



Ohio Revised Code

Section 1776.69 Merger or consolidation of partnerships into another entity.

Effective: April 12, 2021

Legislation: Senate Bill 276

(A) Pursuant to a written agreement of merger or consolidation between the constituent entities as this section provides, a domestic partnership and one or more additional domestic or foreign entities may merge into a surviving entity other than a domestic partnership, or a domestic partnership together with one or more additional domestic or foreign entities may consolidate into a new entity, other than a domestic partnership, that is formed by the consolidation. No merger or consolidation may be carried out pursuant to this section unless it is permitted by the Revised Code chapter under which each domestic constituent entity exists and by the laws under which each foreign constituent entity exists.

(B) Any written agreement of any merger or consolidation shall set forth all of the following:

(1) The name and the form of entity of each constituent entity and the state under the laws of which each constituent entity exists;

(2) In the case of a merger, that one or more specified constituent domestic partnerships and other specified constituent entities will be merged into a specified surviving foreign entity or surviving domestic entity other than a domestic partnership, or, in the case of a consolidation, that the constituent entities will be consolidated into a new foreign entity or a new domestic entity other than a domestic partnership;

(3) If the surviving or new entity is a foreign partnership, all statements and matters that section 1776.68 of the Revised Code would require if the surviving or new entity were a domestic partnership;

(4) The name and the form of entity of the surviving or new entity, the state under the laws of which the surviving entity exists or the new entity is to exist, and the location of the principal office of the surviving or new entity;



(5) Any additional statements and matters required to be set forth in an agreement of merger or consolidation by the laws under which each constituent entity exists and, in the case of a consolidation, the new entity is to exist;

(6) If the surviving or new entity is a foreign entity, the consent of the surviving or new foreign entity to be sued and served with process in this state and the irrevocable appointment of the secretary of state as its agent to accept service of process in any proceeding in this state to enforce against the surviving or new foreign entity any obligation of any constituent domestic partnership or to enforce the rights of a dissenting partner of any constituent domestic partnership;

(7) If the surviving or new entity is a foreign corporation that desires to transact business in this state as a foreign corporation, a statement to that effect, together with a statement regarding the appointment of a statutory agent and service of any process, notice, or demand upon that statutory agent or the secretary of state, as required when a foreign corporation applies for a license to transact business in this state;

(8) If the surviving or new entity is a foreign limited partnership that desires to transact business in this state as a foreign limited partnership, a statement to that effect, together with all of the information required under section 1782.49 of the Revised Code when a foreign limited partnership registers to transact business in this state;

(9) If the surviving or new entity is a foreign limited liability company that desires to transact business in this state as a foreign limited liability company, a statement to that effect, together with all of the information required under section 1705.54 or 1706.511 of the Revised Code when a foreign limited liability company registers to transact business in this state;

(10) If the surviving or new entity is a foreign limited liability partnership that desires to transact business in this state as a foreign limited liability partnership, a statement to that effect, together with all of the information required under section 1776.86 of the Revised Code when a foreign limited liability partnership registers to transact business in this state.

(C) The written agreement of merger or consolidation also may set forth any additional provision permitted by the laws of any state under the laws of which any constituent entity exists, consistent



with the laws under which the surviving entity exists or the new entity is to exist.

(D) To effect the merger or consolidation, the partners of each constituent domestic partnership shall adopt an agreement of merger or consolidation in the same manner and with the same notice to and vote or action of partners or of a particular class or group of partners as section 1776.68 of the Revised Code requires. The agreement of merger or consolidation also shall be approved or otherwise authorized by or on behalf of each constituent entity in accordance with the laws under which it exists. An agreement of merger or consolidation is not effective against a person who would continue to be or who would become a general partner of an entity that is the surviving or new entity in a merger or consolidation unless that person specifically agrees in writing either to continue or to become, as the case may be, a general partner of the surviving or new entity.

(E)(1) At any time before filing the certificate of merger or consolidation pursuant to section 1776.70 of the Revised Code, if the agreement of merger or consolidation permits, the partners of any constituent partnership, the directors of any constituent corporation, or the comparable representatives of any other constituent entity may abandon the merger or consolidation.

(2) The agreement of merger or consolidation may authorize less than all of the partners of any constituent partnership, the directors of any constituent corporation, or the comparable representatives of any other constituent entity to amend the agreement of merger or consolidation at any time before the filing of the certificate of merger or consolidation, except that, after the adoption of the agreement of merger or consolidation by the partners of any constituent domestic partnership, only with the approval of all the partners may any agreement of merger or consolidation be amended to do any of the following:

(a) Alter or change the amount or kind of interests, shares, evidences of indebtedness, other securities, cash, rights, or any other property to be received by partners of the constituent domestic partnership in conversion of or in exchange for their interests;

(b) If the surviving or new entity is a partnership, alter or change any term of the partnership agreement of the surviving or new partnership, except for alterations or changes that could be adopted by those partners by the terms of the partnership agreement of the surviving or new partnership as would be in effect after the merger or consolidation;



(c) If the surviving or new entity is a corporation or any other entity other than a partnership, alter or change any term of the articles or comparable instrument of the surviving or new corporation or entity, except for alterations or changes that otherwise could be adopted by the directors or comparable representatives of the surviving or new corporation or entity;

(d) Alter or change any other terms and conditions of the agreement of merger or consolidation if any of the alterations or changes, alone or in the aggregate, would materially adversely affect the partners or any class or group of partners of the constituent domestic partnership.