



Senate

General Assembly

File No. 419

February Session, 2004

Senate Bill No. 556

Senate, April 1, 2004

The Committee on Judiciary reported through SEN. MCDONALD of the 27th Dist., Chairperson of the Committee on the part of the Senate, that the bill ought to pass.

**AN ACT CONCERNING CERTAIN BUSINESS ORGANIZATION
MERGERS AND DISSOLUTION OF CERTAIN NONSTOCK
CORPORATIONS.**

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

1 Section 1. Subsection (a) of section 33-815 of the general statutes, as
2 amended by section 18 of public act 03-18, is repealed and the
3 following is substituted in lieu thereof (*Effective from passage*):

4 (a) One or more domestic corporations may, in accordance with the
5 provisions of this section, merge with [a] one or more domestic or
6 foreign [corporation] corporations or other [entity] entities pursuant to
7 a plan of merger.

8 Sec. 2. Subsection (a) of section 33-1172 of the general statutes, as
9 amended by section 49 of public act 03-18, is repealed and the
10 following is substituted in lieu thereof (*Effective from passage*):

11 (a) At any time after dissolution is authorized, the corporation may

12 dissolve by delivering to the Secretary of the State for filing a certificate
 13 of dissolution setting forth: (1) The name of the corporation; (2) the
 14 date dissolution was authorized; [and] (3) if dissolution was approved
 15 by members, a statement that the proposal to dissolve was duly
 16 approved by the members in the manner required by sections 33-1000
 17 to 33-1290, inclusive, and by the certificate of incorporation; and (4) if
 18 dissolution was authorized by the board of directors without member
 19 approval, a statement that the dissolution was duly approved by the
 20 board of directors and that member approval was not required.

21 Sec. 3. Subsection (a) of section 34-33a of the general statutes, as
 22 amended by section 55 of public act 03-18, is repealed and the
 23 following is substituted in lieu thereof (*Effective from passage*):

24 (a) Pursuant to a plan of merger, approved in the manner provided
 25 by section 34-33c, one or more domestic limited partnerships may
 26 merge with or into any one or more domestic or foreign limited
 27 partnerships or any one or more other entities formed or organized
 28 under the laws of this state or any other state or any foreign country or
 29 other foreign jurisdiction, or any combination thereof, and the plan
 30 shall name the survivor.

31 Sec. 4. Subsection (a) of section 34-193 of the general statutes, as
 32 amended by section 63 of public act 03-18, is repealed and the
 33 following is substituted in lieu thereof (*Effective from passage*):

34 (a) Except as provided in subsection (b) of this section, any one or
 35 more limited liability companies may merge or consolidate with or
 36 into any one or more domestic or foreign limited liability companies or
 37 one or more other entities formed or organized under the laws of this
 38 state or any other state or any foreign country or other foreign
 39 jurisdiction, or any combination thereof, in a manner provided in
 40 sections 34-194, as amended, and 34-195, as amended.

This act shall take effect as follows:	
Section 1	<i>from passage</i>

Sec. 2	<i>from passage</i>
Sec. 3	<i>from passage</i>
Sec. 4	<i>from passage</i>

JUD *Joint Favorable*

The following fiscal impact statement and bill analysis are prepared for the benefit of members of the General Assembly, solely for the purpose of information, summarization, and explanation, and do not represent the intent of the General Assembly or either House thereof for any purpose:

OFA Fiscal Note

State Impact:

Agency Affected	Fund-Effect	FY 05 \$	FY 06 \$
Secretary of the State	GF - None	None	None

Note: GF=General Fund

Municipal Impact: None

Explanation

This bill, which provides that one or more domestic corporations may merge with one or more domestic or foreign corporations or other entities, to specify certain provisions to be set forth in a certificate of dissolution in the case of a nonstock corporation without members or with members who are not entitled to vote on the dissolution, to provide that one or more domestic limited partnerships may merge with one or more domestic or foreign limited partnerships and to provide that one or more limited liability companies may merge or consolidate with one or more domestic or foreign limited liability companies, has no fiscal impact to the state.

OLR Bill Analysis

SB 556

***AN ACT CONCERNING CERTAIN BUSINESS ORGANIZATION
MERGERS AND DISSOLUTION OF CERTAIN NONSTOCK
CORPORATIONS*****SUMMARY:**

Current law allows one or more domestic corporations to merge with a domestic or foreign corporation or other entity pursuant to a merger plan. This bill allows domestic corporations to merge with more than one corporation or other entity.

Existing law allows a nonstock corporation to dissolve by delivering to the secretary of the state for filing a certificate of dissolution outlining certain information, including the corporation's name and the date dissolution was authorized. The bill requires that if the board of directors authorized the dissolution without member approval, the certificate include a statement that the board approved the dissolution and that member approval was not required.

By law, domestic limited partnerships may merge with one or more limited partnerships or other entities, and a limited liability company (LLC) may merge or consolidate into or with one or more LLCs or other entities. The bill specifies that this authority to merge or consolidate applies to foreign as well as domestic LLCs and limited partnerships.

EFFECTIVE DATE: Upon passage

COMMITTEE ACTION

Judiciary Committee

Joint Favorable Report

Yea 38 Nay 0