

**322B.74 ABANDONMENT BY LIMITED LIABILITY COMPANY.**

Subdivision 1. **By members or plan.** After a plan of merger or exchange has been approved by the members entitled to vote on the approval of the plan as provided in section 322B.72, and before the effective date of the plan, it may be abandoned:

(1) if the members of each limited liability company that is a constituent organization who hold membership interests entitled to vote on the approval of the plan as provided in section 322B.72 approve the abandonment at a meeting by the affirmative vote of the owners of a majority of the voting power of the membership interests entitled to vote and, if the members of a limited liability company that is a constituent organization are not entitled to vote on the approval of the plan under section 322B.72, the board of governors of that limited liability company has approved the abandonment by the affirmative vote of a majority of the board members present, and the abandonment has been approved in the manner provided for in the statute that governs each constituent organization that is not a limited liability company;

(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 the board of governors.** A plan of merger or exchange may be abandoned, before the effective date of the plan, by a resolution that abandons the plan of merger or exchange and is approved by the board of governors of any limited liability company that is a constituent, subject to the contract rights of any other person under the plan.

Subd. 3. **Filing of articles.** If articles of merger or exchange have been filed with the secretary of state, but have not yet become effective, the constituent organizations, in the case of abandonment under subdivision 1, clause (1), the constituent organizations or any one of them, in the case of abandonment under subdivision 1, clause (2), or the abandoning organization in the case of abandonment under subdivision 2, shall file with the secretary of state articles of abandonment that contain:

(1) the names of the constituent organizations;

(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 that was approved by the board of governors abandoning the plan.

**History:** 1992 c 517 art 2 s 100; 1997 c 10 art 3 s 18,19; 2006 c 250 art 2 s 25