

302A.689 ABANDONMENT OF CONVERSION.

Subdivision 1. **By shareholders or plan.** After a plan of conversion of a domestic converting organization has been approved by the owners entitled to vote on the approval of the plan as provided in section 302A.685, and before the effective date of the plan, it may be abandoned:

(1) if the owners of the converting organization entitled to vote on the approval of the plan as provided in section 302A.685 have approved the abandonment at a meeting by the affirmative vote of the holders of a majority of the voting power of the shares or membership interests entitled to vote;

(2) if the plan itself provides for abandonment and all conditions for abandonment set forth in the plan are met; or

(3) pursuant to subdivision 2.

Subd. 2. **By board.** A plan of conversion of a domestic converting organization may be abandoned, before the effective date of the plan, by a resolution of the board of directors or the board of governors of the converting organization abandoning the plan of conversion approved by the affirmative vote of a majority of the directors or governors present.

Subd. 3. **Filing of articles.** If articles of conversion of a domestic converting organization have been filed with the secretary of state, but have not yet become effective, the converting organization shall file with the secretary of state articles of abandonment that contain:

(1) the name of the converting organization;

(2) the provision of this section under which the plan is abandoned; and

(3) if the plan is abandoned under subdivision 2, the text of the resolution abandoning the plan.

Subd. 4. **Foreign organizations.** A plan of conversion adopted by a foreign organization may be abandoned in accordance with the applicable laws of the jurisdiction under which the foreign organization is incorporated or organized.

History: 2004 c 199 art 14 s 27; 2014 c 157 art 2 s 15,31; 2014 c 170 s 24

NOTE: This section was also amended by Laws 2014, chapter 157, article 2, section 15, effective August 1, 2015, to read as follows:

"Subdivision 1. **By shareholders or plan.** After a plan of conversion has been approved by the shareholders entitled to vote on the approval of the plan as provided in section 302A.685, and before the effective date of the plan, it may be abandoned by a converting corporation:

(1) if the shareholders entitled to vote on the approval of the plan as provided in section 302A.685 have approved the abandonment at a meeting by the affirmative vote of the holders of a majority of the voting power of the shares entitled to vote;

(2) if the plan itself provides for abandonment and all conditions for abandonment set forth in the plan are met; or

(3) pursuant to subdivision 2.

Subd. 2. **By board.** A plan of conversion may be abandoned by a converting corporation, before the effective date of the plan, by a resolution of the board of directors of the converting corporation approved by the affirmative vote of a majority of the directors present.

Subd. 3. **Filing of articles.** If articles of conversion have been filed with the secretary of state, but have not yet become effective, the converting corporation must file with the secretary of state articles of abandonment that contain:

- (1) the name of the converting corporation;
- (2) the provision of this section under which the plan is abandoned; and
- (3) if the plan is abandoned under subdivision 2, the text of the resolution abandoning the plan."