

**Sunsets 1/1/2016**

**48-2c-1410 Effect of merger.**

- (1) When a merger involving a limited liability company takes effect:
  - (a) every other entity that is a party to the merger merges into the surviving entity, and the separate existence of every other party ceases;
  - (b) title to all real estate and other property owned by each of the entities that were parties to the merger is vested in the surviving entity without reversion or impairment;
  - (c) all obligations of each of the entities that were parties to the merger, including, without limitation, contractual, tort, statutory, and administrative obligations, are obligations of the surviving entity;
  - (d) an action or proceeding pending against each of the entities or its owners that were parties to the merger may be continued as if the merger had not occurred, or the surviving entity may be substituted as a party to the action or proceeding;
  - (e) if a domestic company is the surviving entity, its articles of organization are amended to the extent provided in the plan of merger;
  - (f) the ownership interests of each owner that are to be converted into ownership interests or obligations of the surviving entity or any other entity, or into cash or other property, are converted as provided in the plan of merger;
  - (g) liability of an owner for obligations of an entity that is a party to the merger shall be determined:
    - (i) as to liabilities incurred by the entity prior to the merger, according to the laws applicable prior to the merger; and
    - (ii) as to liabilities incurred by the entity after the merger, according to the laws applicable after the merger, except as provided in Subsection (1)(h);
  - (h) if prior to the merger an owner of an entity was a partner of a partnership or general partner of a limited partnership and was personally liable for the entity's liabilities, and after the merger is an owner normally protected from personal liability, then the owner shall continue to be personally liable for the entity's liabilities incurred during the 12 months following the merger, if the other party or parties to the transaction reasonably believed that the owner would be personally liable and had not received notice of the merger; and
  - (i) the registration of an assumed business name of an entity under Title 42, Chapter 2, Conducting Business Under Assumed Name, shall not be affected by the merger.
- (2) Owners of the entities that are parties to the merger are entitled to:
  - (a) in the case of members of a domestic company, only the rights described in the articles of merger; and
  - (b) in the case of owners of entities other than a domestic company, the rights provided in the statutes applicable to the entity prior to the merger, including, without limitation, any rights to dissent, to dissociate, to withdraw, to recover for breach of any duty or obligation owed by the other owners, and to obtain an appraisal or payment for the value of an owner's interest.