

March 17, 1997

PROPOSED AMENDMENTS TO REENGROSSED SENATE BILL NO. 2344

That the Senate accede to the House amendments as printed on pages 827 and 828 of the Senate Journal and pages 974 and 975 of the House Journal and that Reengrossed Senate Bill No. 2344 be further amended as follows:

Page 1, line 22, after the ninth comma insert "subsection 1 of section 10-32-50, sections"

Page 118, line 2, overstrike "transfer" and insert immediately thereafter "dissolution avoidance"

Page 118, line 4, overstrike "to give any" and insert immediately thereafter "that if, in the future, the continued membership of any member is terminated through an event covered in the agreement, then each remaining member shall give dissolution avoidance" and overstrike "referred to in subsection 2 of"

Page 118, line 5, overstrike "section 10-32-32"

Page 118, line 24, after "made" insert "before or"

Page 169, after line 3, insert:

**"SECTION 131. AMENDMENT.** Subsection 1 of section 10-32-050 of the North Dakota Century Code is amended and reenacted as follows:

1. A written agreement among persons who are then members or who have signed contribution agreements, relating to the control of any phase of the business and affairs of the limited liability company, its liquidation, dissolution, and termination, or the relations among members or persons who have signed contribution agreements is valid as provided in subsection 2.
  - a. When this chapter provides that a particular result may or must be obtained through a provision in the articles of organization, other than a provision required by subsection 1 of section 10-32-07 to be contained in the articles, or in the operating agreement, the same result can be accomplished through a member-control agreement valid under this section or through a procedure established by a member-control agreement valid under this section.
  - b. A member-control agreement may waive, in whole or in part, a member's dissenting rights under sections 10-32-54 and 10-32-55, but may not waive dissenters' rights under subdivision a of subsection 2 of section 10-32-131.
  - c. A member-control agreement may not include an agreement to give transfer consent.
  - d. A member-control agreement may include a business continuation agreement only if the articles of organization grant the members the power to enter into business continuation agreements ~~and only if~~

~~entered into after the limited liability company has incurred an event of dissolution."~~

Renumber accordingly