

**PROPOSED AMENDMENTS TO
HOUSE BILL 2330**

1 On page 1 of the printed bill, line 3, after “60.567,” insert “62.611,
2 62.621.”.

3 On page 2, after line 30, insert:

4 **“SECTION 2a.** ORS 62.611 is amended to read:

5 “62.611. (1) After [*conversion is approved by*] the owners **approve a con-**
6 **version**, the converting business entity shall:

7 **“(a)** File articles of conversion[, *which shall*] **that** state the name and
8 type of business entity [*prior to*] **that existed before** conversion and the
9 name and type of business entity **that will exist** after conversion[, *and shall*
10 *include the plan of conversion.*]; **and**

11 **“(b)** **File a plan of conversion or, in lieu of a plan of conversion, a**
12 **written declaration that:**

13 **“(A)** **Identifies an address for an office of the converted entity**
14 **where the plan of conversion is on file; and**

15 **“(B)** **States that the converted entity will provide any owner with**
16 **a copy of the plan of conversion upon request and at no cost.**

17 “(2) The conversion takes effect at the later of the date and time deter-
18 mined [*pursuant to*] **in accordance with** ORS 62.035 or the date and time
19 determined [*pursuant to*] **under** the statutes [*governing*] **that govern** the
20 business entity that is not a cooperative.

21 **“SECTION 2b.** ORS 62.621 is amended to read:

22 “62.621. (1) After **each business entity that is a party to a merger**

1 **approves** a plan of merger [*is approved by each business entity that is a party*
2 *to the merger*], the surviving business entity shall deliver to the office of the
3 Secretary of State, for filing[,]:

4 **(a) Articles of merger** [*setting forth:*] **that set forth the name and type**
5 **of each business entity that intends to merge and the name and type**
6 **of the business entity that will survive the merger;**

7 “[*(a) The plan of merger;*]

8 “[*(b) The date of approval of the plan;*]

9 “[*(c) A statement that the plan of merger was duly authorized and approved*
10 *by each business entity that is a party to the merger in accordance with ORS*
11 *62.619;*]

12 “[*(d) As to each cooperative, the numbers of member votes cast for and*
13 *against the plan; and*]

14 “[*(e) As to each cooperative, if shareholders are authorized to vote on the*
15 *plan, the number of shareholder votes entitled to be voted on the plan, the*
16 *number of such shareholder votes cast for and against the plan and the number*
17 *of such votes required by the articles for approval thereof.*]

18 **“(b) A plan of merger or, in lieu of a plan of merger, a written**
19 **declaration that:**

20 **“(A) Identifies an address for an office of the surviving entity where**
21 **the plan of merger is on file; and**

22 **“(B) States that the surviving entity will provide any owner with a**
23 **copy of the plan of merger upon request and at no cost; and**

24 **“(c) A written declaration that states that:**

25 **“(A) Each cooperative that is a party to the merger:**

26 **“(i) Obtained the requisite approval from the cooperative’s mem-**
27 **bers; and**

28 **“(ii) Obtained the requisite approval from the cooperative’s share-**
29 **holders, if shareholders are authorized to vote on the plan of merger;**
30 **and**

1 **“(B) Each business entity, other than a cooperative, that is a party**
2 **to the merger obtained authorization and approval in accordance with**
3 **the statutes that govern the business entity.**

4 “(2) The merger takes effect on the later of the date and time determined
5 [*pursuant to*] **in accordance with** ORS 62.035 or the date and time deter-
6 mined [*pursuant to*] **in accordance with** the statutes [*governing any*] **that**
7 **govern a party to the merger that is a business entity other than a cooper-**
8 **ative.”.**

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