

Sunsets 1/1/2016

48-2c-410 Transfer to other jurisdiction.

- (1) Any domestic company may transfer to or domesticate in any jurisdiction besides this state that permits the transfer to or domestication in such jurisdiction of a limited liability company by delivering to the division for filing articles of transfer meeting the requirements of Subsection (2) if such transfer is approved by the members as provided in the company's operating agreement or, if the operating agreement does not so provide, by all of the members.
- (2) The articles of transfer shall state:
 - (a) the name of the company;
 - (b) the date of filing of the company's original articles of organization with the division;
 - (c) the jurisdiction to which the company shall be transferred or in which it shall be domesticated;
 - (d) the future effective date, which shall be a date certain, of the transfer or domestication if it is not to be effective upon the filing of the articles of transfer;
 - (e) that the transfer or domestication has been approved by the members;
 - (f) that the existence of the company as a domestic company of this state shall cease when the articles of transfer become effective;
 - (g) the agreement of the company that it may be served with process in this state in any proceeding for enforcement of any obligation of the company arising while it was a company under the laws of this state; and
 - (h) if the company does not apply for authority to transact business in this state as a foreign company pursuant to Section 48-2c-1604, then the address to which a copy of service of process may be made under Subsection (2)(g).
- (3) When the articles of transfer are filed with the division, or upon the future, delayed effective date of the articles of transfer, and payment to the division of all fees prescribed under this chapter, the company shall cease to exist as a domestic company of this state. Thereafter, any certificate of the division as to the transfer shall be prima facie evidence of the transfer or domestication by the company out of this state.
- (4) Transfer or domestication of a company out of this state in accordance with this section and the resulting cessation of its existence as a domestic company of this state shall not be considered to affect any obligations or liabilities of the company incurred prior to the transfer or domestication or the personal liability of any person incurred prior to the transfer or domestication, including, but not limited to, any taxes owing to this state, nor shall it be considered to affect the choice of law applicable to the company with respect to matters arising prior to such transfer or domestication.