  
1632 certificate of incorporation otherwise provides: (1) To sell, lease,  
1633 exchange or otherwise dispose of [all, or substantially all, of its  
1634 property] any or all of the corporation's assets in the usual and regular  
1635 course of affairs of the corporation; (2) to mortgage, pledge, dedicate to  
1636 the repayment of indebtedness, whether with or without recourse, or  
1637 otherwise encumber any or all of [its property] the corporation's assets,  
1638 whether or not in the usual and regular course of affairs of the  
1639 corporation; or (3) to transfer any or all of [its property to a corporation  
1640 all the shares] the corporation's assets to one or more corporations or  
1641 other entities, all of the shares or interests of which are owned by the

1642 corporation or of which the corporation is the sole member, or to a  
1643 corporation which is the sole member of the corporation.

1644 [(b) Unless the certificate of incorporation requires it, approval by  
1645 the members of a transaction described in subsection (a) is not  
1646 required.]

1647 Sec. 48. Section 33-1166 of the general statutes is repealed and the  
1648 following is substituted in lieu thereof (*Effective July 1, 2003*):

1649 (a) [A corporation may sell, lease, exchange, or otherwise dispose of  
1650 all, or substantially all, of its property, with or without the good will,  
1651 otherwise than in the usual and regular course of affairs of the  
1652 corporation on the terms and conditions and for the consideration  
1653 determined by the corporation's board of directors, and if the  
1654 corporation has members entitled to vote on the transaction, if the  
1655 board of directors proposes and such members approve the proposed  
1656 transaction.] Unless the certificate of incorporation provides otherwise,  
1657 a sale, lease, exchange or other disposition of assets, other than a  
1658 disposition described in section 33-1165, as amended by this act,  
1659 requires approval of the corporation's members who are otherwise  
1660 entitled to vote on the disposition, if any, only if the disposition would  
1661 leave the corporation without a significant continuing activity. If a  
1662 corporation retains an activity that represented at least twenty-five per  
1663 cent of total assets at the end of the most recently completed fiscal  
1664 year, and twenty-five per cent of either income from continuing  
1665 operations before taxes or revenues from continuing operations for  
1666 such fiscal year, for the corporation and each of its subsidiaries on a  
1667 consolidated basis, the corporation will conclusively be deemed to  
1668 have retained a significant continuing activity.

1669 (b) [For the proposed transaction to be approved: (1) The board of  
1670 directors must approve the transaction; (2) the board of directors must  
1671 recommend the proposed transaction to the members entitled to vote  
1672 on the transaction, if any, unless the board of directors determines that  
1673 because of conflict of interest or other special circumstances it should

1674 make no recommendation and communicates the basis for its  
1675 determination to the members entitled to vote on the transaction with  
1676 the submission of the proposed transaction; and (3) the members  
1677 entitled to vote must approve the transaction, either before or after the  
1678 actions required in subdivisions (1) and (2) of this subsection, as  
1679 provided in subsection (e) of this section.] A disposition that requires  
1680 approval of the members under subsection (a) of this section shall be  
1681 initiated by a resolution of the board of directors authorizing the  
1682 disposition. After adoption of such a resolution, the board of directors  
1683 shall submit the proposed disposition to the members for their  
1684 approval. The board of directors shall also transmit to the members a  
1685 recommendation that the members approve the proposed disposition,  
1686 unless the board of directors makes a determination that because of  
1687 conflicts of interest or other special circumstances it should not make  
1688 such a recommendation, in which case the board of directors shall  
1689 transmit to the members the basis for that determination.

1690 (c) The board of directors may condition its submission of [the  
1691 proposed transaction] a disposition to the members under subsection  
1692 (b) of this section on any basis.

1693 (d) [The] If a disposition is to be approved by the members under  
1694 subsection (a) of this section, and if the approval is to be given at a  
1695 meeting, the corporation shall notify each member entitled to vote on  
1696 the [proposed transaction] disposition, if any, of the [proposed  
1697 members' meeting in accordance with section 33-1065] meeting of  
1698 members at which the disposition is to be submitted for approval. The  
1699 notice shall [also] state that the purpose, or one of the purposes, of the  
1700 meeting is to consider the [sale, lease, exchange or other disposition of  
1701 all, or substantially all, of the property of the corporation and]  
1702 disposition and shall contain or be accompanied by a description of the  
1703 [transaction] disposition, including the terms and conditions thereof  
1704 and the consideration to be received by the corporation therefor.

1705 (e) Unless sections 33-1000 to 33-1290, inclusive, the certificate of  
1706 incorporation or the board of directors, acting pursuant to subsection

1707 (c) of this section, requires a greater vote or a vote by classes of  
1708 members, the [transaction] disposition to be authorized must be  
1709 approved by: (1) If no class of members is entitled to vote separately on  
1710 the [transaction] disposition as a class, at least two-thirds of the votes  
1711 cast by the members entitled to vote thereon, and (2) if any class of  
1712 members is entitled to vote on the [transaction] disposition separately  
1713 as a class, at least two-thirds of the votes cast by the members of each  
1714 such class. Approval of the disposition by members may precede or  
1715 follow authorization of the disposition by the board of directors and  
1716 the taking of any necessary actions under subsection (b) of this section.

1717 (f) After a [sale, lease, exchange or other disposition of property is  
1718 authorized, the transaction nevertheless may be abandoned, subject to  
1719 any contractual rights, without further member action] disposition has  
1720 been approved by the members under subsection (b) of this section,  
1721 and at any time before the disposition has been consummated, the  
1722 disposition may be abandoned by the corporation without action by  
1723 the members, subject to any contractual rights of other parties to the  
1724 disposition.

1725 (g) A disposition of assets in the course of dissolution under sections  
1726 33-1170 to 33-1193, inclusive, is not governed by this section.

1727 (h) The assets of a direct or indirect consolidated subsidiary shall be  
1728 deemed the assets of the parent corporation for the purposes of this  
1729 section.

1730 [(g)] (i) If the corporation has no members, or no members entitled  
1731 to vote thereon, a [transaction] disposition described in this section  
1732 shall be approved by the board of directors.

1733 Sec. 49. Section 33-1172 of the general statutes is repealed and the  
1734 following is substituted in lieu thereof (*Effective July 1, 2003*):

1735 (a) At any time after dissolution is authorized, the corporation may  
1736 dissolve by delivering to the Secretary of the State for filing a certificate  
1737 of dissolution setting forth: (1) The name of the corporation; (2) the

1738 date dissolution was authorized; and (3) if dissolution was approved  
1739 by members, [ (A) The number of votes entitled to be cast on the  
1740 proposal to dissolve; and (B) either the total number of votes cast for  
1741 and against dissolution or the total number of undisputed votes cast  
1742 for dissolution and a statement that the number cast for dissolution  
1743 was sufficient for approval; (4) if dissolution was authorized by the  
1744 board of directors, a statement setting forth (A) that the corporation  
1745 has no members, or no members entitled to vote on the dissolution, (B)  
1746 that the dissolution was approved by resolution adopted by the vote of  
1747 the board of directors and (C) the number of directors required to take  
1748 such action and the number of votes cast for the resolution] a  
1749 statement that the proposal to dissolve was duly approved by the  
1750 members in the manner required by sections 33-1000 to 33-1290,  
1751 inclusive, and by the certificate of incorporation.

1752 [(b) If voting by classes of members was required, the information  
1753 required by subdivision (3) of subsection (a) of this section must be  
1754 separately provided for each class of members entitled to vote  
1755 separately on the proposal for dissolution.]

1756 [(c)] (b) A corporation is dissolved upon the effective date of its  
1757 certificate of dissolution.

1758 (c) For the purposes of sections 33-1170 to 33-1193, inclusive, and  
1759 sections 52 and 53 of this act, "dissolved corporation" means a  
1760 corporation whose certificate of dissolution has become effective and  
1761 includes a successor entity to which the remaining assets of the  
1762 corporation are transferred subject to the corporation's liabilities for  
1763 purposes of liquidation.

1764 Sec. 50. Subsection (c) of section 33-1173 of the general statutes is  
1765 repealed and the following is substituted in lieu thereof (*Effective July*  
1766 *1, 2003*):

1767 (c) After the revocation of dissolution is authorized, the corporation  
1768 may revoke the dissolution by delivering to the Secretary of the State  
1769 for filing a certificate of revocation of dissolution that sets forth: (1) The

1770 name of the corporation; (2) the effective date of the dissolution that  
1771 was revoked; (3) the date that the revocation of dissolution was  
1772 authorized; (4) if the corporation's board of directors, or incorporators,  
1773 revoked the dissolution, a statement to that effect; (5) if the  
1774 corporation's board of directors revoked a dissolution authorized by  
1775 members, a statement that revocation was permitted by action of the  
1776 board of directors alone pursuant to that authorization; (6) if member  
1777 action was required to revoke the dissolution, the information required  
1778 by subdivision (3) of subsection (a) [or subsection (b)] of section 33-  
1779 1172, as amended by this act; and (7) if the name of the corporation  
1780 whose dissolution is to be revoked is no longer available, be  
1781 accompanied by an amendment of the certificate of incorporation  
1782 which changes the name of the corporation to an available name.

1783 Sec. 51. Section 33-1178 of the general statutes is repealed and the  
1784 following is substituted in lieu thereof (*Effective July 1, 2003*):

1785 (a) A dissolved corporation may also publish notice of its  
1786 dissolution and request that persons with claims against the dissolved  
1787 corporation present them in accordance with the notice.

1788 (b) The notice shall: (1) Be published one time in a newspaper of  
1789 general circulation in the county where the dissolved corporation's  
1790 principal office or, if none in this state, its registered office, is or was  
1791 last located; (2) describe the information that must be included in a  
1792 claim and provide a mailing address where the claim may be sent; and  
1793 (3) state that a claim against the dissolved corporation will be barred  
1794 unless a proceeding to enforce the claim is commenced within three  
1795 years after the publication of the notice.

1796 (c) If the dissolved corporation publishes a newspaper notice in  
1797 accordance with subsection (b) of this section, the claim of each of the  
1798 following claimants is barred unless the claimant commences a  
1799 proceeding to enforce the claim against the dissolved corporation  
1800 within three years after the publication date of the newspaper notice:  
1801 (1) A claimant who [did not receive] was not given written notice

1802 under section 33-1177; (2) a claimant whose claim was timely sent to  
1803 the dissolved corporation but not acted on; (3) a claimant whose claim  
1804 is contingent or based on an event occurring after the effective date of  
1805 dissolution.

1806 (d) A claim that is not barred by subsection (c) of section 33-1177 or  
1807 subsection (c) of this section may be enforced: [under this section:] (1)  
1808 Against the dissolved corporation, to the extent of its undistributed  
1809 assets; or (2) except as provided in subsection (d) of section 52 of this  
1810 act, if the assets have been distributed in liquidation to the members of  
1811 the corporation, against a member of the dissolved corporation to the  
1812 extent of [his] the member's pro rata share of the claim or the corporate  
1813 assets distributed to [him] the member in liquidation, whichever is  
1814 less, but a member's total liability for all claims under this section may  
1815 not exceed the total amount of assets distributed to [him] the member.

1816 (e) Nothing in this section shall extend any applicable period of  
1817 limitation.

1818 Sec. 52. (NEW) (*Effective July 1, 2003*) (a) A dissolved corporation  
1819 that has published a notice under section 33-1178 of the general  
1820 statutes, as amended by this act, may file an application with the  
1821 superior court for the judicial district where the dissolved  
1822 corporation's principal office or, if none in this state, its registered  
1823 office, is located for a determination of the amount and form of  
1824 security to be provided for payment of claims that are contingent or  
1825 have not been made known to the dissolved corporation or that are  
1826 based on an event occurring after the effective date of dissolution but  
1827 that, based on the facts known to the dissolved corporation, are  
1828 reasonably estimated to arise after the effective date of dissolution.  
1829 Provision need not be made for any claim that is or is reasonably  
1830 anticipated to be barred under subsection (c) of section 33-1178 of the  
1831 general statutes, as amended by this act.

1832 (b) Within ten days after the filing of an application under  
1833 subsection (a) of this section, notice of the proceeding shall be given by

1834 the dissolved corporation to each claimant holding a contingent claim  
1835 whose contingent claim is shown on the records of the dissolved  
1836 corporation.

1837 (c) The court may appoint a guardian ad litem to represent all  
1838 claimants whose identities are unknown in any proceeding brought  
1839 under this section. The reasonable fees and expenses of such guardian,  
1840 including all reasonable expert witness fees, shall be paid by the  
1841 dissolved corporation.

1842 (d) Provision by the dissolved corporation for security in the  
1843 amount and the form ordered by the court under subsection (a) of this  
1844 section shall satisfy the dissolved corporation's obligations with  
1845 respect to claims that are contingent, have not been made known to the  
1846 dissolved corporation or are based on an event occurring after the  
1847 effective date of dissolution, and such claims may not be enforced  
1848 against a member who received assets in liquidation.

1849 Sec. 53. (NEW) (*Effective July 1, 2003*) (a) Directors of a dissolved  
1850 corporation shall cause the dissolved corporation to discharge or make  
1851 reasonable provision for the payment of claims and make distributions  
1852 of assets to members after payment of or provision for claims.

1853 (b) Directors of a dissolved corporation which has disposed of  
1854 claims under section 33-1177 or 33-1178 of the general statutes, as  
1855 amended by this act, or section 52 of this act shall not be liable for  
1856 breach of subsection (a) of this section with respect to claims against  
1857 the dissolved corporation that are barred or satisfied under sections 33-  
1858 1177 or 33-1178 of the general statutes, as amended by this act, or  
1859 section 52 of this act.

1860 Sec. 54. Section 34-9 of the general statutes is repealed and the  
1861 following is substituted in lieu thereof (*Effective July 1, 2003*):

1862 As used in this chapter, unless the context otherwise requires:

1863 (1) "Address" means location as described by the full street number,

1864 if any, street, city or town, state or country and not a mailing address  
1865 such as a post office box.

1866 (2) "Certificate of limited partnership" means the certificate referred  
1867 to in section 34-10 and the certificate as amended or restated.

1868 (3) "Consolidation" means a business combination pursuant to  
1869 section 34-33b, as amended by this act.

1870 [(3)] (4) "Contribution" means any cash, property, services rendered,  
1871 or a promissory note or other binding obligation to contribute cash or  
1872 property or to perform services, which a partner contributes to a  
1873 limited partnership in his capacity as a partner.

1874 [(4)] (5) "Event of withdrawal of a general partner" means an event  
1875 that causes a person to cease to be a general partner as provided in  
1876 section 34-28.

1877 [(5)] (6) "Foreign limited partnership" means a partnership formed  
1878 under the laws of any state other than this state and having as partners  
1879 one or more general partners and one or more limited partners.

1880 [(6)] (7) "General partner" means a person who has been admitted to  
1881 a limited partnership as a general partner in accordance with the  
1882 partnership agreement and named in the certificate of limited  
1883 partnership as a general partner.

1884 (8) "Interests" means the proprietary interests in an other entity.

1885 [(7)] (9) "Limited partner" means a person who has been admitted to  
1886 a limited partnership as a limited partner in accordance with the  
1887 partnership agreement.

1888 [(8)] (10) "Limited partnership" and "domestic limited partnership"  
1889 means a partnership formed by two or more persons under the  
1890 provisions of this chapter and having one or more general partners  
1891 and one or more limited partners.

1892 (11) "Merger" means a business combination pursuant to section 34-  
1893 33a, as amended by this act.

1894 (12) "Organizational documents" means the basic document or  
1895 documents that create, or determine the internal governance of, an  
1896 other entity.

1897 (13) "Other entity" means any association or legal entity, other than  
1898 a domestic or foreign limited partnership, organized to conduct  
1899 business, including, but not limited to, a corporation, general  
1900 partnership, limited liability partnership, limited liability company,  
1901 joint venture, joint stock company, business trust, statutory trust and  
1902 real estate investment trust.

1903 ~~[(9)]~~ (14) "Partner" means a limited or general partner.

1904 ~~[(10)]~~ (15) "Partnership agreement" means any valid agreement,  
1905 written or oral, of the partners as to the affairs of a limited partnership  
1906 and the conduct of its business.

1907 ~~[(11)]~~ (16) "Partnership interest" means a partner's share of the  
1908 profits and losses of a limited partnership and the right to receive  
1909 distributions of partnership assets.

1910 (17) "Party to a consolidation" means any domestic or foreign  
1911 limited partnership or other entity that will consolidate under a plan of  
1912 consolidation.

1913 (18) "Party to a merger" means any domestic or foreign limited  
1914 partnership or other entity that will merge under a plan of merger.

1915 ~~[(12)]~~ (19) "Person" means a natural person, partnership, limited  
1916 partnership, foreign limited partnership, trust, estate, association,  
1917 limited liability company or corporation.

1918 (20) "Plan of merger" means a plan entered into pursuant to section  
1919 34-33a, as amended by this act.

1920 (21) "Plan of consolidation" means a plan entered into pursuant to  
1921 section 34-33b, as amended by this act.

1922 [(13)] (22) "State" means a state, territory, or possession of the United  
1923 States, the District of Columbia or the Commonwealth of Puerto Rico.

1924 (23) "Survivor" means, in a merger or consolidation, the limited  
1925 partnership or other entity into which one or more other limited  
1926 partnerships or other entities are merged or consolidated.

1927 Sec. 55. Section 34-33a of the general statutes is repealed and the  
1928 following is substituted in lieu thereof (*Effective July 1, 2003*):

1929 (a) Pursuant to a plan of merger, approved in the manner provided  
1930 by section 34-33c, [a] one or more domestic limited [partnership]  
1931 partnerships may merge with or into any one or more limited  
1932 partnerships or any one or more other entities formed or organized  
1933 under the laws of this state or any other state or any foreign country or  
1934 other foreign jurisdiction, or any combination thereof, and the plan  
1935 shall name the [surviving or resulting limited partnership] survivor.

1936 (b) The plan of merger, which may be embodied in an agreement,  
1937 shall set forth: (1) The name and jurisdiction of organization of each [of  
1938 the merging limited partnerships and a designation of which] party to  
1939 the merger and the name of the limited partnership or other entity  
1940 which is to be the [surviving limited partnership] survivor; (2) the  
1941 terms and conditions of the merger, including the manner and basis of  
1942 converting the shares or interests of each party to the merger into  
1943 shares or other securities, interests, obligations, rights to acquire shares  
1944 or other securities, cash or other property, or any combination thereof,  
1945 and which may include provision for the distribution by any merging  
1946 limited partnership or [by any other limited partnership] other entity  
1947 of cash, securities of any limited partnership or other entity or other  
1948 property in lieu of, in addition to, in exchange for or upon conversion  
1949 of all or part of the interests in a limited partnership or other entity  
1950 which is not the [surviving or resulting limited partnership] survivor  
1951 in the merger; (3) any changes in the certificate of limited partnership

1952 [of the surviving limited partnership] or the organizational documents  
1953 of the survivor; (4) the effective date or time, which shall be a date or  
1954 time certain, of the merger if it is not to be effective upon the filing of  
1955 the certificate of merger; and (5) such other provisions with respect to  
1956 the merger as are deemed necessary or desirable. If the merger  
1957 involves one or more other entities, a written plan of merger which  
1958 meets the requirements for merger of the statutes under which such  
1959 other entity is organized or by which it is governed shall be deemed to  
1960 meet the requirements of this section.

1961 Sec. 56. Section 34-33b of the general statutes is repealed and the  
1962 following is substituted in lieu thereof (*Effective July 1, 2003*):

1963 (a) Pursuant to a plan of consolidation, approved in the manner  
1964 provided by section 34-33c, any domestic limited partnerships may  
1965 consolidate with one or more limited partnerships or with one or more  
1966 other entities formed or organized under the laws of this state or any  
1967 other state or any foreign country or other foreign jurisdiction, or any  
1968 combination thereof, into a new limited partnership or other entity.

1969 (b) The plan of consolidation, which may be embodied in an  
1970 agreement, shall set forth: (1) The name and jurisdiction of  
1971 organization of each of the consolidating limited partnerships or other  
1972 entities and the name and jurisdiction of organization of the new  
1973 limited partnership or other entity, which name may be that of any of  
1974 the consolidating limited partnerships or other entities or any other  
1975 available name pursuant to this chapter; (2) the terms and conditions  
1976 of the consolidation, including the manner and basis of converting the  
1977 shares or interests of each party to the consolidation into shares or  
1978 other securities, interests, obligations, rights to acquire shares or other  
1979 securities, cash or other property, or any combination thereof, and  
1980 which may include provision for the distribution by any consolidating  
1981 limited partnership of cash, securities of any limited partnership, or  
1982 other property in lieu of, in addition to, in exchange for or upon  
1983 conversion of all or part of the interests in any consolidating limited  
1984 partnership or other entity or of the new limited partnership or other

1985 entity; (3) [with respect to the new] if the survivor is a limited  
1986 partnership, a certificate of limited partnership complying with section  
1987 34-10; (4) the effective date or time, which shall be a date or time  
1988 certain, of a consolidation if it is not to be effective upon the filing of  
1989 the certificate of consolidation; and (5) such other provisions with  
1990 respect to the consolidation as are deemed necessary or desirable. If  
1991 the consolidation involves one or more other entities, a written plan of  
1992 consolidation which meets the requirements for consolidation of the  
1993 statutes under which such other entity is organized or by which it is  
1994 governed shall be deemed to meet the requirements of this section.

1995 Sec. 57. Section 34-33d of the general statutes is repealed and the  
1996 following is substituted in lieu thereof (*Effective July 1, 2003*):

1997 (a) [Any domestic limited partnership merging or consolidating  
1998 under this section] After a plan of merger or consolidation is approved  
1999 pursuant to section 34-33c, the survivor shall file a certificate of merger  
2000 or consolidation, as the case may be, in the following manner: (1) A  
2001 certificate of merger [, executed by each] by any merging limited  
2002 partnership that is a party thereto, executed as provided in section 34-  
2003 10a, shall be filed as provided in section 34-10b with respect to the  
2004 [surviving limited partnership. (2) A] survivor; (2) a certificate of  
2005 consolidation by [each] any consolidating limited partnership that is a  
2006 party thereto, executed as provided in section 34-10a, shall be filed as  
2007 provided in section 34-10b in respect of the new limited partnership or  
2008 other entity together with an appointment of statutory agent for  
2009 service as provided in section 34-13b [. (3) General] or other applicable  
2010 law; and (3) general partners executing a certificate of merger or  
2011 consolidation need not sign or swear as to facts set forth therein not  
2012 pertaining to the limited partnership of which they are general  
2013 partners.

2014 (b) The certificate of merger or consolidation, in addition to the  
2015 requirements for a certificate of merger or consolidation of the statutes  
2016 under which any other entity that is a party to the merger or  
2017 consolidation is organized or by which it is governed, shall set forth:

2018 (1) The plan of merger or consolidation; and (2) as to each merging or  
2019 consolidating limited partnership, a statement of the vote of limited  
2020 partners required to adopt the plan of merger or consolidation and the  
2021 vote for the plan; and (3) if the [surviving or new limited partnership]  
2022 survivor is a foreign limited partnership, and is to transact business in  
2023 this state, a statement that such [surviving or new limited partnership,  
2024 if any,] survivor shall comply with the provisions of this chapter  
2025 respecting such limited partnerships, and in every case a statement  
2026 irrevocably appointing the Secretary of the State as its attorney to  
2027 accept service of process in any action, suit or proceeding for the  
2028 enforcement of any obligations of any domestic merging or  
2029 consolidating limited partnership for which it is liable pursuant to  
2030 subsection (c) of section 34-33f, as amended by this act, to the plan of  
2031 merger or consolidation, or to the laws governing such foreign limited  
2032 partnership. If such appointment is not made, legal process in any  
2033 such action, suit or proceeding may be served upon the Secretary of  
2034 the State as provided in subsection (b) of section 34-38q as attorney for  
2035 such [surviving or new limited partnership] survivor.

2036 (c) The copy of the certificate of merger or consolidation, certified by  
2037 the Secretary of the State, may also be filed for record in the records of  
2038 deeds in the office of the town clerk in any town in this state. For such  
2039 recording, the town clerk shall charge and collect the same fee as in the  
2040 case of deeds.

2041 (d) A certificate of merger or consolidation shall act as a certificate  
2042 of cancellation for a domestic limited partnership which is not the  
2043 [surviving or new limited partnership] survivor in the merger or  
2044 consolidation. A certificate of merger shall act as a certificate of  
2045 amendment for a domestic limited partnership which survives such  
2046 merger, to the extent provided by the plan of merger. In the case of a  
2047 consolidation, if the new entity is a limited partnership, the certificate  
2048 of limited partnership set forth in the certificate of consolidation shall  
2049 be the certificate of limited partnership of the new limited partnership.

2050 Sec. 58. Section 34-33f of the general statutes is repealed and the

2051 following is substituted in lieu thereof (*Effective July 1, 2003*):

2052 (a) The [merging limited partnerships or consolidating limited  
2053 partnerships party to the plan of merger or consolidation] survivor  
2054 shall be a single limited partnership or other entity, which, in the case  
2055 of a merger shall be that limited partnership or other entity designated  
2056 in the plan of merger as the [surviving limited partnership] survivor  
2057 and, in the case of a consolidation shall be the new limited partnership  
2058 or other entity provided for in the plan of consolidation.

2059 (b) The separate existence of [all merging or consolidating limited  
2060 partnerships] each party to the [plan of] merger or the consolidation,  
2061 except the [surviving or new limited partnership] survivor, shall cease.

2062 (c) For the purposes of the laws of this state, the [surviving or new  
2063 limited partnership] survivor shall thereupon and thereafter, to the  
2064 extent consistent with its certificate of limited partnership or other  
2065 organizational documents as in effect upon effecting the merger or  
2066 consolidation, possess all of the rights, privileges and powers of each  
2067 of the limited partnerships and other entities that have merged or  
2068 consolidated, and all property, real, personal and mixed, and all debts  
2069 due to any of such limited partnerships and other entities as well as all  
2070 other things and choses in action belonging to each of such limited  
2071 partnerships and other entities, and all and every other interests, of or  
2072 belonging to or due to each of the limited partnerships and other  
2073 entities so merged or consolidated, shall be [taken and transferred to  
2074 and] vested in such single limited partnership or other entity without  
2075 further act or deed; and the title to any real estate, or any interest  
2076 therein, vested in any of such limited partnerships and other entities  
2077 shall not revert or be in any way impaired by reason of such merger or  
2078 consolidation.

2079 (d) Any devise, bequest, gift or grant, contained in any will or in  
2080 any other instrument, made before or after the merger or  
2081 consolidation, to or for the benefit of any [of the merging or  
2082 consolidating limited partnerships] party to the merger or the

2083 consolidation shall inure to the benefit of the [surviving or new limited  
2084 partnership] survivor. So far as is necessary for that purpose, the  
2085 existence of each [merging or consolidating limited partnership] party  
2086 to the merger or the consolidation shall be deemed to continue in and  
2087 through the [surviving or new limited partnership] survivor.

2088 (e) The [surviving or new limited partnership] survivor shall be  
2089 liable for all the liabilities, obligations and penalties of each [of the  
2090 merging or consolidating limited partnerships] party to the merger or  
2091 the consolidation; and any claim existing or action or proceeding, civil  
2092 or criminal, pending by or against any such limited partnership or  
2093 other entity may be prosecuted as if such merger or consolidation had  
2094 not taken place, or such [surviving or new limited partnership]  
2095 survivor may be substituted in its place; and any judgment rendered  
2096 against any [of the merging or consolidating limited partnerships]  
2097 party to the merger or the consolidation may be enforced against the  
2098 [surviving or new limited partnership] survivor. Neither the rights of  
2099 creditors nor any liens upon the property of any merging or  
2100 consolidating limited partnership shall be impaired by the merger or  
2101 consolidation.

2102 (f) Any general partner of a limited partnership or holder of an  
2103 interest in any other entity that is a party to a merger or a  
2104 consolidation who, prior to the merger or the consolidation, was  
2105 obligated for any of the liabilities or obligations of the limited  
2106 partnership or other entity shall not be released by reason of the  
2107 merger or the consolidation from any such liabilities or obligations  
2108 arising prior to the effective time of the merger or the consolidation.

2109 Sec. 59. Subsection (a) of section 34-38n of the general statutes is  
2110 repealed and the following is substituted in lieu thereof (*Effective July*  
2111 *1, 2003*):

2112 (a) The Secretary of the State shall receive, for filing any document  
2113 or certificate required to be filed under sections 34-10, 34-13a, 34-13e,  
2114 34-32, 34-32a, 34-32c, 34-38g and 34-38s, the following fees: (1) For

2115 reservation or cancellation of reservation of name, thirty dollars; (2) for  
2116 a certificate of limited partnership and appointment of statutory agent,  
2117 sixty dollars; (3) for a certificate of amendment, sixty dollars; (4) for a  
2118 certificate of merger or consolidation, thirty dollars; [per each  
2119 constituent domestic and foreign limited partnership;] (5) for a  
2120 certificate of cancellation, thirty dollars; (6) for a certificate of  
2121 registration, sixty dollars; (7) for a change of agent or change of  
2122 address of agent, ten dollars; (8) for a certificate of reinstatement, sixty  
2123 dollars; and (9) for an annual report, ten dollars.

2124 Sec. 60. Subsection (6) of section 34-82 of the general statutes is  
2125 repealed and the following is substituted in lieu thereof (*Effective July*  
2126 *1, 2003*):

2127 (6) An association formed under this section may become a  
2128 professional service corporation, in accordance with section 33-182b,  
2129 by complying with the provisions of chapter 594a and with this  
2130 subsection. Upon the filing of a certificate of incorporation in  
2131 compliance with section 33-182c, the association shall file with the  
2132 Secretary of the State, in such form as the Secretary of the State shall  
2133 prescribe, a certificate of cancellation of its articles of association and a  
2134 consent of each member to the association becoming a professional  
2135 service corporation, together with a filing fee of ten dollars. Upon the  
2136 filing of such a certificate and consents and the incorporation of the  
2137 professional service corporation, the association shall become a  
2138 professional service corporation and the interests therein shall be  
2139 converted to such number of shares of capital stock of the professional  
2140 service corporation as the members shall approve. The provisions of  
2141 subdivisions [(2),] (3), (4), [and (6)] (5) and (8) of subsection (a) of  
2142 section 33-820, as amended by this act, shall apply as though the  
2143 professional service corporation was the surviving corporation in a  
2144 merger and the association the merging corporation.

2145 Sec. 61. Section 34-101 of the general statutes is repealed and the  
2146 following is substituted in lieu thereof (*Effective July 1, 2003*):

2147 As used in sections 34-100 to 34-242, inclusive, unless the context  
2148 otherwise requires:

2149 (1) "Address" means a location as described by the full street  
2150 number, if any, street, city or town, state or county and not a mailing  
2151 address such as a post office box.

2152 (2) "Articles of organization" means articles filed under section 34-  
2153 121, and those articles as amended or restated.

2154 (3) "Corporation" means a corporation formed under the laws of this  
2155 state or a foreign corporation.

2156 (4) "Court" includes every court having jurisdiction in the case.

2157 (5) "Electronic transmission" or "electronically transmitted" means  
2158 any process of communication that is suitable for the retention,  
2159 retrieval and reproduction of information by the recipient and which  
2160 does not directly involve the physical transfer of paper.

2161 (6) "Event of dissociation" means an event that causes a person to  
2162 cease to be a member, as provided in section 34-180.

2163 (7) "Foreign corporation" means a corporation formed under the  
2164 laws of any state other than this state or under the laws of any foreign  
2165 country.

2166 (8) "Foreign limited liability company" means an entity that is: (A)  
2167 Organized under the laws of a state other than the laws of this state or  
2168 under the laws of any foreign country; (B) organized under a statute  
2169 pursuant to which an entity denominated as a limited liability  
2170 company may be formed that affords to each of its members limited  
2171 liability with respect to the liabilities of the entity; and (C) is not  
2172 required to be registered or organized under any statute of this state  
2173 other than sections 34-100 to 34-242, inclusive.

2174 (9) "Foreign limited partnership" means a limited partnership  
2175 formed under the laws of any state other than this state or under the

2176 laws of any foreign country.

2177 (10) "Limited liability company" or "domestic limited liability  
2178 company" means an organization having one or more members that is  
2179 formed under sections 34-100 to 34-242, inclusive.

2180 (11) "Limited liability company membership interest" or "interest" or  
2181 "interest in the limited liability company" means a member's share of  
2182 the profits and losses of the limited liability company and a member's  
2183 right to receive distributions of the limited liability company's assets,  
2184 unless otherwise provided in the operating agreement.

2185 (12) "Limited partnership" means a limited partnership formed  
2186 under the laws of this state or a foreign limited partnership.

2187 (13) "Manager" or "managers" means, with respect to a limited  
2188 liability company that has set forth in its articles of organization that it  
2189 is to be managed by managers, the person or persons designated in  
2190 accordance with section 34-140.

2191 (14) "Member" or "members" means a person or persons who have  
2192 been admitted to membership in a limited liability company as  
2193 provided in section 34-179 and who has not disassociated from the  
2194 limited liability company as provided in section 34-180.

2195 (15) "Operating agreement" means any agreement, written or oral,  
2196 as to the conduct of the business and affairs of a limited liability  
2197 company, which is binding upon all of the members.

2198 (16) "Organizational documents" means the basic document or  
2199 documents that create, or determine the internal governance of, an  
2200 other entity.

2201 (17) "Organizer" or "organizers" means any member or members or  
2202 any other person or persons who files or file the articles of  
2203 organization as provided in section 34-120.

2204 (18) "Other entity" means any association or legal entity, other than

2205 a domestic or foreign limited liability company, organized to conduct  
2206 business, including, but not limited to, a corporation, general  
2207 partnership, limited liability partnership, limited partnership, joint  
2208 venture, joint stock company, business trust, statutory trust and real  
2209 estate investment trust.

2210 (19) "Party to a consolidation" means any domestic or foreign  
2211 limited liability company or other entity that will consolidate under a  
2212 plan of consolidation.

2213 (20) "Party to a merger" means any domestic or foreign limited  
2214 liability company or other entity that will merge under a plan of  
2215 merger.

2216 ~~[(16)]~~ (21) "Person" means an individual, a general partnership, a  
2217 limited partnership, a domestic or foreign limited liability company, a  
2218 trust, an estate, an association, a corporation or any other legal or  
2219 commercial entity.

2220 ~~[(17) "Organizer" or "organizers" means any member or members or~~  
2221 ~~any other person or persons who files or file the articles of~~  
2222 ~~organization as provided in section 34-120.]~~

2223 (22) "Plan of merger" or "plan of consolidation" means a plan  
2224 entered into pursuant to section 34-195, as amended by this act.

2225 ~~[(18)]~~ (23) "Professional service" means any type of service to the  
2226 public that requires that members of a profession rendering such  
2227 service obtain a license or other legal authorization as a condition  
2228 precedent to the rendition thereof, limited to the professional services  
2229 rendered by dentists, natureopaths, chiropractors, physicians and  
2230 surgeons, doctors of dentistry, physical therapists, occupational  
2231 therapists, podiatrists, optometrists, nurses, nurse-midwives,  
2232 veterinarians, pharmacists, architects, professional engineers, or jointly  
2233 by architects and professional engineers, landscape architects, real  
2234 estate brokers, insurance producers, certified public accountants and  
2235 public accountants, land surveyors, psychologists, attorneys-at-law,

2236 licensed marital and family therapists, licensed professional counselors  
2237 and licensed clinical social workers.

2238 [(19)] (24) "Sign" or "signature" includes any manual, facsimile or  
2239 conformed signature.

2240 [(20)] (25) "State" means a state, territory or possession of the United  
2241 States, the District of Columbia or the Commonwealth of Puerto Rico.

2242 (26) "Survivor" means, in a merger or consolidation, the limited  
2243 liability company or other entity into which one or more other limited  
2244 liability companies or other entities are merged or consolidated.

2245 Sec. 62. Subsection (a) of section 34-112 of the general statutes is  
2246 repealed and the following is substituted in lieu thereof (*Effective July*  
2247 *1, 2003*):

2248 (a) Fees for filing documents and issuing certificates: (1) Filing  
2249 application to reserve a limited liability company name or to cancel a  
2250 reserved limited liability company name, thirty dollars; (2) filing  
2251 transfer of reserved limited liability company name, thirty dollars; (3)  
2252 filing articles of organization, including appointment of statutory  
2253 agent, sixty dollars; (4) filing change of address of statutory agent or  
2254 change of statutory agent, twenty-five dollars; (5) filing notice of  
2255 resignation of statutory agent in duplicate, twenty-five dollars; (6)  
2256 filing amendment to articles of organization, sixty dollars; (7) filing  
2257 restated articles of organization, sixty dollars; (8) filing articles of  
2258 merger or consolidation, thirty dollars; [per each limited liability  
2259 company;] (9) filing articles of dissolution by resolution, twenty-five  
2260 dollars; (10) filing articles of dissolution by expiration, twenty-five  
2261 dollars; (11) filing judicial decree of dissolution, twenty-five dollars;  
2262 (12) filing certificate of reinstatement, sixty dollars; (13) filing  
2263 application by a foreign limited liability company for certificate of  
2264 registration to transact business in this state and issuing certificate of  
2265 registration, sixty dollars; (14) filing application of foreign limited  
2266 liability company for amended certificate of registration to transact  
2267 business in this state and issuing amended certificate of registration,

2268 sixty dollars; (15) filing application for withdrawal of foreign limited  
2269 liability company and issuing certificate of withdrawal, sixty dollars;  
2270 (16) filing an annual report, ten dollars.

2271 Sec. 63. Section 34-193 of the general statutes is repealed and the  
2272 following is substituted in lieu thereof (*Effective July 1, 2003*):

2273 (a) Except as provided in subsection (b) of this section, any one or  
2274 more limited liability companies may merge or consolidate with or  
2275 into any one or more limited liability companies or one or more other  
2276 entities formed or organized under the laws of this state or any other  
2277 state or any foreign country or other foreign jurisdiction, or any  
2278 combination thereof, in a manner provided in sections 34-194 and 34-  
2279 195, as amended by this act.

2280 (b) A limited liability company [formed] organized under sections  
2281 34-100 to 34-242, inclusive, to render professional services [shall] may  
2282 merge or consolidate only with another domestic limited liability  
2283 company [formed] organized under said sections, a professional  
2284 service corporation organized under chapter 594a or a partnership or  
2285 limited liability partnership organized under chapter 614, if such  
2286 company, corporation or partnership is organized to render the same  
2287 professional service. [, and a] A merger or consolidation of a limited  
2288 liability company organized under sections 34-100 to 34-242, inclusive,  
2289 to render professional services with any foreign limited liability  
2290 company or foreign other entity is prohibited.

2291 Sec. 64. Subsection (a) of section 34-194 of the general statutes is  
2292 repealed and the following is substituted in lieu thereof (*Effective July*  
2293 *1, 2003*):

2294 (a) Unless otherwise provided in the articles of organization or the  
2295 operating agreement, a proposed plan of merger or consolidation  
2296 complying with the requirements of section 34-195, as amended by this  
2297 act, shall be authorized and approved by each limited liability  
2298 company that is a party to a proposed merger or consolidation by the  
2299 affirmative vote of at least two-thirds in interest of the members.

2300 Sec. 65. Section 34-195 of the general statutes is repealed and the  
2301 following is substituted in lieu thereof (*Effective July 1, 2003*):

2302 (a) Each limited liability company or other entity that is a party to a  
2303 proposed merger or consolidation shall enter into a written plan of  
2304 merger or consolidation, which shall be approved in accordance with  
2305 section 34-194, as amended by this act.

2306 (b) The plan of merger or consolidation shall set forth: (1) The name  
2307 of each limited liability company [in] and other entity that is a party to  
2308 the merger or consolidation and the name of the [surviving limited  
2309 liability company] survivor in a merger or the new limited liability  
2310 company in a consolidation; (2) the terms and conditions of the  
2311 proposed merger or consolidation; (3) the manner and basis of  
2312 converting the interests in each limited liability company or other  
2313 entity in the merger or consolidation into interests of the surviving or  
2314 new limited liability company or other entity or, in whole or in part,  
2315 into cash or other property; (4) in the case of a merger, such  
2316 amendments to the [articles of organization of the surviving limited  
2317 liability company] organizational documents of the survivor as are  
2318 desired to be effected by the merger, or that no such changes are  
2319 desired; (5) in the case of a consolidation, all of the statements required  
2320 to be set forth in the [articles of organization of any new limited  
2321 liability company] organizational documents of the survivor; and (6)  
2322 such other provisions relating to the proposed merger or consolidation  
2323 as are deemed necessary or desirable. If the merger or consolidation  
2324 involves an other entity, a written plan of merger or consolidation that  
2325 meets the requirements for merger or consolidation of the statutes  
2326 under which such other entity is organized or by which it is governed  
2327 shall be deemed to meet the requirements for a plan of merger or  
2328 consolidation under this section.

2329 Sec. 66. Section 34-196 of the general statutes is repealed and the  
2330 following is substituted in lieu thereof (*Effective July 1, 2003*):

2331 (a) After a plan of merger or consolidation is approved as provided

2332 in section 34-194, [the surviving or new limited liability company] as  
2333 amended by this act, the survivor shall deliver to the Secretary of the  
2334 State for filing articles of merger or consolidation duly executed by  
2335 each limited liability company and other entity that is a party thereto  
2336 setting forth: (1) The name and jurisdiction of formation or  
2337 organization of each limited liability company and other entity; (2) the  
2338 effective date of the merger or consolidation if later than the date of  
2339 filing of the articles of merger or consolidation; (3) the name of the  
2340 [surviving limited liability company or new limited liability company]  
2341 survivor; (4) a statement that the plan of merger or consolidation was  
2342 duly authorized and approved by each limited liability company in  
2343 accordance with the provisions of section 34-194, as amended by this  
2344 act, and by each other entity in accordance with the applicable  
2345 organizational documents of each other entity; (5) if the articles of  
2346 organization of the survivor of the merger are amended, the  
2347 amendments to such articles of organization or, if a new limited  
2348 liability company is created as a result of the consolidation, the articles  
2349 of organization of such new limited liability company; [(5)] (6) that the  
2350 plan of merger or consolidation is on file at a place of business of the  
2351 [surviving or new limited liability company] survivor and the address  
2352 thereof; and [(6)] (7) that a copy of the plan of merger or consolidation  
2353 will be furnished by the [surviving or new limited liability company]  
2354 survivor, on request and without cost, to any person holding an  
2355 interest in any limited liability company or other entity that is a party  
2356 to the merger or consolidation.

2357 (b) A merger or consolidation takes effect upon the later of the  
2358 effective date of the filing of the articles of merger or consolidation or  
2359 the date set forth in the plan of merger or consolidation.

2360 (c) The articles of merger or consolidation shall be executed by [a]  
2361 each limited liability company or other entity that is a party to the  
2362 merger or consolidation. [in the manner provided for in section 34-109,  
2363 and shall be filed] The survivor shall file the articles of merger or  
2364 consolidation with the Secretary of the State in the manner provided  
2365 for in section 34-110 as a condition of the effectiveness of the merger or

2366 consolidation.

2367 (d) Articles of merger or consolidation shall act as articles of  
2368 dissolution for a limited liability company which is not the [surviving  
2369 or new limited liability company] survivor in the merger or  
2370 consolidation.

2371 (e) A plan of merger or consolidation authorized and approved in  
2372 accordance with section 34-194, as amended by this act, may effect any  
2373 amendment to the operating agreement or effect the adoption of a new  
2374 operating agreement for a limited liability company if it is the  
2375 [surviving or new limited liability company] survivor in the merger or  
2376 consolidation. Such a plan of merger or consolidation may also  
2377 provide that the operating agreement of any limited liability company  
2378 that is a party to the merger or consolidation, including a limited  
2379 liability company formed for the purpose of consummating a merger  
2380 or consolidation, shall be the operating agreement of the [surviving or  
2381 new limited liability company] survivor. Any amendment to an  
2382 operating agreement or adoption of a new operating agreement made  
2383 pursuant to this subsection shall be effective at the effective time or  
2384 date of the merger or consolidation. The provisions of this subsection  
2385 shall not be construed to limit the accomplishment of a merger or  
2386 consolidation or of any of the matters referred to [herein] in this  
2387 subsection by any other means provided for in an operating agreement  
2388 or other agreement or as otherwise permitted by law.

2389 Sec. 67. Section 34-197 of the general statutes is repealed and the  
2390 following is substituted in lieu thereof (*Effective July 1, 2003*):

2391 Upon the effectiveness of a merger or consolidation:

2392 (1) The [limited liability companies party to the plan of merger or  
2393 consolidation] survivor shall be a [single] limited liability company or  
2394 other entity which, in the case of a merger, shall be the limited liability  
2395 company or other entity designated in the plan of merger as the  
2396 [surviving limited liability company] survivor and, in the case of a  
2397 consolidation, shall be the new limited liability company or other

2398 entity provided for in the plan of consolidation.

2399 (2) The separate existence of each limited liability company or other  
2400 entity that is a party to the plan of merger or consolidation, except the  
2401 [surviving or new limited liability company] survivor, shall cease.

2402 (3) The [surviving or new limited liability company] survivor shall  
2403 thereupon and thereafter possess all the rights, privileges, immunities  
2404 and powers of each of the merging or consolidating limited liability  
2405 companies or other entities and [is] shall be subject to all the  
2406 restrictions, disabilities and duties of each of the merging or  
2407 consolidating limited liability companies or other entities.

2408 (4) [~~All~~] Any property, real, personal and mixed, and all debts due  
2409 on whatever account, including promises to make capital  
2410 contributions, and all other choses in action, and all and every other  
2411 interest of or belonging to or due to each [of the limited liability  
2412 companies] party to the merger or the consolidation shall be vested in  
2413 the [surviving or new limited liability company] survivor without  
2414 further act or deed.

2415 (5) The title to all real estate, and any interest therein, vested in any  
2416 [such limited liability company] party to the merger or the  
2417 consolidation shall not revert or be in any way impaired by reason of  
2418 such merger or consolidation.

2419 (6) The [surviving or new limited liability company] survivor shall  
2420 be responsible and liable for all liabilities and obligations of each of the  
2421 limited liability companies or other entities that were merged or  
2422 consolidated, and any claim existing or action or proceeding pending  
2423 by or against any limited liability company or other entity that was a  
2424 party to the merger or consolidation may be prosecuted as if such  
2425 merger or consolidation had not taken place, or the [surviving or new  
2426 limited liability company] survivor may be substituted in the action.

2427 (7) Neither the rights of creditors nor any liens on the property of  
2428 any limited liability company or other entity that is a party to the

2429 merger or consolidation shall be impaired by the merger or  
2430 consolidation.

2431 (8) The membership or other interests in a limited liability company  
2432 or other entity that are to be converted or exchanged into interests,  
2433 cash, obligations or other property under the terms of the plan of  
2434 merger or consolidation are so converted, and the former holders  
2435 thereof are entitled only to the rights provided in the plan of merger or  
2436 consolidation or the rights otherwise provided by law.

2437 Sec. 68. Section 34-198 of the general statutes is repealed and the  
2438 following is substituted in lieu thereof (*Effective July 1, 2003*):

2439 [(a) Any one or more limited liability companies formed under  
2440 sections 34-100 to 34-242, inclusive, may merge or consolidate with or  
2441 into one or more foreign limited liability companies, or any one or  
2442 more foreign limited liability companies may merge or consolidate  
2443 with or into any one or more limited liability companies formed under  
2444 said sections if: (1) The merger or consolidation is permitted by the law  
2445 of the state or jurisdiction under whose laws each foreign limited  
2446 liability company is organized or formed and each foreign limited  
2447 liability company complies with that law in effecting the merger or  
2448 consolidation; (2) the foreign limited liability company complies with  
2449 section 34-196 if it is the surviving or new limited liability company;  
2450 and (3) each domestic limited liability company complies with the  
2451 applicable provisions of sections 34-193 to 34-195, inclusive, and, if it is  
2452 the surviving or new limited liability company, with section 34-196.]

2453 [(b)] (a) Upon a merger involving one or more domestic limited  
2454 liability companies taking effect, if the [surviving or new limited  
2455 liability company] survivor is to be governed by the laws of any state  
2456 other than this state or by the laws of the District of Columbia or of any  
2457 foreign country, then the [surviving or new limited liability company]  
2458 survivor shall agree: (1) That it may be served with process in this state  
2459 in any proceeding for enforcement of any obligation of any limited  
2460 liability company or other entity party to the merger or consolidation

2461 that was formed under the laws of this state, as well as for enforcement  
2462 of any obligation of the [surviving or new limited liability company  
2463 arising from] survivor of the merger or consolidation; and (2) to  
2464 irrevocably appoint the Secretary of the State as its agent for service of  
2465 process in any such proceeding and the [surviving or new limited  
2466 liability company] survivor shall specify the address to which a copy  
2467 of the process shall be mailed to it by the Secretary of the State.

2468 [(c)] (b) The effect of such merger or consolidation shall be as  
2469 provided in section 34-197, as amended by this act, if the [surviving or  
2470 new limited liability company] survivor is to be governed by the laws  
2471 of this state. If the [surviving or new limited liability company]  
2472 survivor is to be governed by the laws of any jurisdiction other than  
2473 this state, the effect of such merger or consolidation shall be the same  
2474 as provided in section 34-197, as amended by this act, except as the  
2475 laws of such other jurisdiction provide otherwise.

2476 Sec. 69. Section 34-301 of the general statutes is repealed and the  
2477 following is substituted in lieu thereof (*Effective July 1, 2003*):

2478 [In] As used in sections 34-300 to 34-399, inclusive:

2479 (1) "Business" includes every trade, occupation and profession.

2480 (2) "Debtor in bankruptcy" means a person who is the subject of: (A)  
2481 An order for relief under Title 11 of the United States Code or a  
2482 comparable order under a successor statute of general application; or  
2483 (B) a comparable order under federal, state or foreign law governing  
2484 insolvency.

2485 (3) "Distribution" means a transfer of money or other property from  
2486 a partnership to a partner in the partner's capacity as a partner or to  
2487 the partner's transferee.

2488 (4) "Foreign registered limited liability partnership" includes a  
2489 partnership formed pursuant to an agreement governed by the laws of  
2490 any state other than this state and registered or denominated as a

2491 registered limited liability partnership or limited liability partnership  
2492 under the laws of such other state.

2493 (5) "Interests" means the proprietary interests in an other entity.

2494 (6) "Merger" means a business combination pursuant to section 34-  
2495 388, as amended by this act.

2496 (7) "Organizational documents" means the basic document or  
2497 documents that create, or determine the internal governance of, an  
2498 other entity.

2499 (8) "Other entity" means any association or legal entity, other than a  
2500 domestic or foreign partnership, organized to conduct business,  
2501 including, but not limited to, a corporation, limited partnership,  
2502 limited liability partnership, limited liability company, joint venture,  
2503 joint stock company, business trust, statutory trust and real estate  
2504 investment trust.

2505 ~~[(5)]~~ (9) "Partnership" means an association of two or more persons  
2506 to carry on as co-owners a business for profit formed under section 34-  
2507 314, predecessor law or comparable law of another jurisdiction, and  
2508 includes for all purposes of the laws of this state a registered limited  
2509 liability partnership.

2510 ~~[(6)]~~ (10) "Partnership agreement" means the agreement, whether  
2511 written, oral or implied, among the partners concerning the  
2512 partnership, including amendments to the partnership agreement.

2513 ~~[(7)]~~ (11) "Partnership at will" means a partnership in which the  
2514 partners have not agreed to remain partners until the expiration of a  
2515 definite term or the completion of a particular undertaking.

2516 ~~[(8)]~~ (12) "Partnership interest" or "partner's interest in the  
2517 partnership" means all of a partner's interests in the partnership,  
2518 including the partner's transferable interest and all management and  
2519 other rights.

2520 (13) "Party to a merger" means any domestic or foreign partnership  
2521 or other entity that will merge under a plan of merger.

2522 [(9)] (14) "Person" means an individual, corporation, limited liability  
2523 company, business trust, estate, trust, partnership, association, joint  
2524 venture, government, governmental subdivision, agency or  
2525 instrumentality, or any other legal or commercial entity.

2526 (15) "Plan of merger" means a plan entered into pursuant to section  
2527 34-388, as amended by this act.

2528 [(10)] (16) "Property" means all property, real, personal or mixed,  
2529 tangible or intangible, or any interest therein.

2530 [(11)] (17) "Registered limited liability partnership" includes a  
2531 partnership formed pursuant to an agreement governed by the laws of  
2532 this state, registered under section 34-419, and complying with sections  
2533 34-406 and 34-420.

2534 [(12)] (18) "State" means a state of the United States, the District of  
2535 Columbia, the Commonwealth of Puerto Rico or any territory or  
2536 insular possession subject to the jurisdiction of the United States.

2537 [(13)] (19) "Statement" means a statement of partnership authority  
2538 under section 34-324, a statement of denial under section 34-325, a  
2539 statement of dissociation under section 34-365, a statement of  
2540 dissolution under section 34-376, a statement of merger under section  
2541 34-390, as amended by this act, or an amendment or cancellation of any  
2542 of the foregoing.

2543 (20) "Survivor" in a merger means the partnership or other entity  
2544 into which one or more other partnerships or other entities are merged  
2545 or consolidated. A survivor of a merger may preexist the merger or be  
2546 created by the merger.

2547 [(14)] (21) "Transfer" includes an assignment, conveyance, lease,  
2548 mortgage, deed and encumbrance.

2549 Sec. 70. Section 34-388 of the general statutes is repealed and the  
2550 following is substituted in lieu thereof (*Effective July 1, 2003*):

2551 (a) Pursuant to a plan of merger approved as provided in subsection  
2552 (c) of this section, [a partnership may be merged with one or more  
2553 partnerships or limited partnerships] one or more partnerships may  
2554 merge with or into any one or more partnerships or any one or more  
2555 other entities formed or organized under the laws of this state or any  
2556 other state or any foreign country or other foreign jurisdiction, or any  
2557 combination thereof.

2558 (b) The plan of merger shall set forth:

2559 (1) The name of each partnership or [limited partnership] other  
2560 entity that is a party to the merger;

2561 (2) The name of the [surviving entity] survivor into which the other  
2562 partnerships or [limited partnerships] other entities will merge;

2563 (3) Whether the [surviving entity] survivor is a partnership or an  
2564 other entity and, if the survivor is a partnership or a limited  
2565 partnership, [and] the status of each partner;

2566 (4) The terms and conditions of the merger;

2567 (5) The manner and basis of converting the shares or interests of  
2568 each party to the merger into shares, interests or obligations of the  
2569 [surviving entity] survivor or into money or other property in whole or  
2570 part; [and]

2571 (6) The street address of the [surviving entity's] survivor's chief  
2572 executive office;

2573 (7) The effective date or time, which shall be a date or time certain,  
2574 of the merger if it is not to be effective upon the filing of the certificate  
2575 of merger; and

2576 (8) Such other provisions with respect to the merger as are deemed

2577 necessary or desirable.

2578 (c) The plan of merger shall be approved:

2579 (1) In the case of a partnership that is a party to the merger, by all of  
2580 the partners or a number or percentage specified for merger in the  
2581 partnership agreement; and

2582 (2) In the case of [a limited partnership] an other entity that is a  
2583 party to the merger, by the vote required for approval of a merger by  
2584 the law of the state or foreign jurisdiction in which the [limited  
2585 partnership] other entity is organized or by which it is governed and,  
2586 in the absence of such a specifically applicable law, as to a limited  
2587 partnership, by all of the partners, notwithstanding a provision to the  
2588 contrary in the partnership agreement.

2589 (d) After a plan of merger is approved and before the merger takes  
2590 effect, the plan may be amended or abandoned as provided in the  
2591 plan.

2592 (e) The merger takes effect on the later of:

2593 (1) The approval of the plan of merger by all parties to the merger,  
2594 as provided in subsection (c) of this section;

2595 (2) The filing of all documents required by law to be filed as a  
2596 condition to the effectiveness of the merger; or

2597 (3) Any effective date specified in the plan of merger.

2598 (f) If the merger involves one or more other entities, a written plan  
2599 of merger which meets the requirements for merger of the statutes  
2600 under which such other entity is organized or by which it is governed  
2601 shall be deemed to meet the requirements of a plan of merger under  
2602 this section.

2603 Sec. 71. Section 34-389 of the general statutes is repealed and the  
2604 following is substituted in lieu thereof (*Effective July 1, 2003*):

2605 (a) When a merger takes effect:

2606 (1) The separate existence of every partnership or [limited  
2607 partnership] other entity that is a party to the merger, other than the  
2608 [surviving entity] survivor, ceases;

2609 (2) All property owned by each of the merged partnerships or  
2610 [limited partnerships] other entities vests in the [surviving entity]  
2611 survivor;

2612 (3) All obligations of every partnership or [limited partnership]  
2613 other entity that is a party to the merger become the obligations of the  
2614 [surviving entity] survivor; and

2615 (4) An action or proceeding pending against a partnership or  
2616 [limited partnership] other entity that is a party to the merger may be  
2617 continued as if the merger had not occurred, or the [surviving entity]  
2618 survivor may be substituted as a party to the action or proceeding.

2619 (b) The Secretary of the State is the agent for service of process in an  
2620 action or proceeding against a surviving foreign partnership or  
2621 [limited partnership] other entity to enforce an obligation of a domestic  
2622 partnership or [limited partnership] other entity that is a party to a  
2623 merger. Upon receipt of process, the Secretary of the State shall mail a  
2624 copy of the process to the surviving foreign partnership or [limited  
2625 partnership] other entity.

2626 (c) A partner of [the] a surviving partnership or limited partnership  
2627 is liable for:

2628 (1) All obligations of a party to the merger for which the partner  
2629 was personally liable before the merger;

2630 (2) All other obligations of the [surviving entity] survivor incurred  
2631 before the merger by a party to the merger, but those obligations may  
2632 be satisfied only out of property of the [entity] survivor; and

2633 (3) All obligations of the [surviving entity] survivor incurred after

2634 the merger takes effect, but those obligations may be satisfied only out  
2635 of property of the [entity] survivor if the partner is a limited partner.

2636 (d) If the obligations incurred before the merger by a party to the  
2637 merger that is a partnership or limited partnership are not satisfied out  
2638 of the property of the [surviving partnership or limited partnership]  
2639 survivor, the general partners of that party immediately before the  
2640 effective date of the merger shall contribute the amount necessary to  
2641 satisfy that party's obligations to the [surviving entity] survivor, in the  
2642 manner provided in section 34-378 or in sections 34-9 to 34-38r,  
2643 inclusive, of the jurisdiction in which the party was [formed]  
2644 organized, as the case may be, as if the merged party were dissolved.

2645 (e) A partner of a party to a merger between or among partnerships  
2646 or limited partnerships, or both, who does not become a partner of the  
2647 [surviving partnership or limited partnership] survivor is dissociated  
2648 from the entity, of which that partner was a partner, as of the date the  
2649 merger takes effect. The [surviving entity] survivor shall cause the  
2650 partner's interest in the entity to be purchased under section 34-362 or  
2651 another statute specifically applicable to that partner's interest with  
2652 respect to a merger. The [surviving entity] survivor is bound under  
2653 section 34-363 by an act of a general partner dissociated under this  
2654 subsection, and the partner is liable under section 34-364 for  
2655 transactions entered into by the [surviving entity] survivor after the  
2656 merger takes effect.

2657 (f) Any partner of a partnership or holder of an interest in an other  
2658 entity that is a party to a merger who, prior to the merger, was  
2659 obligated for any of the liabilities or obligations of the partnership or  
2660 other entity shall not be released by reason of the merger from any  
2661 such liabilities or obligations arising prior to the effective time of the  
2662 merger.

2663 Sec. 72. Section 34-390 of the general statutes is repealed and the  
2664 following is substituted in lieu thereof (*Effective July 1, 2003*):

2665 (a) After a merger, [the surviving partnership or limited

2666 partnership] if the survivor is a partnership, the partnership may file a  
2667 statement that one or more partnerships or [limited partnerships] other  
2668 entities have merged into the surviving [entity] partnership.

2669 (b) A statement of merger shall contain, in addition to the  
2670 requirements of statute for a certificate of merger or consolidation  
2671 applicable to an other entity that is a party to the merger:

2672 (1) The name of each partnership or [limited partnership] other  
2673 entity that is a party to the merger;

2674 (2) The name of the [surviving entity] survivor into which the other  
2675 partnerships or [limited partnership] other entities were merged;

2676 (3) The street address of the [surviving entity's] survivor's chief  
2677 executive office and of an office in this state, if any; and

2678 (4) [Whether the surviving entity is a partnership or a limited  
2679 partnership] The type of entity of the survivor.

2680 (c) Except as otherwise provided in subsection (d) of this section, for  
2681 the purposes of section 34-323, property of the surviving partnership  
2682 or [limited partnership] other entity which before the merger was held  
2683 in the name of another party to the merger is property held in the  
2684 name of the [surviving entity] survivor upon filing a statement of  
2685 merger.

2686 (d) For the purposes of section 34-323, real property of the surviving  
2687 partnership or [limited partnership] other entity which before the  
2688 merger was held in the name of another party to the merger is  
2689 property held in the name of the [surviving entity] survivor upon  
2690 recording a certified copy of the statement of merger in the office for  
2691 recording transfers of that real property.

2692 (e) A filed and, if appropriate, recorded statement of merger,  
2693 executed and declared to be accurate pursuant to subsection (c) of  
2694 section 34-305, stating the name of a partnership or [limited  
2695 partnership] other entity that is a party to the merger in whose name

2696 property was held before the merger and the name of the [surviving  
2697 entity] survivor, but not containing all of the other information  
2698 required by subsection (b) of this section, operates with respect to the  
2699 partnerships or [limited partnerships] other entities named to the  
2700 extent provided in subsections (c) and (d) of this section.

2701 (f) If the survivor is a limited liability partnership, a certificate  
2702 meeting the requirements of section 34-33d, as amended by this act,  
2703 shall be filed with the Secretary of the State.

2704 Sec. 73. Subsection (a) of section 34-413 of the general statutes is  
2705 repealed and the following is substituted in lieu thereof (*Effective July*  
2706 *1, 2003*):

2707 (a) Fees for filing documents and processing certificates: (1) Filing  
2708 application to reserve a registered limited liability partnership name or  
2709 to cancel a reserved limited liability partnership name, thirty dollars;  
2710 (2) filing transfer of reserved registered limited liability partnership  
2711 name, thirty dollars; (3) filing change of address of statutory agent or  
2712 change of statutory agent, twenty-five dollars; (4) filing certificate of  
2713 limited liability partnership, sixty dollars; (5) filing amendment to  
2714 certificate of limited liability partnership, sixty dollars; (6) filing  
2715 renunciation of status report, twenty-five dollars; (7) filing certificate of  
2716 authority to transact business in this state, including appointment of  
2717 statutory agent, sixty dollars; (8) filing amendment to certificate of  
2718 authority to transact business in this state, sixty dollars; (9) filing  
2719 withdrawal of certificate of authority, sixty dollars; (10) filing an  
2720 annual report, ten dollars; and (11) filing statement of merger, thirty  
2721 dollars.

2722 Sec. 74. Subsection (a) of section 34-509 of the general statutes is  
2723 repealed and the following is substituted in lieu thereof (*Effective July*  
2724 *1, 2003*):

2725 (a) The Secretary of the State shall charge and collect the following  
2726 fees and remit them to the Treasurer for the use of the state: (1) For  
2727 filing of an application for reservation of name, and application for

2728 renewal of reservation, or notice of transfer or cancellation of  
 2729 reservation pursuant to section 34-506, thirty dollars; (2) for filing of a  
 2730 certificate of trust, a certificate of amendment, a restated certificate of  
 2731 trust [ ] or a certificate of cancellation, [or a certificate of merger or  
 2732 consolidation,] sixty dollars; (3) for preparing and furnishing a copy of  
 2733 any certificate filed relating to a statutory trust: For each copy of each  
 2734 such document thereof regardless of the number of pages, twenty  
 2735 dollars; for affixing his certification thereto, five dollars; (4) for  
 2736 preparing and furnishing a certificate of existence or authorization,  
 2737 twenty dollars; (5) for preparing and furnishing a certificate of  
 2738 existence or authorization reflecting any and all changes of name and  
 2739 the date or dates of filing thereof, forty dollars; (6) for filing of a  
 2740 certificate of merger or consolidation, thirty dollars; and ~~[(6)]~~ (7) for  
 2741 other services for which fees are not provided by the general statutes,  
 2742 the Secretary of the State may charge such fees as will in his judgment  
 2743 cover the cost of the services provided.

2744       Sec. 75. *(Effective from passage)* Any certificate of amendment filed  
 2745 pursuant to section 33-800 of the general statutes or certificate of  
 2746 merger or share exchange filed pursuant to section 33-819 of the  
 2747 general statutes between January 1, 1997, and the effective date of this  
 2748 section, otherwise valid except that it contains an incorrect or  
 2749 incomplete statement of the information required by said sections with  
 2750 respect to the approval of the shareholders, is validated.

2751       Sec. 76. *(Effective July 1, 2003)* Sections 33-821 and 33-1159 of the  
 2752 general statutes are repealed.

This act shall take effect as follows:	
Section 1	<i>July 1, 2003</i>
Sec. 2	<i>July 1, 2003</i>
Sec. 3	<i>July 1, 2003</i>
Sec. 4	<i>July 1, 2003</i>
Sec. 5	<i>July 1, 2003</i>
Sec. 6	<i>July 1, 2003</i>
Sec. 7	<i>July 1, 2003</i>

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Sec. 8	<i>July 1, 2003</i>
Sec. 9	<i>July 1, 2003</i>
Sec. 10	<i>July 1, 2003</i>
Sec. 11	<i>July 1, 2003</i>
Sec. 12	<i>July 1, 2003</i>
Sec. 13	<i>July 1, 2003</i>
Sec. 14	<i>July 1, 2003</i>
Sec. 15	<i>July 1, 2003</i>
Sec. 16	<i>July 1, 2003</i>
Sec. 17	<i>July 1, 2003</i>
Sec. 18	<i>July 1, 2003</i>
Sec. 19	<i>July 1, 2003</i>
Sec. 20	<i>July 1, 2003</i>
Sec. 21	<i>July 1, 2003</i>
Sec. 22	<i>July 1, 2003</i>
Sec. 23	<i>July 1, 2003</i>
Sec. 24	<i>July 1, 2003</i>
Sec. 25	<i>July 1, 2003</i>
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Sec. 71	<i>July 1, 2003</i>
Sec. 72	<i>July 1, 2003</i>
Sec. 73	<i>July 1, 2003</i>
Sec. 74	<i>July 1, 2003</i>
Sec. 75	<i>from passage</i>
Sec. 76	<i>July 1, 2003</i>

**JUD**      *Joint Favorable Subst.*