

**Sunsets 1/1/2016**

**48-2c-411 Domestication of foreign company.**

- (1) Where the laws of another state, country, or jurisdiction allow a foreign company subject to those laws to transfer or domesticate to this state, the foreign company may become a domestic company by delivering to the division for filing articles of domestication meeting the requirements of Subsection (2) if its members approve the domestication.
- (2)
  - (a) The articles of domestication shall meet the requirements applicable to articles of organization set forth in Section 48-2c-403, except that:
    - (i) the articles of domestication need not name, or be signed by, the organizers of the foreign company;
    - (ii) any reference to the company's principal office, registered agent, or managers shall be to the principal office and agent in this state, and the managers then in office at the time of filing the articles of domestication; and
    - (iii) any reference to the company's members shall be to the members at the time of filing the articles of domestication.
  - (b) The articles of domestication shall set forth:
    - (i) the date on which and jurisdiction where the foreign company was first formed, organized, or otherwise came into being;
    - (ii) the name of the foreign company immediately prior to the filing of the articles of domestication;
    - (iii) any jurisdiction that constituted the seat, location of formation, principal place of business, or central administration of the foreign company immediately prior to the filing of the articles of domestication; and
    - (iv) a statement that the articles of domestication were approved by its members.
- (3) Upon the filing of articles of domestication with the division:
  - (a) the foreign company shall be domesticated in this state, shall thereafter be subject to all of the provisions of this chapter as a domestic company, and shall continue as if it had been organized under this chapter; and
  - (b) notwithstanding any other provisions of this chapter, the existence of the domesticated company shall be considered to have commenced on the date the foreign company commenced its existence in the jurisdiction in which the foreign company was first formed, organized, or otherwise came into being.
- (4) The articles of domestication, upon filing with the division, shall become the articles of organization of the company, and shall be subject to amendments or restatement the same as any other articles of organization under this chapter.
- (5) The domestication of any foreign company in this state shall not be considered to affect any obligation or liability of the foreign company incurred prior to its domestication.