



General Assembly

February Session, 2004

Raised Bill No. 556

LCO No. 2155

02155_____JUD

Referred to Committee on Judiciary

Introduced by:
(JUD)

**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2 amended by section 18 of public act 03-18, is repealed and the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9 amended by section 49 of public act 03-18, is repealed and the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22 amended by section 55 of public act 03-18, is repealed and the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>

Statement of Purpose:

To provide 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.

[Proposed deletions are enclosed in brackets. Proposed additions are indicated by underline, except that when the entire text of a bill or resolution or a section of a bill or resolution is new, it is not underlined.]