



2021 South Dakota Legislature

Senate Bill 75

Introduced by: **Senator Diedrich**

1 **An Act to correct an error in a statutory cross-reference within the Uniform Limited**
 2 **Liability Company Act.**

3 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF SOUTH DAKOTA:

4 **Section 1.** That § 47-34A-908 be AMENDED.

5 **47-34A-908. Filings required for conversion--Effective date.**

6 (a) After a plan of conversion is approved:

7 (1) A converting limited liability company shall deliver to the secretary of state for filing
 8 articles of conversion, which must be signed as provided in § 47-34A-205 and must
 9 include:

- 10 (A) A statement that the limited liability company has been converted into
 11 another organization;
- 12 (B) The name and form of the organization and the jurisdiction of its governing
 13 statute;
- 14 (C) The date the conversion is effective under the governing statute of the
 15 converted organization;
- 16 (D) A statement that the conversion was approved as required by this chapter;
- 17 (E) A statement that the conversion was approved as required by the governing
 18 statute of the converted organization; and
- 19 (F) If the converted organization is a foreign organization not authorized to
 20 transact business in this state, the street and mailing addresses of an office
 21 which the secretary of state may use for the purposes of § 47-34A-909(c);
 22 and

23 (2) If the converting organization is not a converting limited liability company, the
 24 converting organization shall deliver to the secretary of state for filing a certificate
 25 of organization, which must include, in addition to the information required by ~~§~~
 26 47-34A-202.1(c) § 47-34A-203(a):

- 1 (A) A statement that the converted organization was converted from another
2 organization;
- 3 (B) The name and form of that converting organization and the jurisdiction of its
4 governing statute; and
- 5 (C) A statement that the conversion was approved in a manner that complied
6 with the converting organization's governing statute.
- 7 (b) A conversion becomes effective:
- 8 (1) If the converted organization is a limited liability company, when the certificate of
9 organization takes effect; and
- 10 (2) If the converted organization is not a limited liability company, as provided by the
11 governing statute of the converted organization.