

SENATE BILL 697

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By: **Senator Raskin**

Introduced and read first time: February 1, 2013

Assigned to: Judicial Proceedings

A BILL ENTITLED

1 AN ACT concerning

2 **Corporations and Associations – Conversions**

3 FOR the purpose of authorizing certain entities to convert to certain other entities;
4 establishing the manner of and procedures for conversions; requiring articles of
5 conversion to be filed for record with the State Department of Assessments and
6 Taxation; specifying the contents of articles of conversion; providing for the
7 effects of a conversion; providing for the timing of the effectiveness of articles of
8 conversion and the effective time for the completion of a conversion; providing
9 for the abandonment of a conversion under certain circumstances; requiring a
10 certain nonrefundable processing fee for articles of conversion; establishing that
11 a stockholder of a Maryland corporation has the right to fair value of the
12 stockholder's stock if the corporation is converted; altering the manner in which
13 certain charter documents must be executed; defining certain terms; altering
14 certain definitions; making certain conforming changes; and generally relating
15 to conversions of certain entities.

16 BY renumbering

17 Article – Corporations and Associations

18 Section 4A-1101 through 4A-1108 and the subtitle "Subtitle 11. Benefit
19 Limited Liability Companies"; 4A-1201 through 4A-1203 and the
20 subtitle "Subtitle 12. Miscellaneous"; 8-701 and the subtitle "Subtitle 7.
21 Penalties"; 8-801 and the subtitle "Subtitle 8. Short Title"; and 9A-1201
22 through 9A-1205 and the subtitle "Subtitle 12. Miscellaneous
23 Provisions", respectively

24 to be Section 4A-1201 through 4A-1208 and the subtitle "Subtitle 12. Benefit
25 Limited Liability Companies"; 4A-1301 through 4A-1303 and the
26 subtitle "Subtitle 13. Miscellaneous"; 8-801 and the subtitle "Subtitle 8.
27 Penalties"; 8-901 and the subtitle "Subtitle 9. Miscellaneous"; and
28 9A-1301 through 9A-1305 and the subtitle "Subtitle 13. Miscellaneous
29 Provisions", respectively

30 Annotated Code of Maryland

EXPLANATION: CAPITALS INDICATE MATTER ADDED TO EXISTING LAW.

[Brackets] indicate matter deleted from existing law.



1 (2007 Replacement Volume and 2012 Supplement)

2 BY repealing and reenacting, with amendments,
 3 Article – Corporations and Associations
 4 Section 1–101, 1–203(b)(1), 1–301(a), 3–202(a), 4A–206, 4A–403, and 10–204(a)
 5 Annotated Code of Maryland
 6 (2007 Replacement Volume and 2012 Supplement)

7 BY adding to
 8 Article – Corporations and Associations
 9 Section 3–901 through 3–907 to be under the new subtitle “Subtitle 9.
 10 Conversions of Corporations”; 4A–1101 through 4A–1107 to be under the
 11 new subtitle “Subtitle 11. Conversions of Limited Liability Companies”;
 12 8–701 through 8–707 to be under the new subtitle “Subtitle 7.
 13 Conversions of Real Estate Investment Trusts”; 9A–1201 through
 14 9A–1207 to be under the new subtitle “Subtitle 12. Conversions of
 15 Partnerships”; 10–7A–01 through 10–7A–07 to be under the new subtitle
 16 “Subtitle 7A. Conversions of Limited Partnerships”; and Section 12–1001
 17 through 12–1007 to be under the new subtitle “Subtitle 10. Conversions
 18 of Statutory Trusts”
 19 Annotated Code of Maryland
 20 (2007 Replacement Volume and 2012 Supplement)

21 SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF
 22 MARYLAND, That Section(s) 4A–1101 through 4A–1108 and the subtitle “Subtitle 11.
 23 Benefit Limited Liability Companies”; 4A–1201 through 4A–1203 and the subtitle
 24 “Subtitle 12. Miscellaneous”; 8–701 and the subtitle “Subtitle 7. Penalties”; 8–801 and
 25 the subtitle “Subtitle 8. Short Title”; and 9A–1201 through 9A–1205 and the subtitle
 26 “Subtitle 12. Miscellaneous Provisions”, respectively, of Article – Corporations and
 27 Associations of the Annotated Code of Maryland be renumbered to be Section(s)
 28 4A–1201 through 4A–1208 and the “Subtitle 12. Benefit Limited Liability Companies”;
 29 4A–1301 through 4A–1303 and the subtitle “Subtitle 13. Miscellaneous”; 8–801 and
 30 the subtitle “Subtitle 8. Penalties”; 8–901 and the subtitle “Subtitle 9. Miscellaneous”;
 31 and 9A–1301 through 9A–1305 and the subtitle “Subtitle 13. Miscellaneous
 32 Provisions”, respectively.

33 SECTION 2. AND BE IT FURTHER ENACTED, That the Laws of Maryland
 34 read as follows:

35 **Article – Corporations and Associations**

36 1–101.

37 (a) In this article, unless the context clearly requires otherwise, the following
 38 words have the meanings indicated.

1 (b) "Address" means the post office address, and includes street and number,
2 if any, county or municipal area, and state and, if outside the United States, country.

3 (c) "Articles of transfer" means articles of sale, articles of lease, articles of
4 asset exchange, or articles of transfer.

5 (d) "Assets" means any tangible, intangible, real, or personal property or
6 other assets, including goodwill and franchises.

7 (e) "Business trust" means an unincorporated trust or association, including
8 a common-law trust, a Massachusetts trust, a real estate investment trust as defined
9 in § 8-101 of this article, a statutory trust as defined in § 12-101 of this article, and a
10 foreign statutory trust as defined in § 12-101 of this article, that is engaged in
11 business and in which property is acquired, held, managed, administered, controlled,
12 invested, or disposed of by trustees or the trust for the benefit and profit of any person
13 who may become a holder of a transferable unit of beneficial interest in the trust.

14 (f) (1) "Charter" includes:

15 (i) A charter granted by special act of the General Assembly;

16 (ii) Articles or certificate of incorporation;

17 (iii) Amended articles or certificate of incorporation;

18 (iv) Articles of restatement, if approved as described in § 2-609
19 of this article;

20 (v) Articles of amendment and restatement; and

21 (vi) Articles or agreements of consolidation.

22 (2) "Charter" includes the documents referred to in paragraph (1) of
23 this subsection, either as:

24 (i) Originally passed or accepted for record; or

25 (ii) As amended, corrected, or supplemented by special act of the
26 General Assembly, articles of amendment, articles of amendment and reduction,
27 articles of extension, articles supplementary, articles or agreements of merger, articles
28 of revival, or a certificate of correction.

29 (g) "Charter document" means any:

30 (1) Document enumerated in subsection (f) of this section; and

1 (2) Articles of reduction, articles or agreements of transfer, articles of
2 merger, articles of share exchange, **ARTICLES OF CONVERSION**, articles of
3 dissolution, and stock issuance statements.

4 (h) “Clerk of the court” means clerk of the circuit court for any county.

5 (i) “Convertible securities” includes:

6 (1) Shares of stock which by their terms are convertible into shares of
7 stock of one or more classes; and

8 (2) Obligations which by their terms are convertible into shares of
9 stock of one or more classes.

10 (j) “County” includes Baltimore City.

11 (k) “Department” means the State Department of Assessments and Taxation.

12 (l) “Director” means a member of the governing body of a corporation,
13 whether designated as a director, trustee, or manager or by any other title.

14 (m) “Electronic transmission” means any form of communication, not directly
15 involving the physical transmission of paper, that creates a record that:

16 (1) May be retained, retrieved, and reviewed by a recipient of the
17 communication; and

18 (2) May be reproduced directly in paper form by a recipient through an
19 automated process.

20 (n) “Foreign corporation” means a corporation, association, or joint-stock
21 company organized under the laws of the United States, another state of the United
22 States, a territory, possession, or district of the United States, or a foreign country.

23 **(O) “GOVERNING DOCUMENT” MEANS:**

24 **(1) THE ARTICLES OR CERTIFICATE OF INCORPORATION AND THE**
25 **BYLAWS OF A MARYLAND CORPORATION OR A FOREIGN CORPORATION;**

26 **(2) THE ARTICLES OF ORGANIZATION OR CERTIFICATE OF**
27 **FORMATION AND THE OPERATING AGREEMENT OR LIMITED LIABILITY**
28 **COMPANY AGREEMENT OF A DOMESTIC LIMITED LIABILITY COMPANY OR A**
29 **FOREIGN LIMITED LIABILITY COMPANY;**

30 **(3) THE PARTNERSHIP AGREEMENT OF AN OTHER ENTITY THAT**
31 **IS A PARTNERSHIP OR LIMITED PARTNERSHIP, ANY STATEMENT OF**

1 PARTNERSHIP AUTHORITY OF A PARTNERSHIP, THE CERTIFICATE OF LIMITED
2 PARTNERSHIP OF A LIMITED PARTNERSHIP, AND THE CERTIFICATE OF LIMITED
3 LIABILITY PARTNERSHIP OF A LIMITED LIABILITY PARTNERSHIP;

4 (4) THE DECLARATION OF TRUST OR GOVERNING INSTRUMENT
5 OF A BUSINESS TRUST; OR

6 (5) A SIMILAR GOVERNING DOCUMENT OR INSTRUMENT OF ANY
7 OTHER TYPE OF ENTITY.

8 [(o)] (P) "Mail" means to deposit in the United States mails postage
9 prepaid.

10 [(p)] (Q) "Maryland corporation" means a corporation organized and
11 existing under the laws of [the] THIS State.

12 [(q)] (R) "Municipal area" means any incorporated or unincorporated city,
13 town, or village.

14 [(r)] (S) "Person" includes an individual[,] AND A DOMESTIC OR FOREIGN
15 corporation, business trust, statutory trust, estate, trust, partnership, limited
16 partnership, limited liability company, association, two or more persons having a joint
17 or common interest, or any other legal or commercial entity.

18 [(s)] (T) "Principal office" means:

19 (1) The place in this State filed or recorded with the Department as
20 the principal office of a corporation or domestic limited partnership; or

21 (2) If there is no principal office designated, the main office of the
22 corporation or domestic limited partnership in this State for the transaction of
23 business.

24 [(t)] (U) "Resident agent" means an individual residing in this State or a
25 Maryland corporation or limited liability company whose name, address, and
26 designation as a resident agent are filed or recorded with the Department in
27 accordance with the provisions of this article.

28 [(u)] (V) "Share exchange" means a transaction:

29 (1) In which a corporation acquires all the issued or all the
30 outstanding shares of stock of one or more classes of another corporation by a
31 stockholder vote under this article; and

32 (2) Which does not affect the corporate existence of either corporation.

1 **[(v)] (W)** “Stated capital” means the amount of stated capital determined in
2 accordance with Title 2, Subtitle 3 of this article.

3 **[(w)] (X)** “Stockholder” means a person who is a record holder of shares of
4 stock in a corporation and includes a member of a corporation organized without stock.

5 **[(x)] (Y)** “Stockholder rights plan” means an agreement or other instrument
6 under which a corporation issues rights to its stockholders that:

7 (1) May be exercised under specified circumstances to purchase stock
8 or other securities of a corporation or any other person; and

9 (2) May become void if owned by a designated person or classes of
10 persons under specified circumstances.

11 **[(y)] (Z)** “Successor” means:

12 (1) A new corporation formed by consolidation;

13 (2) A corporation or other entity surviving a merger;

14 (3) A corporation acquiring stock in a share exchange; or

15 (4) A vendee, lessee, or other transferee in a transfer of assets.

16 **[(z)] (AA)** “Transfer assets”, “transfer its assets”, and “transfer of assets”
17 mean to sell, lease, exchange, or otherwise transfer all or substantially all of the assets
18 of a corporation.

19 1–203.

20 (b) (1) Except as provided in paragraph (11) of this subsection, for each of
21 the following documents, the nonrefundable processing fee is \$100:

22 Document

23 Articles of incorporation

24 Articles of amendment

25 Articles of extension

26 Articles of restatement of charter

27 Articles of amendment and restatement

28 Articles supplementary

- 1 Articles of share exchange
- 2 Articles of consolidation, merger, or transfer
- 3 Articles of dissolution
- 4 Articles of revival for stock corporation
- 5 Articles of revival for nonstock corporation

6 **ARTICLES OF CONVERSION**

7 1–301.

8 (a) Articles supplementary and articles of amendment, restatement,
9 amendment and restatement, consolidation, merger, share exchange, transfer,
10 **CONVERSION**, and extension and, except as provided in § 3–406(b) of this article,
11 articles of dissolution shall be executed as follows:

12 (1) They shall be signed and acknowledged for each corporation,
13 statutory trust, or real estate investment trust party to the articles, by its chairman or
14 vice chairman of the board of directors or board of trustees, by its chief executive
15 officer, chief operating officer, chief financial officer, president, or one of its vice
16 presidents, or, if authorized by the bylaws or resolution of the board of directors or
17 board of trustees and the articles so state, by any other officer or agent of the
18 corporation, statutory trust, or real estate investment trust;

19 (2) They shall be witnessed or attested by the secretary, treasurer,
20 chief financial officer, assistant treasurer, or assistant secretary of each corporation,
21 statutory trust, or real estate investment trust party to the articles, or, if authorized
22 by the bylaws or resolution of the board of directors or board of trustees and the
23 articles so state, by any other officer or agent of the corporation, statutory trust, or
24 real estate investment trust;

25 (3) They shall be signed and acknowledged for each other entity party
26 to the articles by [a majority of the entire board of trustees or other governing body or
27 by a person acting in a similar capacity for the entity as an officer described in item (1)
28 of this subsection] **A PERSON AUTHORIZED TO ACT FOR THE ENTITY BY LAW OR BY**
29 **THE GOVERNING DOCUMENT**; and

30 (4) Except as provided in subsection (b) of this section, the matters
31 and facts set forth in the articles with respect to authorization and approval shall be
32 verified under oath as follows:

33 (i) With respect to any Maryland corporation, statutory trust,
34 or real estate investment trust party to the articles, by the chairman or the secretary

1 of the meeting at which the articles or transaction were approved, by the chairman or
2 vice chairman of the board of directors or board of trustees, by the chief executive
3 officer, chief operating officer, chief financial officer, president, vice president,
4 secretary, or assistant secretary of the corporation, statutory trust, or real estate
5 investment trust, or, if authorized in accordance with item (1) of this subsection and
6 the articles so state, by any other officer or agent of the corporation, statutory trust, or
7 real estate investment trust;

8 (ii) With respect to any foreign corporation party to articles of
9 consolidation, merger, or share exchange, by the chief executive officer, chief operating
10 officer, **CHIEF FINANCIAL OFFICER**, president, vice president, secretary, or assistant
11 secretary of the corporation; and

12 (iii) With respect to any other Maryland or foreign entity party
13 to the articles, by [the chief executive officer, chief operating officer, president, vice
14 president, secretary, assistant secretary, managing trustee, or persons acting in a
15 similar position for the entity] **A PERSON AUTHORIZED BY LAW OR BY THE**
16 **GOVERNING DOCUMENT TO ACT FOR THE ENTITY.**

17 3-202.

18 (a) Except as provided in subsection (c) of this section, a stockholder of a
19 Maryland corporation has the right to demand and receive payment of the fair value of
20 the stockholder's stock from the successor if:

21 (1) The corporation consolidates or merges with another corporation;

22 (2) The stockholder's stock is to be acquired in a share exchange;

23 (3) The corporation transfers its assets in a manner requiring action
24 under § 3-105(e) of this title;

25 (4) The corporation amends its charter in a way which alters the
26 contract rights, as expressly set forth in the charter, of any outstanding stock and
27 substantially adversely affects the stockholder's rights, unless the right to do so is
28 reserved by the charter of the corporation; [or]

29 (5) The transaction is governed by § 3-602 of this title or exempted by
30 § 3-603(b) of this title; **OR**

31 (6) **THE CORPORATION IS CONVERTED IN ACCORDANCE WITH §**
32 **3-901 OF THIS TITLE.**

33 **SUBTITLE 9. CONVERSIONS OF CORPORATIONS.**

34 **3-901.**

1 **(A) IN THIS SUBTITLE, “OTHER ENTITY” MEANS:**

2 **(1) A FOREIGN CORPORATION, AS DEFINED IN § 1-101 OF THIS**
3 **ARTICLE;**

4 **(2) A DOMESTIC LIMITED LIABILITY COMPANY, AS DEFINED IN §**
5 **4A-101 OF THIS ARTICLE;**

6 **(3) A FOREIGN LIMITED LIABILITY COMPANY, AS DEFINED IN §**
7 **4A-101 OF THIS ARTICLE;**

8 **(4) A PARTNERSHIP, AS DEFINED IN § 9A-101 OF THIS ARTICLE;**

9 **(5) A LIMITED PARTNERSHIP, AS DEFINED IN § 10-101 OF THIS**
10 **ARTICLE, INCLUDING A LIMITED PARTNERSHIP REGISTERED AS A LIMITED**
11 **LIABILITY LIMITED PARTNERSHIP UNDER § 10-805 OF THIS ARTICLE;**

12 **(6) A FOREIGN LIMITED PARTNERSHIP, AS DEFINED IN § 10-101**
13 **OF THIS ARTICLE;**

14 **(7) A BUSINESS TRUST, AS DEFINED IN § 1-101 OF THIS ARTICLE;**
15 **OR**

16 **(8) ANOTHER FORM OF UNINCORPORATED BUSINESS FORMED**
17 **UNDER THE LAWS OF THIS STATE OR THE LAWS OF THE UNITED STATES,**
18 **ANOTHER STATE OF THE UNITED STATES, A TERRITORY, POSSESSION, OR**
19 **DISTRICT OF THE UNITED STATES, OR A FOREIGN COUNTRY.**

20 **(B) UNLESS THE CHARTER PROVIDES OTHERWISE, A MARYLAND**
21 **CORPORATION MAY CONVERT TO AN OTHER ENTITY BY:**

22 **(1) APPROVING THE CONVERSION IN ACCORDANCE WITH § 3-902**
23 **OF THIS SUBTITLE; AND**

24 **(2) FILING FOR RECORD WITH THE DEPARTMENT ARTICLES OF**
25 **CONVERSION EXECUTED IN THE MANNER REQUIRED BY TITLE 1 OF THIS**
26 **ARTICLE.**

27 **(C) AN OTHER ENTITY MAY CONVERT TO A MARYLAND CORPORATION**
28 **HAVING CAPITAL STOCK BY COMPLYING WITH § 3-902 OF THIS SUBTITLE AND**
29 **FILING FOR RECORD WITH THE DEPARTMENT:**

1 **(1) ARTICLES OF CONVERSION EXECUTED IN THE MANNER**
2 **REQUIRED BY TITLE 1 OF THIS ARTICLE; AND**

3 **(2) ARTICLES OF INCORPORATION, WHICH SHALL INCLUDE THE**
4 **NAME OF THE CONVERTING OTHER ENTITY, EXECUTED IN THE MANNER**
5 **REQUIRED BY TITLE 1 OF THIS ARTICLE AND OTHERWISE COMPLYING WITH THE**
6 **MARYLAND GENERAL CORPORATION LAW.**

7 **3-902.**

8 **(A) A CONVERSION OF A MARYLAND CORPORATION TO AN OTHER**
9 **ENTITY SHALL BE APPROVED IN THE MANNER PROVIDED BY THIS SECTION AND**
10 **IN ACCORDANCE WITH ANY ADDITIONAL REQUIREMENTS SET FORTH IN THE**
11 **MARYLAND CORPORATION'S CHARTER.**

12 **(B) A CONVERSION OF A MARYLAND CORPORATION NEED BE**
13 **APPROVED ONLY BY A MAJORITY OF ITS BOARD OF DIRECTORS IF THERE IS NO**
14 **STOCK OUTSTANDING OR SUBSCRIBED FOR.**

15 **(C) THE BOARD OF DIRECTORS OF A MARYLAND CORPORATION THAT**
16 **PROPOSES TO CONVERT TO AN OTHER ENTITY SHALL:**

17 **(1) ADOPT A RESOLUTION DECLARING THAT THE PROPOSED**
18 **CONVERSION IS ADVISABLE ON SUBSTANTIALLY THE TERMS AND CONDITIONS**
19 **SET FORTH OR REFERRED TO IN THE RESOLUTION; AND**

20 **(2) DIRECT THAT THE PROPOSED CONVERSION BE SUBMITTED**
21 **FOR CONSIDERATION AT AN ANNUAL OR A SPECIAL MEETING OF THE**
22 **STOCKHOLDERS.**

23 **(D) NOTICE STATING THAT A PURPOSE OF THE MEETING WILL BE TO**
24 **ACT ON THE PROPOSED CONVERSION SHALL BE GIVEN BY THE CORPORATION IN**
25 **THE MANNER REQUIRED BY TITLE 2 OF THIS ARTICLE TO:**

26 **(1) EACH OF ITS STOCKHOLDERS ENTITLED TO VOTE ON THE**
27 **PROPOSED TRANSACTION; AND**

28 **(2) EACH OF ITS STOCKHOLDERS NOT ENTITLED TO VOTE ON THE**
29 **PROPOSED TRANSACTION.**

30 **(E) THE PROPOSED CONVERSION SHALL BE APPROVED BY THE**
31 **STOCKHOLDERS OF THE MARYLAND CORPORATION BY THE AFFIRMATIVE VOTE**
32 **OF TWO-THIRDS OF ALL THE VOTES ENTITLED TO BE CAST ON THE MATTER.**

1 (F) A CONVERSION OF AN OTHER ENTITY TO A MARYLAND
2 CORPORATION SHALL BE APPROVED IN THE MANNER AND BY THE VOTE
3 REQUIRED BY ITS GOVERNING DOCUMENT AND THE LAWS OF THE PLACE IN
4 WHICH IT IS INCORPORATED OR ORGANIZED.

5 **3-903.**

6 (A) IN THIS SECTION, "FACTS ASCERTAINABLE OUTSIDE THE ARTICLES
7 OF CONVERSION" INCLUDES:

8 (1) AN ACTION OR A DETERMINATION BY ANY PERSON,
9 INCLUDING:

10 (I) THE CORPORATION OR OTHER ENTITY, AS APPLICABLE;

11 (II) THE DIRECTORS, PARTNERS, MEMBERS, TRUSTEES,
12 OFFICERS, OR OTHER AGENTS OF THE CORPORATION OR OTHER ENTITY; AND

13 (III) ANY OTHER PERSON AFFILIATED WITH THE
14 CORPORATION OR OTHER ENTITY; AND

15 (2) ANY OTHER EVENT.

16 (B) ARTICLES OF CONVERSION SHALL BE FILED FOR RECORD WITH THE
17 DEPARTMENT.

18 (C) IN A CONVERSION OF A MARYLAND CORPORATION TO AN OTHER
19 ENTITY, THE ARTICLES OF CONVERSION SHALL SET FORTH:

20 (1) THE NAME OF THE MARYLAND CORPORATION AND THE DATE
21 OF FILING OF ITS ORIGINAL ARTICLES OF INCORPORATION WITH THE
22 DEPARTMENT;

23 (2) THE NAME OF THE OTHER ENTITY TO WHICH THE MARYLAND
24 CORPORATION WILL BE CONVERTED AND THE PLACE OF INCORPORATION OR
25 ORGANIZATION OF THE OTHER ENTITY;

26 (3) A STATEMENT THAT THE CONVERSION HAS BEEN APPROVED
27 IN ACCORDANCE WITH THE PROVISIONS OF THIS SUBTITLE;

28 (4) THE MANNER AND BASIS OF CONVERTING OR EXCHANGING
29 OUTSTANDING SHARES OF STOCK OF THE CORPORATION INTO SHARES OF

1 STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL
2 INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE OTHER ENTITY, OR
3 OTHER CONSIDERATION, AND THE TREATMENT OF ANY ISSUED SHARES OF
4 STOCK NOT TO BE CONVERTED OR EXCHANGED, ANY OF WHICH MAY BE MADE
5 DEPENDENT ON FACTS ASCERTAINABLE OUTSIDE THE ARTICLES OF
6 CONVERSION;

7 (5) THE FUTURE EFFECTIVE TIME, WHICH SHALL BE A TIME
8 CERTAIN, OF THE ARTICLES OF CONVERSION, IF THE ARTICLES OF CONVERSION
9 ARE NOT TO BE EFFECTIVE ON THE ACCEPTANCE FOR RECORD OF THE
10 ARTICLES OF CONVERSION;

11 (6) IF THE OTHER ENTITY IS NOT ORGANIZED UNDER THE LAWS
12 OF THIS STATE:

13 (i) THE LOCATION OF THE PRINCIPAL OFFICE IN THE
14 PLACE WHERE IT IS ORGANIZED; AND

15 (ii) THE NAME AND ADDRESS OF THE RESIDENT AGENT IN
16 THIS STATE; AND

17 (7) ANY OTHER PROVISION NECESSARY TO EFFECT THE
18 CONVERSION.

19 (D) IN A CONVERSION OF AN OTHER ENTITY TO A MARYLAND
20 CORPORATION, THE ARTICLES OF CONVERSION SHALL SET FORTH:

21 (1) THE NAME OF THE OTHER ENTITY, THE DATE ON WHICH THE
22 OTHER ENTITY WAS FIRST CREATED, AND THE PLACE OF INCORPORATION OR
23 ORGANIZATION OF THE OTHER ENTITY;

24 (2) THE NAME OF THE MARYLAND CORPORATION TO WHICH THE
25 OTHER ENTITY WILL BE CONVERTED;

26 (3) A STATEMENT THAT THE CONVERSION HAS BEEN APPROVED
27 IN ACCORDANCE WITH THE PROVISIONS OF THIS SUBTITLE;

28 (4) THE MANNER AND BASIS OF CONVERTING OR EXCHANGING
29 ANY OUTSTANDING SHARES OF STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP
30 INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE
31 OTHER ENTITY INTO SHARES OF STOCK OF THE MARYLAND CORPORATION OR
32 OTHER CONSIDERATION, AND THE TREATMENT OF ANY OUTSTANDING SHARES
33 OF STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL

1 INTERESTS, OR OTHER OWNERSHIP INTERESTS NOT TO BE CONVERTED OR
2 EXCHANGED, ANY OF WHICH MAY BE MADE DEPENDENT ON FACTS
3 ASCERTAINABLE OUTSIDE THE ARTICLES OF CONVERSION;

4 (5) THE FUTURE EFFECTIVE TIME, WHICH SHALL BE A TIME
5 CERTAIN, OF THE ARTICLES OF CONVERSION, IF THE ARTICLES OF CONVERSION
6 ARE NOT TO BE EFFECTIVE ON THE ACCEPTANCE FOR RECORD OF THE
7 ARTICLES OF CONVERSION; AND

8 (6) ANY OTHER PROVISION NECESSARY TO EFFECT THE
9 CONVERSION.

10 (E) THE ARTICLES OF CONVERSION MAY CONTAIN A FUTURE
11 EFFECTIVE TIME FOR THE ARTICLES OF CONVERSION THAT IS NOT LATER THAN
12 30 DAYS AFTER THE ARTICLES OF CONVERSION ARE ACCEPTED FOR RECORD.

13 3-904.

14 (A) A CONVERSION HAS THE EFFECTS PROVIDED IN THIS SECTION.

15 (B) (1) THIS SUBSECTION APPLIES ON THE COMPLETION OF THE
16 CONVERSION OF A MARYLAND CORPORATION TO AN OTHER ENTITY.

17 (2) THE MARYLAND CORPORATION SHALL CEASE TO EXIST AS A
18 MARYLAND CORPORATION AND SHALL CONTINUE TO EXIST AS THE OTHER
19 ENTITY INTO WHICH THE MARYLAND CORPORATION HAS CONVERTED, AND THE
20 OTHER ENTITY, FOR ALL PURPOSES OF THE LAWS OF THIS STATE, SHALL BE
21 DEEMED TO BE THE SAME ENTITY AS THE CONVERTING MARYLAND
22 CORPORATION.

23 (3) (I) ALL THE ASSETS OF THE MARYLAND CORPORATION,
24 INCLUDING ANY LEGACIES THAT IT WOULD HAVE BEEN CAPABLE OF TAKING,
25 SHALL VEST IN AND DEVOLVE ON THE OTHER ENTITY WITHOUT FURTHER ACT
26 OR DEED AND SHALL BE THE PROPERTY OF THE OTHER ENTITY, AND THE TITLE
27 TO ANY REAL PROPERTY VESTED BY DEED OR OTHERWISE IN THE MARYLAND
28 CORPORATION SHALL NOT REVERT OR BE IN ANY WAY IMPAIRED BY REASON OF
29 A CONVERSION UNDER THIS SUBTITLE.

30 (II) THE CONVERSION OF THE MARYLAND CORPORATION
31 TO AN OTHER ENTITY DOES NOT AFFECT, INVALIDATE, TERMINATE, SUSPEND,
32 OR NULLIFY ANY LICENSES, PERMITS, OR REGISTRATIONS GRANTED TO THE
33 MARYLAND CORPORATION BEFORE THE CONVERSION.

1 **(III) CONFIRMATORY DEEDS, ASSIGNMENTS, OR SIMILAR**
2 **INSTRUMENTS TO EVIDENCE THE CONVERSION MAY BE EXECUTED AND**
3 **DELIVERED AT ANY TIME IN THE NAME OF THE MARYLAND CORPORATION BY**
4 **ITS LAST ACTING OFFICERS OR BY THE APPROPRIATE AUTHORIZED PERSONS,**
5 **PARTNERS, TRUSTEES, OR MEMBERS OF THE OTHER ENTITY.**

6 **(4) (I) THE OTHER ENTITY SHALL BE LIABLE FOR ALL THE**
7 **DEBTS AND OBLIGATIONS OF THE MARYLAND CORPORATION.**

8 **(II) AN EXISTING CLAIM, ACTION, OR PROCEEDING**
9 **PENDING BY OR AGAINST THE MARYLAND CORPORATION MAY BE PROSECUTED**
10 **TO JUDGMENT AS IF THE CONVERSION HAD NOT TAKEN PLACE, OR, ON MOTION**
11 **OF THE OTHER ENTITY OR ANY PARTY, THE OTHER ENTITY MAY BE**
12 **SUBSTITUTED AS A PARTY AND A JUDGMENT AGAINST THE MARYLAND**
13 **CORPORATION CONSTITUTES A LIEN ON THE PROPERTY OF THE OTHER ENTITY.**

14 **(III) A CONVERSION DOES NOT IMPAIR THE RIGHTS OF**
15 **CREDITORS OR ANY LIENS ON THE PROPERTY OF THE MARYLAND**
16 **CORPORATION.**

17 **(5) SUBJECT TO THE TREATMENT OF THE OWNERSHIP INTERESTS**
18 **OF THE STOCKHOLDERS OF THE MARYLAND CORPORATION UNDER THE**
19 **ARTICLES OF CONVERSION AND TO THE RIGHTS OF AN OBJECTING**
20 **STOCKHOLDER UNDER § 3-202 OF THIS TITLE, THE OWNERSHIP INTERESTS OF**
21 **THE STOCKHOLDERS OF THE MARYLAND CORPORATION CEASE TO EXIST AS**
22 **STOCK IN THE CONVERTED MARYLAND CORPORATION AND CONTINUE TO EXIST**
23 **AS OWNERSHIP INTERESTS IN THE OTHER ENTITY.**

24 **(6) THE CONVERSION OF THE MARYLAND CORPORATION TO AN**
25 **OTHER ENTITY IN ACCORDANCE WITH ARTICLES OF CONVERSION UNDER THIS**
26 **SUBTITLE DOES NOT AFFECT ANY DEBTS, OBLIGATIONS, OR LIABILITIES OF THE**
27 **MARYLAND CORPORATION OR THE PERSONAL LIABILITY OF ANY PERSON**
28 **INCURRED BEFORE THE CONVERSION.**

29 **(7) UNLESS OTHERWISE PROVIDED IN THE ARTICLES OF**
30 **CONVERSION, THE CONVERTING MARYLAND CORPORATION IS NOT REQUIRED**
31 **TO WIND UP ITS AFFAIRS OR PAY ITS LIABILITIES AND DISTRIBUTE ITS ASSETS,**
32 **AND THE CONVERSION DOES NOT CONSTITUTE DISSOLUTION OR A TRANSFER OF**
33 **ASSETS OR LIABILITIES OF THE MARYLAND CORPORATION.**

34 **(8) A PERSON BECOMES LIABLE FOR ANY OBLIGATION INCURRED**
35 **BY THE MARYLAND CORPORATION BEFORE THE COMPLETION OF THE**

1 CONVERSION ONLY TO THE EXTENT PROVIDED FOR BY THE LAWS APPLICABLE
2 TO THE OTHER ENTITY.

3 (c) (1) THIS SUBSECTION APPLIES ON THE CONVERSION OF AN
4 OTHER ENTITY TO A MARYLAND CORPORATION.

5 (2) THE MARYLAND CORPORATION, FOR ALL PURPOSES OF THE
6 LAWS OF THIS STATE, SHALL BE DEEMED TO BE THE SAME ENTITY AS THE
7 CONVERTING OTHER ENTITY.

8 (3) (i) ALL THE ASSETS OF THE OTHER ENTITY, INCLUDING
9 ANY LEGACIES THAT IT WOULD HAVE BEEN CAPABLE OF TAKING, VEST IN AND
10 DEVOLVE ON THE MARYLAND CORPORATION WITHOUT FURTHER ACT OR DEED
11 AND SHALL BE THE PROPERTY OF THE MARYLAND CORPORATION, AND THE
12 TITLE TO ANY REAL PROPERTY VESTED BY DEED OR OTHERWISE IN THE OTHER
13 ENTITY SHALL NOT REVERT OR BE IN ANY WAY IMPAIRED BY REASON OF A
14 CONVERSION UNDER THIS SUBTITLE.

15 (ii) THE CONVERSION OF THE OTHER ENTITY TO A
16 MARYLAND CORPORATION DOES NOT AFFECT, INVALIDATE, TERMINATE,
17 SUSPEND, OR NULLIFY ANY LICENSES, PERMITS, OR REGISTRATIONS GRANTED
18 TO THE OTHER ENTITY BEFORE THE CONVERSION.

19 (iii) CONFIRMATORY DEEDS, ASSIGNMENTS, OR SIMILAR
20 INSTRUMENTS TO EVIDENCE THE CONVERSION MAY BE EXECUTED AND
21 DELIVERED AT ANY TIME IN THE NAME OF THE OTHER ENTITY BY THE
22 APPROPRIATE AUTHORIZED PERSONS, PARTNERS, OFFICERS, TRUSTEES, OR
23 MEMBERS OF THE OTHER ENTITY OR BY THE OFFICERS OF THE MARYLAND
24 CORPORATION.

25 (4) (i) THE MARYLAND CORPORATION SHALL BE LIABLE FOR
26 ALL THE DEBTS AND OBLIGATIONS OF THE OTHER ENTITY.

27 (ii) AN EXISTING CLAIM, ACTION, OR PROCEEDING
28 PENDING BY OR AGAINST THE OTHER ENTITY MAY BE PROSECUTED TO
29 JUDGMENT AS IF THE CONVERSION HAD NOT TAKEN PLACE, OR, ON MOTION OF
30 THE OTHER ENTITY OR ANY PARTY, THE MARYLAND CORPORATION MAY BE
31 SUBSTITUTED AS A PARTY AND A JUDGMENT AGAINST THE OTHER ENTITY
32 CONSTITUTES A LIEN ON THE PROPERTY OF THE OTHER ENTITY.

33 (iii) A CONVERSION DOES NOT IMPAIR THE RIGHTS OF
34 CREDITORS OR ANY LIENS ON THE PROPERTY OF THE OTHER ENTITY.

1 **(5) THE CONVERSION OF AN OTHER ENTITY TO A MARYLAND**
2 **CORPORATION IN ACCORDANCE WITH ARTICLES OF CONVERSION UNDER THIS**
3 **SUBTITLE DOES NOT AFFECT ANY DEBTS, OBLIGATIONS, OR LIABILITIES OF THE**
4 **OTHER ENTITY OR THE PERSONAL LIABILITY OF ANY PERSON INCURRED**
5 **BEFORE THE COMPLETION OF THE CONVERSION.**

6 **(6) A PERSON REMAINS LIABLE FOR ANY OBLIGATION INCURRED**
7 **BY THE OTHER ENTITY BEFORE THE COMPLETION OF THE CONVERSION ONLY**
8 **TO THE EXTENT THAT THE PERSON WOULD HAVE BEEN LIABLE IF THE**
9 **CONVERSION HAD NOT OCCURRED.**

10 **(7) SUBJECT TO THE TREATMENT OF THE OWNERSHIP INTERESTS**
11 **OF THE OWNERS OF THE OTHER ENTITY UNDER THE ARTICLES OF CONVERSION,**
12 **THE OWNERSHIP INTERESTS OF THE OWNERS OF THE OTHER ENTITY CEASE TO**
13 **EXIST AS OWNERSHIP INTERESTS IN THE CONVERTED OTHER ENTITY AND**
14 **CONTINUE TO EXIST AS SHARES OF STOCK IN THE MARYLAND CORPORATION.**

15 **3-905.**

16 **(A) IN A CONVERSION OF AN OTHER ENTITY TO A MARYLAND**
17 **CORPORATION, THE STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP**
18 **INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE**
19 **OTHER ENTITY MAY BE EXCHANGED FOR OR CONVERTED INTO ANY ONE OR**
20 **MORE OF THE FOLLOWING:**

21 **(1) STOCK OF THE MARYLAND CORPORATION OR STOCK,**
22 **EVIDENCE OF INDEBTEDNESS, MEMBERSHIP INTERESTS, PARTNERSHIP**
23 **INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF ANY**
24 **OTHER CORPORATION OR OTHER ENTITY, WHETHER OR NOT PARTY TO THE**
25 **CONVERSION;**

26 **(2) OTHER TANGIBLE OR INTANGIBLE PROPERTY;**

27 **(3) MONEY; AND**

28 **(4) ANY OTHER CONSIDERATION.**

29 **(B) IN A CONVERSION OF A MARYLAND CORPORATION TO AN OTHER**
30 **ENTITY, STOCK OF THE MARYLAND CORPORATION MAY BE EXCHANGED FOR OR**
31 **CONVERTED INTO ANY ONE OR MORE OF THE FOLLOWING:**

32 **(1) STOCK, EVIDENCE OF INDEBTEDNESS, MEMBERSHIP**
33 **INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL INTERESTS, OR OTHER**

1 OWNERSHIP INTERESTS OF THE OTHER ENTITY TO WHICH THE MARYLAND
2 CORPORATION IS CONVERTED OR OF ANY OTHER CORPORATION OR OTHER
3 ENTITY, WHETHER OR NOT PARTY TO THE CONVERSION;

4 (2) OTHER TANGIBLE OR INTANGIBLE PROPERTY;

5 (3) MONEY; AND

6 (4) ANY OTHER CONSIDERATION.

7 **3-906.**

8 (A) THE CONVERSION OF AN OTHER ENTITY TO A MARYLAND
9 CORPORATION SHALL BE COMPLETED ON THE LATER OF:

10 (1) THE INCORPORATION OF THE MARYLAND CORPORATION IN
11 ACCORDANCE WITH SUBTITLE 2 OF THIS TITLE; OR

12 (2) THE EFFECTIVENESS OF ARTICLES OF CONVERSION FILED
13 FOR RECORD WITH THE DEPARTMENT.

14 (B) THE CONVERSION OF A MARYLAND CORPORATION TO AN OTHER
15 ENTITY SHALL BE COMPLETED ON THE EFFECTIVENESS OF ARTICLES OF
16 CONVERSION FILED FOR RECORD WITH THE DEPARTMENT.

17 (C) ARTICLES OF CONVERSION ARE EFFECTIVE ON THE LATER OF:

18 (1) THE TIME THE DEPARTMENT ACCEPTS THE ARTICLES OF
19 CONVERSION FOR RECORD; OR

20 (2) THE FUTURE EFFECTIVE TIME OF THE ARTICLES OF
21 CONVERSION AS SET FORTH IN ARTICLES OF CONVERSION THAT HAVE BEEN
22 ACCEPTED BY THE DEPARTMENT FOR RECORD.

23 (D) (1) (I) EXCEPT AS PROVIDED IN SUBPARAGRAPH (II) OF THIS
24 PARAGRAPH, AT THE TIME THE CONVERSION OF AN OTHER ENTITY TO A
25 MARYLAND CORPORATION IS COMPLETED:

26 1. THE OTHER ENTITY SHALL BE CONVERTED TO A
27 MARYLAND CORPORATION;

28 2. THE CONVERSION SHALL HAVE THE EFFECTS SET
29 FORTH IN § 3-904 OF THIS SUBTITLE; AND

1 **3. THE CORPORATION SHALL BE SUBJECT TO ALL OF**
2 **THE PROVISIONS OF THE MARYLAND GENERAL CORPORATION LAW.**

3 **(II) NOTWITHSTANDING § 2-102 OF THIS ARTICLE, THE**
4 **EXISTENCE OF THE MARYLAND CORPORATION SHALL BE DEEMED TO HAVE**
5 **COMMENCED ON THE DATE THE OTHER ENTITY COMMENCED ITS EXISTENCE IN**
6 **THE PLACE IN WHICH THE OTHER ENTITY WAS FIRST INCORPORATED, CREATED,**
7 **FORMED, OR OTHERWISE CAME INTO BEING.**

8 **(2) AT THE TIME THE CONVERSION OF A MARYLAND**
9 **CORPORATION TO AN OTHER ENTITY IS COMPLETED, THE CONVERSION SHALL**
10 **HAVE THE EFFECTS SET FORTH IN § 3-904 OF THIS SUBTITLE.**

11 **3-907.**

12 **(A) UNLESS THE CHARTER OF THE MARYLAND CORPORATION OR**
13 **ARTICLES OF CONVERSION PROVIDE OTHERWISE, A PROPOSED CONVERSION OF**
14 **A MARYLAND CORPORATION TO AN OTHER ENTITY MAY BE ABANDONED BEFORE**
15 **THE EFFECTIVE DATE OF THE ARTICLES OF CONVERSION BY MAJORITY VOTE OF**
16 **THE ENTIRE BOARD OF DIRECTORS OF THE MARYLAND CORPORATION.**

17 **(B) UNLESS THE ARTICLES OF CONVERSION PROVIDE OTHERWISE, A**
18 **PROPOSED CONVERSION OF AN OTHER ENTITY TO A MARYLAND CORPORATION**
19 **MAY BE ABANDONED IN THE MANNER AND BY THE VOTE REQUIRED BY THE**
20 **GOVERNING DOCUMENT OF THE OTHER ENTITY AND THE LAWS OF THE PLACE IN**
21 **WHICH IT IS INCORPORATED OR ORGANIZED OR, IF NO MANNER AND VOTE IS**
22 **SPECIFIED, IN THE MANNER AND BY THE VOTE REQUIRED TO APPROVE THE**
23 **CONVERSION UNDER § 3-902 OF THIS SUBTITLE.**

24 **(C) IF THE ARTICLES OF CONVERSION HAVE BEEN FILED WITH THE**
25 **DEPARTMENT, NOTICE OF THE ABANDONMENT SHALL BE GIVEN PROMPTLY TO**
26 **THE DEPARTMENT.**

27 **(D) (1) IF THE PROPOSED CONVERSION IS ABANDONED AS PROVIDED**
28 **IN THIS SECTION, NO LEGAL LIABILITY ARISES UNDER THE ARTICLES OF**
29 **CONVERSION.**

30 **(2) ABANDONMENT OF A CONVERSION UNDER THIS SECTION**
31 **DOES NOT PREJUDICE THE RIGHTS OF ANY PERSON UNDER ANY OTHER**
32 **CONTRACT MADE BY A MARYLAND CORPORATION IN CONNECTION WITH THE**
33 **PROPOSED CONVERSION.**

1 4A-206.

2 (a) Articles and certificates required by this title to be filed with the
3 Department shall be executed in the following manner:

4 (1) Articles of organization shall be executed by any individual
5 authorized to do so by the persons forming the limited liability company; and

6 (2) Articles of amendment, articles of merger, certificates of correction,
7 articles of dissolution, articles of continuation, **ARTICLES OF CONVERSION**, articles of
8 cancellation, and articles of reinstatement shall be executed by an authorized person.

9 (b) (1) An authorized person may sign any articles or certificates by an
10 attorney in fact.

11 (2) Powers of attorney relating to the signing of articles or certificates
12 by an attorney in fact need not be sworn to, verified, or acknowledged, and need not be
13 filed with the Department.

14 (c) Any document required to be certified, acknowledged, or verified under
15 this title shall be so acknowledged, verified, or certified in accordance with the
16 procedure set forth in Title 1, Subtitle 3 of this article.

17 4A-403.

18 (a) The provisions of this section apply unless otherwise provided in this title
19 or unless otherwise agreed.

20 (b) (1) Members shall vote in proportion to their respective interests in
21 profits of the limited liability company, as determined under § 4A-503 of this title.

22 (2) Decisions concerning the affairs of the limited liability company
23 shall require the consent of members holding at least a majority of the interests in
24 profits of the limited liability company as determined under § 4A-503 of this title.

25 (c) (1) A meeting of the members may be called by the written request of
26 members holding at least 25% of the interests in profits of the limited liability
27 company as determined under § 4A-503 of this title.

28 (2) (i) Members of a limited liability company may participate in a
29 meeting by means of conference telephone or other communications equipment or by
30 means of remote communication, if all persons participating in the meeting:

31 1. Can either hear or read the proceedings of the
32 meeting substantially concurrent with the proceedings; and

1 2. Have the opportunity to participate in the meeting
2 and vote on matters submitted to the members.

3 (ii) Participation in a meeting by the means authorized by
4 subparagraph (i) of this paragraph constitutes presence in person at the meeting.

5 (d) (1) A member may not take any of the following actions without the
6 consent of members holding at least two-thirds of the interest in profits of the limited
7 liability company as determined under § 4A-503 of this title:

8 (i) Dispose of all or substantially all of the business or property
9 of the limited liability company; [or]

10 (ii) Approve a merger as provided in § 4A-702 of this title; OR

11 **(III) APPROVE A CONVERSION AS PROVIDED IN § 4A-1102**
12 **OF THIS TITLE.**

13 (2) A member may not take any of the following actions without the
14 unanimous consent of the members:

15 (i) Institute a voluntary proceeding under the federal
16 bankruptcy code;

17 (ii) Assign the property of the limited liability company in trust
18 for creditors or on the assignee's promise to pay the debts of the limited liability
19 company;

20 (iii) Alter the allocation of profit or loss to members of the
21 limited liability company;

22 (iv) Alter the allocation of or the manner of computing
23 distributions payable to members of the limited liability company; or

24 (v) Do any other act that would make it impossible to carry on
25 the ordinary business of the limited liability company.

26 **SUBTITLE 11. CONVERSIONS OF LIMITED LIABILITY COMPANIES.**

27 **4A-1101.**

28 **(A) IN THIS SUBTITLE, "OTHER ENTITY" MEANS:**

29 **(1) A MARYLAND CORPORATION INCORPORATED UNDER TITLE 2**
30 **OF THIS ARTICLE;**

1 (2) A FOREIGN CORPORATION, AS DEFINED IN § 1-101 OF THIS
2 ARTICLE;

3 (3) A PARTNERSHIP, AS DEFINED IN § 9A-101 OF THIS ARTICLE;

4 (4) A LIMITED PARTNERSHIP, INCLUDING A LIMITED
5 PARTNERSHIP REGISTERED OR DENOMINATED AS A LIMITED LIABILITY LIMITED
6 PARTNERSHIP UNDER § 10-805 OF THIS ARTICLE OR UNDER THE LAWS OF A
7 STATE OTHER THAN THIS STATE;

8 (5) A BUSINESS TRUST, AS DEFINED IN § 1-101 OF THIS ARTICLE;

9 (6) ANOTHER FORM OF UNINCORPORATED BUSINESS FORMED
10 UNDER THE LAWS OF THIS STATE OR THE LAWS OF THE UNITED STATES,
11 ANOTHER STATE OF THE UNITED STATES, A TERRITORY, POSSESSION, OR
12 DISTRICT OF THE UNITED STATES, OR A FOREIGN COUNTRY; OR

13 (7) A FOREIGN LIMITED LIABILITY COMPANY.

14 (B) UNLESS OTHERWISE AGREED, A LIMITED LIABILITY COMPANY MAY
15 CONVERT TO AN OTHER ENTITY BY:

16 (1) APPROVING THE CONVERSION IN ACCORDANCE WITH §
17 4A-1102 OF THIS SUBTITLE; AND

18 (2) FILING FOR RECORD WITH THE DEPARTMENT ARTICLES OF
19 CONVERSION EXECUTED IN THE MANNER REQUIRED BY TITLE 1 OF THIS
20 ARTICLE.

21 (C) AN OTHER ENTITY MAY CONVERT TO A LIMITED LIABILITY
22 COMPANY BY COMPLYING WITH THE REQUIREMENTS OF § 4A-1102 OF THIS
23 SUBTITLE AND FILING FOR RECORD WITH THE DEPARTMENT:

24 (1) ARTICLES OF CONVERSION EXECUTED IN THE MANNER
25 REQUIRED BY § 4A-206 OF THIS TITLE; AND

26 (2) ARTICLES OF ORGANIZATION, WHICH SHALL INCLUDE THE
27 NAME OF THE CONVERTING OTHER ENTITY, EXECUTED IN THE MANNER
28 REQUIRED BY § 4A-206 AND OTHERWISE COMPLYING WITH THIS TITLE.

29 4A-1102.

1 **(A) UNLESS OTHERWISE AGREED, A LIMITED LIABILITY COMPANY**
2 **SHALL APPROVE THE CONVERSION OF THE LIMITED LIABILITY COMPANY TO AN**
3 **OTHER ENTITY BY THE VOTE REQUIRED UNDER § 4A-403(D)(1) OF THIS TITLE.**

4 **(B) AN OTHER ENTITY SEEKING TO CONVERT TO A LIMITED LIABILITY**
5 **COMPANY SHALL APPROVE THE CONVERSION OF THE OTHER ENTITY TO A**
6 **LIMITED LIABILITY COMPANY IN THE MANNER AND BY THE VOTE REQUIRED BY**
7 **ITS GOVERNING DOCUMENT AND THE LAWS OF THE PLACE WHERE IT IS**
8 **INCORPORATED OR ORGANIZED.**

9 **(C) (1) A MEMBER OF A LIMITED LIABILITY COMPANY OBJECTING TO**
10 **A CONVERSION OF THE LIMITED LIABILITY COMPANY HAS THE SAME RIGHTS**
11 **WITH RESPECT TO THE MEMBER'S INTEREST IN THE LIMITED LIABILITY**
12 **COMPANY AS A STOCKHOLDER OF A MARYLAND CORPORATION WHO OBJECTS**
13 **HAS WITH RESPECT TO THE STOCKHOLDER'S STOCK UNDER TITLE 3, SUBTITLE**
14 **2 OF THIS ARTICLE.**

15 **(2) THE PROCEDURES UNDER TITLE 3, SUBTITLE 2 OF THIS**
16 **ARTICLE SHALL BE APPLICABLE TO THE EXTENT PRACTICABLE.**

17 **4A-1103.**

18 **(A) IN THIS SECTION, "FACTS ASCERTAINABLE OUTSIDE THE ARTICLES**
19 **OF CONVERSION" INCLUDES:**

20 **(1) AN ACTION OR A DETERMINATION BY ANY PERSON,**
21 **INCLUDING:**

22 **(I) THE LIMITED LIABILITY COMPANY OR OTHER ENTITY,**
23 **AS APPLICABLE;**

24 **(II) THE MEMBERS, PARTNERS, DIRECTORS, TRUSTEES,**
25 **OFFICERS, OR OTHER AGENTS OF THE LIMITED LIABILITY COMPANY OR OTHER**
26 **ENTITY; AND**

27 **(III) ANY OTHER PERSON AFFILIATED WITH THE LIMITED**
28 **LIABILITY COMPANY OR OTHER ENTITY; AND**

29 **(2) ANY OTHER EVENT.**

30 **(B) ARTICLES OF CONVERSION SHALL BE FILED FOR RECORD WITH THE**
31 **DEPARTMENT.**

1 **(C) IN A CONVERSION OF A LIMITED LIABILITY COMPANY TO AN OTHER**
2 **ENTITY, THE ARTICLES OF CONVERSION SHALL SET FORTH:**

3 **(1) THE NAME OF THE LIMITED LIABILITY COMPANY AND THE**
4 **DATE OF FILING OF THE ORIGINAL ARTICLES OF ORGANIZATION WITH THE**
5 **DEPARTMENT;**

6 **(2) THE NAME OF THE OTHER ENTITY TO WHICH THE LIMITED**
7 **LIABILITY COMPANY WILL BE CONVERTED AND THE PLACE OF INCORPORATION**
8 **OR ORGANIZATION OF THE OTHER ENTITY;**

9 **(3) A STATEMENT THAT THE CONVERSION HAS BEEN APPROVED**
10 **IN ACCORDANCE WITH THE PROVISIONS OF THIS SUBTITLE;**

11 **(4) THE MANNER AND BASIS OF CONVERTING OR EXCHANGING**
12 **MEMBERSHIP INTERESTS IN THE LIMITED LIABILITY COMPANY INTO SHARES OF**
13 **STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL**
14 **INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE OTHER ENTITY, OR**
15 **OTHER CONSIDERATION, AND THE TREATMENT OF ANY MEMBERSHIP**
16 **INTERESTS NOT TO BE CONVERTED OR EXCHANGED, ANY OF WHICH MAY BE**
17 **MADE DEPENDENT ON FACTS ASCERTAINABLE OUTSIDE THE ARTICLES OF**
18 **CONVERSION;**

19 **(5) THE FUTURE EFFECTIVE TIME, WHICH SHALL BE A TIME**
20 **CERTAIN, OF THE ARTICLES OF CONVERSION, IF THE ARTICLES OF CONVERSION**
21 **ARE NOT TO BE EFFECTIVE ON THE ACCEPTANCE FOR RECORD OF THE**
22 **ARTICLES OF CONVERSION;**

23 **(6) IF THE OTHER ENTITY IS NOT ORGANIZED UNDER THE LAWS**
24 **OF THIS STATE:**

25 **(I) THE LOCATION OF THE PRINCIPAL OFFICE IN THE**
26 **PLACE WHERE IT IS ORGANIZED; AND**

27 **(II) THE NAME AND ADDRESS OF THE RESIDENT AGENT IN**
28 **THIS STATE; AND**

29 **(7) ANY OTHER PROVISION NECESSARY TO EFFECT THE**
30 **CONVERSION.**

31 **(D) IN A CONVERSION OF AN OTHER ENTITY TO A LIMITED LIABILITY**
32 **COMPANY, THE ARTICLES OF CONVERSION SHALL SET FORTH:**

1 (1) THE NAME OF THE OTHER ENTITY, THE DATE ON WHICH THE
2 OTHER ENTITY WAS FIRST CREATED, AND THE PLACE OF INCORPORATION OR
3 ORGANIZATION OF THE OTHER ENTITY;

4 (2) THE NAME OF THE LIMITED LIABILITY COMPANY TO WHICH
5 THE OTHER ENTITY WILL BE CONVERTED;

6 (3) A STATEMENT THAT THE CONVERSION HAS BEEN APPROVED
7 IN ACCORDANCE WITH THE PROVISIONS OF THIS SUBTITLE;

8 (4) THE MANNER AND BASIS OF CONVERTING OR EXCHANGING
9 ANY OUTSTANDING SHARES OF STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP
10 INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE
11 OTHER ENTITY INTO MEMBERSHIP INTERESTS IN THE LIMITED LIABILITY
12 COMPANY OR OTHER CONSIDERATION, AND THE TREATMENT OF ANY
13 OUTSTANDING SHARES OF STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP
14 INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS NOT TO
15 BE CONVERTED OR EXCHANGED, ANY OF WHICH MAY BE MADE DEPENDENT ON
16 FACTS ASCERTAINABLE OUTSIDE THE ARTICLES OF CONVERSION;

17 (5) THE FUTURE EFFECTIVE TIME, WHICH SHALL BE A TIME
18 CERTAIN, OF THE ARTICLES OF CONVERSION, IF THE ARTICLES OF CONVERSION
19 ARE NOT TO BE EFFECTIVE ON THE ACCEPTANCE FOR RECORD OF THE
20 ARTICLES OF CONVERSION; AND

21 (6) ANY OTHER PROVISION NECESSARY TO EFFECT THE
22 CONVERSION.

23 (E) THE ARTICLES OF CONVERSION MAY CONTAIN A FUTURE
24 EFFECTIVE TIME FOR THE ARTICLES OF CONVERSION THAT IS NOT LATER THAN
25 30 DAYS AFTER THE ARTICLES OF CONVERSION ARE ACCEPTED FOR RECORD.

26 4A-1104.

27 (A) A CONVERSION HAS THE EFFECTS PROVIDED IN THIS SECTION.

28 (B) (1) THIS SUBSECTION APPLIES ON THE COMPLETION OF THE
29 CONVERSION OF A LIMITED LIABILITY COMPANY TO AN OTHER ENTITY.

30 (2) THE LIMITED LIABILITY COMPANY SHALL CEASE TO EXIST AS
31 A LIMITED LIABILITY COMPANY AND SHALL CONTINUE TO EXIST AS THE OTHER
32 ENTITY INTO WHICH THE LIMITED LIABILITY COMPANY HAS CONVERTED, AND
33 THE OTHER ENTITY SHALL, FOR ALL PURPOSES OF THE LAWS OF THIS STATE,

1 BE DEEMED TO BE THE SAME ENTITY AS THE CONVERTING LIMITED LIABILITY
2 COMPANY.

3 (3) (I) ALL THE ASSETS OF THE LIMITED LIABILITY COMPANY,
4 INCLUDING ANY LEGACIES THAT IT WOULD HAVE BEEN CAPABLE OF TAKING,
5 SHALL VEST IN AND DEVOLVE ON THE OTHER ENTITY WITHOUT FURTHER ACT
6 OR DEED AND SHALL BE THE PROPERTY OF THE OTHER ENTITY, AND THE TITLE
7 TO ANY REAL PROPERTY VESTED BY DEED OR OTHERWISE IN THE LIMITED
8 LIABILITY COMPANY SHALL NOT REVERT OR BE IN ANY WAY IMPAIRED BY
9 REASON OF A CONVERSION UNDER THIS SUBTITLE.

10 (II) THE CONVERSION OF THE LIMITED LIABILITY COMPANY
11 TO AN OTHER ENTITY DOES NOT AFFECT, INVALIDATE, TERMINATE, SUSPEND,
12 OR NULLIFY ANY LICENSES, PERMITS, OR REGISTRATIONS GRANTED TO THE
13 LIMITED LIABILITY COMPANY BEFORE THE CONVERSION.

14 (III) CONFIRMATORY DEEDS, ASSIGNMENTS, OR SIMILAR
15 INSTRUMENTS TO EVIDENCE THE CONVERSION MAY BE EXECUTED AND
16 DELIVERED AT ANY TIME IN THE NAME OF THE LIMITED LIABILITY COMPANY BY
17 ITS LAST ACTING AUTHORIZED PERSONS OR BY THE APPROPRIATE AUTHORIZED
18 PERSONS, PARTNERS, OFFICERS, TRUSTEES, OR MEMBERS OF THE OTHER
19 ENTITY.

20 (4) (I) THE OTHER ENTITY SHALL BE LIABLE FOR ALL THE
21 DEBTS AND OBLIGATIONS OF THE LIMITED LIABILITY COMPANY.

22 (II) AN EXISTING CLAIM, ACTION, OR PROCEEDING
23 PENDING BY OR AGAINST THE LIMITED LIABILITY COMPANY MAY BE
24 PROSECUTED TO JUDGMENT AS IF THE CONVERSION HAD NOT TAKEN PLACE,
25 OR, ON MOTION OF THE OTHER ENTITY OR ANY PARTY, THE OTHER ENTITY MAY
26 BE SUBSTITUTED AS A PARTY, AND A JUDGMENT AGAINST THE LIMITED
27 LIABILITY COMPANY CONSTITUTES A LIEN ON THE PROPERTY OF THE OTHER
28 ENTITY.

29 (III) A CONVERSION DOES NOT IMPAIR THE RIGHTS OF
30 CREDITORS OR ANY LIENS ON THE PROPERTY OF THE LIMITED LIABILITY
31 COMPANY.

32 (5) SUBJECT TO THE TREATMENT OF THE OWNERSHIP INTERESTS
33 OF THE MEMBERS OF THE LIMITED LIABILITY COMPANY UNDER THE ARTICLES
34 OF CONVERSION AND TO THE RIGHTS OF AN OBJECTING MEMBER UNDER THIS
35 SUBTITLE, THE OWNERSHIP INTERESTS OF THE MEMBERS OF THE LIMITED
36 LIABILITY COMPANY CEASE TO EXIST AS MEMBERSHIP INTERESTS IN THE

1 CONVERTED LIMITED LIABILITY COMPANY AND CONTINUE TO EXIST AS
2 OWNERSHIP INTERESTS IN THE OTHER ENTITY.

3 (6) THE CONVERSION OF THE LIMITED LIABILITY COMPANY TO
4 AN OTHER ENTITY IN ACCORDANCE WITH ARTICLES OF CONVERSION UNDER
5 THIS SUBTITLE DOES NOT AFFECT ANY DEBTS, OBLIGATIONS, OR LIABILITIES OF
6 THE LIMITED LIABILITY COMPANY OR THE PERSONAL LIABILITY OF ANY
7 PERSON INCURRED BEFORE THE COMPLETION OF THE CONVERSION.

8 (7) UNLESS OTHERWISE PROVIDED IN THE ARTICLES OF
9 CONVERSION, THE CONVERTING LIMITED LIABILITY COMPANY IS NOT
10 REQUIRED TO WIND UP ITS AFFAIRS OR PAY ITS LIABILITIES AND DISTRIBUTE
11 ITS ASSETS, AND THE CONVERSION DOES NOT CONSTITUTE DISSOLUTION OR A
12 TRANSFER OF ASSETS OR LIABILITIES OF THE LIMITED LIABILITY COMPANY.

13 (8) A PERSON BECOMES LIABLE FOR ANY OBLIGATION INCURRED
14 BY THE LIMITED LIABILITY COMPANY BEFORE THE COMPLETION OF THE
15 CONVERSION ONLY TO THE EXTENT PROVIDED FOR BY THE LAWS APPLICABLE
16 TO THE OTHER ENTITY.

17 (c) (1) THIS SUBSECTION APPLIES ON THE CONVERSION OF AN
18 OTHER ENTITY TO A LIMITED LIABILITY COMPANY.

19 (2) THE LIMITED LIABILITY COMPANY, FOR ALL PURPOSES OF
20 THE LAWS OF THIS STATE, SHALL BE DEEMED TO BE THE SAME ENTITY AS THE
21 CONVERTING OTHER ENTITY.

22 (3) (i) ALL THE ASSETS OF THE OTHER ENTITY, INCLUDING
23 ANY LEGACIES THAT IT WOULD HAVE BEEN CAPABLE OF TAKING, VEST IN AND
24 DEVOLVE ON THE LIMITED LIABILITY COMPANY WITHOUT FURTHER ACT OR
25 DEED AND SHALL BE THE PROPERTY OF THE LIMITED LIABILITY COMPANY, AND
26 THE TITLE TO ANY REAL PROPERTY VESTED BY DEED OR OTHERWISE IN THE
27 OTHER ENTITY SHALL NOT REVERT OR BE IN ANY WAY IMPAIRED BY REASON OF
28 A CONVERSION UNDER THIS SUBTITLE.

29 (ii) THE CONVERSION OF THE OTHER ENTITY TO A LIMITED
30 LIABILITY COMPANY DOES NOT AFFECT, INVALIDATE, TERMINATE, SUSPEND, OR
31 NULLIFY ANY LICENSES, PERMITS, OR REGISTRATIONS GRANTED TO THE OTHER
32 ENTITY BEFORE THE CONVERSION.

33 (iii) CONFIRMATORY DEEDS, ASSIGNMENTS, OR SIMILAR
34 INSTRUMENTS TO EVIDENCE THE CONVERSION MAY BE EXECUTED AND
35 DELIVERED AT ANY TIME IN THE NAME OF THE OTHER ENTITY BY THE

1 APPROPRIATE AUTHORIZED PERSONS, PARTNERS, OFFICERS, TRUSTEES, OR
2 MEMBERS OF THE OTHER ENTITY OR BY AN AUTHORIZED PERSON OF THE
3 LIMITED LIABILITY COMPANY.

4 (4) (I) THE LIMITED LIABILITY COMPANY SHALL BE LIABLE
5 FOR ALL THE DEBTS AND OBLIGATIONS OF THE OTHER ENTITY.

6 (II) AN EXISTING CLAIM, ACTION, OR PROCEEDING
7 PENDING BY OR AGAINST THE OTHER ENTITY MAY BE PROSECUTED TO
8 JUDGMENT AS IF THE CONVERSION HAD NOT TAKEN PLACE, OR, ON MOTION OF
9 THE LIMITED LIABILITY COMPANY OR ANY PARTY, THE LIMITED LIABILITY
10 COMPANY MAY BE SUBSTITUTED AS A PARTY, AND A JUDGMENT AGAINST THE
11 OTHER ENTITY CONSTITUTES A LIEN ON THE PROPERTY OF THE LIMITED
12 LIABILITY COMPANY.

13 (III) A CONVERSION DOES NOT IMPAIR THE RIGHTS OF
14 CREDITORS OR ANY LIENS ON THE PROPERTY OF THE OTHER ENTITY.

15 (5) THE CONVERSION OF AN OTHER ENTITY TO A LIMITED
16 LIABILITY COMPANY IN ACCORDANCE WITH ARTICLES OF CONVERSION UNDER
17 THIS SUBTITLE DOES NOT AFFECT ANY DEBTS, OBLIGATIONS, OR LIABILITIES OF
18 THE OTHER ENTITY OR THE PERSONAL LIABILITY OF ANY PERSON INCURRED
19 BEFORE THE COMPLETION OF THE CONVERSION.

20 (6) A PERSON REMAINS LIABLE FOR ANY OBLIGATION INCURRED
21 BY THE OTHER ENTITY BEFORE THE COMPLETION OF THE CONVERSION ONLY
22 TO THE EXTENT THAT THE PERSON WOULD HAVE BEEN LIABLE IF THE
23 CONVERSION HAD NOT OCCURRED.

24 (7) SUBJECT TO THE TREATMENT OF THE OWNERSHIP INTERESTS
25 OF THE OWNERS OF THE OTHER ENTITY UNDER THE ARTICLES OF CONVERSION,
26 THE OWNERSHIP INTERESTS OF THE OWNERS OF THE OTHER ENTITY CEASE TO
27 EXIST AS OWNERSHIP INTERESTS IN THE CONVERTED OTHER ENTITY AND
28 CONTINUE TO EXIST AS MEMBERSHIP INTERESTS IN THE LIMITED LIABILITY
29 COMPANY.

30 4A-1105.

31 (A) IN A CONVERSION OF AN OTHER ENTITY TO A LIMITED LIABILITY
32 COMPANY, THE STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP INTERESTS,
33 BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE OTHER
34 ENTITY MAY BE EXCHANGED FOR OR CONVERTED INTO ANY ONE OR MORE OF
35 THE FOLLOWING:

1 **(1) MEMBERSHIP INTERESTS IN THE LIMITED LIABILITY**
2 **COMPANY OR STOCK, EVIDENCE OF INDEBTEDNESS, MEMBERSHIP INTERESTS,**
3 **PARTNERSHIP INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP**
4 **INTERESTS OF AN OTHER ENTITY, WHETHER OR NOT PARTY TO THE**
5 **CONVERSION;**

6 **(2) OTHER TANGIBLE OR INTANGIBLE PROPERTY;**

7 **(3) MONEY; AND**

8 **(4) ANY OTHER CONSIDERATION.**

9 **(B) IN A CONVERSION OF A LIMITED LIABILITY COMPANY TO AN OTHER**
10 **ENTITY, MEMBERSHIP INTERESTS IN THE LIMITED LIABILITY COMPANY MAY BE**
11 **EXCHANGED FOR OR CONVERTED INTO ANY ONE OR MORE OF THE FOLLOWING:**

12 **(1) STOCK, EVIDENCE OF INDEBTEDNESS, MEMBERSHIP**
13 **INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL INTERESTS OR OTHER**
14 **OWNERSHIP INTERESTS OF THE OTHER ENTITY TO WHICH THE LIMITED**
15 **LIABILITY COMPANY IS CONVERTED OR OF AN OTHER ENTITY, WHETHER OR NOT**
16 **PARTY TO THE CONVERSION;**

17 **(2) OTHER TANGIBLE OR INTANGIBLE PROPERTY;**

18 **(3) MONEY; AND**

19 **(4) ANY OTHER CONSIDERATION.**

20 **4A-1106.**

21 **(A) THE CONVERSION OF AN OTHER ENTITY TO A LIMITED LIABILITY**
22 **COMPANY SHALL BE COMPLETED ON THE LATER OF:**

23 **(1) THE FORMATION OF THE LIMITED LIABILITY COMPANY IN**
24 **ACCORDANCE WITH THIS TITLE; OR**

25 **(2) THE EFFECTIVENESS OF ARTICLES OF CONVERSION FILED**
26 **FOR RECORD WITH THE DEPARTMENT.**

27 **(B) THE CONVERSION OF A LIMITED LIABILITY COMPANY TO AN OTHER**
28 **ENTITY SHALL BE COMPLETED ON THE EFFECTIVENESS OF ARTICLES OF**
29 **CONVERSION FILED FOR RECORD WITH THE DEPARTMENT.**

1 **(C) ARTICLES OF CONVERSION ARE EFFECTIVE ON THE LATER OF:**

2 **(1) THE TIME THE DEPARTMENT ACCEPTS THE ARTICLES OF**
3 **CONVERSION FOR RECORD; OR**

4 **(2) THE FUTURE EFFECTIVE TIME OF THE ARTICLES OF**
5 **CONVERSION SET FORTH IN ARTICLES OF CONVERSION THAT HAVE BEEN**
6 **ACCEPTED BY THE DEPARTMENT FOR RECORD.**

7 **(D) (1) (I) EXCEPT AS PROVIDE IN SUBPARAGRAPH (II) OF THIS**
8 **PARAGRAPH, AT THE TIME THE CONVERSION OF AN OTHER ENTITY TO A**
9 **LIMITED LIABILITY COMPANY IS COMPLETED:**

10 **1. THE OTHER ENTITY SHALL BE CONVERTED TO A**
11 **LIMITED LIABILITY COMPANY;**

12 **2. THE CONVERSION SHALL HAVE THE EFFECTS SET**
13 **FORTH IN § 4A-1104 OF THIS SUBTITLE; AND**

14 **3. THE LIMITED LIABILITY COMPANY SHALL BE**
15 **SUBJECT TO ALL OF THE PROVISIONS OF THIS TITLE.**

16 **(II) NOTWITHSTANDING § 4A-202 OF THIS TITLE, THE**
17 **EXISTENCE OF THE LIMITED LIABILITY COMPANY AS A DOMESTIC LIMITED**
18 **LIABILITY COMPANY SHALL BE DEEMED TO HAVE COMMENCED ON THE DATE**
19 **THE OTHER ENTITY COMMENCED ITS EXISTENCE IN THE PLACE IN WHICH THE**
20 **OTHER ENTITY WAS FIRST INCORPORATED, CREATED, FORMED, OR OTHERWISE**
21 **CAME INTO BEING.**

22 **(2) AT THE TIME THE CONVERSION OF A LIMITED LIABILITY**
23 **COMPANY TO AN OTHER ENTITY IS COMPLETED, THE CONVERSION SHALL HAVE**
24 **THE EFFECTS SET FORTH IN § 4A-1104 OF THIS SUBTITLE.**

25 **4A-1107.**

26 **(A) UNLESS OTHERWISE AGREED OR THE ARTICLES OF CONVERSION**
27 **PROVIDE OTHERWISE, A PROPOSED CONVERSION OF A LIMITED LIABILITY**
28 **COMPANY TO AN OTHER ENTITY MAY BE ABANDONED BEFORE THE EFFECTIVE**
29 **TIME OF THE ARTICLES OF CONVERSION BY THE VOTE REQUIRED UNDER §**
30 **4A-403(D)(1) OF THIS TITLE TO APPROVE THE CONVERSION.**

1 **(B) UNLESS THE ARTICLES OF CONVERSION PROVIDE OTHERWISE, A**
2 **PROPOSED CONVERSION OF AN OTHER ENTITY TO A LIMITED LIABILITY**
3 **COMPANY MAY BE ABANDONED BEFORE THE EFFECTIVE TIME OF THE ARTICLES**
4 **OF CONVERSION IN THE MANNER AND BY THE VOTE REQUIRED BY THE**
5 **GOVERNING DOCUMENT OF THE OTHER ENTITY AND THE LAWS OF THE PLACE IN**
6 **WHICH IT IS INCORPORATED OR ORGANIZED OR, IF NO MANNER AND VOTE IS**
7 **SPECIFIED, IN THE MANNER AND BY THE VOTE REQUIRED TO APPROVE THE**
8 **CONVERSION UNDER § 4A-1102 OF THIS SUBTITLE.**

9 **(C) IF THE ARTICLES OF CONVERSION HAVE BEEN FILED WITH THE**
10 **DEPARTMENT, NOTICE OF THE ABANDONMENT SHALL BE GIVEN PROMPTLY TO**
11 **THE DEPARTMENT.**

12 **(D) (1) IF THE PROPOSED CONVERSION IS ABANDONED AS PROVIDED**
13 **IN THIS SECTION, NO LEGAL LIABILITY ARISES UNDER THE ARTICLES OF**
14 **CONVERSION.**

15 **(2) ABANDONMENT OF A CONVERSION UNDER THIS SECTION**
16 **DOES NOT PREJUDICE THE RIGHTS OF ANY PERSON UNDER ANY OTHER**
17 **CONTRACT MADE BY A PARTY TO THE PROPOSED CONVERSION IN CONNECTION**
18 **WITH THE PROPOSED CONVERSION.**

19 **SUBTITLE 7. CONVERSIONS OF REAL ESTATE INVESTMENT TRUSTS.**

20 **8-701.**

21 **(A) IN THIS SUBTITLE, “OTHER ENTITY” MEANS:**

22 **(1) A MARYLAND CORPORATION INCORPORATED UNDER TITLE 2**
23 **OF THIS ARTICLE;**

24 **(2) A FOREIGN CORPORATION, AS DEFINED IN § 1-101 OF THIS**
25 **ARTICLE;**

26 **(3) A DOMESTIC LIMITED LIABILITY COMPANY, AS DEFINED IN §**
27 **4A-101 OF THIS ARTICLE;**

28 **(4) A FOREIGN LIMITED LIABILITY COMPANY, AS DEFINED IN §**
29 **4A-101 OF THIS ARTICLE;**

30 **(5) A PARTNERSHIP, AS DEFINED IN § 9A-101 OF THIS ARTICLE;**

1 **(6) A LIMITED PARTNERSHIP, AS DEFINED IN § 10-101 OF THIS**
2 **ARTICLE, INCLUDING A LIMITED PARTNERSHIP REGISTERED AS A LIMITED**
3 **LIABILITY LIMITED PARTNERSHIP UNDER § 10-805 OF THIS ARTICLE;**

4 **(7) A FOREIGN LIMITED PARTNERSHIP, AS DEFINED IN § 10-101**
5 **OF THIS ARTICLE;**

6 **(8) A BUSINESS TRUST, AS DEFINED IN § 1-101 OF THIS ARTICLE,**
7 **EXCLUDING A REAL ESTATE INVESTMENT TRUST; OR**

8 **(9) ANOTHER FORM OF UNINCORPORATED BUSINESS FORMED**
9 **UNDER THE LAWS OF THIS STATE OR THE LAWS OF THE UNITED STATES,**
10 **ANOTHER STATE OF THE UNITED STATES, A TERRITORY, POSSESSION OR**
11 **DISTRICT OF THE UNITED STATES, OR A FOREIGN COUNTRY.**

12 **(B) UNLESS THE DECLARATION OF TRUST PROVIDES OTHERWISE, A**
13 **REAL ESTATE INVESTMENT TRUST MAY CONVERT TO AN OTHER ENTITY BY:**

14 **(1) APPROVING THE CONVERSION IN ACCORDANCE WITH § 8-702**
15 **OF THIS SUBTITLE; AND**

16 **(2) FILING FOR RECORD WITH THE DEPARTMENT ARTICLES OF**
17 **CONVERSION EXECUTED IN THE MANNER REQUIRED BY TITLE 1 OF THIS**
18 **ARTICLE.**

19 **(C) AN OTHER ENTITY MAY CONVERT TO A REAL ESTATE INVESTMENT**
20 **TRUST BY COMPLYING WITH § 8-702 OF THIS SUBTITLE AND FILING FOR**
21 **RECORD WITH THE DEPARTMENT:**

22 **(1) ARTICLES OF CONVERSION EXECUTED IN THE MANNER**
23 **REQUIRED BY TITLE 1 OF THIS ARTICLE; AND**

24 **(2) A DECLARATION OF TRUST, WHICH SHALL INCLUDE THE**
25 **NAME OF THE CONVERTING OTHER ENTITY, EXECUTED IN THE MANNER**
26 **REQUIRED BY TITLE 1 OF THIS ARTICLE AND OTHERWISE COMPLYING WITH**
27 **THIS TITLE.**

28 **8-702.**

29 **(A) A CONVERSION OF A REAL ESTATE INVESTMENT TRUST TO AN**
30 **OTHER ENTITY SHALL BE APPROVED IN THE MANNER PROVIDED BY THIS**
31 **SECTION AND IN ACCORDANCE WITH ANY ADDITIONAL REQUIREMENTS SET**
32 **FORTH IN THE REAL ESTATE INVESTMENT TRUST'S DECLARATION OF TRUST.**

1 **(B) A CONVERSION OF A REAL ESTATE INVESTMENT TRUST NEED BE**
2 **APPROVED ONLY BY A MAJORITY OF THE BOARD OF TRUSTEES IF NO SHARES OF**
3 **BENEFICIAL INTEREST ARE OUTSTANDING OR SUBSCRIBED FOR.**

4 **(C) THE BOARD OF TRUSTEES OF A REAL ESTATE INVESTMENT TRUST**
5 **THAT PROPOSES TO CONVERT TO AN OTHER ENTITY SHALL:**

6 **(1) ADOPT A RESOLUTION DECLARING THAT THE PROPOSED**
7 **CONVERSION IS ADVISABLE ON SUBSTANTIALLY THE TERMS AND CONDITIONS**
8 **SET FORTH OR REFERRED TO IN THE RESOLUTION; AND**

9 **(2) DIRECT THAT THE PROPOSED CONVERSION BE SUBMITTED**
10 **FOR CONSIDERATION AT AN ANNUAL OR A SPECIAL MEETING OF THE**
11 **SHAREHOLDERS.**

12 **(D) NOTICE STATING THAT A PURPOSE OF THE MEETING WILL BE TO**
13 **ACT ON THE PROPOSED CONVERSION SHALL BE GIVEN BY THE REAL ESTATE**
14 **INVESTMENT TRUST IN THE MANNER PROVIDED FOR CORPORATIONS BY TITLE**
15 **2 OF THIS ARTICLE TO:**

16 **(1) EACH OF ITS SHAREHOLDERS ENTITLED TO VOTE ON THE**
17 **PROPOSED TRANSACTION; AND**

18 **(2) EACH OF ITS SHAREHOLDERS NOT ENTITLED TO VOTE ON THE**
19 **PROPOSED TRANSACTION.**

20 **(E) THE PROPOSED CONVERSION SHALL BE APPROVED BY THE**
21 **SHAREHOLDERS OF THE REAL ESTATE INVESTMENT TRUST BY THE**
22 **AFFIRMATIVE VOTE OF TWO-THIRDS OF ALL THE VOTES ENTITLED TO BE CAST**
23 **ON THE MATTER.**

24 **(F) A CONVERSION OF AN OTHER ENTITY TO A REAL ESTATE**
25 **INVESTMENT TRUST SHALL BE APPROVED IN THE MANNER AND BY THE VOTE**
26 **REQUIRED BY ITS GOVERNING DOCUMENT AND THE LAWS OF THE PLACE WHERE**
27 **IT IS INCORPORATED OR ORGANIZED.**

28 **(G) EACH SHAREHOLDER OF A REAL ESTATE INVESTMENT TRUST**
29 **OBJECTING TO A CONVERSION OF THE REAL ESTATE INVESTMENT TRUST SHALL**
30 **HAVE THE SAME RIGHTS AS AN OBJECTING STOCKHOLDER OF A MARYLAND**
31 **CORPORATION UNDER TITLE 3, SUBTITLE 2 OF THIS ARTICLE AND UNDER THE**
32 **SAME PROCEDURES.**

1 **8-703.**

2 (A) IN THIS SECTION, "FACTS ASCERTAINABLE OUTSIDE THE ARTICLES
3 OF CONVERSION" INCLUDES:

4 (1) AN ACTION OR A DETERMINATION BY ANY PERSON,
5 INCLUDING:

6 (I) THE REAL ESTATE INVESTMENT TRUST OR OTHER
7 ENTITY, AS APPLICABLE;

8 (II) THE TRUSTEES, DIRECTORS, PARTNERS, MEMBERS,
9 OFFICERS, OR OTHER AGENTS OF THE REAL ESTATE INVESTMENT TRUST OR
10 OTHER ENTITY; AND

11 (III) ANY OTHER PERSON AFFILIATED WITH THE REAL
12 ESTATE INVESTMENT TRUST OR OTHER ENTITY; AND

13 (2) ANY OTHER EVENT.

14 (B) ARTICLES OF CONVERSION SHALL BE FILED FOR RECORD WITH THE
15 DEPARTMENT.

16 (C) IN A CONVERSION OF A REAL ESTATE INVESTMENT TRUST TO AN
17 OTHER ENTITY, THE ARTICLES OF CONVERSION SHALL SET FORTH:

18 (1) THE NAME OF THE REAL ESTATE INVESTMENT TRUST AND
19 THE DATE OF FILING OF THE ORIGINAL DECLARATION OF TRUST WITH THE
20 DEPARTMENT;

21 (2) THE NAME OF THE OTHER ENTITY TO WHICH THE REAL
22 ESTATE INVESTMENT TRUST WILL BE CONVERTED AND THE PLACE OF
23 INCORPORATION OR ORGANIZATION OF THE OTHER ENTITY;

24 (3) A STATEMENT THAT THE CONVERSION HAS BEEN APPROVED
25 IN ACCORDANCE WITH THE PROVISIONS OF THIS SUBTITLE;

26 (4) THE MANNER AND BASIS OF CONVERTING OR EXCHANGING
27 ISSUED SHARES OF BENEFICIAL INTEREST OF THE REAL ESTATE INVESTMENT
28 TRUST INTO SHARES OF STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP
29 INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE
30 OTHER ENTITY, OR OTHER CONSIDERATION, AND THE TREATMENT OF ANY
31 ISSUED SHARES OF BENEFICIAL INTEREST NOT TO BE CONVERTED OR

1 EXCHANGED, ANY OF WHICH MAY BE MADE DEPENDENT ON FACTS
2 ASCERTAINABLE OUTSIDE THE ARTICLES OF CONVERSION;

3 (5) THE FUTURE EFFECTIVE TIME, WHICH SHALL BE A TIME
4 CERTAIN, OF THE ARTICLES OF CONVERSION, IF THE ARTICLES OF CONVERSION
5 ARE NOT TO BE EFFECTIVE ON THE ACCEPTANCE FOR RECORD OF THE
6 ARTICLES OF CONVERSION;

7 (6) IF THE OTHER ENTITY IS NOT ORGANIZED UNDER THE LAWS
8 OF THIS STATE:

9 (I) THE LOCATION OF THE PRINCIPAL OFFICE IN THE
10 PLACE WHERE IT IS ORGANIZED; AND

11 (II) THE NAME AND ADDRESS OF THE RESIDENT AGENT IN
12 THIS STATE; AND

13 (7) ANY OTHER PROVISION NECESSARY TO EFFECT THE
14 CONVERSION.

15 (D) IN A CONVERSION OF AN OTHER ENTITY TO A REAL ESTATE
16 INVESTMENT TRUST, THE ARTICLES OF CONVERSION SHALL SET FORTH:

17 (1) THE NAME OF THE OTHER ENTITY, THE DATE ON WHICH THE
18 OTHER ENTITY WAS FIRST CREATED, AND THE PLACE OF INCORPORATION OR
19 ORGANIZATION OF THE OTHER ENTITY;

20 (2) THE NAME OF THE REAL ESTATE INVESTMENT TRUST TO
21 WHICH THE OTHER ENTITY WILL BE CONVERTED;

22 (3) A STATEMENT THAT THE CONVERSION HAS BEEN APPROVED
23 IN ACCORDANCE WITH THE PROVISIONS OF THIS SUBTITLE;

24 (4) THE MANNER AND BASIS OF CONVERTING OR EXCHANGING
25 ANY OUTSTANDING SHARES OF STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP
26 INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE
27 OTHER ENTITY INTO SHARES OF BENEFICIAL INTEREST OF THE REAL ESTATE
28 INVESTMENT TRUST, OR OTHER CONSIDERATION, AND THE TREATMENT OF ANY
29 OUTSTANDING SHARES OF STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP
30 INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS NOT TO
31 BE CONVERTED OR EXCHANGED, ANY OF WHICH MAY BE MADE DEPENDENT ON
32 FACTS ASCERTAINABLE OUTSIDE THE ARTICLES OF CONVERSION;

1 **(5) THE FUTURE EFFECTIVE TIME, WHICH SHALL BE A TIME**
2 **CERTAIN, OF THE ARTICLES OF CONVERSION, IF THE ARTICLES OF CONVERSION**
3 **ARE NOT TO BE EFFECTIVE ON THE ACCEPTANCE FOR RECORD OF THE**
4 **ARTICLES OF CONVERSION; AND**

5 **(6) ANY OTHER PROVISION NECESSARY TO EFFECT THE**
6 **CONVERSION.**

7 **(E) THE ARTICLES OF CONVERSION MAY CONTAIN A FUTURE**
8 **EFFECTIVE TIME OF THE ARTICLES OF CONVERSION THAT IS NOT LATER THAN**
9 **30 DAYS AFTER THE ARTICLES OF CONVERSION ARE ACCEPTED FOR RECORD.**

10 **8-704.**

11 **(A) A CONVERSION HAS THE EFFECTS PROVIDED IN THIS SECTION.**

12 **(B) (1) THIS SUBSECTION APPLIES ON THE CONVERSION OF A REAL**
13 **ESTATE INVESTMENT TRUST TO AN OTHER ENTITY.**

14 **(2) THE REAL ESTATE INVESTMENT TRUST SHALL CEASE TO**
15 **EXIST AS A REAL ESTATE INVESTMENT TRUST AND SHALL CONTINUE TO EXIST**
16 **AS THE OTHER ENTITY INTO WHICH THE REAL ESTATE INVESTMENT TRUST HAS**
17 **CONVERTED, AND THE OTHER ENTITY SHALL, FOR ALL PURPOSES OF THE LAWS**
18 **OF THIS STATE, BE DEEMED TO BE THE SAME ENTITY AS THE CONVERTING REAL**
19 **ESTATE INVESTMENT TRUST.**

20 **(3) (I) ALL THE ASSETS OF THE REAL ESTATE INVESTMENT**
21 **TRUST, INCLUDING ANY LEGACIES THAT IT WOULD HAVE BEEN CAPABLE OF**
22 **TAKING, SHALL VEST IN AND DEVOLVE ON THE OTHER ENTITY WITHOUT**
23 **FURTHER ACT OR DEED AND SHALL BE THE PROPERTY OF THE OTHER ENTITY,**
24 **AND THE TITLE TO ANY REAL PROPERTY VESTED BY DEED OR OTHERWISE IN**
25 **THE REAL ESTATE INVESTMENT TRUST SHALL NOT REVERT OR BE IN ANY WAY**
26 **IMPAIRED BY REASON OF A CONVERSION UNDER THIS SUBTITLE.**

27 **(II) THE CONVERSION OF THE REAL ESTATE INVESTMENT**
28 **TRUST TO AN OTHER ENTITY DOES NOT AFFECT, INVALIDATE, TERMINATE,**
29 **SUSPEND, OR NULLIFY ANY LICENSES, PERMITS, OR REGISTRATIONS GRANTED**
30 **TO THE REAL ESTATE INVESTMENT TRUST BEFORE THE CONVERSION.**

31 **(III) CONFIRMATORY DEEDS, ASSIGNMENTS, OR SIMILAR**
32 **INSTRUMENTS TO EVIDENCE THE CONVERSION MAY BE EXECUTED AND**
33 **DELIVERED AT ANY TIME IN THE NAME OF THE REAL ESTATE INVESTMENT**
34 **TRUST BY ITS LAST ACTING OFFICERS, OR BY THE APPROPRIATE AUTHORIZED**

1 PERSONS, PARTNERS, OFFICERS, TRUSTEES, OR MEMBERS OF THE OTHER
2 ENTITY.

3 (4) (I) THE OTHER ENTITY SHALL BE LIABLE FOR ALL THE
4 DEBTS AND OBLIGATIONS OF THE REAL ESTATE INVESTMENT TRUST.

5 (II) AN EXISTING CLAIM, ACTION, OR PROCEEDING
6 PENDING BY OR AGAINST THE REAL ESTATE INVESTMENT TRUST MAY BE
7 PROSECUTED TO JUDGMENT AS IF THE CONVERSION HAD NOT TAKEN PLACE,
8 OR, ON MOTION OF THE OTHER ENTITY OR ANY PARTY, THE OTHER ENTITY MAY
9 BE SUBSTITUTED AS A PARTY AND A JUDGMENT AGAINST THE REAL ESTATE
10 INVESTMENT TRUST CONSTITUTES A LIEN ON THE PROPERTY OF THE OTHER
11 ENTITY.

12 (III) A CONVERSION DOES NOT IMPAIR THE RIGHTS OF
13 CREDITORS OR ANY LIENS ON THE PROPERTY OF THE REAL ESTATE
14 INVESTMENT TRUST.

15 (5) SUBJECT TO THE TREATMENT OF THE OWNERSHIP INTERESTS
16 OF THE SHAREHOLDERS OF THE REAL ESTATE INVESTMENT TRUST UNDER THE
17 ARTICLES OF CONVERSION AND TO THE RIGHTS OF AN OBJECTING
18 SHAREHOLDER UNDER THIS SUBTITLE, THE OWNERSHIP INTERESTS OF THE
19 SHAREHOLDERS OF THE REAL ESTATE INVESTMENT TRUST SHALL CEASE TO
20 EXIST AS SHARES OF BENEFICIAL INTEREST OF THE REAL ESTATE INVESTMENT
21 TRUST AND CONTINUE TO EXIST AS OWNERSHIP INTERESTS IN THE OTHER
22 ENTITY.

23 (6) THE CONVERSION OF THE REAL ESTATE INVESTMENT TRUST
24 TO AN OTHER ENTITY IN ACCORDANCE WITH ARTICLES OF CONVERSION UNDER
25 THIS SUBTITLE DOES NOT AFFECT ANY DEBTS, OBLIGATIONS, OR LIABILITIES OF
26 THE REAL ESTATE INVESTMENT TRUST OR THE PERSONAL LIABILITY OF ANY
27 PERSON INCURRED BEFORE THE CONVERSION.

28 (7) UNLESS OTHERWISE PROVIDED IN THE ARTICLES OF
29 CONVERSION, THE CONVERTING REAL ESTATE INVESTMENT TRUST IS NOT
30 REQUIRED TO WIND UP ITS AFFAIRS OR PAY ITS LIABILITIES AND DISTRIBUTE
31 ITS ASSETS, AND THE CONVERSION DOES NOT CONSTITUTE DISSOLUTION OR A
32 TRANSFER OF ASSETS OR LIABILITIES OF THE REAL ESTATE INVESTMENT
33 TRUST.

34 (8) A PERSON BECOMES LIABLE FOR ANY OBLIGATION INCURRED
35 BY THE REAL ESTATE INVESTMENT TRUST BEFORE THE COMPLETION OF THE

1 CONVERSION ONLY TO THE EXTENT PROVIDED FOR BY THE LAWS APPLICABLE
2 TO THE OTHER ENTITY.

3 (c) (1) THIS SUBSECTION APPLIES ON THE CONVERSION OF AN
4 OTHER ENTITY TO A REAL ESTATE INVESTMENT TRUST.

5 (2) THE REAL ESTATE INVESTMENT TRUST, FOR ALL PURPOSES
6 OF THE LAWS OF THIS STATE, SHALL BE DEEMED TO BE THE SAME ENTITY AS
7 THE CONVERTING OTHER ENTITY.

8 (3) (i) ALL THE ASSETS OF THE OTHER ENTITY, INCLUDING
9 ANY LEGACIES THAT IT WOULD HAVE BEEN CAPABLE OF TAKING, VEST IN AND
10 DEVOLVE ON THE REAL ESTATE INVESTMENT TRUST WITHOUT FURTHER ACT OR
11 DEED AND SHALL BE THE PROPERTY OF THE REAL ESTATE INVESTMENT TRUST,
12 AND THE TITLE TO ANY REAL PROPERTY VESTED BY DEED OR OTHERWISE IN
13 THE OTHER ENTITY SHALL NOT REVERT OR BE IN ANY WAY IMPAIRED BY
14 REASON OF A CONVERSION UNDER THIS SUBTITLE.

15 (ii) THE CONVERSION OF THE OTHER ENTITY TO A REAL
16 ESTATE INVESTMENT TRUST DOES NOT AFFECT, INVALIDATE, TERMINATE,
17 SUSPEND, OR NULLIFY ANY LICENSES, PERMITS, OR REGISTRATIONS GRANTED
18 TO THE OTHER ENTITY BEFORE THE CONVERSION.

19 (iii) CONFIRMATORY DEEDS, ASSIGNMENTS, OR SIMILAR
20 INSTRUMENTS TO EVIDENCE THE CONVERSION MAY BE EXECUTED AND
21 DELIVERED AT ANY TIME IN THE NAME OF THE OTHER ENTITY BY THE
22 APPROPRIATE AUTHORIZED PERSONS, PARTNERS, OFFICERS, TRUSTEES, OR
23 MEMBERS OF THE OTHER ENTITY OR BY THE OFFICERS OF THE REAL ESTATE
24 INVESTMENT TRUST.

25 (4) (i) THE REAL ESTATE INVESTMENT TRUST SHALL BE
26 LIABLE FOR ALL THE DEBTS AND OBLIGATIONS OF THE OTHER ENTITY.

27 (ii) AN EXISTING CLAIM, ACTION, OR PROCEEDING
28 PENDING BY OR AGAINST THE OTHER ENTITY MAY BE PROSECUTED TO
29 JUDGMENT AS IF THE CONVERSION HAD NOT TAKEN PLACE, OR, ON MOTION OF
30 THE OTHER ENTITY OR ANY PARTY, THE REAL ESTATE INVESTMENT TRUST MAY
31 BE SUBSTITUTED AS A PARTY AND A JUDGMENT AGAINST THE OTHER ENTITY
32 CONSTITUTES A LIEN ON THE PROPERTY OF THE OTHER ENTITY.

33 (iii) A CONVERSION DOES NOT IMPAIR THE RIGHTS OF
34 CREDITORS OR ANY LIENS ON THE PROPERTY OF THE OTHER ENTITY.

1 **(5) THE CONVERSION OF AN OTHER ENTITY TO A REAL ESTATE**
2 **INVESTMENT TRUST IN ACCORDANCE WITH ARTICLES OF CONVERSION UNDER**
3 **THIS SUBTITLE DOES NOT AFFECT ANY DEBTS, OBLIGATIONS, OR LIABILITIES OF**
4 **THE OTHER ENTITY OR THE PERSONAL LIABILITY OF ANY PERSON INCURRED**
5 **BEFORE THE COMPLETION OF THE CONVERSION.**

6 **(6) A PERSON REMAINS LIABLE FOR ANY OBLIGATION INCURRED**
7 **BY THE OTHER ENTITY BEFORE THE COMPLETION OF THE CONVERSION ONLY**
8 **TO THE EXTENT THAT THE PERSON WOULD HAVE BEEN LIABLE IF THE**
9 **CONVERSION HAD NOT OCCURRED.**

10 **(7) SUBJECT TO THE TREATMENT OF THE OWNERSHIP INTERESTS**
11 **OF THE OWNERS OF THE OTHER ENTITY UNDER THE ARTICLES OF CONVERSION,**
12 **THE OWNERSHIP INTERESTS OF THE OWNERS OF THE OTHER ENTITY CEASE TO**
13 **EXIST AS OWNERSHIP INTERESTS IN THE CONVERTED OTHER ENTITY AND**
14 **CONTINUE TO EXIST AS SHARES OF BENEFICIAL INTEREST IN THE REAL ESTATE**
15 **INVESTMENT TRUST.**

16 **8-705.**

17 **(A) IN A CONVERSION OF AN OTHER ENTITY TO A REAL ESTATE**
18 **INVESTMENT TRUST, THE STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP**
19 **INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE**
20 **OTHER ENTITY MAY BE EXCHANGED FOR OR CONVERTED INTO ANY ONE OR**
21 **MORE OF THE FOLLOWING:**

22 **(1) SHARES OF BENEFICIAL INTEREST OF THE REAL ESTATE**
23 **INVESTMENT TRUST OR STOCK, EVIDENCE OF INDEBTEDNESS, MEMBERSHIP**
24 **INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL INTERESTS, OR OTHER**
25 **OWNERSHIP INTERESTS OF ANY OTHER REAL ESTATE INVESTMENT TRUST OR**
26 **OTHER ENTITY, WHETHER OR NOT PARTY TO THE CONVERSION;**

27 **(2) OTHER TANGIBLE OR INTANGIBLE PROPERTY;**

28 **(3) MONEY; AND**

29 **(4) ANY OTHER CONSIDERATION.**

30 **(B) IN A CONVERSION OF A REAL ESTATE INVESTMENT TRUST TO AN**
31 **OTHER ENTITY, SHARES OF BENEFICIAL INTEREST OF THE REAL ESTATE**
32 **INVESTMENT TRUST MAY BE EXCHANGED FOR OR CONVERTED INTO ANY ONE OR**
33 **MORE OF THE FOLLOWING:**

1 (1) STOCK, EVIDENCE OF INDEBTEDNESS, MEMBERSHIP
2 INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL INTERESTS, OR OTHER
3 OWNERSHIP INTERESTS OF THE OTHER ENTITY TO WHICH THE REAL ESTATE
4 INVESTMENT TRUST IS CONVERTED OR OF ANY OTHER REAL ESTATE
5 INVESTMENT TRUST OR OTHER ENTITY, WHETHER OR NOT PARTY TO THE
6 CONVERSION;

7 (2) OTHER TANGIBLE OR INTANGIBLE PROPERTY;

8 (3) MONEY; AND

9 (4) ANY OTHER CONSIDERATION.

10 **8-706.**

11 (A) THE CONVERSION OF AN OTHER ENTITY TO A REAL ESTATE
12 INVESTMENT TRUST SHALL BE COMPLETED ON THE LATER OF:

13 (1) THE FORMATION OF THE REAL ESTATE INVESTMENT TRUST IN
14 ACCORDANCE WITH THIS TITLE; OR

15 (2) THE EFFECTIVENESS OF ARTICLES OF CONVERSION FILED
16 FOR RECORD WITH THE DEPARTMENT.

17 (B) THE CONVERSION OF A REAL ESTATE INVESTMENT TRUST TO AN
18 OTHER ENTITY SHALL BE COMPLETED ON THE EFFECTIVENESS OF ARTICLES OF
19 CONVERSION FILED FOR RECORD WITH THE DEPARTMENT.

20 (C) ARTICLES OF CONVERSION ARE EFFECTIVE ON THE LATER OF:

21 (1) THE TIME THE DEPARTMENT ACCEPTS THE ARTICLES OF
22 CONVERSION FOR RECORD; OR

23 (2) THE FUTURE EFFECTIVE TIME OF THE ARTICLES OF
24 CONVERSION AS SET FORTH IN ARTICLES OF CONVERSION THAT HAVE BEEN
25 ACCEPTED BY THE DEPARTMENT FOR RECORD.

26 (D) (1) (I) EXCEPT AS PROVIDED IN SUBPARAGRAPH (II) OF THIS
27 PARAGRAPH, AT THE TIME THE CONVERSION OF AN OTHER ENTITY TO A REAL
28 ESTATE INVESTMENT TRUST IS COMPLETED:

29 1. THE OTHER ENTITY SHALL BE CONVERTED TO A
30 REAL ESTATE INVESTMENT TRUST;

1 **2. THE CONVERSION SHALL HAVE THE EFFECTS SET**
2 **FORTH IN § 8-704 OF THIS SUBTITLE; AND**

3 **3. THE REAL ESTATE INVESTMENT TRUST SHALL BE**
4 **SUBJECT TO ALL OF THE PROVISIONS OF THE MARYLAND REIT LAW.**

5 **(II) THE EXISTENCE OF THE REAL ESTATE INVESTMENT**
6 **TRUST SHALL BE DEEMED TO HAVE COMMENCED ON THE DATE THE OTHER**
7 **ENTITY COMMENCED ITS EXISTENCE IN THE PLACE IN WHICH THE OTHER**
8 **ENTITY WAS FIRST INCORPORATED, CREATED, FORMED, OR OTHERWISE CAME**
9 **INTO BEING.**

10 **(2) AT THE TIME THE CONVERSION OF A REAL ESTATE**
11 **INVESTMENT TRUST TO AN OTHER ENTITY IS COMPLETED, THE CONVERSION**
12 **SHALL HAVE THE EFFECTS SET FORTH IN § 8-704 OF THIS SUBTITLE.**

13 **8-707.**

14 **(A) UNLESS THE DECLARATION OF TRUST OF THE REAL ESTATE**
15 **INVESTMENT TRUST OR ARTICLES OF CONVERSION PROVIDE OTHERWISE, THE**
16 **PROPOSED CONVERSION OF A REAL ESTATE INVESTMENT TRUST TO AN OTHER**
17 **ENTITY MAY BE ABANDONED BEFORE THE EFFECTIVE DATE OF THE ARTICLES**
18 **OF CONVERSION BY MAJORITY VOTE OF THE ENTIRE BOARD OF TRUSTEES OF**
19 **THE REAL ESTATE INVESTMENT TRUST PARTY TO THE ARTICLES OF**
20 **CONVERSION.**

21 **(B) UNLESS THE ARTICLES OF CONVERSION PROVIDE OTHERWISE, THE**
22 **PROPOSED CONVERSION OF AN OTHER ENTITY TO A REAL ESTATE INVESTMENT**
23 **TRUST MAY BE ABANDONED IN THE MANNER AND BY THE VOTE REQUIRED BY**
24 **THE GOVERNING DOCUMENT OF THE OTHER ENTITY AND THE LAWS OF THE**
25 **PLACE IN WHICH IT IS INCORPORATED OR ORGANIZED OR, IF NO MANNER AND**
26 **VOTE IS SPECIFIED, IN THE MANNER AND BY THE VOTE REQUIRED TO APPROVE**
27 **THE CONVERSION UNDER § 8-702 OF THIS SUBTITLE.**

28 **(C) IF THE ARTICLES OF CONVERSION HAVE BEEN FILED WITH THE**
29 **DEPARTMENT, NOTICE OF THE ABANDONMENT SHALL BE GIVEN PROMPTLY TO**
30 **THE DEPARTMENT.**

31 **(D) (1) IF THE PROPOSED CONVERSION IS ABANDONED AS PROVIDED**
32 **IN THIS SECTION, NO LEGAL LIABILITY ARISES UNDER THE ARTICLES OF**
33 **CONVERSION.**

1 **(2) ABANDONMENT OF A CONVERSION UNDER THIS SECTION**
2 **DOES NOT PREJUDICE THE RIGHTS OF ANY PERSON UNDER ANY OTHER**
3 **CONTRACT MADE BY A REAL ESTATE INVESTMENT TRUST IN CONNECTION WITH**
4 **THE PROPOSED CONVERSION.**

5 **SUBTITLE 12. CONVERSIONS OF PARTNERSHIPS.**

6 **9A-1201.**

7 **(A) IN THIS SUBTITLE, “OTHER ENTITY” MEANS:**

8 **(1) A MARYLAND CORPORATION INCORPORATED UNDER TITLE 2**
9 **OF THIS ARTICLE;**

10 **(2) A FOREIGN CORPORATION, AS DEFINED IN § 1-101 OF THIS**
11 **ARTICLE;**

12 **(3) A DOMESTIC LIMITED LIABILITY COMPANY, AS DEFINED IN**
13 **§ 4A-101 OF THIS ARTICLE;**

14 **(4) A FOREIGN LIMITED LIABILITY COMPANY, AS DEFINED IN**
15 **§ 4A-101 OF THIS ARTICLE;**

16 **(5) A LIMITED PARTNERSHIP, INCLUDING A LIMITED**
17 **PARTNERSHIP REGISTERED AS A LIMITED LIABILITY LIMITED PARTNERSHIP**
18 **UNDER § 10-805 OF THIS ARTICLE;**

19 **(6) A FOREIGN LIMITED PARTNERSHIP;**

20 **(7) A BUSINESS TRUST, AS DEFINED IN § 1-101 OF THIS ARTICLE;**
21 **OR**

22 **(8) ANOTHER FORM OF UNINCORPORATED BUSINESS FORMED**
23 **UNDER THE LAWS OF THIS STATE OR THE LAWS OF THE UNITED STATES,**
24 **ANOTHER STATE OF THE UNITED STATES, A TERRITORY, POSSESSION, OR**
25 **DISTRICT OF THE UNITED STATES, OR A FOREIGN COUNTRY.**

26 **(B) UNLESS THE PARTNERSHIP AGREEMENT PROVIDES OTHERWISE, A**
27 **PARTNERSHIP ORGANIZED UNDER THE LAWS OF THIS STATE MAY CONVERT TO**
28 **AN OTHER ENTITY BY:**

29 **(1) APPROVING THE CONVERSION IN ACCORDANCE WITH §**
30 **9A-1202 OF THIS SUBTITLE; AND**

1 **(2) FILING FOR RECORD WITH THE DEPARTMENT ARTICLES OF**
2 **CONVERSION EXECUTED IN THE MANNER REQUIRED BY TITLE 1 OF THIS**
3 **ARTICLE.**

4 **(C) BEFORE A PARTNERSHIP ORGANIZED UNDER THE LAWS OF THIS**
5 **STATE MAY CONVERT TO AN OTHER ENTITY IN ACCORDANCE WITH THIS**
6 **SUBTITLE, THE PARTNERSHIP SHALL FILE OR HAVE FILED FOR RECORD WITH**
7 **THE DEPARTMENT:**

8 **(1) A STATEMENT OF AUTHORITY IN ACCORDANCE WITH §**
9 **9A-303 OF THIS TITLE; OR**

10 **(2) A CERTIFICATE OF LIMITED LIABILITY PARTNERSHIP IN**
11 **ACCORDANCE WITH § 9A-1001 OF THIS TITLE.**

12 **(D) AN OTHER ENTITY MAY CONVERT TO A PARTNERSHIP ORGANIZED**
13 **UNDER THE LAWS OF THIS STATE BY COMPLYING WITH THE REQUIREMENTS OF**
14 **§ 9A-1202 OF THIS SUBTITLE AND FILING FOR RECORD WITH THE**
15 **DEPARTMENT:**

16 **(1) ARTICLES OF CONVERSION EXECUTED BY AT LEAST TWO**
17 **PARTNERS; AND**

18 **(2) A STATEMENT OF PARTNERSHIP AUTHORITY THAT COMPLIES**
19 **WITH § 9A-303 OF THIS TITLE EXECUTED IN THE MANNER REQUIRED BY §**
20 **9A-105(B) OF THIS TITLE OR, IN THE CASE OF THE CONVERSION OF AN OTHER**
21 **ENTITY TO A LIMITED LIABILITY PARTNERSHIP, A CERTIFICATE OF LIMITED**
22 **LIABILITY PARTNERSHIP THAT COMPLIES WITH § 9A-1001 OF THIS TITLE.**

23 **(E) THE STATUTORY CONVERSION PROVISIONS OF THIS SUBTITLE DO**
24 **NOT PRECLUDE A PARTNERSHIP FROM BEING CONVERTED OR MERGED BY**
25 **AGREEMENT OR BY OPERATION OF LAW.**

26 **9A-1202.**

27 **(A) A PARTNERSHIP ORGANIZED UNDER THE LAWS OF THIS STATE**
28 **SHALL APPROVE THE CONVERSION OF THE PARTNERSHIP TO AN OTHER ENTITY**
29 **BY THE AFFIRMATIVE VOTE OF ALL OF ITS PARTNERS, OR A LESSER NUMBER OR**
30 **PERCENTAGE SPECIFIED FOR CONVERSION IN ITS PARTNERSHIP AGREEMENT.**

31 **(B) AN OTHER ENTITY SEEKING TO CONVERT TO A PARTNERSHIP**
32 **ORGANIZED UNDER THE LAWS OF THIS STATE SHALL:**

1 (1) APPROVE THE CONVERSION OF THE OTHER ENTITY TO THE
2 PARTNERSHIP IN THE MANNER AND BY THE VOTE REQUIRED BY ITS GOVERNING
3 DOCUMENT AND THE LAWS OF THE PLACE WHERE IT IS INCORPORATED OR
4 ORGANIZED; AND

5 (2) COMPLY WITH ALL OTHER REQUIREMENTS FOR THE
6 FORMATION OF A PARTNERSHIP UNDER THE LAWS OF THIS STATE.

7 (c) (1) A MEMBER OF A PARTNERSHIP OBJECTING TO A CONVERSION
8 OF THE PARTNERSHIP HAS THE SAME RIGHTS WITH RESPECT TO THE
9 PARTNER'S INTEREST IN THE PARTNERSHIP AS A STOCKHOLDER OF A
10 MARYLAND CORPORATION WHO OBJECTS HAS WITH RESPECT TO THE
11 STOCKHOLDER'S STOCK UNDER TITLE 3, SUBTITLE 2 OF THIS ARTICLE.

12 (2) THE PROCEDURES UNDER TITLE 3, SUBTITLE 2 OF THIS
13 ARTICLE SHALL BE APPLICABLE TO THE EXTENT PRACTICABLE.

14 **9A-1203.**

15 (A) IN THIS SECTION, "FACTS ASCERTAINABLE OUTSIDE THE ARTICLES
16 OF CONVERSION" INCLUDES:

17 (1) AN ACTION OR A DETERMINATION BY ANY PERSON,
18 INCLUDING:

19 (I) THE PARTNERSHIP OR OTHER ENTITY, AS APPLICABLE;

20 (II) THE PARTNERS, MEMBERS, DIRECTORS, TRUSTEES,
21 OFFICERS, OR OTHER AGENTS OF THE PARTNERSHIP OR OTHER ENTITY; AND

22 (III) ANY OTHER PERSON AFFILIATED WITH THE
23 PARTNERSHIP OR OTHER ENTITY; AND

24 (2) ANY OTHER EVENT.

25 (B) ARTICLES OF CONVERSION SHALL BE FILED FOR RECORD WITH THE
26 DEPARTMENT.

27 (C) IN A CONVERSION OF A PARTNERSHIP ORGANIZED UNDER THE
28 LAWS OF THIS STATE TO AN OTHER ENTITY, THE ARTICLES OF CONVERSION
29 SHALL SET FORTH:

1 **(1) THE NAME OF THE PARTNERSHIP AND THE DATE OF FILING**
2 **OF ITS ORIGINAL STATEMENT OF PARTNERSHIP AUTHORITY OR CERTIFICATE**
3 **OF LIMITED LIABILITY PARTNERSHIP WITH THE DEPARTMENT;**

4 **(2) THE NAME OF THE OTHER ENTITY TO WHICH THE**
5 **PARTNERSHIP WILL BE CONVERTED AND THE PLACE OF INCORPORATION OR**
6 **ORGANIZATION OF THE OTHER ENTITY;**

7 **(3) A STATEMENT THAT THE CONVERSION HAS BEEN APPROVED**
8 **IN ACCORDANCE WITH THE PROVISIONS OF THIS SUBTITLE;**

9 **(4) THE MANNER AND BASIS OF CONVERTING OR EXCHANGING**
10 **PARTNERSHIP INTERESTS IN THE PARTNERSHIP INTO SHARES OF STOCK,**
11 **MEMBERSHIP INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL INTERESTS,**
12 **OR OTHER OWNERSHIP INTERESTS OF THE OTHER ENTITY, OR OTHER**
13 **CONSIDERATION, AND THE TREATMENT OF ANY PARTNERSHIP INTERESTS NOT**
14 **TO BE SO CONVERTED OR EXCHANGED, ANY OF WHICH MAY BE MADE**
15 **DEPENDENT ON FACTS ASCERTAINABLE OUTSIDE THE ARTICLES OF**
16 **CONVERSION;**

17 **(5) THE FUTURE EFFECTIVE TIME, WHICH SHALL BE A TIME**
18 **CERTAIN, OF THE ARTICLES OF CONVERSION, IF THE ARTICLES OF CONVERSION**
19 **ARE NOT TO BE EFFECTIVE ON THE ACCEPTANCE FOR RECORD OF THE**
20 **ARTICLES OF CONVERSION;**

21 **(6) IF THE OTHER ENTITY IS NOT ORGANIZED UNDER THE LAWS**
22 **OF THIS STATE:**

23 **(I) THE LOCATION OF THE PRINCIPAL OFFICE IN THE**
24 **PLACE WHERE IT IS ORGANIZED; AND**

25 **(II) THE NAME AND ADDRESS OF THE RESIDENT AGENT IN**
26 **THIS STATE; AND**

27 **(7) ANY OTHER PROVISION NECESSARY TO EFFECT THE**
28 **CONVERSION.**

29 **(D) IN A CONVERSION OF AN OTHER ENTITY TO A PARTNERSHIP**
30 **ORGANIZED UNDER THE LAWS OF THIS STATE, THE ARTICLES OF CONVERSION**
31 **SHALL SET FORTH:**

1 (1) THE NAME OF THE OTHER ENTITY, THE DATE ON WHICH THE
2 OTHER ENTITY WAS FIRST CREATED, AND THE PLACE OF INCORPORATION OR
3 ORGANIZATION OF THE OTHER ENTITY;

4 (2) THE NAME OF THE PARTNERSHIP TO WHICH THE OTHER
5 ENTITY WILL BE CONVERTED;

6 (3) A STATEMENT THAT THE CONVERSION HAS BEEN APPROVED
7 IN ACCORDANCE WITH THE PROVISIONS OF THIS SUBTITLE;

8 (4) THE MANNER AND BASIS OF CONVERTING OR EXCHANGING
9 ANY OUTSTANDING SHARES OF STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP
10 INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE
11 OTHER ENTITY INTO PARTNERSHIP INTERESTS IN THE PARTNERSHIP OR OTHER
12 CONSIDERATION, AND THE TREATMENT OF ANY OUTSTANDING SHARES OF
13 STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL
14 INTERESTS, OR OTHER OWNERSHIP INTERESTS NOT TO BE CONVERTED OR
15 EXCHANGED, ANY OF WHICH MAY BE MADE DEPENDENT ON FACTS
16 ASCERTAINABLE OUTSIDE THE ARTICLES OF CONVERSION;

17 (5) THE FUTURE EFFECTIVE TIME, WHICH SHALL BE A TIME
18 CERTAIN, OF THE ARTICLES OF CONVERSION, IF THE ARTICLES OF CONVERSION
19 ARE NOT TO BE EFFECTIVE ON THE ACCEPTANCE FOR RECORD OF THE
20 ARTICLES OF CONVERSION; AND

21 (6) ANY OTHER PROVISION NECESSARY TO EFFECT THE
22 CONVERSION.

23 (E) THE ARTICLES OF CONVERSION MAY CONTAIN A FUTURE
24 EFFECTIVE TIME FOR THE ARTICLES OF CONVERSION THAT IS NOT LATER THAN
25 30 DAYS AFTER THE ARTICLES OF CONVERSION ARE ACCEPTED FOR RECORD.

26 **9A-1204.**

27 (A) A CONVERSION HAS THE EFFECTS PROVIDED IN THIS SECTION.

28 (B) (1) THIS SUBSECTION APPLIES ON THE CONVERSION OF A
29 PARTNERSHIP ORGANIZED UNDER THE LAWS OF THIS STATE TO AN OTHER
30 ENTITY.

31 (2) THE PARTNERSHIP SHALL CEASE TO EXIST AS A
32 PARTNERSHIP UNDER THE LAWS OF THIS STATE AND SHALL CONTINUE TO
33 EXIST AS THE OTHER ENTITY INTO WHICH THE PARTNERSHIP HAS CONVERTED,

1 AND THE OTHER ENTITY, FOR ALL PURPOSES OF THE LAWS OF THIS STATE,
2 SHALL BE DEEMED TO BE THE SAME ENTITY AS THE CONVERTING
3 PARTNERSHIP.

4 (3) (I) ALL THE ASSETS OF THE PARTNERSHIP, INCLUDING
5 ANY LEGACIES THAT IT WOULD HAVE BEEN CAPABLE OF TAKING, SHALL VEST IN
6 AND DEVOLVE ON THE OTHER ENTITY WITHOUT FURTHER ACT OR DEED AND
7 SHALL BE THE PROPERTY OF THE OTHER ENTITY, AND THE TITLE TO ANY REAL
8 PROPERTY VESTED BY DEED OR OTHERWISE IN THE PARTNERSHIP SHALL NOT
9 REVERT OR BE IN ANY WAY IMPAIRED BY REASON OF A CONVERSION UNDER
10 THIS SUBTITLE.

11 (II) THE CONVERSION OF THE PARTNERSHIP TO AN OTHER
12 ENTITY DOES NOT AFFECT, INVALIDATE, TERMINATE, SUSPEND, OR NULLIFY
13 ANY LICENSES, PERMITS, OR REGISTRATIONS GRANTED TO THE PARTNERSHIP
14 BEFORE THE CONVERSION.

15 (III) CONFIRMATORY DEEDS, ASSIGNMENTS, OR SIMILAR
16 INSTRUMENTS TO EVIDENCE THE CONVERSION MAY BE EXECUTED AND
17 DELIVERED AT ANY TIME IN THE NAME OF THE PARTNERSHIP BY ITS LAST
18 ACTING PARTNERS, OR BY THE APPROPRIATE AUTHORIZED PERSONS, GENERAL
19 PARTNERS, OFFICERS, TRUSTEES, OR MEMBERS OF THE OTHER ENTITY.

20 (4) (I) THE OTHER ENTITY SHALL BE LIABLE FOR ALL THE
21 DEBTS AND OBLIGATIONS OF THE PARTNERSHIP.

22 (II) AN EXISTING CLAIM, ACTION, OR PROCEEDING
23 PENDING BY OR AGAINST THE PARTNERSHIP MAY BE PROSECUTED TO
24 JUDGMENT AS IF THE CONVERSION HAD NOT TAKEN PLACE, OR, ON MOTION OF
25 THE OTHER ENTITY OR ANY PARTY, THE OTHER ENTITY MAY BE SUBSTITUTED
26 AS A PARTY, AND A JUDGMENT AGAINST THE PARTNERSHIP CONSTITUTES A
27 LIEN ON THE PROPERTY OF THE OTHER ENTITY.

28 (III) A CONVERSION DOES NOT IMPAIR THE RIGHTS OF
29 CREDITORS OR ANY LIENS ON THE PROPERTY OF THE PARTNERSHIP.

30 (5) SUBJECT TO THE TREATMENT OF THE OWNERSHIP INTERESTS
31 OF THE PARTNERS OF THE PARTNERSHIP UNDER THE ARTICLES OF
32 CONVERSION AND TO THE RIGHTS OF AN OBJECTING PARTNER UNDER THIS
33 SUBTITLE, THE OWNERSHIP INTERESTS OF THE PARTNERS OF THE
34 PARTNERSHIP CEASE TO EXIST AS PARTNERSHIP INTERESTS IN THE
35 CONVERTED PARTNERSHIP AND CONTINUE TO EXIST AS OWNERSHIP INTERESTS
36 IN THE OTHER ENTITY.

1 **(6) (I) THE CONVERSION OF THE PARTNERSHIP TO AN OTHER**
2 **ENTITY IN ACCORDANCE WITH ARTICLES OF CONVERSION UNDER THIS**
3 **SUBTITLE DOES NOT AFFECT ANY DEBTS, OBLIGATIONS, OR LIABILITIES OF THE**
4 **PARTNERSHIP OR THE PERSONAL LIABILITY OF ANY PERSON INCURRED**
5 **BEFORE THE COMPLETION OF THE CONVERSION.**

6 **(II) SUBJECT TO SUBTITLES 7 AND 8 OF THIS TITLE, A**
7 **PARTNER OF THE PARTNERSHIP REMAINS LIABLE FOR ALL THE DEBTS AND**
8 **OBLIGATIONS OF THE PARTNERSHIP FOR WHICH THE PARTNER WAS LIABLE**
9 **BEFORE THE COMPLETION OF THE CONVERSION.**

10 **(7) UNLESS OTHERWISE PROVIDED IN THE ARTICLES OF**
11 **CONVERSION, THE CONVERTING PARTNERSHIP IS NOT REQUIRED TO WIND UP**
12 **ITS AFFAIRS OR PAY ITS LIABILITIES AND DISTRIBUTE ITS ASSETS, AND THE**
13 **CONVERSION DOES NOT CONSTITUTE DISSOLUTION OR A TRANSFER OF ASSETS**
14 **OR LIABILITIES OF THE PARTNERSHIP.**

15 **(8) A PERSON BECOMES LIABLE FOR ANY OBLIGATION INCURRED**
16 **BY THE PARTNERSHIP BEFORE THE COMPLETION OF THE CONVERSION ONLY TO**
17 **THE EXTENT PROVIDED FOR BY THE LAWS APPLICABLE TO THE OTHER ENTITY.**

18 **(C) (1) THIS SUBSECTION APPLIES ON THE CONVERSION OF AN**
19 **OTHER ENTITY TO A PARTNERSHIP ORGANIZED UNDER THE LAWS OF THIS**
20 **STATE.**

21 **(2) THE PARTNERSHIP, FOR ALL PURPOSES OF THE LAWS OF THIS**
22 **STATE, SHALL BE DEEMED TO BE THE SAME ENTITY AS THE CONVERTING**
23 **OTHER ENTITY.**

24 **(3) (I) ALL THE ASSETS OF THE OTHER ENTITY, INCLUDING**
25 **ANY LEGACIES THAT IT WOULD HAVE BEEN CAPABLE OF TAKING, VEST IN AND**
26 **DEVOLVE ON THE PARTNERSHIP WITHOUT FURTHER ACT OR DEED AND SHALL**
27 **BE THE PROPERTY OF THE PARTNERSHIP, AND THE TITLE TO ANY REAL**
28 **PROPERTY VESTED BY DEED OR OTHERWISE IN THE OTHER ENTITY SHALL NOT**
29 **REVERT OR BE IN ANY WAY IMPAIRED BY REASON OF A CONVERSION UNDER**
30 **THIS SUBTITLE.**

31 **(II) THE CONVERSION OF THE OTHER ENTITY TO A**
32 **PARTNERSHIP DOES NOT AFFECT, INVALIDATE, TERMINATE, SUSPEND, OR**
33 **NULLIFY ANY LICENSES, PERMITS, OR REGISTRATIONS GRANTED TO THE OTHER**
34 **ENTITY BEFORE THE CONVERSION.**

1 (III) CONFIRMATORY DEEDS, ASSIGNMENTS, OR SIMILAR
2 INSTRUMENTS TO EVIDENCE THE CONVERSION MAY BE EXECUTED AND
3 DELIVERED AT ANY TIME IN THE NAME OF THE OTHER ENTITY BY THE
4 APPROPRIATE AUTHORIZED PERSONS, GENERAL PARTNERS, OFFICERS,
5 TRUSTEES, OR MEMBERS OF THE OTHER ENTITY, OR BY THE PARTNERS OF THE
6 PARTNERSHIP.

7 (4) (I) THE PARTNERSHIP SHALL BE LIABLE FOR ALL THE
8 DEBTS AND OBLIGATIONS OF THE OTHER ENTITY.

9 (II) AN EXISTING CLAIM, ACTION, OR PROCEEDING
10 PENDING BY OR AGAINST THE OTHER ENTITY MAY BE PROSECUTED TO
11 JUDGMENT AS IF THE CONVERSION HAD NOT TAKEN PLACE, OR, ON MOTION OF
12 THE PARTNERSHIP OR ANY PARTY, THE PARTNERSHIP MAY BE SUBSTITUTED AS
13 A PARTY, AND A JUDGMENT AGAINST THE OTHER ENTITY CONSTITUTES A LIEN
14 ON THE PROPERTY OF THE PARTNERSHIP.

15 (III) A CONVERSION DOES NOT IMPAIR THE RIGHTS OF
16 CREDITORS OR ANY LIENS ON THE PROPERTY OF THE OTHER ENTITY.

17 (5) THE CONVERSION OF AN OTHER ENTITY TO A PARTNERSHIP
18 IN ACCORDANCE WITH ARTICLES OF CONVERSION UNDER THIS SUBTITLE DOES
19 NOT AFFECT ANY DEBTS, OBLIGATIONS, OR LIABILITIES OF THE OTHER ENTITY
20 OR THE PERSONAL LIABILITY OF ANY PERSON INCURRED BEFORE THE
21 COMPLETION OF THE CONVERSION.

22 (6) A PARTNER OF THE PARTNERSHIP AFTER THE COMPLETION
23 OF THE CONVERSION IS LIABLE FOR:

24 (I) ALL OBLIGATIONS OF THE OTHER ENTITY FOR WHICH
25 THE PARTNER WAS PERSONALLY LIABLE BEFORE THE COMPLETION OF THE
26 CONVERSION; AND

27 (II) EXCEPT AS PROVIDED IN § 9A-306(C) OF THIS TITLE,
28 ALL OBLIGATIONS OF THE CONVERTED PARTNERSHIP INCURRED AFTER THE
29 CONVERSION IS COMPLETED.

30 (7) SUBJECT TO THE TREATMENT OF THE OWNERSHIP INTERESTS
31 OF THE OWNERS OF THE OTHER ENTITY UNDER THE ARTICLES OF CONVERSION,
32 THE OWNERSHIP INTERESTS OF THE OWNERS OF THE OTHER ENTITY CEASE TO
33 EXIST AS OWNERSHIP INTERESTS IN THE CONVERTED OTHER ENTITY AND
34 CONTINUE TO EXIST AS PARTNERSHIP INTERESTS IN THE PARTNERSHIP.

1 **9A-1205.**

2 (A) IN A CONVERSION OF AN OTHER ENTITY TO A PARTNERSHIP
3 ORGANIZED UNDER THE LAWS OF THIS STATE, THE STOCK, MEMBERSHIP
4 INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL INTERESTS, OR OTHER
5 OWNERSHIP INTERESTS OF THE OTHER ENTITY MAY BE EXCHANGED FOR OR
6 CONVERTED INTO ANY ONE OR MORE OF THE FOLLOWING:

7 (1) PARTNERSHIP INTERESTS IN THE PARTNERSHIP OR STOCK,
8 EVIDENCE OF INDEBTEDNESS, MEMBERSHIP INTERESTS, PARTNERSHIP
9 INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF AN
10 OTHER ENTITY, WHETHER OR NOT A PARTY TO THE CONVERSION;

11 (2) OTHER TANGIBLE OR INTANGIBLE PROPERTY;

12 (3) MONEY; AND

13 (4) ANY OTHER CONSIDERATION.

14 (B) IN A CONVERSION OF A PARTNERSHIP ORGANIZED UNDER THE
15 LAWS OF THIS STATE TO AN OTHER ENTITY, PARTNERSHIP INTERESTS IN THE
16 PARTNERSHIP MAY BE EXCHANGED FOR OR CONVERTED INTO ANY ONE OR
17 MORE OF THE FOLLOWING:

18 (1) STOCK, EVIDENCE OF INDEBTEDNESS, MEMBERSHIP
19 INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL INTERESTS, OR OTHER
20 OWNERSHIP INTERESTS OF THE OTHER ENTITY TO WHICH THE PARTNERSHIP IS
21 CONVERTED OR OF AN OTHER ENTITY, WHETHER OR NOT PARTY TO THE
22 CONVERSION;

23 (2) OTHER TANGIBLE OR INTANGIBLE PROPERTY;

24 (3) MONEY; AND

25 (4) ANY OTHER CONSIDERATION.

26 **9A-1206.**

27 (A) THE CONVERSION OF AN OTHER ENTITY TO A PARTNERSHIP
28 ORGANIZED UNDER THE LAWS OF THIS STATE SHALL BE COMPLETED ON THE
29 LATER OF:

1 **(1) THE FORMATION OF THE PARTNERSHIP IN ACCORDANCE**
2 **WITH THIS TITLE OR, IN THE CASE OF THE CONVERSION OF AN OTHER ENTITY**
3 **TO A LIMITED LIABILITY PARTNERSHIP ORGANIZED UNDER THE LAWS OF THIS**
4 **STATE, THE FILING OF A CERTIFICATE OF LIMITED LIABILITY PARTNERSHIP**
5 **THAT COMPLIES WITH § 9A-1001 OF THIS TITLE; OR**

6 **(2) THE EFFECTIVENESS OF ARTICLES OF CONVERSION FILED**
7 **FOR RECORD WITH THE DEPARTMENT.**

8 **(B) THE CONVERSION OF A PARTNERSHIP ORGANIZED UNDER THE**
9 **LAWS OF THIS STATE TO AN OTHER ENTITY SHALL BE COMPLETED ON THE**
10 **EFFECTIVENESS OF ARTICLES OF CONVERSION FILED FOR RECORD WITH THE**
11 **DEPARTMENT.**

12 **(C) ARTICLES OF CONVERSION SHALL BE EFFECTIVE ON THE LATER OF:**

13 **(1) THE TIME THE DEPARTMENT ACCEPTS THE ARTICLES OF**
14 **CONVERSION FOR RECORD; OR**

15 **(2) THE FUTURE EFFECTIVE TIME OF THE ARTICLES OF**
16 **CONVERSION AS SET FORTH IN ARTICLES OF CONVERSION THAT HAVE BEEN**
17 **ACCEPTED BY THE DEPARTMENT FOR RECORD.**

18 **(D) (1) (i) EXCEPT AS PROVIDED IN SUBPARAGRAPH (ii) OF THIS**
19 **PARAGRAPH, AT THE TIME THE CONVERSION OF AN OTHER ENTITY TO A**
20 **PARTNERSHIP FORMED UNDER THE LAWS OF THIS STATE IS COMPLETED:**

21 **1. THE OTHER ENTITY SHALL BE CONVERTED TO A**
22 **PARTNERSHIP ORGANIZED UNDER THE LAWS OF THIS STATE;**

23 **2. THE CONVERSION SHALL HAVE THE EFFECTS SET**
24 **FORTH IN § 9A-1204 OF THIS SUBTITLE; AND**

25 **3. THE PARTNERSHIP SHALL BE SUBJECT TO ALL OF**
26 **THE PROVISIONS OF THIS TITLE.**

27 **(ii) NOTWITHSTANDING § 9A-202 OF THIS TITLE, THE**
28 **EXISTENCE OF THE PARTNERSHIP AS A PARTNERSHIP ORGANIZED UNDER THE**
29 **LAWS OF THIS STATE SHALL BE DEEMED TO HAVE COMMENCED ON THE DATE**
30 **THE OTHER ENTITY COMMENCED ITS EXISTENCE IN THE PLACE IN WHICH THE**
31 **OTHER ENTITY WAS FIRST INCORPORATED, CREATED, FORMED, OR OTHERWISE**
32 **CAME INTO BEING.**

1 **(2) AT THE TIME THE CONVERSION OF A PARTNERSHIP FORMED**
2 **UNDER THE LAWS OF THIS STATE TO AN OTHER ENTITY IS COMPLETED, THE**
3 **CONVERSION SHALL HAVE THE EFFECTS SET FORTH IN § 9A-1204 OF THIS**
4 **SUBTITLE.**

5 **9A-1207.**

6 **(A) UNLESS THE PARTNERSHIP AGREEMENT OR THE ARTICLES OF**
7 **CONVERSION PROVIDE OTHERWISE, A PROPOSED CONVERSION OF A**
8 **PARTNERSHIP ORGANIZED UNDER THE LAWS OF THIS STATE TO AN OTHER**
9 **ENTITY MAY BE ABANDONED BEFORE THE EFFECTIVE TIME OF THE ARTICLES**
10 **OF CONVERSION BY THE AFFIRMATIVE VOTE OF ALL OF THE PARTNERS OF THE**
11 **PARTNERSHIP, OR ANY LESSER NUMBER OR PERCENTAGE SPECIFIED FOR THE**
12 **APPROVAL OF A CONVERSION IN ITS PARTNERSHIP AGREEMENT.**

13 **(B) UNLESS THE ARTICLES OF CONVERSION PROVIDE OTHERWISE, A**
14 **PROPOSED CONVERSION OF AN OTHER ENTITY TO A PARTNERSHIP ORGANIZED**
15 **UNDER THE LAWS OF THIS STATE MAY BE ABANDONED BEFORE THE EFFECTIVE**
16 **TIME OF THE ARTICLES OF CONVERSION IN THE MANNER AND BY THE VOTE**
17 **REQUIRED BY THE GOVERNING DOCUMENT OF THE OTHER ENTITY AND THE**
18 **LAWS OF THE PLACE IN WHICH IT IS INCORPORATED OR ORGANIZED OR, IF NO**
19 **MANNER AND VOTE IS SPECIFIED, IN THE MANNER AND BY THE VOTE REQUIRED**
20 **TO APPROVE THE CONVERSION UNDER § 9A-1202 OF THIS SUBTITLE.**

21 **(C) IF THE ARTICLES OF CONVERSION HAVE BEEN FILED WITH THE**
22 **DEPARTMENT, NOTICE OF THE ABANDONMENT SHALL BE GIVEN PROMPTLY TO**
23 **THE DEPARTMENT.**

24 **(D) (1) IF THE PROPOSED CONVERSION IS ABANDONED AS PROVIDED**
25 **IN THIS SECTION, NO LEGAL LIABILITY ARISES UNDER THE ARTICLES OF**
26 **CONVERSION.**

27 **(2) ABANDONMENT OF A CONVERSION UNDER THIS SUBSECTION**
28 **DOES NOT PREJUDICE THE RIGHTS OF ANY PERSON UNDER ANY OTHER**
29 **CONTRACT MADE BY A PARTY TO THE PROPOSED CONVERSION IN CONNECTION**
30 **WITH THE PROPOSED CONVERSION.**

31 10-204.

32 (a) Each certificate **OR ARTICLES** required by this subtitle to be filed with
33 the Department shall be executed in the following manner:

34 (1) The certificate of limited partnership [under § 10-201 of this
35 subtitle], **ARTICLES OF CONVERSION TO A LIMITED PARTNERSHIP, AND**

1 **ARTICLES OF CONVERSION TO AN OTHER ENTITY** must be signed by all general
2 partners **OR, IN THE CASE OF ARTICLES OF CONVERSION TO A LIMITED**
3 **PARTNERSHIP, BY ANY PERSON AUTHORIZED TO EXECUTE THE CERTIFICATE ON**
4 **BEHALF OF THE OTHER ENTITY;**

5 (2) A certificate of amendment under § 10–202 of this subtitle must be
6 signed by at least one general partner and by each other general partner designated in
7 the certificate of amendment as a new general partner or a withdrawing general
8 partner;

9 (3) A certificate of cancellation under § 10–203 of this subtitle must be
10 signed by all general partners, or, if there is no general partner, by a majority of the
11 limited partners; and

12 (4) A certificate of reinstatement under § 10–214 of this subtitle must
13 be signed by all general partners, or, if there is no general partner, by a majority of the
14 limited partners.

15 **SUBTITLE 7A. CONVERSIONS OF LIMITED PARTNERSHIPS.**

16 **10–7A–01.**

17 (A) **IN THIS SUBTITLE, “OTHER ENTITY” MEANS:**

18 (1) **A MARYLAND CORPORATION INCORPORATED UNDER TITLE 2**
19 **OF THIS ARTICLE;**

20 (2) **A FOREIGN CORPORATION, AS DEFINED IN § 1–101 OF THIS**
21 **ARTICLE;**

22 (3) **A DOMESTIC LIMITED LIABILITY COMPANY, AS DEFINED IN**
23 **§ 4A–101 OF THIS ARTICLE;**

24 (4) **A FOREIGN LIMITED LIABILITY COMPANY, AS DEFINED IN**
25 **§ 4A–101 OF THIS ARTICLE;**

26 (5) **A PARTNERSHIP, AS DEFINED IN § 9A–101 OF THIS ARTICLE;**

27 (6) **A BUSINESS TRUST, AS DEFINED IN § 1–101 OF THIS ARTICLE;**

28 (7) **AN OTHER FORM OF UNINCORPORATED BUSINESS FORMED**
29 **UNDER THE LAWS OF THIS STATE OR THE LAWS OF THE UNITED STATES,**
30 **ANOTHER STATE OF THE UNITED STATES, A TERRITORY, POSSESSION, OR**
31 **DISTRICT OF THE UNITED STATES, OR A FOREIGN COUNTRY; OR**

1 **(8) A FOREIGN LIMITED PARTNERSHIP, INCLUDING A FOREIGN**
2 **LIMITED PARTNERSHIP REGISTERED OR DENOMINATED AS A LIMITED LIABILITY**
3 **LIMITED PARTNERSHIP UNDER THE LAWS OF A STATE OTHER THAN THIS STATE.**

4 **(B) UNLESS THE PARTNERSHIP AGREEMENT PROVIDES OTHERWISE, A**
5 **LIMITED PARTNERSHIP MAY CONVERT TO AN OTHER ENTITY BY:**

6 **(1) APPROVING THE CONVERSION IN ACCORDANCE WITH §**
7 **10-7A-02 OF THIS SUBTITLE; AND**

8 **(2) FILING FOR RECORD WITH THE DEPARTMENT ARTICLES OF**
9 **CONVERSION EXECUTED IN THE MANNER REQUIRED BY § 10-204 OF THIS TITLE.**

10 **(C) AN OTHER ENTITY MAY CONVERT TO A LIMITED PARTNERSHIP BY**
11 **COMPLYING WITH THE REQUIREMENTS OF § 10-7A-02 OF THIS SUBTITLE AND**
12 **FILING FOR RECORD WITH THE DEPARTMENT:**

13 **(1) ARTICLES OF CONVERSION EXECUTED IN THE MANNER**
14 **REQUIRED BY § 10-204 OF THIS TITLE; AND**

15 **(2) A CERTIFICATE OF LIMITED PARTNERSHIP THAT COMPLIES**
16 **WITH § 10-201 OF THIS TITLE AND, IN THE CASE OF THE CONVERSION OF AN**
17 **OTHER ENTITY TO A LIMITED LIABILITY PARTNERSHIP, § 10-805 OF THIS TITLE,**
18 **EXECUTED IN THE MANNER REQUIRED BY § 10-204 OF THIS TITLE.**

19 **10-7A-02.**

20 **(A) UNLESS THE PARTNERSHIP AGREEMENT SPECIFIES THE MANNER**
21 **OF AUTHORIZING A CONVERSION OF THE LIMITED PARTNERSHIP, THE LIMITED**
22 **PARTNERSHIP SHALL APPROVE THE CONVERSION OF THE LIMITED**
23 **PARTNERSHIP TO AN OTHER ENTITY BY THE AFFIRMATIVE VOTE OF ALL OF THE**
24 **GENERAL PARTNERS AND A MAJORITY IN INTEREST OF THE LIMITED PARTNERS.**

25 **(B) AN OTHER ENTITY SEEKING TO CONVERT TO A LIMITED**
26 **PARTNERSHIP SHALL APPROVE THE CONVERSION OF THE OTHER ENTITY TO A**
27 **LIMITED PARTNERSHIP IN THE MANNER AND BY THE VOTE REQUIRED BY ITS**
28 **GOVERNING DOCUMENT AND THE LAWS OF THE PLACE WHERE IT IS**
29 **INCORPORATED OR ORGANIZED.**

30 **(C) (1) A PARTNER OF A LIMITED PARTNERSHIP OBJECTING TO A**
31 **CONVERSION OF THE LIMITED PARTNERSHIP HAS THE SAME RIGHTS WITH**
32 **RESPECT TO THE PARTNER'S PARTNERSHIP INTEREST IN THE LIMITED**

1 PARTNERSHIP AS A STOCKHOLDER OF A MARYLAND CORPORATION WHO
2 OBJECTS HAS WITH RESPECT TO THE STOCKHOLDER'S STOCK UNDER TITLE 3,
3 SUBTITLE 2 OF THIS ARTICLE.

4 (2) THE PROCEDURES UNDER TITLE 3, SUBTITLE 2 OF THIS
5 ARTICLE SHALL BE APPLICABLE TO THE EXTENT PRACTICABLE.

6 10-7A-03.

7 (A) IN THIS SECTION, "FACTS ASCERTAINABLE OUTSIDE THE ARTICLES
8 OF CONVERSION" INCLUDES:

9 (1) AN ACTION OR A DETERMINATION BY ANY PERSON,
10 INCLUDING:

11 (I) THE LIMITED PARTNERSHIP OR OTHER ENTITY, AS
12 APPLICABLE:

13 (II) THE PARTNERS, MEMBERS, DIRECTORS, TRUSTEES,
14 OFFICERS, OR OTHER AGENTS OF THE LIMITED PARTNERSHIP OR OTHER
15 ENTITY; AND

16 (III) ANY OTHER PERSON AFFILIATED WITH THE LIMITED
17 PARTNERSHIP OR OTHER ENTITY; AND

18 (2) ANY OTHER EVENT.

19 (B) ARTICLES OF CONVERSION SHALL BE FILED FOR RECORD WITH THE
20 DEPARTMENT.

21 (C) IN A CONVERSION OF A LIMITED PARTNERSHIP TO AN OTHER
22 ENTITY, THE ARTICLES OF CONVERSION SHALL SET FORTH:

23 (1) THE NAME OF THE LIMITED PARTNERSHIP AND THE DATE OF
24 FILING OF ITS ORIGINAL CERTIFICATE OF LIMITED PARTNERSHIP WITH THE
25 DEPARTMENT;

26 (2) THE NAME OF THE OTHER ENTITY TO WHICH THE LIMITED
27 PARTNERSHIP WILL BE CONVERTED AND THE PLACE OF INCORPORATION OR
28 ORGANIZATION OF THE OTHER ENTITY;

29 (3) A STATEMENT THAT THE CONVERSION HAS BEEN APPROVED
30 IN ACCORDANCE WITH THE PROVISIONS OF THIS SUBTITLE;

1 (4) THE MANNER AND BASIS OF CONVERTING OR EXCHANGING
2 PARTNERSHIP INTERESTS IN THE LIMITED PARTNERSHIP INTO SHARES OF
3 STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL
4 INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE OTHER ENTITY, OR
5 OTHER CONSIDERATION, AND THE TREATMENT OF ANY PARTNERSHIP
6 INTERESTS NOT TO BE CONVERTED OR EXCHANGED, ANY OF WHICH MAY BE
7 MADE DEPENDENT ON FACTS ASCERTAINABLE OUTSIDE THE ARTICLES OF
8 CONVERSION;

9 (5) THE FUTURE EFFECTIVE TIME, WHICH SHALL BE A TIME
10 CERTAIN, OF THE ARTICLES OF CONVERSION, IF THE ARTICLES OF CONVERSION
11 ARE NOT TO BE EFFECTIVE ON THE ACCEPTANCE FOR RECORD OF THE
12 ARTICLES OF CONVERSION;

13 (6) IF THE OTHER ENTITY IS NOT ORGANIZED UNDER THE LAWS
14 OF THIS STATE:

15 (i) THE LOCATION OF THE PRINCIPAL OFFICE IN THE
16 PLACE WHERE IT IS ORGANIZED; AND

17 (ii) THE NAME AND ADDRESS OF THE RESIDENT AGENT IN
18 THIS STATE; AND

19 (7) ANY OTHER PROVISION NECESSARY TO EFFECT THE
20 CONVERSION.

21 (D) IN A CONVERSION OF AN OTHER ENTITY TO A LIMITED
22 PARTNERSHIP, THE ARTICLES OF CONVERSION SHALL SET FORTH:

23 (1) THE NAME OF THE OTHER ENTITY, THE DATE ON WHICH THE
24 OTHER ENTITY WAS FIRST CREATED, AND THE PLACE OF INCORPORATION OR
25 ORGANIZATION OF THE OTHER ENTITY;

26 (2) THE NAME OF THE LIMITED PARTNERSHIP TO WHICH THE
27 OTHER ENTITY WILL BE CONVERTED;

28 (3) A STATEMENT THAT THE CONVERSION HAS BEEN APPROVED
29 IN ACCORDANCE WITH THE PROVISIONS OF THIS SUBTITLE;

30 (4) THE MANNER AND BASIS OF CONVERTING OR EXCHANGING
31 ANY OUTSTANDING SHARES OF STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP
32 INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE

1 OTHER ENTITY INTO PARTNERSHIP INTERESTS IN THE LIMITED PARTNERSHIP
2 OR OTHER CONSIDERATION, AND THE TREATMENT OF ANY OUTSTANDING
3 SHARES OF STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP INTERESTS,
4 BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS NOT TO BE
5 CONVERTED OR EXCHANGED, ANY OF WHICH MAY BE MADE DEPENDENT ON
6 FACTS ASCERTAINABLE OUTSIDE THE ARTICLES OF CONVERSION;

7 (5) THE FUTURE EFFECTIVE TIME, WHICH SHALL BE A TIME
8 CERTAIN, OF THE ARTICLES OF CONVERSION, IF THE ARTICLES OF CONVERSION
9 ARE NOT TO BE EFFECTIVE ON THE ACCEPTANCE FOR RECORD OF THE
10 ARTICLES OF CONVERSION; AND

11 (6) ANY OTHER PROVISION NECESSARY TO EFFECT THE
12 CONVERSION.

13 (E) THE ARTICLES OF CONVERSION MAY CONTAIN A FUTURE
14 EFFECTIVE TIME FOR THE ARTICLES OF CONVERSION THAT IS NOT LATER THAN
15 30 DAYS AFTER THE ARTICLES OF CONVERSION ARE ACCEPTED FOR RECORD.

16 10-7A-04.

17 (A) A CONVERSION HAS THE EFFECTS PROVIDED IN THIS SECTION.

18 (B) (1) THIS SUBSECTION APPLIES ON THE CONVERSION OF A
19 LIMITED PARTNERSHIP TO AN OTHER ENTITY.

20 (2) THE LIMITED PARTNERSHIP SHALL CEASE TO EXIST AS A
21 LIMITED PARTNERSHIP AND SHALL CONTINUE TO EXIST AS THE OTHER ENTITY
22 INTO WHICH THE PARTNERSHIP HAS CONVERTED, AND THE OTHER ENTITY, FOR
23 ALL PURPOSES OF THE LAWS OF THIS STATE, SHALL BE DEEMED TO BE THE
24 SAME ENTITY AS THE CONVERTING LIMITED PARTNERSHIP.

25 (3) (I) ALL THE ASSETS OF THE LIMITED PARTNERSHIP,
26 INCLUDING ANY LEGACIES THAT IT WOULD HAVE BEEN CAPABLE OF TAKING,
27 SHALL VEST IN AND DEVOLVE ON THE OTHER ENTITY WITHOUT FURTHER ACT
28 OR DEED AND SHALL BE THE PROPERTY OF THE OTHER ENTITY, AND THE TITLE
29 TO ANY REAL PROPERTY VESTED BY DEED OR OTHERWISE IN THE LIMITED
30 PARTNERSHIP SHALL NOT REVERT OR BE IN ANY WAY IMPAIRED BY REASON OF
31 A CONVERSION UNDER THIS SUBTITLE.

32 (II) THE CONVERSION OF THE LIMITED PARTNERSHIP TO
33 AN OTHER ENTITY DOES NOT AFFECT, INVALIDATE, TERMINATE, SUSPEND, OR

1 NULLIFY ANY LICENSES, PERMITS, OR REGISTRATIONS GRANTED TO THE
2 LIMITED PARTNERSHIP BEFORE THE CONVERSION.

3 (III) CONFIRMATORY DEEDS, ASSIGNMENTS, OR SIMILAR
4 INSTRUMENTS TO EVIDENCE THE CONVERSION MAY BE EXECUTED AND
5 DELIVERED AT ANY TIME IN THE NAME OF THE LIMITED PARTNERSHIP BY ITS
6 LAST ACTING GENERAL PARTNERS, OR BY THE APPROPRIATE AUTHORIZED
7 PERSONS, PARTNERS, OFFICERS, TRUSTEES, OR MEMBERS OF THE OTHER
8 ENTITY.

9 (4) (I) THE OTHER ENTITY SHALL BE LIABLE FOR ALL THE
10 DEBTS AND OBLIGATIONS OF THE LIMITED PARTNERSHIP.

11 (II) AN EXISTING CLAIM, ACTION, OR PROCEEDING
12 PENDING BY OR AGAINST THE LIMITED PARTNERSHIP MAY BE PROSECUTED TO
13 JUDGMENT AS IF THE CONVERSION HAD NOT TAKEN PLACE, OR, ON MOTION OF
14 THE OTHER ENTITY OR ANY PARTY, THE OTHER ENTITY MAY BE SUBSTITUTED
15 AS A PARTY, AND A JUDGMENT AGAINST THE LIMITED PARTNERSHIP
16 CONSTITUTES A LIEN ON THE PROPERTY OF THE OTHER ENTITY.

17 (III) A CONVERSION DOES NOT IMPAIR THE RIGHTS OF
18 CREDITORS OR ANY LIENS ON THE PROPERTY OF THE LIMITED PARTNERSHIP.

19 (5) SUBJECT TO THE TREATMENT OF THE OWNERSHIP INTERESTS
20 OF THE PARTNERS OF THE LIMITED PARTNERSHIP UNDER THE ARTICLES OF
21 CONVERSION AND TO THE RIGHTS OF AN OBJECTING PARTNER UNDER THIS
22 SUBTITLE, THE OWNERSHIP INTERESTS OF THE PARTNERS OF THE LIMITED
23 PARTNERSHIP CEASE TO EXIST AS PARTNERSHIP INTERESTS IN THE
24 CONVERTED LIMITED PARTNERSHIP AND CONTINUE TO EXIST AS OWNERSHIP
25 INTERESTS IN THE OTHER ENTITY.

26 (6) (I) THE CONVERSION OF THE LIMITED PARTNERSHIP TO
27 AN OTHER ENTITY IN ACCORDANCE WITH ARTICLES OF CONVERSION UNDER
28 THIS SUBTITLE DOES NOT AFFECT ANY DEBTS, OBLIGATIONS, OR LIABILITIES OF
29 THE LIMITED PARTNERSHIP OR THE PERSONAL LIABILITY OF ANY PERSON
30 INCURRED PRIOR TO THE COMPLETION OF THE CONVERSION.

31 (II) SUBJECT TO §§ 10-303 AND 10-403 OF THIS TITLE, A
32 PARTNER OF THE LIMITED PARTNERSHIP REMAINS LIABLE FOR ALL THE DEBTS
33 AND OBLIGATIONS OF THE LIMITED PARTNERSHIP FOR WHICH THE PARTNER
34 WAS LIABLE BEFORE THE COMPLETION OF THE CONVERSION.

1 **(7) UNLESS OTHERWISE PROVIDED IN THE ARTICLES OF**
2 **CONVERSION, THE CONVERTING LIMITED PARTNERSHIP IS NOT REQUIRED TO**
3 **WIND UP ITS AFFAIRS OR PAY ITS LIABILITIES AND DISTRIBUTE ITS ASSETS, AND**
4 **THE CONVERSION DOES NOT CONSTITUTE DISSOLUTION OR A TRANSFER OF**
5 **ASSETS OR LIABILITIES OF THE LIMITED PARTNERSHIP.**

6 **(8) A PERSON BECOMES LIABLE FOR ANY OBLIGATION INCURRED**
7 **BY THE LIMITED PARTNERSHIP BEFORE THE COMPLETION OF THE CONVERSION**
8 **ONLY TO THE EXTENT PROVIDED FOR BY THE LAWS APPLICABLE TO THE OTHER**
9 **ENTITY.**

10 **(C) (1) THIS SUBSECTION APPLIES ON THE CONVERSION OF AN**
11 **OTHER ENTITY TO A LIMITED PARTNERSHIP.**

12 **(2) THE LIMITED PARTNERSHIP, FOR ALL PURPOSES OF THE**
13 **LAWS OF THIS STATE, SHALL BE DEEMED TO BE THE SAME ENTITY AS THE**
14 **CONVERTING OTHER ENTITY.**

15 **(3) (I) ALL THE ASSETS OF THE OTHER ENTITY, INCLUDING**
16 **ANY LEGACIES THAT IT WOULD HAVE BEEN CAPABLE OF TAKING, VEST IN AND**
17 **DEVOLVE ON THE LIMITED PARTNERSHIP WITHOUT FURTHER ACT OR DEED AND**
18 **SHALL BE THE PROPERTY OF THE LIMITED PARTNERSHIP, AND THE TITLE TO**
19 **ANY REAL PROPERTY VESTED BY DEED OR OTHERWISE IN THE OTHER ENTITY**
20 **SHALL NOT REVERT OR BE IN ANY WAY IMPAIRED BY REASON OF THIS SUBTITLE.**

21 **(II) THE CONVERSION OF THE OTHER ENTITY TO A LIMITED**
22 **PARTNERSHIP DOES NOT AFFECT, INVALIDATE, TERMINATE, SUSPEND, OR**
23 **NULLIFY ANY LICENSES, PERMITS, OR REGISTRATIONS GRANTED TO THE OTHER**
24 **ENTITY BEFORE THE CONVERSION.**

25 **(III) CONFIRMATORY DEEDS, ASSIGNMENTS, OR SIMILAR**
26 **INSTRUMENTS TO EVIDENCE THE CONVERSION MAY BE EXECUTED AND**
27 **DELIVERED AT ANY TIME IN THE NAME OF THE OTHER ENTITY BY THE**
28 **APPROPRIATE AUTHORIZED PERSONS, PARTNERS, OFFICERS, TRUSTEES, OR**
29 **MEMBERS OF THE OTHER ENTITY, OR BY THE GENERAL PARTNERS OF THE**
30 **LIMITED PARTNERSHIP.**

31 **(4) (I) THE LIMITED PARTNERSHIP SHALL BE LIABLE FOR ALL**
32 **THE DEBTS AND OBLIGATIONS OF THE OTHER ENTITY.**

33 **(II) AN EXISTING CLAIM, ACTION, OR PROCEEDING**
34 **PENDING BY OR AGAINST THE OTHER ENTITY MAY BE PROSECUTED TO**
35 **JUDGMENT AS IF THE CONVERSION HAD NOT TAKEN PLACE, OR, ON MOTION OF**

1 THE LIMITED PARTNERSHIP OR ANY PARTY, THE LIMITED PARTNERSHIP MAY BE
2 SUBSTITUTED AS A PARTY, AND A JUDGMENT AGAINST THE OTHER ENTITY
3 CONSTITUTES A LIEN ON THE PROPERTY OF THE LIMITED PARTNERSHIP.

4 (III) A CONVERSION DOES NOT IMPAIR THE RIGHTS OF
5 CREDITORS OR ANY LIENS ON THE PROPERTY OF THE OTHER ENTITY.

6 (5) THE CONVERSION OF AN OTHER ENTITY TO A LIMITED
7 PARTNERSHIP IN ACCORDANCE WITH ARTICLES OF CONVERSION UNDER THIS
8 SUBTITLE DOES NOT AFFECT ANY DEBTS, OBLIGATIONS, OR LIABILITIES OF THE
9 OTHER ENTITY OR THE PERSONAL LIABILITY OF ANY PERSON INCURRED PRIOR
10 TO THE COMPLETION OF THE CONVERSION.

11 (6) A PERSON REMAINS LIABLE FOR ANY OBLIGATION INCURRED
12 BY THE OTHER ENTITY BEFORE THE COMPLETION OF THE CONVERSION ONLY
13 TO THE EXTENT THAT THE PERSON WOULD HAVE BEEN LIABLE IF THE
14 CONVERSION HAD NOT OCCURRED.

15 (7) SUBJECT TO THE TREATMENT OF THE OWNERSHIP INTERESTS
16 OF THE OWNERS OF THE OTHER ENTITY UNDER THE ARTICLES OF CONVERSION,
17 THE OWNERSHIP INTERESTS OF THE OWNERS OF THE OTHER ENTITY CEASE TO
18 EXIST AS OWNERSHIP INTERESTS IN THE CONVERTED OTHER ENTITY AND
19 CONTINUE TO EXIST AS PARTNERSHIP INTERESTS IN THE LIMITED
20 PARTNERSHIP.

21 10-7A-05.

22 (A) IN A CONVERSION OF AN OTHER ENTITY TO A LIMITED
23 PARTNERSHIP, THE STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP
24 INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE
25 OTHER ENTITY MAY BE EXCHANGED FOR OR CONVERTED INTO ANY ONE OR
26 MORE OF THE FOLLOWING:

27 (1) PARTNERSHIP INTERESTS IN THE LIMITED PARTNERSHIP OR
28 STOCK, EVIDENCE OF INDEBTEDNESS, MEMBERSHIP INTERESTS, PARTNERSHIP
29 INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF AN
30 OTHER ENTITY, WHETHER OR NOT PARTY TO THE CONVERSION;

31 (2) OTHER TANGIBLE OR INTANGIBLE PROPERTY;

32 (3) MONEY; AND

33 (4) ANY OTHER CONSIDERATION.

1 **(B) IN A CONVERSION OF A LIMITED PARTNERSHIP TO AN OTHER**
2 **ENTITY, PARTNERSHIP INTERESTS IN THE LIMITED PARTNERSHIP MAY BE**
3 **EXCHANGED FOR OR CONVERTED INTO ANY ONE OR MORE OF THE FOLLOWING:**

4 **(1) STOCK, EVIDENCE OF INDEBTEDNESS, MEMBERSHIP**
5 **INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL INTERESTS, OR OTHER**
6 **OWNERSHIP INTERESTS OF THE OTHER ENTITY TO WHICH THE LIMITED**
7 **PARTNERSHIP IS CONVERTED OR OF AN OTHER ENTITY, WHETHER OR NOT A**
8 **PARTY TO THE CONVERSION;**

9 **(2) OTHER TANGIBLE OR INTANGIBLE PROPERTY;**

10 **(3) MONEY; AND**

11 **(4) ANY OTHER CONSIDERATION.**

12 **10-7A-06.**

13 **(A) THE CONVERSION OF AN OTHER ENTITY TO A LIMITED**
14 **PARTNERSHIP SHALL BE COMPLETED ON THE LATER OF:**

15 **(1) THE FORMATION OF THE LIMITED PARTNERSHIP IN**
16 **ACCORDANCE WITH THIS TITLE; OR**

17 **(2) THE EFFECTIVENESS OF ARTICLES OF CONVERSION FILED**
18 **FOR RECORD WITH THE DEPARTMENT.**

19 **(B) THE CONVERSION OF A LIMITED PARTNERSHIP TO AN OTHER**
20 **ENTITY SHALL BE COMPLETED ON THE EFFECTIVENESS OF ARTICLES OF**
21 **CONVERSION FILED FOR RECORD WITH THE DEPARTMENT.**

22 **(C) ARTICLES OF CONVERSION SHALL BE EFFECTIVE ON THE LATER OF:**

23 **(1) THE TIME THE DEPARTMENT ACCEPTS THE ARTICLES OF**
24 **CONVERSION FOR RECORD; OR**

25 **(2) THE FUTURE EFFECTIVE TIME OF THE ARTICLES OF**
26 **CONVERSION SET FORTH IN THE ARTICLES OF CONVERSION THAT HAVE BEEN**
27 **ACCEPTED BY THE DEPARTMENT FOR RECORD.**

1 **(D) (1) (i) EXCEPT AS PROVIDED IN SUBPARAGRAPH (II) OF THIS**
2 **PARAGRAPH, AT THE TIME THE CONVERSION OF AN OTHER ENTITY TO A**
3 **LIMITED PARTNERSHIP IS COMPLETED:**

4 **1. THE OTHER ENTITY SHALL BE CONVERTED TO A**
5 **LIMITED PARTNERSHIP;**

6 **2. THE CONVERSION SHALL HAVE THE EFFECTS SET**
7 **FORTH IN § 10-7A-04 OF THIS SUBTITLE; AND**

8 **3. THE LIMITED PARTNERSHIP SHALL BE SUBJECT**
9 **TO ALL OF THE PROVISIONS OF THIS TITLE.**

10 **(ii) NOTWITHSTANDING § 10-201 OF THIS TITLE, THE**
11 **EXISTENCE OF THE LIMITED PARTNERSHIP AS A DOMESTIC LIMITED**
12 **PARTNERSHIP SHALL BE DEEMED TO HAVE COMMENCED ON THE DATE THE**
13 **OTHER ENTITY COMMENCED ITS EXISTENCE IN THE PLACE IN WHICH THE**
14 **OTHER ENTITY WAS FIRST INCORPORATED, CREATED, FORMED, OR OTHERWISE**
15 **CAME INTO BEING.**

16 **(2) AT THE TIME THE CONVERSION OF A LIMITED PARTNERSHIP**
17 **TO AN OTHER ENTITY IS COMPLETED, THE CONVERSION SHALL HAVE THE**
18 **EFFECTS SET FORTH IN § 10-7A-04 OF THIS SUBTITLE.**

19 **10-7A-07.**

20 **(A) UNLESS THE PARTNERSHIP AGREEMENT OR THE ARTICLES OF**
21 **CONVERSION PROVIDE OTHERWISE, A PROPOSED CONVERSION OF A LIMITED**
22 **PARTNERSHIP TO AN OTHER ENTITY MAY BE ABANDONED BEFORE THE**
23 **EFFECTIVE TIME OF THE ARTICLES OF CONVERSION BY A VOTE OF THE**
24 **MAJORITY OF THE GENERAL PARTNERS AND A MAJORITY IN INTEREST OF THE**
25 **LIMITED PARTNERS OF THE LIMITED PARTNERSHIP.**

26 **(B) UNLESS THE ARTICLES OF CONVERSION PROVIDE OTHERWISE, A**
27 **PROPOSED CONVERSION OF AN OTHER ENTITY TO A LIMITED PARTNERSHIP MAY**
28 **BE ABANDONED BEFORE THE EFFECTIVE DATE OF THE ARTICLES OF**
29 **CONVERSION IN THE MANNER AND BY THE VOTE REQUIRED BY THE GOVERNING**
30 **DOCUMENT OF THE OTHER ENTITY AND THE LAWS OF THE PLACE IN WHICH IT IS**
31 **INCORPORATED OR ORGANIZED OR, IF NO MANNER AND VOTE IS SPECIFIED, IN**
32 **THE MANNER AND BY THE VOTE REQUIRED TO APPROVE THE CONVERSION**
33 **UNDER § 10-7A-02 OF THIS SUBTITLE.**

1 **(C) IF THE ARTICLES OF CONVERSION HAVE BEEN FILED WITH THE**
2 **DEPARTMENT, NOTICE OF THE ABANDONMENT SHALL BE GIVEN PROMPTLY TO**
3 **THE DEPARTMENT.**

4 **(D) (1) IF THE PROPOSED CONVERSION IS ABANDONED AS PROVIDED**
5 **IN THIS SECTION, NO LEGAL LIABILITY ARISES UNDER THE ARTICLES OF**
6 **CONVERSION.**

7 **(2) ABANDONMENT OF A CONVERSION UNDER THIS SECTION**
8 **DOES NOT PREJUDICE THE RIGHTS OF ANY PERSON UNDER ANY OTHER**
9 **CONTRACT MADE BY A PARTY TO THE PROPOSED CONVERSION IN CONNECTION**
10 **WITH THE PROPOSED CONVERSION.**

11 **SUBTITLE 10. CONVERSIONS OF STATUTORY TRUSTS.**

12 **12-1001.**

13 **(A) IN THIS SUBTITLE, “OTHER ENTITY” MEANS:**

14 **(1) A MARYLAND CORPORATION INCORPORATED UNDER TITLE 2**
15 **OF THIS ARTICLE;**

16 **(2) A FOREIGN CORPORATION, AS DEFINED IN § 1-101 OF THIS**
17 **ARTICLE;**

18 **(3) A DOMESTIC LIMITED LIABILITY COMPANY, AS DEFINED IN §**
19 **4A-101 OF THIS ARTICLE;**

20 **(4) A FOREIGN LIMITED LIABILITY COMPANY, AS DEFINED IN §**
21 **4A-101 OF THIS ARTICLE;**

22 **(5) A PARTNERSHIP, AS DEFINED IN § 9A-101(I) OF THIS**
23 **ARTICLE;**

24 **(6) A LIMITED PARTNERSHIP, AS DEFINED IN § 10-101 OF THIS**
25 **ARTICLE, INCLUDING A LIMITED PARTNERSHIP REGISTERED AS A LIMITED**
26 **LIABILITY LIMITED PARTNERSHIP UNDER § 10-805 OF THIS ARTICLE;**

27 **(7) A FOREIGN LIMITED PARTNERSHIP AS DEFINED IN § 10-101**
28 **OF THIS ARTICLE;**

29 **(8) A BUSINESS TRUST, AS DEFINED IN § 1-101 OF THIS ARTICLE,**
30 **EXCLUDING A STATUTORY TRUST; OR**

1 **(9) ANOTHER FORM OF UNINCORPORATED BUSINESS FORMED**
2 **UNDER THE LAWS OF THIS STATE OR THE LAWS OF THE UNITED STATES,**
3 **ANOTHER STATE OF THE UNITED STATES, A TERRITORY, POSSESSION OR**
4 **DISTRICT OF THE UNITED STATES, OR A FOREIGN COUNTRY.**

5 **(B) EXCEPT AS PROVIDED IN ITS GOVERNING INSTRUMENT, A**
6 **STATUTORY TRUST MAY CONVERT TO AN OTHER ENTITY BY:**

7 **(1) APPROVING THE CONVERSION IN ACCORDANCE WITH §**
8 **12-1002 OF THIS SUBTITLE; AND**

9 **(2) FILING FOR RECORD WITH THE DEPARTMENT ARTICLES OF**
10 **CONVERSION EXECUTED IN THE MANNER REQUIRED BY TITLE 1 OF THIS**
11 **ARTICLE.**

12 **(C) AN OTHER ENTITY MAY CONVERT TO A STATUTORY TRUST BY**
13 **COMPLYING WITH § 12-1002 OF THIS SUBTITLE AND FILING FOR RECORD WITH**
14 **THE DEPARTMENT:**

15 **(1) ARTICLES OF CONVERSION EXECUTED IN THE MANNER**
16 **REQUIRED BY TITLE 1 OF THIS ARTICLE; AND**

17 **(2) A CERTIFICATE OF TRUST, WHICH SHALL INCLUDE THE NAME**
18 **OF THE CONVERTING OTHER ENTITY, EXECUTED IN THE MANNER REQUIRED BY**
19 **§ 12-204 OF THIS TITLE AND OTHERWISE COMPLYING WITH THIS TITLE.**

20 **12-1002.**

21 **(A) EXCEPT AS PROVIDED IN THE GOVERNING INSTRUMENT, A**
22 **CONVERSION OF A STATUTORY TRUST TO AN OTHER ENTITY SHALL BE**
23 **APPROVED BY A MAJORITY OF THE TRUSTEES AND BY THE BENEFICIAL OWNERS**
24 **BY THE AFFIRMATIVE VOTE OF TWO-THIRDS OF ALL THE VOTES ENTITLED TO**
25 **BE CAST ON THE MATTER.**

26 **(B) A CONVERSION OF AN OTHER ENTITY TO A STATUTORY TRUST**
27 **SHALL BE APPROVED IN THE MANNER AND BY THE VOTE REQUIRED BY ITS**
28 **GOVERNING DOCUMENT AND THE LAWS OF THE PLACE WHERE IT IS**
29 **INCORPORATED OR ORGANIZED.**

30 **12-1003.**

1 **(A) IN THIS SECTION, “FACTS ASCERTAINABLE OUTSIDE THE ARTICLES**
2 **OF CONVERSION” INCLUDES:**

3 **(1) AN ACTION OR DETERMINATION BY ANY PERSON, INCLUDING:**

4 **(I) THE STATUTORY TRUST OR OTHER ENTITY, AS**
5 **APPLICABLE;**

6 **(II) THE TRUSTEES, DIRECTORS, PARTNERS, MEMBERS,**
7 **OFFICERS, OR OTHER AGENTS OF THE STATUTORY TRUST OR OTHER ENTITY;**
8 **AND**

9 **(III) ANY OTHER PERSON AFFILIATED WITH THE STATUTORY**
10 **TRUST OR OTHER ENTITY; AND**

11 **(2) ANY OTHER EVENT.**

12 **(B) ARTICLES OF CONVERSION SHALL BE FILED FOR RECORD WITH THE**
13 **DEPARTMENT.**

14 **(C) IN A CONVERSION OF A STATUTORY TRUST TO AN OTHER ENTITY,**
15 **THE ARTICLES OF CONVERSION SHALL SET FORTH:**

16 **(1) THE NAME OF THE STATUTORY TRUST AND THE DATE OF**
17 **FILING OF ITS ORIGINAL CERTIFICATE OF TRUST WITH THE DEPARTMENT;**

18 **(2) THE NAME OF THE OTHER ENTITY TO WHICH THE STATUTORY**
19 **TRUST WILL BE CONVERTED AND THE PLACE OF INCORPORATION OR**
20 **ORGANIZATION OF THE OTHER ENTITY;**

21 **(3) A STATEMENT THAT THE CONVERSION HAS BEEN APPROVED**
22 **IN ACCORDANCE WITH THE PROVISIONS OF THIS SUBTITLE;**

23 **(4) THE MANNER AND BASIS OF CONVERTING OR EXCHANGING**
24 **ISSUED BENEFICIAL INTERESTS OF THE STATUTORY TRUST INTO SHARES OF**
25 **STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL**
26 **INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE OTHER ENTITY, OR**
27 **OTHER CONSIDERATION, AND THE TREATMENT OF ANY ISSUED BENEFICIAL**
28 **INTERESTS NOT TO BE CONVERTED OR EXCHANGED, ANY OF WHICH MAY BE**
29 **MADE DEPENDENT ON FACTS ASCERTAINABLE OUTSIDE OF THE ARTICLES OF**
30 **CONVERSION;**

1 **(5) THE FUTURE EFFECTIVE TIME, WHICH SHALL BE A TIME**
2 **CERTAIN, OF THE ARTICLES OF CONVERSION, IF THE ARTICLES OF CONVERSION**
3 **ARE NOT TO BE EFFECTIVE ON THE ACCEPTANCE FOR RECORD OF THE**
4 **ARTICLES OF CONVERSION;**

5 **(6) IF THE OTHER ENTITY IS NOT ORGANIZED UNDER THE LAWS**
6 **OF THIS STATE:**

7 **(I) THE LOCATION OF THE PRINCIPAL OFFICE IN THE**
8 **PLACE WHERE IT IS ORGANIZED; AND**

9 **(II) THE NAME AND ADDRESS OF THE RESIDENT AGENT IN**
10 **THIS STATE; AND**

11 **(7) ANY OTHER PROVISION NECESSARY TO EFFECT THE**
12 **CONVERSION.**

13 **(D) IN A CONVERSION OF AN OTHER ENTITY TO A STATUTORY TRUST,**
14 **THE ARTICLES OF CONVERSION SHALL SET FORTH:**

15 **(1) THE NAME OF THE OTHER ENTITY, THE DATE ON WHICH THE**
16 **OTHER ENTITY WAS FIRST CREATED, AND THE PLACE OF INCORPORATION OR**
17 **ORGANIZATION OF THE OTHER ENTITY;**

18 **(2) THE NAME OF THE STATUTORY TRUST TO WHICH THE OTHER**
19 **ENTITY WILL BE CONVERTED;**

20 **(3) A STATEMENT THAT THE CONVERSION HAS BEEN APPROVED**
21 **IN ACCORDANCE WITH THE PROVISIONS OF THIS SUBTITLE;**

22 **(4) THE MANNER AND BASIS OF CONVERTING OR EXCHANGING**
23 **ANY OUTSTANDING SHARES OF STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP**
24 **INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE**
25 **OTHER ENTITY INTO BENEFICIAL INTERESTS OF THE STATUTORY TRUST, OR**
26 **OTHER CONSIDERATION, AND THE TREATMENT OF ANY OUTSTANDING SHARES**
27 **OF STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL**
28 **INTERESTS, OR OTHER OWNERSHIP INTERESTS NOT TO BE CONVERTED OR**
29 **EXCHANGED, ANY OF WHICH MAY BE MADE DEPENDENT ON FACTS**
30 **ASCERTAINABLE OUTSIDE OF THE ARTICLES OF CONVERSION;**

31 **(5) THE FUTURE EFFECTIVE TIME, WHICH SHALL BE A TIME**
32 **CERTAIN, OF THE ARTICLES OF CONVERSION, IF THE ARTICLES OF CONVERSION**

1 ARE NOT TO BE EFFECTIVE ON THE ACCEPTANCE FOR RECORD OF THE
2 ARTICLES OF CONVERSION; AND

3 (6) ANY OTHER PROVISION NECESSARY TO EFFECT THE
4 CONVERSION.

5 (E) THE ARTICLES OF CONVERSION MAY CONTAIN A FUTURE
6 EFFECTIVE TIME OF THE ARTICLES OF CONVERSION THAT IS NOT LATER THAN
7 30 DAYS AFTER THE ARTICLES OF CONVERSION ARE ACCEPTED FOR RECORD.

8 12-1004.

9 (A) A CONVERSION HAS THE EFFECTS PROVIDED IN THIS SECTION.

10 (B) (1) THIS SUBSECTION APPLIES ON THE COMPLETION OF THE
11 CONVERSION OF A STATUTORY TRUST TO AN OTHER ENTITY.

12 (2) THE STATUTORY TRUST SHALL CEASE TO EXIST AS A
13 STATUTORY TRUST AND SHALL CONTINUE TO EXIST AS THE OTHER ENTITY INTO
14 WHICH THE STATUTORY TRUST HAS CONVERTED, AND THE OTHER ENTITY, FOR
15 ALL PURPOSES OF THE LAWS OF THIS STATE, SHALL BE DEEMED TO BE THE
16 SAME ENTITY AS THE CONVERTING STATUTORY TRUST.

17 (3) (I) ALL THE ASSETS OF THE STATUTORY TRUST,
18 INCLUDING ANY LEGACIES THAT IT WOULD HAVE BEEN CAPABLE OF TAKING,
19 SHALL VEST IN AND DEVOLVE ON THE OTHER ENTITY WITHOUT FURTHER ACT
20 OR DEED AND SHALL BE THE PROPERTY OF THE OTHER ENTITY, AND THE TITLE
21 TO ANY REAL PROPERTY VESTED BY DEED OR OTHERWISE IN THE STATUTORY
22 TRUST SHALL NOT REVERT OR BE IN ANY WAY IMPAIRED BY REASON OF A
23 CONVERSION UNDER THIS SUBTITLE.

24 (II) THE CONVERSION OF THE STATUTORY TRUST TO AN
25 OTHER ENTITY DOES NOT AFFECT, INVALIDATE, TERMINATE, SUSPEND, OR
26 NULLIFY ANY LICENSES, PERMITS, OR REGISTRATIONS GRANTED TO THE
27 STATUTORY TRUST BEFORE THE CONVERSION.

28 (III) CONFIRMATORY DEEDS, ASSIGNMENTS, OR SIMILAR
29 INSTRUMENTS TO EVIDENCE THE CONVERSION MAY BE EXECUTED AND
30 DELIVERED AT ANY TIME IN THE NAME OF THE STATUTORY TRUST BY ITS LAST
31 ACTING TRUSTEES OR OFFICERS, OR BY THE APPROPRIATE AUTHORIZED
32 PERSONS, PARTNERS, OFFICERS, TRUSTEES, OR MEMBERS OF THE OTHER
33 ENTITY.

1 **(4) (I) THE OTHER ENTITY SHALL BE LIABLE FOR ALL THE**
2 **DEBTS AND OBLIGATIONS OF THE STATUTORY TRUST.**

3 **(II) AN EXISTING CLAIM, ACTION, OR PROCEEDING**
4 **PENDING BY OR AGAINST THE STATUTORY TRUST MAY BE PROSECUTED TO**
5 **JUDGMENT AS IF THE CONVERSION HAD NOT TAKEN PLACE, OR, ON MOTION OF**
6 **THE OTHER ENTITY OR ANY PARTY, THE OTHER ENTITY MAY BE SUBSTITUTED**
7 **AS A PARTY AND A JUDGMENT AGAINST THE STATUTORY TRUST CONSTITUTES A**
8 **LIEN ON THE PROPERTY OF THE OTHER ENTITY.**

9 **(III) A CONVERSION DOES NOT IMPAIR THE RIGHTS OF**
10 **CREDITORS OR ANY LIENS ON THE PROPERTY OF THE STATUTORY TRUST.**

11 **(5) SUBJECT TO THE TREATMENT OF THE OWNERSHIP INTERESTS**
12 **OF THE BENEFICIAL OWNERS OF THE STATUTORY TRUST UNDER THE ARTICLES**
13 **OF CONVERSION, THE OWNERSHIP INTERESTS OF THE BENEFICIAL OWNERS OF**
14 **THE STATUTORY TRUST SHALL CEASE TO EXIST AS BENEFICIAL INTERESTS OF**
15 **THE STATUTORY TRUST AND CONTINUE TO EXIST AS OWNERSHIP INTERESTS IN**
16 **THE OTHER ENTITY.**

17 **(6) THE CONVERSION OF THE STATUTORY TRUST TO AN OTHER**
18 **ENTITY IN ACCORDANCE WITH ARTICLES OF CONVERSION UNDER THIS**
19 **SUBTITLE DOES NOT AFFECT ANY DEBTS, OBLIGATIONS, OR LIABILITIES OF THE**
20 **STATUTORY TRUST OR THE PERSONAL LIABILITY OF ANY PERSON INCURRED**
21 **BEFORE THE CONVERSION.**

22 **(7) UNLESS OTHERWISE PROVIDED IN THE ARTICLES OF**
23 **CONVERSION, THE CONVERTING STATUTORY TRUST IS NOT REQUIRED TO WIND**
24 **UP ITS AFFAIRS OR PAY ITS LIABILITIES AND DISTRIBUTE ITS ASSETS, AND THE**
25 **CONVERSION DOES NOT CONSTITUTE DISSOLUTION OR A TRANSFER OF ASSETS**
26 **OR LIABILITIES OF THE STATUTORY TRUST.**

27 **(8) A PERSON BECOMES LIABLE FOR ANY OBLIGATION INCURRED**
28 **BY THE STATUTORY TRUST BEFORE THE COMPLETION OF THE CONVERSION**
29 **ONLY TO THE EXTENT PROVIDED FOR BY THE LAWS APPLICABLE TO THE OTHER**
30 **ENTITY.**

31 **(C) (1) THIS SUBSECTION APPLIES ON THE COMPLETION OF THE**
32 **CONVERSION OF AN OTHER ENTITY TO A STATUTORY TRUST.**

33 **(2) THE STATUTORY TRUST, FOR ALL PURPOSES OF THE LAWS OF**
34 **THIS STATE, SHALL BE DEEMED TO BE THE SAME ENTITY AS THE CONVERTING**
35 **OTHER ENTITY.**

1 **(3) (I) ALL THE ASSETS OF THE OTHER ENTITY, INCLUDING**
2 **ANY LEGACIES THAT IT WOULD HAVE BEEN CAPABLE OF TAKING, VEST IN AND**
3 **DEVOLVE ON THE STATUTORY TRUST WITHOUT FURTHER ACT OR DEED AND**
4 **SHALL BE THE PROPERTY OF THE STATUTORY TRUST, AND THE TITLE TO ANY**
5 **REAL PROPERTY VESTED BY DEED OR OTHERWISE IN THE OTHER ENTITY SHALL**
6 **NOT REVERT OR BE IN ANY WAY IMPAIRED BY REASON OF A CONVERSION UNDER**
7 **THIS SUBTITLE.**

8 **(II) THE CONVERSION OF THE OTHER ENTITY TO A**
9 **STATUTORY TRUST DOES NOT AFFECT, INVALIDATE, TERMINATE, SUSPEND, OR**
10 **NULLIFY ANY LICENSES, PERMITS, OR REGISTRATIONS GRANTED TO THE OTHER**
11 **ENTITY BEFORE THE CONVERSION.**

12 **(III) CONFIRMATORY DEEDS, ASSIGNMENTS, OR SIMILAR**
13 **INSTRUMENTS TO EVIDENCE THE CONVERSION MAY BE EXECUTED AND**
14 **DELIVERED AT ANY TIME IN THE NAME OF THE OTHER ENTITY BY THE**
15 **APPROPRIATE AUTHORIZED PERSONS, PARTNERS, OFFICERS, TRUSTEES, OR**
16 **MEMBERS OF THE OTHER ENTITY, OR BY THE TRUSTEES OR OFFICERS OF THE**
17 **STATUTORY TRUST.**

18 **(4) (I) THE STATUTORY TRUST SHALL BE LIABLE FOR ALL THE**
19 **DEBTS AND OBLIGATIONS OF THE OTHER ENTITY.**

20 **(II) AN EXISTING CLAIM, ACTION, OR PROCEEDING**
21 **PENDING BY OR AGAINST THE OTHER ENTITY MAY BE PROSECUTED TO**
22 **JUDGMENT AS IF THE CONVERSION HAD NOT TAKEN PLACE, OR, ON MOTION OF**
23 **THE OTHER ENTITY OR ANY PARTY, THE STATUTORY TRUST MAY BE**
24 **SUBSTITUTED AS A PARTY AND A JUDGMENT AGAINST THE OTHER ENTITY**
25 **CONSTITUTES A LIEN ON THE PROPERTY OF THE OTHER ENTITY.**

26 **(III) A CONVERSION DOES NOT IMPAIR THE RIGHTS OF**
27 **CREDITORS OR ANY LIENS OF THE PROPERTY OF THE OTHER ENTITY.**

28 **(5) THE CONVERSION OF AN OTHER ENTITY TO A STATUTORY**
29 **TRUST IN ACCORDANCE WITH ARTICLES OF CONVERSION UNDER THIS SUBTITLE**
30 **DOES NOT AFFECT ANY DEBTS, OBLIGATIONS, OR LIABILITIES OF THE OTHER**
31 **ENTITY OR THE PERSONAL LIABILITY OF ANY PERSON INCURRED BEFORE THE**
32 **COMPLETION OF THE CONVERSION.**

33 **(6) A PERSON REMAINS LIABLE FOR ANY OBLIGATION INCURRED**
34 **BY THE OTHER ENTITY BEFORE THE COMPLETION OF THE CONVERSION ONLY**

1 TO THE EXTENT THAT THE PERSON WOULD HAVE BEEN LIABLE IF THE
2 CONVERSION HAD NOT OCCURRED.

3 (7) SUBJECT TO THE TREATMENT OF THE OWNERSHIP INTERESTS
4 OF THE OWNERS OF THE OTHER ENTITY UNDER THE ARTICLES OF CONVERSION,
5 THE OWNERSHIP INTERESTS OF THE OWNERS OF THE OTHER ENTITY CEASE TO
6 EXIST AS OWNERSHIP INTERESTS IN THE CONVERTED OTHER ENTITY AND
7 CONTINUE TO EXIST AS BENEFICIAL INTERESTS IN THE STATUTORY TRUST.

8 12-1005.

9 (A) IN A CONVERSION OF AN OTHER ENTITY TO A STATUTORY TRUST,
10 THE STOCK, MEMBERSHIP INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL
11 INTERESTS, OR OTHER OWNERSHIP INTERESTS OF THE OTHER ENTITY MAY BE
12 EXCHANGED FOR OR CONVERTED INTO ANY ONE OR MORE OF THE FOLLOWING:

13 (1) BENEFICIAL INTERESTS OF THE STATUTORY TRUST OR
14 STOCK, EVIDENCE OF INDEBTEDNESS, MEMBERSHIP INTERESTS, PARTNERSHIP
15 INTERESTS, BENEFICIAL INTERESTS, OR OTHER OWNERSHIP INTERESTS OF ANY
16 OTHER STATUTORY TRUST OR OTHER ENTITY, WHETHER OR NOT PARTY TO THE
17 CONVERSION;

18 (2) OTHER TANGIBLE OR INTANGIBLE PROPERTY;

19 (3) MONEY; AND

20 (4) ANY OTHER CONSIDERATION.

21 (B) IN A CONVERSION OF A STATUTORY TRUST TO AN OTHER ENTITY,
22 BENEFICIAL INTERESTS OF THE STATUTORY TRUST MAY BE EXCHANGED FOR OR
23 CONVERTED INTO ANY ONE OR MORE OF THE FOLLOWING:

24 (1) STOCK, EVIDENCE OF INDEBTEDNESS, MEMBERSHIP
25 INTERESTS, PARTNERSHIP INTERESTS, BENEFICIAL INTERESTS, OR OTHER
26 OWNERSHIP INTERESTS OF THE OTHER ENTITY TO WHICH THE STATUTORY
27 TRUST IS CONVERTED OR OF ANY OTHER STATUTORY TRUST OR OTHER ENTITY,
28 WHETHER OR NOT PARTY TO THE CONVERSION;

29 (2) OTHER TANGIBLE OR INTANGIBLE PROPERTY;

30 (3) MONEY; AND

31 (4) ANY OTHER CONSIDERATION.

1 **12-1006.**

2 (A) THE CONVERSION OF AN OTHER ENTITY TO A STATUTORY TRUST
3 SHALL BE COMPLETED ON THE LATER OF:

4 (1) THE FORMATION OF THE STATUTORY TRUST IN ACCORDANCE
5 WITH THIS TITLE; OR

6 (2) THE EFFECTIVENESS OF ARTICLES OF CONVERSION FILED
7 FOR RECORD WITH THE DEPARTMENT.

8 (B) THE CONVERSION OF A STATUTORY TRUST TO AN OTHER ENTITY
9 SHALL BE COMPLETED ON THE EFFECTIVENESS OF ARTICLES OF CONVERSION
10 FILED FOR RECORD WITH THE DEPARTMENT.

11 (C) ARTICLES OF CONVERSION ARE EFFECTIVE ON THE LATER OF:

12 (1) THE TIME THE DEPARTMENT ACCEPTS THE ARTICLES OF
13 CONVERSION FOR RECORD; OR

14 (2) THE FUTURE EFFECTIVE TIME OF THE ARTICLES OF
15 CONVERSION AS SET FORTH IN ARTICLES OF CONVERSION THAT HAVE BEEN
16 ACCEPTED BY THE DEPARTMENT FOR RECORD.

17 (D) (1) (i) EXCEPT AS PROVIDE IN SUBPARAGRAPH (ii) OF THIS
18 PARAGRAPH, AT THE TIME THE CONVERSION OF AN OTHER ENTITY TO A
19 STATUTORY TRUST IS COMPLETED:

20 1. THE OTHER ENTITY SHALL BE CONVERTED TO A
21 STATUTORY TRUST:

22 2. THE CONVERSION SHALL HAVE THE EFFECTS SET
23 FORTH IN § 12-1004 OF THIS SUBTITLE; AND

24 3. THE STATUTORY TRUST SHALL BE SUBJECT TO
25 ALL OF THE PROVISIONS OF THE MARYLAND STATUTORY TRUST ACT.

26 (ii) NOTWITHSTANDING § 12-204 OF THIS TITLE, THE
27 EXISTENCE OF THE STATUTORY TRUST SHALL BE DEEMED TO HAVE
28 COMMENCED ON THE DATE THE OTHER ENTITY COMMENCED EXISTENCE IN THE
29 PLACE IN WHICH THE OTHER ENTITY WAS FIRST INCORPORATED, CREATED,
30 FORMED, OR OTHERWISE CAME INTO BEING.

1 **(2) AT THE TIME THE CONVERSION OF A STATUTORY TRUST TO**
2 **AN OTHER ENTITY IS COMPLETED, THE CONVERSION SHALL HAVE THE EFFECTS**
3 **SET FORTH IN § 12-1004 OF THIS SUBTITLE.**

4 **12-1007.**

5 **(A) EXCEPT AS PROVIDED IN THE GOVERNING INSTRUMENT, UNLESS**
6 **THE ARTICLES OF CONVERSION PROVIDE OTHERWISE, THE PROPOSED**
7 **CONVERSION OF A STATUTORY TRUST TO AN OTHER ENTITY MAY BE**
8 **ABANDONED BEFORE THE EFFECTIVE DATE OF THE ARTICLES OF CONVERSION**
9 **BY MAJORITY VOTE OF THE TRUSTEES OF THE STATUTORY TRUST.**

10 **(B) UNLESS THE ARTICLES OF CONVERSION PROVIDE OTHERWISE, THE**
11 **PROPOSED CONVERSION OF AN OTHER ENTITY TO A STATUTORY TRUST MAY BE**
12 **ABANDONED IN THE MANNER AND BY THE VOTE REQUIRED BY THE GOVERNING**
13 **DOCUMENT OF THE OTHER ENTITY AND THE LAWS OF THE PLACE IN WHICH IT IS**
14 **INCORPORATED OR ORGANIZED OR, IF NO MANNER AND VOTE IS SPECIFIED, IN**
15 **THE MANNER AND BY THE VOTE REQUIRED TO APPROVE THE CONVERSION**
16 **UNDER § 12-1002 OF THIS SUBTITLE.**

17 **(C) IF THE ARTICLES OF CONVERSION HAVE BEEN FILED WITH THE**
18 **DEPARTMENT, NOTICE OF THE ABANDONMENT SHALL BE GIVEN PROMPTLY TO**
19 **THE DEPARTMENT.**

20 **(D) (1) IF THE PROPOSED CONVERSION IS ABANDONED AS PROVIDED**
21 **IN THIS SECTION, NO LEGAL LIABILITY ARISES UNDER THE ARTICLES OF**
22 **CONVERSION.**

23 **(2) ABANDONMENT OF A CONVERSION UNDER THIS SECTION**
24 **DOES NOT PREJUDICE THE RIGHTS OF ANY PERSON UNDER ANY OTHER**
25 **CONTRACT MADE BY A STATUTORY TRUST PARTY TO THE PROPOSED**
26 **CONVERSION IN CONNECTION WITH THE PROPOSED CONVERSION.**

27 **SECTION 3. AND BE IT FURTHER ENACTED, That this Act shall take effect**
28 **October 1, 2013.**