

An Act relating to corporations; amending 18 O.S. 2001, Sections 866, 1006, 1007, 1013, 1022, 1025, 1027, 1038, 1039, 1057, 1060, 1063, 1064, 1065, 1068, 1070, 1073, 1080, 1081, 1082, 1083, 1084, 1085, 1086, 1090.2, 1090.3, 1090.5, 1091, 1119, 1120, 1131, 2004, 2005, 2006, 2007, 2010, 2012.1, 2013, 2017, 2018, 2020, 2023, 2025, 2033, 2034, 2036, 2037, 2040, 2049, 2054, 2054.1 and 2054.2, which relate to nonprofit corporations, certificate of incorporation, registered agent, bylaws, resident agent, board of directors, stock options and certificates, voting rights, inspection of books and records, vacancies and election of directorships, consent of shareholders, restated certificate of incorporation, merger or consolidation, business combinations, conversion, appraisal rights, revocation of voluntary dissolution, renewal, revival, extension and restoration of certificate of incorporation, additional requirements, articles of organization, limitation of liability of member or manager, management of company; managers, voting rights, member contributions, allocation of profits and losses, assignment of membership interest, withdrawal of member, judgment creditors, dissolution, distribution of assets, foreign limited liability company, merger or consolidation and conversion; adding federal law reference for tax-exempt status; modifying information required on certificate of incorporation; adding requirement for filing of certain instrument; deleting option to confer certain power; adding certain partnership pertaining to registered agents; allowing Secretary of State to establish filing date under certain circumstances; defining term; requiring specified endorsement on certain affidavit; stating exception; allowing certain entity to serve as registered agent; modifying procedure for change of address of certain entity; updating statutory references; clarifying language; clarifying eligibility for board of directors for certain entity; allowing board to create certain committee; allowing corporation to submit certain matter to vote; requiring inclusion of certain information in certificate of incorporation; allowing board to authorize certain acts by officers; prohibiting corporation to issue certain certificate; modifying reference; stating applicability of certain provisions; allowing electronic submission of certain ballot; disallowing examination of certain material by certain shareholders; modifying definitions; permitting copying from certain material under specified circumstances; stating burden of proof for certain determination; expanding jurisdiction of district court to determine validity of certain actions; including specified party eligible to take certain action; stating effective notice; establishing procedure to object to certain notice; allowing omission of certain information from specified certificate; modifying information to be included in certain agreement; modifying conditions for certain merger without specified vote; clarifying standing of certain shareholder; requiring statement of cancellation of shares under certain circumstances; modifying certain exceptions; prohibiting amendment of certain bylaw; requiring filing of certain certificate under certain circumstances; clarifying certain filing requirements; modifying perfection of certain appraisal rights; defining term; stating applicability of certain provisions; modifying requirements for filing notice of certain action; stating effect of certain business formation; requiring inclusion of certain information in articles of organization; specifying manner of execution of certain articles; establishing effective date of certain matters; allowing publication of certain list; authorizing managers of limited liability companies to exercise certain powers; stating permissible matters for inclusion in operating agreement; clarifying manner of certain voting; establishing membership requirements for certain company; clarifying entities for allocation and distribution; permitting assignment of certain rights; prohibiting conversion of charging orders into certain interests;

stating consequences of death of certain member; stating time for dissolution of certain company; establishing liability for certain distribution; modifying certain exceptions; providing for distribution of certain assets under specified circumstances; adding specified information to articles of conversion; construing provision; stating effects of conversion on certain liabilities; permitting inclusion of specified matters in certain operating agreement; amending 54 O.S. 2001, Sections 1-901, 1-902, 1-903, 1-904, 310.2 and 310.3, which relate to partnerships and conversion; modifying definitions; specifying circumstances allowing conversion of partnerships; specifying procedures for certain conversion; stating effects of certain conversion; requiring consent of partner under certain circumstances; providing exceptions; providing for distribution of certain assets under specified circumstances; construing provision; requiring filing of certain certificate under specified circumstances; stating effect of certain filing; providing for codification; and providing an effective date.