



**Senate Fiscal Agency**  
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House Bill 6181 (Substitute H-1 as passed by the House)  
House Bill 6182 (as passed by the House)  
Sponsor: Representative Gary L. Randall  
House Committee: Commerce  
Senate Committee: Financial Services

Date Completed: 12-4-96

### **CONTENT**

**House Bills 6181 (H-1) and 6182 would amend the Michigan Revised Uniform Limited Partnership Act and the Uniform Partnership Act, respectively, to allow the merger or consolidation of a domestic limited partnership with one or more other domestic limited partnerships, of one or more domestic limited partnerships with one or more foreign limited partnerships, or of one or more domestic limited partnerships with one or more “business organizations” and the merger of a partnership with a limited liability company.**

A “business organization” would be a domestic or foreign corporation, limited liability company, general partnership, registered limited liability partnership, or any other type of domestic or foreign business enterprise, incorporated or unincorporated, except a domestic or foreign limited partnership.

### **House Bill 6181 (H-1)**

A merger or consolidation would have to have a plan that included all of the following:

- The name of the new or surviving entity.
- The name of each other constituent entity.
- The terms and conditions of the merger or consolidation, including the manner and basis of converting the partnership interests, shares, membership interests, or other ownership interests in each constituent entity into partnership interests, shares, membership interests, or other interests in the surviving new entity, or into cash or other consideration, or a combination of considerations.
- In the case of a merger, a copy of a restated certificate of limited partnership of the surviving limited partnership, if the surviving entity were to be a limited partnership; or a statement of changes to articles of incorporation, articles of organization, or other organizing or governing documents, if the surviving entity were to be a business organization.
- In the case of a consolidation, a copy of a certificate of limited partnership of the new limited partnership, if the new entity were to be a limited partnership; or a copy of the articles or certificate of incorporation, articles of organization, or other organizing or governing documents of the new business organization, if the new entity were to be a business organization.
- Any other provisions considered necessary or desirable to the merger or consolidation.

The plan would have to be submitted to each constituent entity for approval, according to each entity's governing or organizing documents. After a plan was approved, a certificate of merger or consolidation for each entity would have to be filed with the Director of the Department of Consumer and Industry Services.

A merger or consolidation could be abandoned before the effective date of the merger or consolidation. Abandonment would have to be accomplished as provided in the plan of merger or consolidation or, if no provision existed, by unanimous consent of the constituent entities. If the certificate of merger or consolidation had been filed, each constituent entity would have to file a certificate of abandonment within 10 days after the abandonment, but not later than the effective date of the certificate of merger or consolidation.

### **House Bill 6182**

The bill would amend the Uniform Partnership Act to allow a partnership formed under the Act to merge with and become a member of a limited liability company formed under the Michigan Limited Liability Company Act.

Proposed MCL 449.1210 (H.B. 6181)  
Proposed MCL 449.7a (H.B. 6182)

Legislative Analyst: P. Affholter

### **FISCAL IMPACT**

The bills would have no fiscal impact on State or local government.

Fiscal Analyst: M. Tyszkiewicz