



Ohio Revised Code

Section 1706.341 Assignment of limited liability company interest.

Effective: April 12, 2021

Legislation: Senate Bill 276 - 133rd General Assembly

(A) An assignment, in whole or in part, of a membership interest:

(1) Is permissible;

(2)(a) Does not by itself cause a member to cease to be a member of the limited liability company;

(b) Does not by itself cause a member to cease to be associated with a series of the limited liability company.

(3) Does not by itself cause a dissolution and winding up of the limited liability company, or a series thereof;

(4) Subject to section 1706.332 of the Revised Code, does not entitle the assignee to do either of the following:

(a) Participate in the management or conduct of the activities of the limited liability company, or a series thereof;

(b) Have access to records or other information concerning the activities of the limited liability company, or a series thereof.

(B) An assignee has the right to receive, in accordance with the assignment, distributions to which the assignor would otherwise be entitled.

(C) A membership interest may be evidenced by a certificate of membership interest issued by the limited liability company, or a series thereof. An operating agreement may provide for the assignment of the membership interest represented by the certificate and make other provisions with respect to the certificate.



(D) A limited liability company, or a series thereof, shall not issue a certificate of membership interest in bearer form.

(E) A limited liability company, or a series thereof, need not give effect to an assignee's rights under this section until the limited liability company, or a series thereof, has notice of the assignment.

(F) Except as otherwise provided in division (J) of section 1706.411 of the Revised Code, when a member assigns a membership interest, the assignor retains the rights of a member other than the right to distributions assigned and retains all duties and obligations of a member.

(G) When a member assigns a membership interest to a person that is admitted as a member with respect to the assigned interest, the assignee is only liable for the member's obligations under section 1706.281 of the Revised Code to the extent that the obligations are known to the assignee when the assignee voluntarily accepts admission as a member.