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February 24, 2026

COMMITTEE SUBSTITUTE
FOR

SENATE BILL NO. 1824

By: Reinhardt of the Senate

and

Duel of the House

An Act relating to business entities; amending 18 O.S. 2021, Section 1001, which relates to the Oklahoma General Corporation Act; updating statutory references; amending 18 O.S. 2021, Section 1016, which relates to powers; clarifying powers under the Oklahoma General Corporation Act; authorizing certain contracts with one or more current or prospective shareholders or beneficial owners of stock; limiting contracting power under certain circumstances; providing effect of certain contract terms; permitting submission of matters to shareholder vote; authorizing board of directors to approve certain instruments in final or substantially final form; permitting resolution ratifying instruments; providing for effect of ratification; amending 18 O.S. 2021, Section 1030, which relates to interested parties and controlling shareholder transactions; clarifying validity of acts or transactions between certain interested parties; providing for validity of acts or transaction by controlling shareholders; creating liability for controlling shareholder or member for breach of fiduciary duty under certain circumstances; clarifying effect of validity of acts or transactions; defining terms; amending 18 O.S. 2021, Section 1033, as amended by Section 18, Chapter 120, O.S.L. 2024 (18 O.S. Supp. 2025, Section 1033), which relates to issuance of stock; clarifying amount of minimum consideration; amending 18 O.S. 2021, Section 1034, as amended by Section 19, Chapter 120, O.S.L. 2024 (18 O.S. Supp. 2025, Section 1034), which relates to consideration for stock; providing

1 constitutional citation; permitting certain
2 consideration for treasury shares; amending 18 O.S.
3 2021, Section 1038, as amended by Section 20, Chapter
4 120, O.S.L. 2024 (18 O.S. Supp. 2025, Section 1038),
5 which relates to rights and options respecting stock;
6 clarifying when rights and options may be issued;
7 amending 18 O.S. 2021, Section 1041, as amended by
8 Section 21, Chapter 120, O.S.L. 2024 (18 O.S. Supp.
9 2025, Section 1041), which relates to a corporation's
10 powers; clarifying corporation's ability to resell;
11 amending 18 O.S. 2021, Section 1055.1, which relates
12 to ratification; changing record date to adoption of
13 resolution; updating requirements for certificate of
14 validation; amending 18 O.S. 2021, Section 1065,
15 which relates to inspection of books and records;
16 modifying definitions; requiring certain conditions
17 for a shareholder to inspect and copy books and
18 records; permitting corporation to impose reasonable
19 restrictions; authorizing redaction of books and
20 records; limiting court order production of certain
21 books and records; permitting court-ordered
22 production of additional records under certain
23 conditions; authorizing district court to impose
24 reasonable restrictions; amending 18 O.S. 2021,
Section 1073, as amended by Section 28, Chapter 120,
O.S.L. 2024 (18 O.S. Supp. 2025, Section 1073), which
relates to consent of shareholders; requiring prompt
notice of the taking of action by consent when less
than unanimous consent; permitting certain electronic
notice; amending 18 O.S. 2021, Section 1075.2, as
amended by Section 29, Chapter 120, O.S.L. 2024 (18
O.S. Supp. 2025, Section 1075.2), which relates to
notice; clarifying effect of certain notice; amending
18 O.S. 2021, Section 1077, which relates to
amendment of certificate of incorporation; modifying
outstanding shares to issued shares; clarifying when
a meeting or vote for adoption of certain amendments
is not required; amending 18 O.S. 2021, Sections 1089
and 1090, which relate to merger, consolidation, and
conversion; clarifying actions permitted in order to
effect merger, consolidation, or conversion;
permitting penalties or consequences provided in
certain agreements; authorizing corporation to
enforce payment obligations under certain agreements;
providing for appointment of representatives;
permitting certain agreements to be made depending
upon certain facts; amending 18 O.S. 2021, Section

1090.4, as amended by Section 31, Chapter 120, O.S.L. 2024 (18 O.S. Supp. 2025, Section 1090.4), which relates to conversion of an entity to a domestic corporation; providing for effective date of certificate of conversion; permitting certain contents in a plan of conversion; authorizing certain corporate action in approved plan of conversion; amending 18 O.S. 2021, Section 1090.5, as amended by Section 32, Chapter 120, O.S.L. 2024 (18 O.S. Supp. 2025, Section 1090.5), which relates to conversion of domestic corporation to an entity; requiring a plan of conversion be adopted with resolution approving conversion; permitting certain contents in a plan of conversion; providing for amendments to certificate of incorporation of surviving corporation after agreement of merger; excluding certain disclosure documents from merger agreement unless otherwise provided in agreement; amending 18 O.S. 2021, Section 1093, which relates to mortgage or pledge of assets; permitting certain sale, lease, or exchange of property or assets without resolution under certain circumstances; excluding certain sale, lease, or exchange of property or assets from certificate of incorporation requirements; amending 18 O.S. 2021, Section 2001, as amended by Section 2, Chapter 121, O.S.L. 2024 (18 O.S. Supp. 2025, Section 2001), which relates to Oklahoma Limited Liability Company Act definitions; updating statutory reference; amending Section 17, Chapter 121, O.S.L. 2024 (18 O.S. Supp. 2025, Section 2054.8), which relates to merger and consolidation of registered series; permitting articles of merger or consolidation to amend and restate articles of registered series of the surviving registered series in its entirety; amending Section 18, Chapter 121, O.S.L. 2024 (18 O.S. Supp. 2025, Section 2054.9), which relates to division of limited liability company; permitting articles of division to amend and restate the articles of organization of the surviving company in its entirety; updating statutory references; making language gender neutral; updating statutory language; providing for codification; and providing an effective date.

1 BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

2 SECTION 1. AMENDATORY 18 O.S. 2021, Section 1001, is
3 amended to read as follows:

4 Section 1001.

5 SHORT TITLE

6 Sections 1001 through ~~1144~~ 1144-1 of this title ~~and Sections 18~~
7 ~~and 25 through 27 of this act~~ shall be known and may be cited as the
8 "Oklahoma General Corporation Act". Section captions are part of
9 the Oklahoma General Corporation Act.

10 SECTION 2. AMENDATORY 18 O.S. 2021, Section 1016, is
11 amended to read as follows:

12 Section 1016.

13 SPECIFIC POWERS

14 Every corporation created pursuant to the provisions of the
15 Oklahoma General Corporation Act shall have power, whether or not
16 such power is provided for in the certificate of incorporation, to:

17 1. Have perpetual succession by its corporate name, unless a
18 limited period of duration is stated in its certificate of
19 incorporation;

20 2. Sue and be sued in all courts and participate, as a party or
21 otherwise, in any judicial, administrative, arbitratative or other
22 proceeding, in its corporate name;

23

24

1 3. Have a corporate seal, which may be altered at pleasure, and
2 use the same by causing it, or a facsimile thereof, to be impressed
3 or affixed or in any other manner reproduced;

4 4. Purchase, receive, take by grant, gift, devise, bequest, or
5 otherwise, lease or otherwise acquire, own, hold, improve, employ,
6 use, and otherwise deal in and with real or personal property, or
7 any interest therein, wherever situated and to sell, convey, lease,
8 exchange, transfer, or otherwise dispose of, or mortgage or pledge,
9 all or any of its property and assets, or any interest therein,
10 wherever situated, subject to the limitations prescribed by Section
11 2 of Article XXII of the Oklahoma Constitution and Section 1020 of
12 this title;

13 5. Appoint or elect such officers and agents as the business of
14 the corporation requires and to pay or otherwise provide for them
15 suitable compensation provided that any contract or other
16 appointment or delegation of authority that empowers an officer or
17 agent to act on behalf of the corporation shall be subject to
18 subsection A of Section 1027 of this title, to the extent it is
19 applicable;

20 6. Adopt, amend, and repeal bylaws in accordance with Section
21 1013 of this title;

22 7. Wind up and dissolve itself in the manner provided for in
23 this act;
24

1 8. Conduct its business, carry on its operations, and have
2 offices and exercise its powers within or without this state;

3 9. Make donations for the public welfare or for charitable,
4 scientific or educational purposes, and in time of war or other
5 national emergency in aid thereof;

6 10. Be an incorporator, promoter or manager of other
7 corporations of any type or kind;

8 11. Participate with others in any corporation, partnership,
9 limited partnership, joint venture or other association of any kind,
10 or in any transaction, undertaking or arrangement which the
11 participating corporation would have power to conduct by itself,
12 whether or not such participation involves sharing or delegation of
13 control with or to others;

14 12. Transact any lawful business which the corporation's board
15 of directors shall find to be in aid of governmental authority;

16 13. Make contracts, including contracts of guaranty and
17 suretyship, incur liabilities, borrow money at such rates of
18 interest as the corporation may determine, issue its notes, bonds
19 and other obligations, and secure any of its obligations by
20 mortgage, pledge or other encumbrance of all or any of its property,
21 franchises and income, and make contracts of guaranty and suretyship
22 which are necessary or convenient to the conduct, promotion or
23 attainment of the business of:

24

- 1 a. a corporation, all of the outstanding stock of which
2 is owned, directly or indirectly, by the contracting
3 corporation,
4 b. a corporation which owns, directly or indirectly, all
5 of the outstanding stock of the contracting
6 corporation, or
7 c. a corporation, all of the outstanding stock of which
8 is owned, directly or indirectly, by a corporation
9 which owns, directly or indirectly, all of the
10 outstanding stock of the contracting corporation,
11 which contracts of guaranty and suretyship shall be
12 deemed to be necessary or convenient to the conduct,
13 promotion or attainment of the business of the
14 contracting corporation, and to make other contracts
15 of guaranty and suretyship which are necessary or
16 convenient to the conduct, promotion or attainment of
17 the business of the contracting corporation;

18 14. Lend money for its corporate purposes, invest and reinvest
19 its funds, and take, hold and deal with real and personal property
20 as security for the payment of funds so loaned or invested;

21 15. Pay pensions and establish and carry out pension, profit
22 sharing, stock option, stock purchase, stock bonus, retirement,
23 benefit, incentive and compensation plans, trusts and provisions for
24

1 any or all of its directors, officers, and employees, and for any or
2 all of the directors, officers, and employees of its subsidiaries;

3 16. Provide insurance for its benefit on the life of any of its
4 directors, officers, or employees, or on the life of any shareholder
5 for the purpose of acquiring at ~~his~~ the shareholder's death shares
6 of its stock owned by such shareholder; ~~and~~

7 17. Renounce in its certificate of incorporation or by action
8 of its board of directors any interest or expectancy of the
9 corporation in, or in being offered an opportunity to participate
10 in, specified business opportunities or specified classes or
11 categories of business opportunities that are presented to the
12 corporation or one or more of its officers, directors or
13 shareholders; and

14 18. Notwithstanding subsection A of Section 1027 of this title,
15 make contracts with one or more current or prospective shareholders
16 or one or more beneficial owners of stock, in its or their capacity
17 as such, in exchange for such minimum consideration as determined by
18 the board of directors, which may include inducing shareholders or
19 beneficial owners of stock to take, or refrain from taking, one or
20 more actions. Provided that, no provision of such contract shall be
21 enforceable against the corporation to the extent such contract
22 provision is contrary to the certificate of incorporation or would
23 be contrary to the laws of this state, other than Section 1014.2 of
24 this title if included in the certificate of incorporation. Without

1 limiting the provisions that may be included in such contracts, the
2 corporation may agree to:

3 a. restrict or prohibit the corporation from taking
4 actions specified in the contract,

5 b. require the approval or consent of one or more persons
6 or bodies before the corporation may take actions
7 specified in the contract, which persons or bodies may
8 include the board of directors or one or more current
9 or future directors, shareholders, or beneficial
10 owners of stock of the corporation, and

11 c. covenant that the corporation or one or more persons
12 or bodies will take, or refrain from taking, actions
13 specified in the contract, which persons or bodies may
14 include the board of directors or one or more current
15 or future directors, shareholders or beneficial owners
16 of stock of the corporation.

17 For purposes of applying this paragraph, a restriction, prohibition,
18 or covenant in any such contract that relates to any specified
19 action shall not be deemed contrary to the laws of this state, the
20 certificate of incorporation by reason of a provision of the
21 Oklahoma General Corporation Act, or the certificate of
22 incorporation that authorizes or empowers the board of directors, or
23 any one or more directors, to take such action. With respect to all
24 contracts made under this paragraph, the corporation shall be

1 subject to the remedies available under the law governing the
2 contract, including for any failure to perform or comply with its
3 agreements under such contract.

4 SECTION 3. NEW LAW A new section of law to be codified
5 in the Oklahoma Statutes as Section 1027.1 of Title 18, unless there
6 is created a duplication in numbering, reads as follows:

7 SUBMISSION OF MATTERS TO SHAREHOLDER VOTE

8 A corporation may agree to submit a matter to a vote of its
9 shareholders whether or not the board of directors determines at any
10 time after approving such matter that such matter is no longer
11 advisable and recommends that the shareholders reject or vote
12 against the matter.

13 SECTION 4. NEW LAW A new section of law to be codified
14 in the Oklahoma Statutes as Section 1027.2 of Title 18, unless there
15 is created a duplication in numbering, reads as follows:

16 AUTHORIZATION OF AGREEMENTS AND OTHER INSTRUMENTS

17 A. If any section in the Oklahoma General Corporation Act
18 expressly requires the board of directors to approve or take other
19 action with respect to any agreement, instrument, or document, such
20 agreement, instrument, or document may be approved by the board of
21 directors in final form or in substantially final form.

22 B. If the board of directors acted to approve or take other
23 action with respect to an agreement, instrument, or document that is
24 required by the Oklahoma General Corporation Act to be filed with

1 the Secretary of State or referenced in any certificate so filed,
2 the board of directors may, at any time after providing such
3 approval or taking such other action and before the effectiveness of
4 such filing with the Secretary of State, adopt a resolution
5 ratifying the agreement, instrument, or document. A ratification
6 under this subsection shall be deemed to be effective as of the time
7 of the original approval or other action by the board of directors
8 and to satisfy any requirement under the Oklahoma General
9 Corporation Act that the board of directors approve or take other
10 action with respect to such agreement, instrument or document in a
11 specific manner or sequence. Ratification under this subsection
12 shall not be deemed to be the exclusive means of ratifying an
13 agreement, instrument, or document approved by the board of
14 directors under this section but shall be in addition to any
15 ratification or validation that may be available under Sections
16 1055.1 or 1055.2 of Title 18 of the Oklahoma Statutes or under
17 common law.

18 SECTION 5. AMENDATORY 18 O.S. 2021, Section 1030, is
19 amended to read as follows:

20 Section 1030.

21 INTERESTED DIRECTORS AND OFFICERS; CONTROLLING SHAREHOLDER
22 TRANSACTIONS; QUORUM

23 A. ~~No contract~~ Except for a controlling shareholder transaction
24 under subsection B or C of this section, an act or transaction

1 ~~involving or between a corporation and; one or more of its directors~~
2 ~~or officers, or between a corporation~~ the corporation's
3 subsidiaries, as one party, and one or more of the corporation's
4 directors or officers, as second party; or involving or between a
5 corporation or one or more of the corporation's subsidiaries, as one
6 party, and any other corporation, limited liability company, general
7 partnership, limited partnership, limited liability partnership,
8 limited liability limited partnership, association, or any other
9 entity or organization in which one or more of its directors or
10 officers are directors, shareholders, partners, managers, members,
11 or officers, or have a financial interest, shall be void or voidable
12 ~~solely for this reason, or solely because~~ as a second party, may not
13 be the subject of equitable relief or give rise to an award of
14 damages against a director or officer of the corporation because of
15 the foregoing circumstances or the receipt of any benefit by any
16 such director, officer, entity, or organization or because the
17 director or officer is present at or participates in the meeting of
18 the board or committee thereof which authorizes the contract act or
19 ~~transaction, or solely because his or their votes are counted for~~
20 ~~such purpose~~ was involved in the initiation, negotiation, or
21 approval of the act or transaction, including by virtue of the
22 director's votes, if:

23 1. The material facts as to ~~his~~ the director's or officer's
24 relationship or interest and as to the contract act or transaction,

1 including any involvement in the initiation, negotiation, or
2 approval of the act or transaction, are disclosed or are known to
3 all members of the board of directors or ~~the~~ a committee of the
4 board of directors, and the board or the committee in good faith and
5 without gross negligence authorizes the ~~contract~~ act or transaction
6 by the affirmative votes of a majority of the disinterested
7 directors then serving on the board of directors or such committee,
8 even ~~though~~ if the disinterested directors ~~be~~ are less than a
9 quorum; provided that, if a majority of the directors are not
10 disinterested directors with respect to the act or transaction, such
11 act or transaction shall be approved or recommended for approval by
12 a committee of the board of directors that consists of two or more
13 directors, each of whom the board of directors has determined to be
14 a disinterested director with respect to the act or transaction;

15 2. ~~The material facts as to his relationship or interest and as~~
16 ~~to the contract or transaction are disclosed or are known to the~~
17 ~~shareholders entitled to vote thereon, and the contract~~ act or
18 transaction is ~~specifically~~ approved or ratified ~~in good faith by~~
19 ~~vote of the shareholders~~ by an informed, uncoerced, affirmative vote
20 of a majority of the votes cast by the disinterested shareholders;
21 or

22 3. The ~~contract~~ act or transaction is fair ~~as~~ to the
23 corporation ~~as of the time it is authorized, approved or ratified,~~
24

1 ~~by the board of directors, a committee thereof, or the~~ and the
2 corporation's shareholders.

3 B. A controlling shareholder transaction, other than any going
4 private transaction, may not be the subject of equitable relief or
5 give rise to an award of damages, against a director or officer of
6 the corporation or any controlling shareholder or member of a
7 control group, by reason of a claim based on a breach of fiduciary
8 duty by a director, officer, controlling shareholder, or member of a
9 control group, if:

10 1. The material facts as to such controlling shareholder
11 transaction, including the controlling shareholder's or control
12 group's interest therein, are disclosed or are known to all members
13 of a committee of the board of directors to which the board of
14 directors has expressly delegated the authority to negotiate or
15 oversee the negotiation of and to reject such controlling
16 shareholder transaction, and such controlling shareholder
17 transaction is approved, or recommended for approval, in good faith
18 and without gross negligence by a majority of the disinterested
19 directors then serving on the committee. Provided that, the
20 committee consists of two or more directors each of whom the board
21 of directors has determined to be a disinterested director with
22 respect to the controlling shareholder transaction;

23 2. Such controlling shareholder transaction is conditioned, by
24 its terms, as in effect at the time it is submitted to shareholders

1 for their approval or ratification, on the approval of or
2 ratification by disinterested shareholders, and such controlling
3 shareholder transaction is approved or ratified by an informed,
4 uncoerced, affirmative vote of a majority of the votes cast by the
5 disinterested shareholders; or

6 3. Such controlling shareholder transaction is fair as to the
7 corporation and the corporation's shareholders.

8 C. A controlling shareholder transaction constituting a going
9 private transaction may not be the subject of equitable relief or
10 give rise to an award of damages, against a director or officer of
11 the corporation or any controlling shareholder or member of a
12 control group by reason of a claim based on breach of fiduciary duty
13 by a director, officer, controlling shareholder, or member of a
14 control group, if:

15 1. Such controlling shareholder transaction is approved, or
16 recommended for approval, in accordance with paragraph 1 of
17 subsection B of this section and approved in accordance with
18 paragraph 2 of subsection B of this section; or

19 2. Such controlling shareholder transaction is fair as to the
20 corporation and the corporation's shareholders.

21 D. 1. Common or interested directors may be counted in
22 determining the presence of a quorum at a meeting of the board of
23 directors or of a committee which authorizes the ~~contract~~ act or
24 transaction.

1 2. Any director of a corporation that has a class of stock
2 listed on a national securities exchange shall be presumed to be a
3 disinterested director with respect to an act or transaction to
4 which such director is not a party if the board of directors has
5 determined that such director satisfies the applicable criteria for
6 determining director independence from the corporation and, if
7 applicable with respect to the act or transaction, the controlling
8 shareholder or control group, under the rules and interpretations
9 thereof, promulgated by such exchange, treating the applicable
10 controlling shareholder and control group as if the controlling
11 shareholder and control group were the corporation for purposes of
12 applying such criteria to determine independence from a controlling
13 shareholder or control group, which presumption shall be heightened
14 and may only be rebutted by substantial and particularized facts
15 that such director has a material interest in such act or
16 transaction or has a material relationship with a person with a
17 material interest in such act or transaction.

18 3. The designation, nomination, or vote in the election of the
19 director to the board of directors by any person that has a material
20 interest in an act or transaction shall not, of itself, be evidence
21 that a director is not a disinterested director with respect to an
22 act or transaction to which such director is not a party.

23 4. No person shall be deemed a controlling shareholder unless
24 such person satisfies the criteria in paragraph 2 of subsection E of

1 this section. No two or more persons that are not controlling
2 shareholders shall be a control group unless they satisfy the
3 criteria in paragraph 1 of subsection E of this section.

4 5. No person who is a controlling shareholder or member of a
5 control group shall be liable in such capacity to the corporation or
6 its shareholders for monetary damages for breach of fiduciary duty
7 other than for:

8 a. a breach of the duty of loyalty to the corporation or
9 the other shareholders,

10 b. acts or omissions not in good faith or that involve
11 intentional misconduct or a knowing violation of law,
12 or

13 c. any transaction from which the person derived an
14 improper personal benefit.

15 6. Nothing in subsections A, B, or C of this section shall:

16 a. limit or eliminate the right of any person to seek
17 equitable relief on the grounds that an act or
18 transaction, including a controlling shareholder
19 transaction, was not authorized or approved in
20 compliance with the procedures set forth in the
21 Oklahoma General Corporation Act, was not authorized
22 or approved in compliance with the certificate of
23 incorporation or bylaws of the corporation, or is in
24 violation of any plan, agreement, or order of any

1 governmental authority to which the corporation is a
2 party or subject,

3 b. limit judicial review for purposes of injunctive
4 relief of provisions or devices designed or intended
5 to deter, delay, or preclude a change of control or
6 other transaction involving the corporation or a
7 change in the composition of the board of directors,
8 or

9 c. limit or eliminate the right of any person to seek
10 relief on the grounds that a shareholder or other
11 person knowingly aided and abetted a breach of
12 fiduciary duty by one or more of the directors of the
13 corporation.

14 7. Shares irrevocably accepted for purchase or exchange under
15 an offer contemplated under subsection H of Section 1081 of this
16 title shall be deemed voted in favor of the act or transaction and
17 shares owned or controlled by disinterested shareholders that have
18 not been irrevocably accepted for purchase or exchange under such an
19 offer shall be deemed voted against the act or transaction for
20 purposes of determining whether the act or transaction has been
21 approved for purposes of paragraph 2 of subsection A, paragraph 2 of
22 subsection B, and paragraph 1 of subsection C of this section.

23 E. For purposes of this section:
24

1 1. "Control group" means two or more persons that are not
2 controlling shareholders that, by virtue of an agreement,
3 arrangement, or understanding between or among such persons,
4 constitute a controlling shareholder;

5 2. "Controlling shareholder" means any person that, together
6 with such person's affiliates and associates:

7 a. owns or controls a majority in voting power of the
8 outstanding stock of the corporation entitled to vote
9 generally in the election of directors or in the
10 election of directors who have a majority in voting
11 power of the votes of all directors on the board of
12 directors,

13 b. has the right, by contract or otherwise, to cause the
14 election of nominees who are selected at the
15 discretion of such person and who constitute either a
16 majority of the members of the board of directors or
17 directors entitled to cast a majority in voting power
18 of the votes of all directors on the board of
19 directors, or

20 c. has the power functionally equivalent to that of a
21 shareholder that owns or controls a majority in voting
22 power of the outstanding stock of the corporation
23 entitled to vote generally in the election of
24 directors by virtue of ownership or control of at

1 least one-third in voting power of the outstanding
2 stock of the corporation entitled to vote generally in
3 the election of directors or in the election of
4 directors who have a majority in voting power of the
5 votes of all directors on the board of directors and
6 power to exercise managerial authority over the
7 business and affairs of the corporation;

8 3. "Controlling shareholder transaction" means an act or
9 transaction between the corporation or one or more of its
10 subsidiaries as one party, and a controlling shareholder or a
11 control group as the other party, or an act or transaction from
12 which a controlling shareholder or a control group receives a
13 financial or other benefit not shared with the corporation's
14 shareholders generally;

15 4. "Disinterested director" means a director who is not a party
16 to the act or transaction and does not have a material interest in
17 the act or transaction or a material relationship with a person that
18 has a material interest in the act or transaction;

19 5. "Disinterested shareholder" means any shareholder that does
20 not have a material interest in the act or transaction at issue or,
21 if applicable, a material relationship with the controlling
22 shareholder or any other member of the control group, or any other
23 person that has a material interest in the act or transaction;

24 6. "Going private transaction" means:

1 a. for a corporation with a class of equity securities
2 subject to Sections 12(g) or 15(d) of the Securities
3 Exchange Act of 1934 or listed on a national
4 securities exchange, a Rule 13e-3 transaction as
5 defined in 17 C.F.R., Section 240.13e-3(a)(3) or any
6 successor provision, and

7 b. for any other corporation to which subparagraph a of
8 this paragraph does not apply, any controlling
9 shareholder transaction, including a merger,
10 recapitalization, share purchase, consolidation,
11 amendment to the certificate of incorporation, tender
12 or exchange offer, conversion, transfer,
13 domestication, or continuance, under which all or
14 substantially all of the shares of the corporation's
15 capital stock held by the disinterested shareholders,
16 but not those of the controlling shareholder or
17 control group, are canceled, converted, purchased, or
18 otherwise acquired or cease to be outstanding;

19 7. "Material interest" means an actual or potential benefit,
20 including the avoidance of a detriment, other than one which would
21 devolve on the corporation or the shareholders generally, that:

22 a. in the case of a director, would reasonably be
23 expected to impair the objectivity of the director's
24 judgment when participating in the negotiation,

1 authorization, or approval of the act or transaction
2 at issue, and

3 b. in the case of a shareholder or any other person,
4 other than a director, would be material to such
5 shareholder or such other person; and

6 8. "Material relationship" means a familial, financial,
7 professional, employment, or other relationship that:

8 a. in the case of a director, would reasonably be
9 expected to impair the objectivity of the director's
10 judgment when participating in the negotiation,
11 authorization, or approval of the act or transaction
12 at issue, and

13 b. in the case of a shareholder, would be material to
14 such shareholder.

15 SECTION 6. AMENDATORY 18 O.S. 2021, Section 1033, as
16 amended by Section 18, Chapter 120, O.S.L. 2024 (18 O.S. Supp. 2025,
17 Section 1033), is amended to read as follows:

18 Section 1033.

19 ISSUANCE OF STOCK, LAWFUL CONSIDERATION - FULLY PAID STOCK

20 A. ~~The consideration, as determined pursuant to the provisions~~
21 ~~of subsections A and B of Section 1034 of this title, for~~
22 subscriptions to, or the purchase of, the capital stock to be issued
23 by a corporation shall be paid in the form and manner that the board
24 of directors shall determine. The board of directors may authorize

1 capital stock to be issued for consideration consisting of cash, any
2 tangible or intangible property or any benefit to the corporation,
3 or any combination thereof, except for services to be performed.
4 Stock may be issued in one or more transactions in the numbers, at
5 the times, and for the consideration as set forth in a resolution of
6 the board of directors.

7 B. In addition to the board of directors, a resolution of the
8 board of directors may delegate to a person or body the authority to
9 enter into one or more transactions to issue stock. With respect to
10 such transactions, shares of stock may be issued in the numbers, at
11 the times, and for the consideration as such person or body may
12 determine, provided the resolution fixes:

13 1. A maximum number of shares that may be issued under such
14 resolution;

15 2. A period during which such shares may be issued; and

16 3. ~~A~~ The minimum ~~amount of~~ consideration for which such shares
17 may be issued.

18 No resolution shall permit a person or body to issue stock to
19 such person or body.

20 C. Any provision of a resolution described by subsection A or B
21 of this section may be made dependent on facts ascertainable outside
22 the resolution, provided the manner in which such facts shall
23 operate upon the resolution is clearly and expressly set forth in
24 the resolution. As used in this subsection, "facts" includes but is

1 not limited to the occurrence of any event, including a
2 determination or action by any person or body including the
3 corporation; provided, if the resolution delegates to a person or
4 body the authority to enter into one or more transactions to issue
5 stock under subsection B of this section, the provisions described
6 in paragraphs 1 through 3 of subsection B of this section shall not
7 be made dependent on a determination or action by such person or
8 body.

9 D. In the absence of actual fraud in the transaction, the
10 judgment of the directors as to the value of the consideration, or
11 minimum ~~amount of~~ consideration, received by the corporation for the
12 issuance of stock shall be conclusive. The capital stock issued in
13 accordance with the provisions of this section shall be deemed to be
14 fully paid and nonassessable stock upon receipt by the corporation
15 of such consideration. Nothing contained in this ~~section~~ subsection
16 shall prevent the board of directors from issuing partly paid shares
17 in accordance with the provisions of Section 1037 of this title.

18 E. The minimum consideration for which shares of stock may be
19 issued by a corporation may not be less than the consideration, if
20 any, required under Section 1034 of this title or Section 39 of
21 Article IX of the Oklahoma Constitution.

22 SECTION 7. AMENDATORY 18 O.S. 2021, Section 1034, as
23 amended by Section 19, Chapter 120, O.S.L. 2024 (18 O.S. Supp. 2025,
24 Section 1034), is amended to read as follows:

1 Section 1034.

2 CONSIDERATION FOR STOCK

3 A. ~~Shares~~ Subject to Section 39 of Article IX of the Oklahoma
4 Constitution, shares of stock with par value may be issued for such
5 consideration, having a value not less than the par value of the
6 shares so issued, as determined from time to time in accordance with
7 Section 1033 of this title, or by the shareholders if the
8 certificate of incorporation so provides.

9 B. Shares of stock without par value may be issued for such
10 consideration as determined from time to time in accordance with
11 Section 1033 of this title, or by the shareholders if the
12 certificate of incorporation so provides.

13 C. Treasury shares may be disposed of by the corporation in the
14 same manner that shares of stock are issued under subsections A
15 through D of Section 1033 of this title, or may be disposed of for
16 such consideration as determined by the shareholders if the
17 certificate of incorporation so provides. The consideration
18 received for treasury shares may have a value greater, less than, or
19 equal to the par value, if any, of such shares and may consist of
20 cash, any tangible or intangible property, or any benefit to the
21 corporation, or any combination thereof.

22 D. If the certificate of incorporation reserves to the
23 shareholders the right to determine the consideration for the issue
24 of any shares, the shareholders, unless the certificate requires a

greater vote, shall do so by a vote of a majority of the outstanding stock entitled to vote thereon.

SECTION 8. AMENDATORY 18 O.S. 2021, Section 1038, as amended by Section 20, Chapter 120, O.S.L. 2024 (18 O.S. Supp. 2025, Section 1038), is amended to read as follows:

Section 1038.

RIGHTS AND OPTIONS RESPECTING STOCK

A. Subject to any provisions in the certificate of incorporation, every corporation may create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of the corporation, rights or options entitling the holders thereof to acquire from the corporation any shares of its capital stock of any class or classes of the corporation.

B. Rights and options may be issued in one or more transactions, in the numbers, at the times, and for the consideration as set forth in a resolution of the board of directors. The terms upon which, including the time or times, which may be limited or unlimited in duration, at or within which, and the consideration, ~~including any formula by which such consideration may be determined,~~ for which any such shares may be acquired from the corporation upon the exercise of any such right or option, shall be ~~such as shall be~~ stated in the certificate of incorporation, or in a resolution ~~adopted by~~ of the board of directors ~~or by another person or body authorized under this section.~~

1 C. ~~In addition to the board of directors, the~~ The board of
2 directors may adopt a resolution to delegate to a person or body the
3 authority to enter into one or more transactions to issue rights or
4 options. ~~With,~~ and with respect to such transactions, the rights or
5 options may be issued in the numbers, at the times, and for the
6 consideration and the terms upon which shares may be acquired from
7 the corporation upon the exercise of any such rights or options, as
8 such person or body may determine, provided the resolution fixes:

9 1. The maximum number of ~~rights or options, and the maximum~~
10 ~~number of~~ shares issuable upon exercise ~~thereof~~ of the rights or
11 options, that may be issued under such resolution;

12 2. The period during which such rights or options, and a period
13 during which the shares issuable upon exercise thereof, may be
14 issued; and

15 3. A The minimum ~~amount of~~ consideration, if any, for which
16 such rights or options may be issued and ~~a~~ the minimum ~~amount of~~
17 consideration for the shares issuable upon exercise thereof.

18 No such resolution shall permit a person or body to issue rights
19 or options to such person or body.

20 D. Any provision in a resolution described by subsection B or C
21 of this section may be made dependent on facts ascertainable outside
22 the resolution, provided the manner in which such facts shall
23 operate upon the resolution is clearly and expressly set forth in
24 such resolution. As used in this subsection, "facts" includes but

1 is not limited to the occurrence of any event, including a
2 determination or action by any person or body including the
3 corporation; provided, if the resolution delegates to a person or
4 body the authority to enter into one or more transactions to issue
5 rights or options under subsection C of this section, the provisions
6 described by paragraphs 1 through 3 of subsection C of this section
7 may not be made dependent on a determination or action by such
8 person or body.

9 E. The minimum consideration ~~to be received~~ for which the
10 shares of stock of the corporation ~~to~~ may be issued upon exercise of
11 such rights or options shall be no less than the ~~amount set forth in~~
12 consideration, if any, required by Section 1034 of this title.

13 SECTION 9. AMENDATORY 18 O.S. 2021, Section 1041, as
14 amended by Section 21, Chapter 120, O.S.L. 2024 (18 O.S. Supp. 2025,
15 Section 1041), is amended to read as follows:

16 Section 1041.

17 CORPORATION'S POWERS RESPECTING OWNERSHIP, VOTING, ETC. OF

18 ITS OWN STOCK; RIGHTS OF STOCK CALLED FOR REDEMPTION

19 A. Every corporation may purchase, redeem, receive, take, or
20 otherwise acquire, own, hold, sell, lend, exchange, transfer, or
21 otherwise dispose of, pledge, use and otherwise deal in and with its
22 own shares; provided, however, that no corporation shall:

23 1. Purchase or redeem its own shares of capital stock for cash
24 or other property when the capital of the corporation is impaired or

1 when the purchase or redemption would cause any impairment of the
2 capital of the corporation, except that a corporation other than a
3 nonstock corporation may purchase or redeem out of capital any of
4 its own shares which are entitled upon any distribution of its
5 assets, whether by dividend or in liquidation, to a preference over
6 another class or series of its stock, or, if no shares entitled to a
7 preference are outstanding, any of its own shares if such shares
8 will be retired upon their acquisition and the capital of the
9 corporation reduced in accordance with the provisions of Sections
10 1078 and 1079 of this title. Nothing in this subsection shall
11 invalidate or otherwise affect a note, debenture, or other
12 obligation of a corporation given by it as consideration for its
13 acquisition by purchase, redemption, or the exchange of its shares
14 of stock if at the time such note, debenture, or obligation was
15 delivered by the corporation its capital was not then impaired or
16 did not thereby become impaired;

17 2. Purchase, for more than the price at which they may then be
18 redeemed, any of its shares which are redeemable at the option of
19 the corporation; or

20 3. a. In the case of a corporation other than a nonstock
21 corporation, redeem any of its shares unless their
22 redemption is authorized by subsection B of Section
23 1032 of this title and then only in accordance with
24

1 the provisions of that section and the certificate of
2 incorporation, or

3 b. In the case of a nonstock corporation, redeem any of
4 its membership interests, unless their redemption is
5 authorized by the certificate of incorporation and
6 then only in accordance with the certificate of
7 incorporation.

8 B. Nothing in this section shall be construed to limit or
9 affect a corporation's right to resell, under subsection C of
10 Section 1034 of this title, any of its shares ~~theretofore~~ purchased
11 or redeemed out of surplus and which have not been, or are not
12 required by the certificate of incorporation to be, retired, ~~for~~
13 ~~consideration fixed by the board of directors or by the shareholders~~
14 ~~if the certificate of incorporation so provides.~~

15 C. Shares of a corporation's capital stock shall neither be
16 entitled to vote nor be counted for quorum purposes if the shares
17 belong to:

18 1. The corporation;

19 2. Another corporation, if a majority of the shares entitled to
20 vote in the election of directors of the other corporation is held,
21 directly or indirectly; or

22 3. Any other entity, if a majority of the voting power of such
23 other entity is held directly or indirectly by the corporation, or
24

1 if such other entity is otherwise controlled directly or indirectly
2 by the corporation.

3 Nothing in this section shall be construed as limiting the right
4 of any corporation to vote stock including, but not limited to, its
5 own stock, held by it in a fiduciary capacity.

6 D. Shares which have been called for redemption shall not be
7 deemed to be outstanding shares for the purpose of voting or
8 determining the total number of shares entitled to vote on any
9 matter on and after the date on which written notice of redemption
10 has been sent to holders thereof and a sum sufficient to redeem
11 those shares has been irrevocably deposited or set aside to pay the
12 redemption price to the holders of the shares upon surrender of the
13 certificates.

14 SECTION 10. AMENDATORY 18 O.S. 2021, Section 1055.1, is
15 amended to read as follows:

16 Section 1055.1.

17 RATIFICATION OF DEFECTIVE CORPORATE ACTS AND STOCK

18 A. Subject to subsection F of this section, no defective
19 corporate act or putative stock shall be void or voidable solely as
20 a result of a failure of authorization if ratified as provided in
21 this section or validated by the ~~District Court~~ district court in a
22 proceeding brought under Section 1055.2 of this title.

23 B. 1. In order to ratify one or more defective corporate acts
24 pursuant to this section, other than the ratification of an election

1 of the initial board of directors pursuant to paragraph 2 of this
2 subsection, the board of directors of the corporation shall adopt
3 resolutions stating:

- 4 a. the defective corporate act or acts to be ratified,
- 5 b. the date of each defective corporate act or acts,
- 6 c. if such defective corporate act or acts involved the
7 issuance of shares of putative stock, the number and
8 type of shares of putative stock issued and the date
9 or dates upon which such putative shares were
10 purported to have been issued,
- 11 d. the nature of the failure of authorization in respect
12 of each defective corporate act to be ratified, and
- 13 e. that the board of directors approves the ratification
14 of the defective corporate act or acts.

15 The resolutions may also provide that, at any time before the
16 validation effective time for the defective act or acts,
17 notwithstanding approval of the ratification by shareholders, the
18 board of directors may abandon the ratification without further
19 action of the shareholders. The quorum and voting requirements
20 applicable to the ratification by the board of directors shall be
21 the quorum and voting requirements applicable at the time to the
22 type of defective corporate act proposed to be ratified when the
23 board adopts the resolutions ratifying the defective corporate act;
24 provided, that if the certificate of incorporation or bylaws of the

1 corporation, any plan or agreement to which the corporation was a
2 party or any provision of this title, in each case as in effect as
3 of the time of the defective corporate act, would have required a
4 larger number or portion of directors or of specified directors for
5 a quorum to be present or to approve the defective corporate act,
6 such larger number or portion of such directors or such specified
7 directors shall be required for a quorum to be present or to adopt
8 the ratifying resolutions, as applicable, except that the presence
9 or approval of any director elected, appointed or nominated by
10 holders of any class or series of which no shares are then
11 outstanding, or by any person that is no longer a shareholder, shall
12 not be required.

13 2. To ratify a defective corporate act in respect of the
14 election of the initial board of directors of the corporation, a
15 majority of the persons who, at the time the resolutions required by
16 this paragraph are adopted, are exercising the powers of directors
17 under claim and color of an election or appointment as such may
18 adopt resolutions stating:

- 19 a. the name of the person or persons who first took
20 action in the name of the corporation as the initial
21 board of directors of the corporation,
- 22 b. the earlier of the date on which such persons first
23 took such action or were purported to have been
24 elected as the initial board of directors, and

1 c. that the ratification of the election of such person
2 or persons as the initial board of directors is
3 approved.

4 C. Each defective corporate act ratified pursuant to paragraph
5 1 of subsection B of this section shall be submitted to shareholders
6 for approval as provided in subsection D of this section, unless:

7 1. a. No other provision of this title, and no provision of
8 the certificate of incorporation or bylaws of the
9 corporation, or of any plan or agreement to which the
10 corporation is a party, would have required
11 shareholder approval of the defective corporate act to
12 be ratified, either at the time of the defective
13 corporate act or at the time the board of directors
14 adopts the resolutions ratifying the defective
15 corporate act pursuant to paragraph 1 of subsection B
16 of this section.

17 b. The defective corporate act did not result from a
18 failure to comply with Section 1090.3 of this title;
19 or

20 2. As of ~~the record date for determining the shareholders~~
21 ~~entitle to vote on the ratification of the defective corporate act~~
22 adoption by the board of directors of resolutions pursuant to
23 paragraph 1 of subsection B of this section, there are no shares of
24

1 valid stock outstanding and entitled to vote thereon, regardless of
2 whether there then exist any shares of putative stock.

3 D. 1. If ratification of a defective corporate act is required
4 to be submitted to shareholders for approval pursuant to subsection
5 C of this section, due notice of the time, place, if any, and
6 purpose of the meeting shall be given at least twenty (20) days
7 before the date of the meeting to each holder of valid stock and
8 putative stock, whether voting or nonvoting, at the address of such
9 holder as it appears or most recently appeared, as appropriate, on
10 the records of the corporation.

11 2. The notice shall also be given to the holders of record of
12 valid stock and putative stock, whether voting or nonvoting, as of
13 the time of the defective corporate act, or, in the case of any
14 defective corporate act that involved the establishment of a record
15 date for notice of or voting at any meeting of shareholders, for
16 action by written consent of shareholders in lieu of a meeting, or
17 for any other purpose, as of the record date for notice of or voting
18 at such meeting, the record date for action by written consent, or
19 the record date for such other action, as the case may be, except
20 that no notice need be given to holders whose identities or
21 addresses cannot be determined from the records of the corporation.

22 3. The notice shall contain a copy of the resolutions adopted
23 by the board of directors pursuant to paragraph 1 of subsection B of
24 this section or the information required by ~~paragraphs~~ subparagraphs

1 a through e of paragraph 1 of subsection B of this section and a
2 statement that any claim that the defective corporate act or
3 putative stock ratified hereunder is void or voidable due to the
4 failure of authorization, or that the ~~District Court~~ district court
5 should declare in its discretion that a ratification in accordance
6 with this section not be effective or be effective only on certain
7 conditions must be brought within one hundred twenty (120) days from
8 the validation effective time.

9 4. At such meeting the quorum and voting requirements
10 applicable to the ratification of such defective corporate act shall
11 be the quorum and voting requirements applicable to the type of
12 defective corporate act proposed to be ratified at the time of the
13 approval of the ratification, except that:

14 ~~1. If~~

15 a. if the certificate of incorporation or bylaws of the
16 corporation, any plan or agreement to which the
17 corporation was a party or any provision of this title
18 in effect as of the time of the defective corporate
19 act would have required a larger number or portion of
20 stock or of any class or series thereof or of
21 specified shareholders for a quorum to be present or
22 to approve the defective corporate act, the presence
23 or approval of such larger number or portion of stock
24 or of such class or series thereof or of such

1 specified shareholders shall be required for a quorum
2 to be present or to approve the ratification of the
3 defective corporate act, as applicable, except that
4 the presence or approval of shares of any class or
5 series of which no shares are then outstanding, or of
6 any person that is no longer a shareholder, shall not
7 be required~~7,~~

8 ~~2. The~~

9 b. the approval by shareholders of the ratification of
10 the election of a director shall require the
11 affirmative vote of the majority of shares present at
12 the meeting and entitled to vote on the election of
13 such director, except that if the certificate of
14 incorporation or bylaws of the corporation then in
15 effect or in effect at the time of the defective
16 election require or required a larger number or
17 portion of stock or of any class or series thereof or
18 of specified shareholders to elect such director, the
19 affirmative vote of such larger number or portion of
20 stock or of any class or series thereof or of
21 specified shareholders shall be required to ratify the
22 election of such director, except that the presence or
23 approval of shares of any class or series of which no
24

1 shares are then outstanding, or of any person that is
2 no longer a shareholder, shall not be required~~+~~, and

3 ~~3. In~~

4 c. in the event of a failure of authorization resulting
5 from failure to comply with the provisions of Section
6 1090.3 of this title, the ratification of the
7 defective corporate act shall require the vote set
8 forth in paragraph 3 of subsection A of Section 1090.3
9 of this title, regardless of whether such vote would
10 have otherwise been required.

11 5. Shares of putative stock ~~on the record date for determining~~
12 ~~shareholders entitled to vote on any matter submitted to~~
13 ~~shareholders pursuant to subsection C of this section~~ as of adoption
14 by the board of directors of resolutions pursuant to paragraph 1 of
15 subsection B of this section, and without giving effect to any
16 ratification that becomes effective after such ~~record date~~ adoption,
17 shall neither be entitled to vote nor counted for quorum purposes in
18 any vote to ratify any defective corporate act.

19 E. 1. If a defective corporate act ratified pursuant to this
20 section would have required under any other section of this title
21 the filing of a certificate in accordance with Section 1007 of this
22 title, ~~then, whether or not~~ and either such certificate requires any
23 change to give effect to the defective corporate act in accordance
24 with this section, including a change to the date and time of the

1 effectiveness of such certificate, or a certificate was not
2 previously filed pursuant to Section 1007 of this title in respect
3 of such defective corporate act ~~and, then,~~ in lieu of filing the
4 certificate otherwise required by this title, the corporation shall
5 file a certificate of validation with respect to such defective
6 corporate act in accordance with Section 1007 of this title.

7 2. A separate certificate of validation shall be required for
8 each defective corporate act requiring the filing of a certificate
9 of validation under this section, except that ~~(i)~~:

10 a. two or more defective corporate acts may be included
11 in a single certificate of validation if the
12 corporation filed, or to comply with this title would
13 have filed, a single certificate under another
14 provision of this title to effect such acts, and ~~(ii)~~

15 b. two or more overissues of shares of any class,
16 classes or series of stock may be included in a
17 single certificate of validation, provided that the
18 increase in the number of authorized shares of each
19 such class or series set forth in the certificate of
20 validation shall be effective as of the date of the
21 first such overissue.

22 3. The certificate of validation shall set forth:

23 ~~1.—~~ Each
24

1 a. that the corporation has ratified one or more
2 defective corporate ~~act~~ acts ~~that is the subject of~~
3 ~~the certificate of validation including, in the case~~
4 ~~of any defective corporate act involving the issuance~~
5 ~~of shares of putative stock, the number and type of~~
6 ~~shares of putative stock issued and the date or dates~~
7 ~~upon which such putative shares were purported to have~~
8 ~~been issued, the date of such defective corporate act~~
9 ~~and the nature of the failure of authorization in~~
10 ~~respect of such defective corporate act;~~ would have
11 required the filing of a certificate pursuant to
12 Section 1007 of this title,

13 ~~2.~~ A statement

14 b. that each such defective corporate act ~~was~~ has been
15 ratified in accordance with this section ~~including the~~
16 ~~date on which the board of directors ratified such~~
17 ~~defective corporate act and the date, if any, on which~~
18 ~~the shareholders approved the ratification of such~~
19 ~~defective corporate act;~~ , and

20 ~~3.~~ The

21 c. the information required by one of the following
22 ~~paragraphs~~ divisions:

23 a.

24

1 (1) if a certificate was previously filed under
2 Section 1007 of this title in respect of such
3 defective corporate act and no changes to such
4 certificate are required to give effect to such
5 defective corporate act in accordance with this
6 section, the certificate of validation shall set
7 forth ~~(1)~~ the name, title, and filing date of the
8 certificate previously filed, and of any
9 certificate of correction thereto, and ~~(2)~~ a
10 statement that a copy of the certificate
11 previously filed, together with any certificate
12 of correction thereto, is attached as an exhibit
13 to the certificate of validation,

14 b.

15 (2) if a certificate was previously filed under
16 Section 1007 of this title in respect of the
17 defective corporate act and such certificate
18 requires any change to give effect to the
19 defective corporate act in accordance with this
20 section, including a change to the date and time
21 of the effectiveness of such certificate, the
22 certificate of validation shall set forth ~~(1)~~ the
23 name, title, and filing date of the certificate
24 so previously filed and of any certificate of

1 correction thereto, ~~(2)~~ a statement that a
2 certificate containing all of the information
3 required to be included under the applicable
4 section or sections of this title to give effect
5 to the defective corporate act is attached as an
6 exhibit to the certificate of validation, and ~~(3)~~
7 the date and time that such certificate shall be
8 deemed to have become effective pursuant to this
9 section, or

10 ~~e.~~

11 (3) if a certificate was not previously filed under
12 Section 1007 of this title in respect of the
13 defective corporate act and the defective
14 corporate act ratified pursuant to this section
15 would have required under any other section of
16 this title the filing of a certificate in
17 accordance with Section 1007 of this title, the
18 certificate of validation shall set forth ~~(1)~~ a
19 statement that a certificate containing all of
20 the information required to be included under the
21 applicable section or sections of this title to
22 give effect to the defective corporate act is
23 attached as an exhibit to the certificate of
24 validation, and ~~(2)~~ the date and time that such

1 certificate shall be deemed to have become
2 effective pursuant to this section.

3 4. A certificate attached to a certificate of validation
4 ~~pursuant to subparagraph b or c of paragraph 3 of this subsection~~
5 need not be separately executed and acknowledged and need not
6 include any statement required by any other section of this title
7 that such instrument has been approved and adopted in accordance
8 with the provisions of such other section.

9 F. From and after the validation effective time, unless
10 otherwise determined in an action brought pursuant to Section 1055.2
11 of this title:

12 1. Subject to ~~the last sentence~~ paragraph 5 of subsection D of
13 this section, each defective corporate act ratified in accordance
14 with this section shall no longer be deemed void or voidable as a
15 result of the failure of authorization described in the adopted
16 resolutions and such effect shall be retroactive to the time of the
17 defective corporate act; and

18 2. Subject to ~~the last sentence~~ paragraph 5 of subsection D of
19 this section, each share or fraction of a share of putative stock
20 issued or purportedly issued pursuant to any such defective
21 corporate act shall no longer be deemed void or voidable and shall
22 be deemed to be an identical share or fraction of a share of
23 outstanding stock as of the time it was purportedly issued.

1 G. In respect of each defective corporate act ratified by the
2 board of directors pursuant to subsection B of this section, prompt
3 notice of the ratification shall be given to all holders of valid
4 stock and putative stock, whether voting or nonvoting, as of the
5 date the board of directors adopts the resolutions approving such
6 defective corporate act, or as of a date within sixty (60) days
7 after the date of adoption, as established by the board of
8 directors, at the address of such holder as it appears or most
9 recently appeared, as appropriate, on the records of the
10 corporation. The notice shall also be given to the holders of
11 record of valid stock and putative stock, whether voting or
12 nonvoting, as of the time of the defective corporate act, other than
13 holders whose identities or addresses cannot be determined from the
14 records of the corporation. The notice shall contain a copy of the
15 resolutions adopted pursuant to subsection B of this section or the
16 information specified in subparagraphs a through e of paragraph 1 of
17 subsection B of this section or subparagraphs a through c of
18 paragraph 2 of subsection B of this section, as applicable, and a
19 statement that any claim that the defective corporate act or
20 putative stock ratified hereunder is void or voidable due to the
21 failure of authorization, or that the district court should declare
22 in its discretion that a ratification in accordance with this
23 section not be effective or be effective only on certain conditions
24 must be brought within one hundred twenty (120) days from the later

1 of the validation effective time or the time at which the notice
2 required by this subsection is given. Notwithstanding the
3 foregoing, no such notice shall be required if notice of the
4 ratification of the defective corporate act is to be given in
5 accordance with subsection D of this section, and in the case of a
6 corporation that has a class of stock listed on a national
7 securities exchange, the notice required by this subsection and
8 subsection D of this section may be deemed given if disclosed in a
9 document publicly filed by the corporation with the Securities and
10 Exchange Commission pursuant to Sections 13, 14 or 15(d) of the
11 Securities Exchange Act of 1934, as amended, and the rules and
12 regulations promulgated thereunder, or the corresponding provisions
13 of any subsequent United States federal securities laws, rules or
14 regulations. If any defective corporate act has been approved by
15 shareholders acting pursuant to Section 1073 of this title, the
16 notice required by this subsection may be included in any notice
17 required to be given pursuant to subsection ~~F~~ E of Section 1073 of
18 this title and, if so given, shall be sent to the shareholders
19 entitled to notice under subsection ~~F~~ E of Section 1073 of this
20 title and to all holders of valid and putative stock to whom notice
21 would be required under this subsection if the defective corporate
22 act had been approved at a meeting and the record date for
23 determining the shareholders entitled to notice of such meeting had
24 been the date for determining the shareholders entitled to notice

1 under this subsection other than any shareholder who approved the
2 action by consent in lieu of a meeting pursuant to Section 1073 of
3 this title or any holder of putative stock who otherwise consented
4 thereto in writing. Solely for purposes of subsection D of this
5 section and this subsection, notice to holders of putative stock,
6 and notice to holders of valid stock and putative stock as of the
7 time of the defective corporate act, shall be treated as notice to
8 holders of valid stock for purposes of Sections 1067, 1073, 1074,
9 1075, 1075.2 and 1075.3 of this title.

10 H. As used in this section and in Section 1055.2 of this title
11 only, the term:

12 1. "Defective corporate act" means an overissue, an election or
13 appointment of directors that is void or voidable due to a failure
14 of authorization, or any act or transaction purportedly taken by or
15 on behalf of the corporation that is, and at the time such act or
16 transaction was purportedly taken would have been, within the power
17 of a corporation under this title, without regard to the failure of
18 authorization identified in subparagraph d of paragraph 1 of
19 subsection B of this section, but is void or voidable due to a
20 failure of authorization;

21 2. "Failure of authorization" means:

22 a. the failure to authorize or effect an act or
23 transaction in compliance with:

24 (1) the provisions of this title,

1 (2) the certificate of incorporation or bylaws of the
2 corporation, or

3 (3) any plan or agreement to which the corporation is
4 a party or the disclosure set forth in any proxy
5 or consent solicitation statement, if and to the
6 extent such failure would render such act or
7 transaction void or voidable, or

8 b. the failure of the board of directors or any officer
9 of the corporation to authorize or approve any act or
10 transaction taken by or on behalf of the corporation
11 that would have required for its due authorization the
12 approval of the board of directors or such officer;

13 3. "Overissue" means the purported issuance of ~~(a)~~:

14 a. shares of capital stock of a class or series in excess
15 of the number of shares of such class or series the
16 corporation has the power to issue under Section 1042
17 of this title at the time of such issuance, or ~~(b)~~

18 b. shares of any class or series of capital stock that is
19 not then authorized for issuance by the certificate of
20 incorporation of the corporation;

21 4. "Putative stock" means the shares of any class or series of
22 capital stock of the corporation, including shares issued upon
23 exercise of options, rights, warrants or other securities
24 convertible into shares of capital stock of the corporation, or

1 interests with respect thereto that were created or issued pursuant
2 to a defective corporate act, that: ~~(a)~~

3 a. but for any failure of authorization, would constitute
4 valid stock, or ~~(b)~~

5 b. cannot be determined by the board of directors to be
6 valid stock;

7 5. "Time of the defective corporate act" means the date and
8 time the defective corporate act was purported to have been taken;

9 6. "Valid stock" means the shares of any class or series of
10 capital stock of the corporation that have been duly authorized and
11 validly issued in accordance with this title; and

12 7. "Validation effective time" with respect to any defective
13 corporate act ratified pursuant to this section means the latest of
14 ~~(a)~~:

15 a. the time at which the defective act submitted to the
16 shareholders for approval pursuant to subsection C of
17 this section is approved by such shareholders, or if
18 no such vote of shareholders is required to approve
19 the ratification, immediately following the time at
20 which the board of directors adopts the resolutions
21 required by paragraphs 1 or 2 of subsection B of this
22 section, ~~(b)~~

23 b. where no certificate of validation is required to be
24 filed pursuant to subsection E of this section, the

1 time, if any, specified by the board of directors in
2 the resolutions adopted pursuant to paragraphs 1 or 2
3 of subsection B of this section, which time shall not
4 precede the time at which such resolutions are
5 adopted~~+~~, and ~~(e)~~

6 c. the time at which any certificate of validation filed
7 pursuant to subsection E of this section shall become
8 effective in accordance with Section 1007 of this
9 title.

10 In the absence of actual fraud in the transaction, the judgment
11 of the board of directors that shares of stock are valid stock or
12 putative stock shall be conclusive, unless otherwise determined by
13 the ~~District Court~~ district court in a proceeding brought pursuant
14 to Section 1055.2 of this title.

15 I. Ratification under this section or validation under Section
16 1055.2 of this title shall not be deemed to be the exclusive means
17 of ratifying or validating any act or transaction taken by or on
18 behalf of the corporation, including any defective corporate act, or
19 any issuance of stock, including any putative stock, or of adopting
20 or endorsing any act or transaction taken by or in the name of the
21 corporation ~~prior to~~ before the commencement of its existence, and
22 the absence or failure of ratification in accordance with either
23 this section or validation under Section 1055.2 of this title shall
24 not, of itself, affect the validity or effectiveness of any act or

1 transaction or the issuance of any stock properly ratified under
2 common law or otherwise, nor shall it create a presumption that any
3 such act or transaction is or was a defective corporate act or that
4 such stock is void or voidable.

5 SECTION 11. AMENDATORY 18 O.S. 2021, Section 1065, is
6 amended to read as follows:

7 Section 1065.

8 INSPECTION OF BOOKS AND RECORDS

9 A. As used in this section:

10 1. "Books and records" means:

11 a. the certificate of incorporation, as defined in

12 Section 1008 of this title, including a copy of any

13 agreement or other instrument incorporated by

14 reference in the certificate of incorporation,

15 b. the bylaws then in effect, including a copy of any

16 agreement or other instrument incorporated by

17 reference in the bylaws,

18 c. minutes of all meetings of shareholders and the signed

19 consents evidencing all action taken by shareholders

20 without a meeting, in each case for the three (3)

21 years preceding the date of the demand under

22 subsection B of this section,

23 d. all communications in writing or by electronic

24 transmission to shareholders generally within the past

1 three (3) years preceding the date of the demand under
2 subsection B of this section,

3 e. minutes of any meeting of the board of directors or
4 any committee of the board of directors and records of
5 any action of the board of directors or any such
6 committee,

7 f. materials provided to the board of directors or any
8 committee of the board of directors in connection with
9 actions taken by the board of directors or any such
10 committee,

11 g. annual financial statements of the corporation for the
12 three (3) years preceding the date of the demand under
13 subsection B of this section,

14 h. any contract entered into under paragraph 18 of
15 Section 1016 of this title, and

16 i. director and officer independence questionnaires;

17 2. "Proper purpose" means a purpose reasonably related to a
18 shareholder's interest as a shareholder;

19 3. "Shareholder" means a shareholder of record in a stock
20 corporation, or a person who is the beneficial owner of shares of
21 stock held either in a voting trust or by a nominee on behalf of a
22 person;

1 ~~2. "Under oath" includes statements the declarant affirms to be~~
2 ~~true under penalty of perjury under the laws of the United States or~~
3 ~~any state; and~~

4 ~~3.~~ 4. "Subsidiary" means any entity directly or indirectly
5 owned, in whole or in part, by the corporation of which the
6 shareholder is a shareholder and over the affairs of which the
7 corporation directly or indirectly exercises control, and includes
8 but is not limited to corporations, partnerships, limited
9 partnerships, limited liability partnerships, limited liability
10 companies, statutory trusts, and joint ventures; and

11 5. "Under oath" includes statements the declarant affirms to be
12 true under penalty of perjury under the laws of the United States or
13 any state.

14 B. ~~Any~~ 1. Subject to paragraph 2 of this subsection, any
15 shareholder, in person or by attorney or other agent, upon written
16 demand under oath ~~stating the purpose thereof,~~ shall have the right
17 during the usual hours for business to inspect for any proper
18 purpose, and to make copies and extracts from:

19 ~~1. The~~

20 a. the corporation's stock ledger, a list of
21 shareholders, and its other books and records~~;~~ and

22 ~~2. A~~

23 b. a subsidiary's books and records, to the extent that:

24 ~~a.~~

1 (1) the corporation has actual possession and control
2 of the records of the subsidiary, or

3 ~~b.~~

4 (2) the corporation could obtain the records through
5 the exercise of control over the subsidiary,
6 provided that as of the date of the making of the
7 demand:

8 ~~(1)~~

9 (a) shareholder inspection of the books and
10 records of the subsidiary would not
11 constitute a breach of an agreement between
12 the corporation or the subsidiary and a
13 person or person not affiliated with the
14 corporation, and

15 ~~(2)~~

16 (b) the subsidiary would not have the right
17 under the law applicable to it to deny the
18 corporation access to the books and records
19 upon demand by the corporation.

20 2. A shareholder may inspect and copy the corporation's books
21 and records only if all of the following apply:

22 a. the shareholder's demand is made in good faith and for
23 a proper purpose,

- 1 b. the shareholder's demand describes with reasonable
2 particularity the shareholder's purpose and the books
3 and records the shareholder seeks to inspect, and
4 c. the books and records sought are specifically related
5 to the shareholder's purpose.

6 3. The corporation may impose reasonable restrictions on the
7 confidentiality, use, or distribution of books and records and may
8 require, as a condition to producing books and records to a
9 shareholder under any demand under this subsection, that the
10 shareholder agree that any information included in the corporation's
11 books and records is deemed incorporated by reference in any
12 complaint filed by or at the direction of the shareholder in
13 relation to the subject matter referenced in the demand. The
14 corporation may redact portions of any books and records produced to
15 such shareholder under this subsection to the extent the portions so
16 redacted are not specifically related to the shareholder's purpose.

17 4. This section does not affect:

- 18 a. the right of a shareholder to seek discovery of books
19 and records if the shareholder is in litigation with
20 the corporation, to the same extent as any other
21 litigant, or
22 b. the power of a court, independently of this section,
23 to compel the production of corporate books and
24 records for inspection and to impose reasonable

1 restrictions as provided in paragraph 3 of this
2 subsection, provided that, in the case of production
3 of books and records defined in paragraph 1 of
4 subsection A of this section at the request of a
5 shareholder, the shareholder has met the requirements
6 of this subsection.

7 5. In every instance where the shareholder is other than a
8 record holder of stock in a stock corporation, or a member of a
9 nonstock corporation, the demand under oath shall state the person's
10 status as a shareholder or member, be accompanied by documentary
11 evidence of beneficial ownership of the stock or beneficial
12 membership, and state that the documentary evidence is a true and
13 correct copy of what it purports to be. ~~A proper purpose shall mean~~
14 ~~a purpose reasonably related to a person's interest as a shareholder~~
15 ~~or member.~~

16 6. In every instance where an attorney or other agent shall be
17 the person who seeks the right to inspection, the demand under oath
18 shall be accompanied by a power of attorney or other writing which
19 authorizes the attorney or other agent to so act on behalf of the
20 shareholder.

21 7. The demand under oath shall be directed to the corporation
22 at its registered office in this state or at its principal place of
23 business.
24

1 C. 1. If the corporation or an officer or agent thereof
2 refuses to permit an inspection sought by a shareholder or attorney
3 or other agent acting for the shareholder pursuant to the provisions
4 of subsection B of this section or does not reply to the demand
5 within five (5) business days after the demand has been made, the
6 shareholder may apply to the district court for an order to compel
7 an inspection. The court may summarily order the corporation to
8 permit the shareholder to inspect the corporation's stock ledger, an
9 existing list of shareholders, and its other books and records, and
10 to make copies or extracts therefrom; or the court may order the
11 corporation to furnish to the shareholder a list of its shareholders
12 as of a specific date on condition that the shareholder first pay to
13 the corporation the reasonable cost of obtaining and furnishing the
14 list and on other conditions as the court deems appropriate.

15 2. Where the shareholder seeks to inspect the corporation's
16 books and records, other than its stock ledger or list of
17 shareholders, the shareholder shall first establish that:

- 18 a. the shareholder is a shareholder,
 - 19 b. the shareholder has complied with the provisions of
20 this section respecting the form and manner of making
21 demand for inspection of the documents, and
 - 22 c. the inspection the shareholder seeks is for a proper
23 purpose.
- 24

1 3. Where the shareholder seeks to inspect the corporation's
2 stock ledger or list of shareholders and has complied with the
3 provisions of this section respecting the form and manner of making
4 demand for inspection of the documents, the burden of proof shall be
5 upon the corporation to establish that the inspection the
6 shareholder seeks is for an improper purpose. The court may, in its
7 discretion, prescribe any limitations or conditions upon the
8 inspection, or award other or further relief as the court may deem
9 just and proper. The court may order books, documents, and records,
10 pertinent extracts therefrom, or duly authenticated copies thereof,
11 to be brought within this state and kept in this state upon such
12 terms and conditions as the order may prescribe.

13 D. Any director shall have the right to examine the
14 corporation's stock ledger, a list of its shareholders, ~~and its~~
15 ~~other books and records,~~ and other corporate records for a purpose
16 reasonably related to his or her position as a director. The
17 district court may summarily order the corporation to permit the
18 director to inspect ~~any and all books and records,~~ the stock ledger,
19 ~~and the list of shareholders,~~ the books and records, and other
20 corporate records and to make copies ~~or extracts therefrom~~. The
21 court, in its discretion, may prescribe any limitations or
22 conditions with reference to the inspection, or award other or
23 further relief as the court may deem just and proper. The burden of
24

1 proof shall be upon the corporation to establish that the inspection
2 the director seeks is for an improper purpose.

3 E. Except as otherwise expressly provided in subsection F or
4 subsection G of this section, in any proceeding brought by a
5 shareholder under subsection C of this section to compel the
6 inspection of books and records, the district court shall not order
7 the corporation to produce any records of the corporation other than
8 the books and records set forth in paragraph 1 of subsection A of
9 this section.

10 F. If the corporation does not have any of the books and
11 records described in subparagraphs c, e, or g in paragraph 1 of
12 subsection A of this section or, in the case of a corporation that
13 has a class of stock listed on a national securities exchange,
14 subparagraph i of paragraph 1 of subsection A of this section, the
15 district court may order the corporation to produce additional
16 records of the corporation constituting the functional equivalent of
17 any such books and records in response to a demand for inspection
18 brought by a shareholder under subsection C of this section only if,
19 and to the extent, the shareholder has met the requirements of
20 subsection B of this section, and only to the extent necessary and
21 essential to fulfill the shareholder's proper purpose.

22 G. In any proceeding brought by a shareholder under subsection
23 C of this section to compel the inspection of books and records, the
24 district court may order the corporation to produce, in addition to

1 any books and records or other records ordered to be produced under
2 subsection F of this section, other specific records of the
3 corporation only if and to the extent:

4 1. Such shareholder has met the requirements of subsection B of
5 this section;

6 2. Such shareholder has made a showing of a compelling need for
7 an inspection of such records to further the shareholder's proper
8 purpose; and

9 3. Such shareholder has demonstrated by clear and convincing
10 evidence that such specific records are necessary and essential to
11 further such purpose.

12 H. The district court may impose reasonable restrictions as
13 provided in paragraph 3 of subsection B of this section to any
14 records of the corporation produced under subsection F or subsection
15 G of this section.

16 SECTION 12. AMENDATORY 18 O.S. 2021, Section 1073, as
17 amended by Section 28, Chapter 120, O.S.L. 2024 (18 O.S. Supp. 2025,
18 Section 1073), is amended to read as follows:

19 Section 1073.

20 CONSENT OF SHAREHOLDERS IN LIEU OF MEETING

21 A. Unless otherwise provided for in the certificate of
22 incorporation, any action required by the provisions of the Oklahoma
23 General Corporation Act to be taken at any annual or special meeting
24 of shareholders of a corporation or any action which may be taken at

1 any annual or special meeting of shareholders, may be taken without
2 a meeting, without prior notice, and without a vote, if a consent or
3 consents, setting forth the action so taken, shall be signed by the
4 holders of outstanding stock having not less than the minimum number
5 of votes that would be necessary to authorize or take the action at
6 a meeting at which all shares entitled to vote thereon were present
7 and voted and shall be delivered to the corporation in the manner
8 required by this section.

9 B. Unless otherwise provided for in the certificate of
10 incorporation, any action required by the provisions of the Oklahoma
11 General Corporation Act to be taken at a meeting of the members of a
12 nonstock corporation, or any action which may be taken at any
13 meeting of the members of a nonstock corporation, may be taken
14 without a meeting, without prior notice and without a vote, if a
15 consent or consents, setting forth the action taken, shall be signed
16 by members having not less than the minimum number of votes that
17 would be necessary to authorize or take such action at a meeting at
18 which all members having a right to vote thereon were present and
19 voted and shall be delivered to the corporation in the manner
20 required by this section.

21 C. A consent must be set forth in writing or in an electronic
22 transmission. No consent shall be effective to take the corporate
23 action referred to therein unless consent signed by a sufficient
24 number of holders or members to take action is delivered to the

1 corporation in the manner required by this section within sixty (60)
2 days of the first date on which a consent is so delivered to the
3 corporation. Any person executing a consent may provide, whether
4 through instruction to an agent or otherwise, that such a consent
5 will be effective at a future time including a time determined upon
6 the happening of an event, no later than sixty (60) days after such
7 instruction is given or such provision is made if evidence of such
8 instruction or provision is provided to the corporation. If the
9 person is not a shareholder or member of record when the consent is
10 executed, the consent shall not be valid unless the person is a
11 shareholder or member of record as of the record date for
12 determining shareholders or members entitled to consent to the
13 action. Unless otherwise provided, any such consent shall be
14 revocable ~~prior to~~ before its becoming effective. All references to
15 a "consent" in this section mean a consent permitted by this
16 section.

17 D. A consent permitted by this section shall be delivered:

18 1. To the principal place of business of the corporation;

19 2. To an officer or agent of the corporation who has custody of
20 the book in which proceedings of meetings of shareholders or members
21 are recorded;

22 3. To the registered office of the corporation in this state in
23 person or by certified or registered mail, return receipt requested;
24 or

1 4. In accordance with Section 1014.3 of this title to an
2 information processing system, if any, designated by the corporation
3 for receiving such consents. Consent delivered under this paragraph
4 shall set forth or be delivered with information that enables the
5 corporation to determine the date of delivery of such consent and
6 the identity of the person giving such consent. If such consent is
7 given by a person authorized to act for a shareholder or member as
8 proxy, such consent shall comply with the applicable provisions of
9 paragraphs 2 and 3 of subsection C of Section 1075.2 of this title.

10 Any copy, facsimile, or other reliable reproduction of a consent
11 in writing may be substituted or used in lieu of the original
12 writing for any purposes for which the original writing could be
13 used, provided that the copy, facsimile, or other reliable
14 reproduction shall be a complete reproduction of the entire original
15 writing. A consent may be documented and signed in accordance with
16 Section 1014.3 of this title, and when so documented and signed
17 shall be deemed to be in writing for purposes of this title. If
18 such consent is delivered under paragraph 1, 2, or 3 of this
19 subsection, such consent must be reproduced and delivered in paper
20 form.

21 E. ~~Prompt~~ If an action by consent under subsections A or B of
22 this section has been taken by shareholders or members by less than
23 unanimous consent, prompt notice of the taking of ~~the corporate~~
24 ~~action without a meeting by less than unanimous consent~~ the action

1 by consent shall be given to those shareholders or members as of the
2 record date for the action by consent who have not consented and
3 ~~who, if the action had been taken at a meeting,~~ would have been
4 entitled to notice of the meeting if the action had been taken at a
5 meeting and the record date for the notice of the meeting ~~had been~~
6 ~~the date that consents signed by a sufficient number of shareholders~~
7 ~~or members to take the action were delivered to the corporation as~~
8 ~~provided in this section~~ were the record date for the action by
9 consent. The notice required by this subsection may be provided by
10 a notice that constitutes a Notice of Internet Availability of Proxy
11 Materials authorized by rules promulgated pursuant to the Securities
12 Exchange Act of 1934. In the event that the action for which
13 consent is given is an action that would have required the filing of
14 a certificate under any other section of this title if the action
15 had been voted on by shareholders or by members at a meeting thereof
16 the certificate filed under the other section shall state, in lieu
17 of any statement required by the section concerning any vote of
18 shareholders or members, that consent has been given in accordance
19 with the provisions of this section.

20 SECTION 13. AMENDATORY 18 O.S. 2021, Section 1075.2, as
21 amended by Section 29, Chapter 120, O.S.L. 2024 (18 O.S. Supp. 2025,
22 Section 1075.2), is amended to read as follows:

23 Section 1075.2.

24 ELECTRONIC NOTICE; EFFECTIVENESS; REVOCATION OF CONSENT

1 A. Without limiting the manner of which notice otherwise may be
2 given effectively to shareholders, any notice to shareholders given
3 by the corporation under any provision of the Oklahoma General
4 Corporation Act, the certificate of incorporation, or the bylaws may
5 be given in writing directed to the shareholder's mailing address or
6 by electronic transmission directed to the shareholder's electronic
7 mail address, as applicable, as it appears on the records of the
8 corporation, and shall be given:

9 1. If mailed, when the notice is deposited with the United
10 States Postal Service, postage prepaid;

11 2. If delivered by courier service, the earlier of when the
12 notice is received or left at the shareholder's address; or

13 3. If given by electronic mail, when directed to such
14 shareholder's electronic mail address unless the shareholder has
15 notified the corporation in writing or by electronic transmission of
16 an objection to receiving notice by electronic mail, or if such
17 notice is prohibited by subsection ~~E~~ D of this section. A notice by
18 electronic mail must include a prominent legend that the
19 communication is an important notice regarding the corporation.

20 B. Without limiting the manner by which notice otherwise may be
21 given effectively to shareholders, but subject to subsection ~~E~~ D of
22 this section, any notice to shareholders given by the corporation
23 under any provision of this title, the certificate of incorporation,
24 or the bylaws shall be effective if given by a form of electronic

1 transmission consented to by the shareholder to whom the notice is
2 given. Any such consent shall be revocable by the shareholder by
3 written notice or electronic transmission to the corporation. A
4 corporation may give a notice by electronic mail in accordance with
5 subsection A of this section without obtaining the consent required
6 by this subsection.

7 C. Notice given pursuant to subsection ~~A~~ B of this section
8 shall be deemed given if by:

9 1. Facsimile telecommunication, when directed to a number at
10 which the shareholder has consented to receive notice;

11 2. A posting on an electronic network together with separate
12 notice to the shareholder of the specific posting, upon the later
13 of:

14 a. the posting, and

15 b. the giving of the separate notice; and

16 3. Any other form of electronic transmission, when directed to
17 the shareholder.

18 D. Notwithstanding the provisions of this section, a notice may
19 not be given by an electronic transmission from and after the time
20 that:

21 1. The corporation is unable to deliver by electronic
22 transmission two consecutive notices given by the corporation; and

23 2. The inability becomes known to the secretary or assistant
24 secretary of the corporation or to the transfer agent, or other

1 person responsible for the giving of notice; provided, however, the
2 inadvertent failure to discover such inability shall not invalidate
3 any meeting or other action.

4 E. An affidavit of the secretary or an assistant secretary or
5 of the transfer agent or other agent of the corporation that the
6 notice has been given by a form of electronic transmission shall, in
7 the absence of fraud, be prima facie evidence of the facts stated
8 therein.

9 F. For purposes of the Oklahoma General Corporation Act:

10 1. "Electronic mail" means an electronic transmission directed
11 to a unique electronic mail address. Electronic mail shall be
12 deemed to include any files attached thereto and any information
13 hyperlinked to a website if such electronic mail includes the
14 contact information of an officer or agent of the corporation who is
15 available to assist with accessing such files and information;

16 2. "Electronic mail address" means a destination, commonly
17 expressed as a string of characters, consisting of a unique user
18 name or mailbox, commonly referred to as the local part of the
19 address, and a reference to an internet domain, commonly referred to
20 as the domain part of the address, whether or not displayed, to
21 which electronic mail can be sent or delivered; and

22 3. "Electronic transmission" means any form of communication,
23 not directly involving the physical transmission of paper including
24 the use of, or participation in, one or more electronic networks or

1 databases including one or more distributed electronic networks or
2 databases, that creates a record that may be retained, retrieved and
3 reviewed by a recipient thereof, and that may be directly reproduced
4 in paper form by such a recipient through an automated process.

5 G. If a notice is given pursuant to paragraph 1 or 2 of
6 subsection A of this section, each document enclosed, annexed, or
7 appended shall be deemed part of the notice solely for purposes of
8 determining whether notice was fully given under this title, the
9 certificate of incorporation, or bylaws.

10 H. No provision of this section, except for paragraph 1 of
11 subsection A or paragraphs 1 and 2 of subsection D of this section,
12 shall apply to Sections 1045, 1111, 1119, or 1123 of this title.

13 SECTION 14. AMENDATORY 18 O.S. 2021, Section 1077, is
14 amended to read as follows:

15 Section 1077.

16 AMENDMENT OF CERTIFICATE OF INCORPORATION AFTER RECEIPT OF PAYMENT
17 FOR STOCK - NONSTOCK CORPORATIONS

18 A. 1. After a corporation has received payment for any of its
19 capital stock, or after a nonstock corporation has members, it may
20 amend its certificate of incorporation, from time to time, in any
21 and as many respects as may be desired, so long as its certificate
22 of incorporation as amended would contain only such provisions as it
23 would be lawful and proper to insert in an original certificate of
24 incorporation filed at the time of the filing of the amendment; and

1 if a change in stock or the rights of shareholders, or an exchange,
2 reclassification, subdivision, combination, or cancellation of stock
3 or rights of shareholders is to be made, such provisions as may be
4 necessary to effect such change, exchange, reclassification,
5 subdivision, combination, or cancellation. In particular, and
6 without limitation upon the general power of amendment, a
7 corporation may amend its certificate of incorporation, from time to
8 time, so as:

- 9 a. to change its corporate name,
- 10 b. to change, substitute, enlarge or diminish the nature
11 of its business or its corporate powers and purposes,
- 12 c. to increase or decrease its authorized capital stock
13 or to reclassify the same, by changing the number, par
14 value, designations, preferences, or relative,
15 participating, optional, or other special rights of
16 the shares, or the qualifications, limitations or
17 restrictions of such rights, or by changing shares
18 with par value into shares without par value, or
19 shares without par value into shares with par value
20 either with or without increasing or decreasing the
21 number of shares or by subdividing or combining the
22 ~~outstanding~~ issued shares of any class or series of a
23 class of shares into a greater or lesser number of
24 ~~outstanding~~ issued shares,

- 1 d. to cancel or otherwise affect the right of the holders
2 of the shares of any class to receive dividends which
3 have accrued but have not been declared,
4 e. to create new classes of stock having rights and
5 preferences either prior and superior or subordinate
6 and inferior to the stock of any class then
7 authorized, whether issued or unissued,
8 f. to change the period of its duration, or
9 g. to delete:

10 (1) such provisions of the original certificate of
11 incorporation which named the incorporator or
12 incorporators, the initial board of directors
13 and the original subscribers for shares, and

14 (2) such provisions contained in any amendment to
15 the certificate of incorporation as were
16 necessary to effect a change, exchange,
17 reclassification, subdivision, combination or
18 cancellation of stock, if such change, exchange,
19 reclassification, subdivision, combination or
20 cancellation has become effective.

21 2. Any or all changes or alterations provided for in paragraph
22 1 of this subsection may be effected by one certificate of
23 amendment.
24

1 B. Every amendment authorized by the provisions of subsection A
2 of this section shall be made and effected in the following manner:

3 1. If the corporation has capital stock, its board of directors
4 shall adopt a resolution setting forth the amendment proposed,
5 declaring its advisability, and either calling a special meeting of
6 the shareholders entitled to vote in respect thereof for the
7 consideration of the amendment or directing that the amendment
8 proposed be considered at the next annual meeting of shareholders,
9 ~~provided, however, that unless otherwise expressly required by the~~
10 ~~certificate of incorporation, no meeting or vote of shareholders~~
11 ~~shall be required to adopt an amendment that effects only changes~~
12 ~~described in paragraph (a) or (g) of subsection A of this section.~~
13 The special or annual meeting shall be called and held upon notice
14 in accordance with the provisions of Section 1067 of this title.
15 The notice shall set forth the amendment in full or a brief summary
16 of the changes to be effected thereby, unless such notice
17 constitutes a ~~notice~~ Notice of Internet ~~availability~~ Availability of
18 ~~proxy materials~~ Proxy Materials under the rules promulgated under
19 the Securities Exchange Act of 1934. At the meeting a vote of the
20 shareholders entitled to vote thereon shall be taken for and against
21 any proposed amendment that requires adoption by shareholders. If
22 no vote of shareholders is required to effect such amendment, or if
23 a majority of the outstanding stock entitled to vote thereon, and a
24 majority of the outstanding stock of each class entitled to vote

1 thereon as a class, has been voted in favor of the amendment, a
2 certificate setting forth the amendment and certifying that the
3 amendment has been duly adopted in accordance with the provisions of
4 this section shall be executed, acknowledged and filed and shall
5 become effective in accordance with the provisions of Section 1007
6 of this title.

7 2. The holders of the outstanding shares of a class shall be
8 entitled to vote as a class upon a proposed amendment, whether or
9 not entitled to vote thereon by the provisions of the certificate of
10 incorporation, if the amendment would increase or decrease the
11 aggregate number of authorized shares of the class, increase or
12 decrease the par value of the shares of the class, or alter or
13 change the powers, preferences or special rights of the shares of
14 the class so as to affect them adversely. If any proposed amendment
15 would alter or change the powers, preferences or special rights of
16 one or more series of any class so as to affect them adversely, but
17 shall not so affect the entire class, then only the shares of the
18 series so affected by the amendment shall be considered a separate
19 class for the purposes of this paragraph. The number of authorized
20 shares of any such class or classes of stock may be increased or
21 decreased, but not below the number of shares thereof then
22 outstanding, by the affirmative vote of the holders of a majority of
23 the stock of the corporation entitled to vote irrespective of the
24 provisions of this paragraph, if so provided in the original

1 certificate of incorporation, in any amendment thereto which created
2 the class or classes of stock or which was adopted ~~prior to~~ before
3 the issuance of any shares of the class or classes of stock, or in
4 any amendment thereto which was authorized by a resolution or
5 resolutions adopted by the affirmative vote of the holders of a
6 majority of the class or classes of stock.

7 3. If the corporation is a nonstock corporation, then the
8 governing body thereof shall adopt a resolution setting forth the
9 amendment proposed and declaring its advisability. If a majority of
10 all the members of the governing body shall vote in favor of the
11 amendment, a certificate thereof shall be executed, acknowledged and
12 filed and shall become effective in accordance with the provisions
13 of Section 1007 of this title. The certificate of incorporation of
14 any nonstock corporation may contain a provision requiring an
15 amendment thereto to be approved by a specified number or percentage
16 of the members or of any specified class of members of the
17 corporation in which event the proposed amendment shall be submitted
18 to the members or to any specified class of members of the
19 corporation in the same manner, so far as applicable, as is provided
20 for in this section for an amendment to the certificate of
21 incorporation of a stock corporation; and in the event of the
22 adoption thereof by the members, a certificate evidencing the
23 amendment shall be executed, acknowledged and filed and shall become
24

1 effective in accordance with the provisions of Section 1007 of this
2 title.

3 4. Whenever the certificate of incorporation shall require
4 action by the board of directors of a corporation other than a
5 nonstock corporation or by the governing body of a nonstock
6 corporation, by the holders of any class or series of shares or by
7 the members, or by the holders of any other securities having voting
8 power, the vote of a greater number or proportion than is required
9 by the provisions of the Oklahoma General Corporation Act, the
10 provision of the certificate of incorporation requiring a greater
11 vote shall not be altered, amended, or repealed except by a greater
12 vote.

13 C. The resolution authorizing a proposed amendment to the
14 certificate of incorporation may provide that at any time ~~prior to~~
15 before the effectiveness of the filing of the amendment with the
16 Secretary of State, notwithstanding authorization of the proposed
17 amendment by the shareholders of the corporation or by the members
18 of a nonstock corporation, the board of directors or governing body
19 may abandon the proposed amendment without further action by the
20 shareholders or members.

21 D. Notwithstanding the provisions of subsection B of this
22 section, unless otherwise expressly required by the certificate of
23 incorporation:
24

1 1. No meeting or vote of shareholders shall be required to
2 adopt an amendment that:

3 a. affects only changes described in subparagraphs a or g
4 of paragraph 1 of subsection A of this section, or
5 b. reclassifies by subdividing the issued shares of a
6 class of stock into a greater number of issued shares
7 of the same class of stock and, in connection
8 therewith, such amendment may increase the number of
9 authorized shares of such class of stock up to an
10 amount proportionate to the subdivision, provided the
11 corporation has only one class of stock outstanding
12 and such class is not divided into series; and

13 2. An amendment to increase or decrease the authorized number
14 of shares of a class of capital stock or an amendment to reclassify
15 by combining the issued shares of a class of capital stock into a
16 lesser number of issued shares of the same class of stock may be
17 made and effected, without obtaining the vote or votes of
18 shareholders otherwise required by subsection B of this section if:

19 a. the shares of such class are listed on a national
20 securities exchange immediately before such amendment
21 becomes effective and meet the listing requirements of
22 such national securities exchange relating to the
23 minimum number of holders immediately after such
24 amendment becomes effective,

- 1 b. at a meeting called in accordance with paragraph 1 of
2 subsection B of this section, a vote of the
3 shareholders entitled to vote thereon, voting as a
4 single class, is taken for and against the proposed
5 amendment, and the votes cast for the amendment exceed
6 the votes cast against the amendment, and
7 c. if the amendment increases or decreases the authorized
8 number of shares of a class of capital stock for which
9 no provision has been made under the last sentence of
10 paragraph 2 of subsection B of this section, the votes
11 cast for the amendment by the holders of such class
12 exceed the votes cast against the amendment by the
13 holders of such class.

14 SECTION 15. AMENDATORY 18 O.S. 2021, Section 1089, is
15 amended to read as follows:

16 Section 1089.

17 POWERS OF CORPORATION SURVIVING OR RESULTING FROM MERGER
18 OR CONSOLIDATION OR UPON CONVERSION; ISSUANCE OF STOCK, BONDS OR
19 OTHER INDEBTEDNESS

20 A. When two or more corporations are merged or consolidated, or
21 an entity is converted to a domestic corporation, the corporation
22 surviving or resulting from the merger or consolidation or upon
23 conversion may issue bonds or other obligations, negotiable or
24 otherwise, and with or without coupons or interest certificates

1 thereto attached, to an amount sufficient with its capital stock to
2 provide for all payments it will be required to make, or obligations
3 it will be required to assume, in order to effect the merger, ~~or~~
4 consolidation, or conversion.

5 B. For the purpose of securing the payment of any ~~such~~ bonds
6 and obligations, ~~it shall be lawful for~~ issued pursuant to
7 subsection A of this section, the surviving ~~or,~~ resulting, or
8 converted corporation ~~to~~ may mortgage its corporate franchise,
9 rights, privileges, and property, real, personal or mixed.

10 C. The surviving ~~or,~~ resulting, or converted corporation may
11 ~~issue certificates~~ take any of the following actions in order to
12 effect the merger or consolidation in the manner and on the terms
13 specified in the agreement or in order to effect the conversion in
14 the manner and on the terms, under a plan of conversion, approved by
15 the other entity, as applicable:

16 1. Issue shares of its capital stock ~~or uncertificated stock if~~
17 ~~authorized to do so and other securities to the shareholders of the~~
18 ~~constituent corporations in exchange or payment for the original~~
19 ~~shares, in such amount as shall be necessary in accordance with the~~
20 ~~terms of the agreement of merger or consolidation in order to effect~~
21 ~~such merger or consolidation in the manner and on the terms~~
22 ~~specified in the agreement~~ and other securities upon conversion or
23 for the shares, rights, or securities of or interests in any
24 constituent corporation or other converting entity, or

2. Cancel any shares, rights, securities, or interests.

SECTION 16. AMENDATORY 18 O.S. 2021, Section 1090, is amended to read as follows:

Section 1090.

REMEDIES; APPOINTMENT OF SHAREHOLDER REPRESENTATIVES; EFFECT OF
MERGER UPON PENDING ACTIONS

A. Except for a merger effected under subsection G of Section
1081 of this title, any agreement of merger or consolidation
governed by Sections 1081, 1082, 1084, 1085, 1086, 1087, 1090.1, or
1090.2 of this title may provide:

1. That:

a. a party to the agreement that fails to perform its obligations under the agreement in accordance with the terms and conditions of the agreement, or that otherwise fails to comply with the terms and conditions of the agreement, in each case, required to be performed or complied with before the time the merger or consolidation becomes effective, or that otherwise fails to consummate or fails to cause the consummation of the merger or consolidation, whether before a specified date, upon satisfaction or, to the extent permitted by law, waiver of all conditions to the consummation set forth in the agreement, or otherwise, shall be subject, in addition to any other

1 remedies available at law or in equity, to such
2 penalties or consequences as are set forth in the
3 agreement of merger or consolidation, which penalties
4 or consequences may include an obligation to pay to
5 the other party or parties to the agreement an amount
6 representing, or based on the loss of, any premium or
7 other economic entitlement the shareholders of the
8 other party would be entitled to receive under the
9 terms of the agreement if the merger or consolidation
10 were consummated in accordance with the terms of the
11 agreement, and

12 b. if, under the terms of the agreement, a corporation is
13 entitled to receive payment from another party to an
14 agreement of merger or consolidation of any amount
15 representing a penalty or consequence, as specified in
16 subparagraph a of this paragraph, the corporation
17 shall be entitled to enforce the other party's payment
18 obligation and, upon receipt of any payment, shall be
19 entitled to retain the amount of the payment received;
20 and

21 2. a. For the appointment, at or after the time at which the
22 agreement of merger or consolidation is adopted by the
23 shareholders of a constituent corporation to the
24 merger or consolidation in accordance with the

1 requirements of the Oklahoma General Corporation Act,
2 of one or more persons, which may include the
3 surviving or resulting entity or any officer, manager,
4 representative or agent thereof, as representative of
5 the shareholders of a constituent corporation of this
6 state, including those whose shares of capital stock
7 shall be canceled, converted, or exchanged in the
8 merger or consolidation and for the delegation to such
9 person or persons of the sole and exclusive authority
10 to take action on behalf of the shareholders under the
11 agreement, including taking such actions as the
12 representative determines to enforce, including by
13 entering into settlements with respect to, the rights
14 of the shareholders under the agreement of merger or
15 consolidation, on the terms and subject to the
16 conditions set forth in the agreement,

17 b. That any appointment under subparagraph a of this
18 paragraph shall be irrevocable and binding on all the
19 shareholders from and after the adoption of the
20 agreement of merger or consolidation by the requisite
21 vote of the shareholders under the Oklahoma General
22 Corporation Act, and

23 c. That any provision adopted under this paragraph may
24 not be amended after the merger or consolidation has

1 become effective or may be amended only with the
2 consent or approval of persons specified in the
3 agreement of merger or consolidation.

4 B. Any provision of the agreement of merger or consolidation
5 adopted under subsection A of this section may be made dependent
6 upon facts including, but not limited to, the occurrence of any
7 event, including a determination or action by any person or body
8 including the corporation, ascertainable outside of the agreement,
9 provided that the manner in which the facts shall operate upon the
10 terms of the agreement is clearly and expressly set forth in the
11 agreement of merger or consolidation.

12 C. Any action or proceeding, whether civil, criminal or
13 administrative, pending by or against any corporation which is a
14 party to a merger or consolidation shall be prosecuted as if such
15 merger or consolidation had not taken place, or the corporation
16 surviving or resulting from such merger or consolidation may be
17 substituted in such action or proceeding.

18 SECTION 17. AMENDATORY 18 O.S. 2021, Section 1090.4, as
19 amended by Section 31, Chapter 120, O.S.L. 2024 (18 O.S. Supp. 2025,
20 Section 1090.4), is amended to read as follows:

21 Section 1090.4.

22 CONVERSION OF AN ENTITY TO A DOMESTIC CORPORATION

23 A. As used in this section, the term "entity" means a domestic
24 or foreign partnership, whether general or limited and including a

1 limited liability partnership and a limited liability limited
2 partnership, a foreign corporation including a public benefit
3 corporation, a domestic or foreign limited liability company
4 including a public benefit limited liability company, and any
5 unincorporated nonprofit or for-profit association, trust or
6 enterprise having members or having outstanding shares of stock or
7 other evidences of financial, beneficial or membership interest
8 therein, whether formed by agreement or under statutory authority or
9 otherwise and whether formed or organized under the laws of this
10 state or the laws of any other jurisdiction.

11 B. Any entity may convert to a domestic corporation by
12 complying with subsection G of this section and filing in the office
13 of the Secretary of State a certificate of conversion that has been
14 executed in accordance with subsection H of this section and filed
15 in accordance with Section 1007 of this title, to which shall be
16 attached, a certificate of incorporation that has been prepared,
17 executed and acknowledged in accordance with Section 1007 of this
18 title. Each of the certificates required by this subsection shall
19 be filed simultaneously in the office of the Secretary of State and,
20 if such certificates are not to become effective upon their filing
21 as permitted by Section 1007 of this title, then each such
22 certificate shall provide for the same future effective date or time
23 in accordance with Section 1007 of this title.

24 C. The certificate of conversion to a corporation shall state:

1 1. The date on which the entity was first formed;

2 2. The name, jurisdiction of formation or organization, and
3 type of entity of the entity when formed and, if changed, its name,
4 jurisdiction and type of entity immediately before the filing of the
5 certificate of conversion;

6 3. The name of the corporation as set forth in its certificate
7 of incorporation filed in accordance with subsection B of this
8 section; and

9 4. The future effective date or time, which shall be a date or
10 time certain not later than ninety (90) days after the filing, of
11 the conversion to a corporation if the conversion is not to be
12 effective upon the filing of the certificate of conversion and the
13 certificate of incorporation provides for the same future effective
14 date as authorized in subsection D of Section 1007 of this title.

15 D. Upon the effective date or time of the certificate of
16 conversion and the certificate of incorporation, the entity shall be
17 converted to a domestic corporation and the corporation shall
18 thereafter be subject to all of the provisions of this title, except
19 that notwithstanding Section 1007 of this title, the existence of
20 the corporation shall be deemed to have commenced on the date the
21 entity commenced its existence.

22 E. The conversion of any entity to a domestic corporation shall
23 not be deemed to affect any obligations or liabilities of the entity
24

1 incurred before its conversion to a domestic corporation or the
2 personal liability of any person incurred before such conversion.

3 F. When an entity has converted to a domestic corporation under
4 this section, the domestic corporation shall be deemed to be the
5 same entity as the converting entity. All of the rights, privileges
6 and powers of the entity that has converted, and all property, real,
7 personal and mixed, and all debts due to the entity, as well as all
8 other things and causes of action belonging to the entity, shall
9 remain vested in the domestic corporation to which the entity has
10 converted and shall be the property of the domestic corporation and
11 the title to any real property vested by deed or otherwise in the
12 entity shall not revert or be in any way impaired by reason of the
13 conversion; but all rights of creditors and all liens upon any
14 property of the entity shall be preserved unimpaired, and all debts,
15 liabilities and duties of the entity that has converted shall remain
16 attached to the domestic corporation to which the entity has
17 converted, and may be enforced against it to the same extent as if
18 the debts, liabilities and duties had originally been incurred or
19 contracted by it in its capacity as a domestic corporation. The
20 rights, privileges, powers and interests in property of the entity,
21 as well as the debts, liabilities and duties of the entity, shall
22 not be deemed, as a consequence of the conversion, to have been
23 transferred to the domestic corporation to which the entity has
24 converted for any purpose of the laws of this state.

1 G. Unless otherwise agreed or otherwise provided by any laws of
2 this state applicable to the converting entity, the converting
3 entity shall not be required to wind up its affairs or pay its
4 liabilities and distribute its assets, and the conversion shall not
5 be deemed to constitute a dissolution of such entity and shall
6 constitute a continuation of the existence of the converting entity
7 in the form of a domestic corporation.

8 H. Before the time a certificate of conversion becomes
9 effective in accordance with Section 1007 of this title, the
10 conversion shall be approved in the manner provided for by the
11 document, instrument, agreement or other writing, as the case may
12 be, governing the internal affairs of the entity and the conduct of
13 its business or by applicable law, as appropriate, and a certificate
14 of incorporation shall be approved by the same authorization
15 required to approve the conversion.

16 I. The certificate of conversion to a corporation shall be
17 signed by an officer, director, trustee, manager, partner or other
18 person performing functions equivalent to those of an officer or
19 director of a domestic corporation, however named or described, and
20 who is authorized to sign the certificate of conversion on behalf of
21 the entity.

22 J. In a conversion of an entity to a domestic corporation under
23 this section, rights or securities of, or memberships or membership,
24 economic or ownership interests in, the entity which is to be

1 converted to a domestic corporation may be exchanged for or
2 converted into cash, property or shares of stock, rights or
3 securities of the domestic corporation or, in addition to or in lieu
4 thereof, may be exchanged for or converted into cash, property or
5 shares of stock, rights or securities of or interests in another
6 domestic corporation or entity or may be canceled.

7 K. In connection with a conversion under this section, the
8 other converting entity may adopt a plan of conversion that may
9 state:

10 1. The terms and conditions of the conversion;

11 2. That the certificate of incorporation of the converted
12 corporation of this state shall be as set forth in attachment to the
13 plan of conversion;

14 3. The manner, if any, of exchanging or converting shares of
15 stock, rights or securities of, or interests in, the other entity
16 that is to be converted to a corporation of this state, in
17 accordance with subsection J of this section;

18 4. Any corporate action to be taken by the converted
19 corporation of this state in connection with the conversion of the
20 other entity, each of which shall require approval in accordance
21 with all laws applicable to the other entity, including any approval
22 required under such applicable law for the authorization of the type
23 of corporate action specified in the plan of conversion;

24 5. Any details or provisions as are deemed desirable; and

1 6. Such other provisions or facts as shall be required to be
2 set forth in a plan of conversion by the laws applicable to the
3 other entity. Any of the terms of the plan of conversion may be
4 made dependent upon facts ascertainable outside of such plan,
5 provided that the manner in which such facts shall operate upon the
6 terms of the plan of conversion is clearly and expressly set forth
7 in the plan of conversion. As used in this paragraph, "facts"
8 includes, but is not limited to, the occurrence of any event,
9 including a determination, or action by any person or body,
10 including the other entity or the converted corporation.

11 L. Any corporate action to be taken by the converted
12 corporation of this state in connection with the conversion of the
13 other entity that is set forth in a plan of conversion approved in
14 the manner provided for by subsection K of this section and that is
15 within the power of a corporation under the Oklahoma General
16 Corporation Act shall be deemed authorized, adopted, and approved,
17 as applicable, by the converted corporation of this state and the
18 board of directors, shareholders, or members of the corporation, as
19 applicable, and shall not require any further action of the board of
20 directors, shareholders, or members of the corporation under the
21 Oklahoma General Corporation Act. In the event that any such action
22 requires the filing of a certificate under any other section of the
23 Oklahoma General Corporation Act, the certificate shall state that
24 in accordance with this section, no action by the board of

1 directors, shareholders, or members, or as otherwise required by
2 such other section of the Oklahoma General Corporation Act, is
3 required.

4 SECTION 18. AMENDATORY 18 O.S. 2021, Section 1090.5, as
5 amended by Section 32, Chapter 120, O.S.L. 2024 (18 O.S. Supp. 2025,
6 Section 1090.5), is amended to read as follows:

7 Section 1090.5.

8 CONVERSION OF DOMESTIC CORPORATION TO AN ENTITY

9 A. A domestic corporation may, upon the authorization of such
10 conversion in accordance with this section, convert to an entity.
11 As used in this section, the term "entity" means a domestic or
12 foreign partnership, whether general or limited, and including a
13 limited liability partnership and a limited liability limited
14 partnership, a foreign corporation including a public benefit
15 corporation, a domestic or foreign limited liability company
16 including a public benefit limited liability company, and any
17 unincorporated nonprofit or for-profit association, trust or
18 enterprise having members or having outstanding shares of stock or
19 other evidences of financial, beneficial or membership interest
20 therein, whether formed by agreement or under statutory authority or
21 otherwise and whether formed or organized under the laws of this
22 state or the laws of any other jurisdiction.

23 B. The board of directors of the corporation which desires to
24 convert under this section shall adopt a resolution approving such

1 conversion, specifying the type of entity into which the corporation
2 shall be converted and recommending the approval of the conversion
3 by the shareholders of the corporation. If a plan of conversion is
4 to be adopted in accordance with subsection K of this section, such
5 plan shall be approved together with the resolution approving the
6 conversion. The resolution shall be submitted to the shareholders
7 of the corporation at an annual or special meeting. Due notice of
8 the time and purpose of the meeting shall be mailed to each holder
9 of shares, whether voting or nonvoting, of the corporation at the
10 address of the shareholder as it appears on the records of the
11 corporation, at least twenty (20) days prior to the date of the
12 meeting. At the meeting, the resolution shall be considered and a
13 vote taken for its adoption or rejection. If a majority of the
14 outstanding shares of stock of the corporation entitled to vote
15 shall vote for the adoption of the resolution, the conversion shall
16 be authorized provided that, if the corporation is converting to a
17 partnership having one or more general partners, then in addition to
18 such approval, authorization of the conversion shall require
19 approval of each shareholder of the corporation who will become a
20 general partner of such partnership as a result of the conversion.

21 C. If the corporation has converted in accordance with this
22 ~~section and the governing act of the domestic entity to which the~~
23 ~~corporation is converting does not provide for the filing of a~~
24 ~~conversion notice with the Secretary of State or the corporation is~~

1 ~~converting~~ to a foreign entity, the corporation shall file with the
2 Secretary of State a certificate of conversion executed in
3 accordance with Section 1007 of this title which certifies:

4 1. The name of the corporation and, if it has been changed, the
5 name under which it was originally incorporated;

6 2. The date of filing of its original certificate of
7 incorporation with the Secretary of State;

8 3. The name of the entity to which the corporation shall be
9 converted, its jurisdiction of formation if a foreign entity, and
10 the type of entity;

11 4. That the conversion has been approved in accordance with the
12 provisions of this section;

13 5. The future effective date or time of the conversion to an
14 entity, which shall be a date or time certain not later than ninety
15 (90) days after the filing, if it is not to be effective upon the
16 filing of the certificate of conversion;

17 6. The agreement of the foreign entity that it may be served
18 with process in this state in any action, suit or proceeding for
19 enforcement of any obligation of the foreign entity arising while it
20 was a domestic corporation and for enforcement of any obligation of
21 such other entity arising from the conversion including any suit or
22 other proceeding to enforce the right of any shareholders as
23 determined in appraisal proceedings under Section 1091 of this
24 title, and that it irrevocably appoints the Secretary of State as

1 its agent to accept service of process in any such action, suit or
2 proceeding;

3 7. The address to which a copy of the process referred to in
4 this subsection shall be mailed by the Secretary of State. In the
5 event of such service upon the Secretary of State in accordance with
6 the provisions of Section 2004 of Title 12 of the Oklahoma Statutes,
7 the Secretary of State shall immediately notify such corporation
8 that has converted out of this state by letter, certified mail,
9 return receipt requested, directed to the corporation at the address
10 specified unless the corporation shall have designated in writing to
11 the Secretary of State a different address for this purpose, in
12 which case it shall be mailed to the last address so designated.
13 The notice shall include a copy of the process and any other papers
14 served on the Secretary of State pursuant to the provisions of this
15 subsection. It shall be the duty of the plaintiff in the event of
16 such service to serve process and any other papers in duplicate, to
17 notify the Secretary of State that service is being effected
18 pursuant to the provisions of this subsection, and to pay the
19 Secretary of State the fee provided for in paragraph 7 of subsection
20 A of Section 1142 of this title, which fee shall be taxed as part of
21 the costs in the proceeding. The Secretary of State shall maintain
22 an alphabetical record of any such service setting forth the name of
23 the plaintiff and the defendant, the title, docket number, and
24 nature of the proceeding in which process has been served upon the

1 Secretary of State, the fact that service has been effected pursuant
2 to the provisions of this subsection, the return date thereof, and
3 the date service was made. The Secretary of State shall not be
4 required to retain such information longer than five (5) years from
5 receipt of the service of process by the Secretary of State; and

6 8. ~~If the entity to which the corporation is converting was~~
7 ~~required to make a filing with the Secretary of State as a condition~~
8 ~~of its formation, the type and date of such filing~~ If a plan of
9 conversion is adopted in accordance with subsection K of this
10 section, that all provisions of the plan of conversion shall be
11 approved in accordance with this section.

12 D. Upon the filing of a certificate of conversion ~~notice~~ with
13 the Secretary of State, whether under subsection C of this section
14 or under the governing act of the domestic entity to which the
15 corporation is converting, the filing of any formation document
16 required by the governing act of the domestic entity to which the
17 corporation is converting, and payment to the Secretary of State of
18 all prescribed fees, the corporation shall cease to exist as a
19 domestic corporation at the time the certificate of conversion
20 becomes effective in accordance with Section 1007 of this title. A
21 copy of the certificate of conversion issued by the Secretary of
22 State shall be prima facie evidence of the conversion by the
23 corporation.

1 E. The conversion of a domestic corporation under this section
2 and the resulting cessation of its existence as a domestic
3 corporation shall not be deemed to affect any obligations or
4 liabilities of the corporation incurred before such conversion or
5 the personal liability of any person incurred before the conversion,
6 nor shall it be deemed to affect the choice of law applicable to the
7 corporation with respect to matters arising before the conversion.

8 F. Unless otherwise provided in a resolution of conversion
9 adopted in accordance with this section, the converting corporation
10 shall not be required to wind up its affairs or pay its liabilities
11 and distribute its assets, and the conversion shall not constitute a
12 dissolution of such corporation.

13 G. In a conversion of a domestic corporation to an entity under
14 this section, shares of stock of the converting domestic corporation
15 may be exchanged for or converted into cash, property, shares of
16 stock, rights or securities of, or memberships or membership,
17 economic or ownership interests in, the entity to which the domestic
18 corporation is being converted or, in addition to or in lieu
19 thereof, may be exchanged for or converted into cash, property,
20 shares of stock, rights or securities of, or interests in, another
21 corporation or entity or may be canceled.

22 H. When a corporation has converted to an entity under this
23 section, the entity shall be deemed to be the same entity as the
24 corporation. All of the rights, privileges and powers of the

1 corporation that has converted, and all property, real, personal and
2 mixed, and all debts due to the corporation, as well as all other
3 things and causes of action belonging to the corporation, shall
4 remain vested in the entity to which the corporation has converted
5 and shall be the property of the entity, and the title to any real
6 property vested by deed or otherwise in the corporation shall not
7 revert or be in any way impaired by reason of the conversion; but
8 all rights of creditors and all liens upon any property of the
9 corporation shall be preserved unimpaired, and all debts,
10 liabilities and duties of the corporation that has converted shall
11 remain attached to the entity to which the corporation has
12 converted, and may be enforced against it to the same extent as if
13 the debts, liabilities and duties had originally been incurred or
14 contracted by it in its capacity as the entity. The rights,
15 privileges, powers and interest in property of the corporation that
16 has converted, as well as the debts, liabilities and duties of the
17 corporation, shall not be deemed, as a consequence of the
18 conversion, to have been transferred to the entity to which the
19 corporation has converted for any purpose of the laws of this state.

20 I. No vote of shareholders of a corporation shall be necessary
21 to authorize a conversion if no shares of the stock of the
22 corporation shall have been issued before the adoption by the board
23 of directors of the resolution approving the conversion.
24

1 J. Nothing in this section shall be deemed to authorize the
2 conversion of a charitable nonstock corporation into another entity,
3 if the charitable status of such charitable nonstock corporation
4 would thereby be lost or impaired.

5 K. In connection with a conversion under this section, the
6 converting corporation may adopt a plan of conversion that may
7 state:

8 1. The terms and conditions of the conversion;

9 2. That the document, instrument, agreement, or other writing
10 governing the internal affairs of the entity to which the converting
11 corporation is being converted to and the conduct of its business
12 shall be as set forth in an attachment to the plan of conversion;

13 3. The manner, if any, of exchanging or converting shares of
14 stock of the converting corporation that are to be exchanged for or
15 converted into cash, property, shares of stock, rights, or
16 securities of, or interests in, the entity to which the corporation
17 of this state is being converted or, in addition to or in lieu
18 thereof, cash, property, shares of stock, rights, or securities of,
19 or interests in, another domestic corporation or other entity or
20 canceling such shares, in accordance with subsection G of this
21 section;

22 4. Any details or provisions as are deemed desirable; and

23 5. Such other provisions or facts as shall be required to be
24 set forth in a plan of conversion by the laws applicable to the

1 entity to which the domestic corporation is being converted. Any of
2 the terms of the plan of conversion may be made dependent upon facts
3 ascertainable outside of such plan, provided that the manner in
4 which such facts shall operate upon the terms of the plan of
5 conversion is clearly and expressly set forth in the plan of
6 conversion. As used in this paragraph, "facts" includes, but is not
7 limited to, the occurrence of any event, including a determination,
8 or action by any person or body, including the entity to which the
9 domestic corporation is being converted or the converting
10 corporation.

11 SECTION 19. NEW LAW A new section of law to be codified
12 in the Oklahoma Statutes as Section 1090.6 of Title 18, unless there
13 is created a duplication in numbering, reads as follows:

14 AMENDMENTS TO CERTIFICATE OF INCORPORATION OF THE SURVIVING
15 CORPORATION; DISCLOSURE SCHEDULES

16 A. If an agreement of merger entered into under any provision
17 of the Oklahoma General Corporation Act, other than subsection G of
18 Section 1081 of Title 18 of the Oklahoma Statutes, provides, with
19 respect to any constituent corporation, that all of the shares of
20 capital stock of the constituent corporation issued and outstanding
21 immediately before the time at which the merger becomes effective
22 shall be converted into or exchanged for cash, property, rights, or
23 securities, excluding stock of the surviving corporation, then,
24

1 notwithstanding any other provision of the Oklahoma General
2 Corporation Act, with respect to the constituent corporation:

3 1. The agreement of merger as approved by the board of
4 directors shall not be required to include any provision regarding
5 the certificate of incorporation of the surviving corporation in
6 order for the agreement of merger to be considered in final form or
7 substantially final form;

8 2. Any amendment or amendment and restatement of the
9 certificate of incorporation of the surviving corporation may be
10 adopted by the board of directors of the constituent corporation or
11 any person acting at the direction thereof, or if under the terms of
12 the agreement of merger the shares or equity interests of a
13 constituent entity are to be converted into all of the shares of
14 capital stock of the surviving corporation, the board of directors
15 or governing body of the constituent entity or other person acting
16 at the direction thereof; and

17 3. No alteration or change of the certificate of incorporation
18 shall be deemed to constitute an amendment to the agreement of
19 merger.

20 B. Unless otherwise expressly provided by an agreement of
21 merger or consolidation, any disclosure letter, disclosure
22 schedules, or similar documents or instruments delivered in
23 connection with the agreement that modify, supplement, qualify, or
24 make exceptions to representations, warranties, covenants, or

1 conditions contained in the agreement shall not be deemed part of
2 the agreement for purposes of any provision of the Oklahoma General
3 Corporation Act but shall have the effects provided in the
4 agreement.

5 SECTION 20. AMENDATORY 18 O.S. 2021, Section 1093, is
6 amended to read as follows:

7 Section 1093.

8 MORTGAGE OR PLEDGE OF ASSETS

9 A. The authorization or consent of shareholders to the mortgage
10 or pledge of a corporation's property and assets shall not be
11 necessary, except to the extent that the certificate of
12 incorporation otherwise provides.

13 B. Without limiting the rights of a secured party under
14 applicable law, no resolution by shareholders shall be required by
15 subsection A of Section 1092 of this title for a sale, lease, or
16 exchange of property or assets if such property or assets are
17 collateral that secures a mortgage or are pledged to a secured party
18 and either:

19 1. The secured party exercises its rights under the law
20 governing such mortgage or pledge or other applicable law, whether
21 under the Uniform Commercial Code - Secured Transactions, a real
22 property law, or other law, to effect such sale, lease, or exchange
23 without the consent of the corporation; or
24

1 2. In lieu of the secured party exercising such rights, the
2 board of directors of the corporation authorizes an alternative
3 sale, lease, or exchange of such property or assets, whether with
4 the secured party or with another person, that results in the
5 reduction or elimination of the total liabilities or obligations
6 secured by such property or assets, provided that:

7 a. the value of such property or assets is less than or
8 equal to the total amount of such liabilities or
9 obligations being eliminated or reduced, and

10 b. such sale, lease, or exchange is not prohibited by the
11 law governing the mortgage or pledge.

12 The provision of consideration to the corporation or to its
13 shareholders shall not create a presumption that the value of such
14 property or assets is greater than the total amount of such
15 liabilities or obligations being eliminated or reduced.

16 C. A failure to satisfy the requirements in subparagraph a of
17 paragraph 2 of subsection B of this section shall not result in the
18 invalidation of a sale, lease, or exchange if the transferee of the
19 property or assets provided value therefor, which may include the
20 reduction or elimination of the total liabilities or obligations
21 secured by such property or assets, and acted in good faith, as
22 defined in paragraph (20) of subsection (b) of Section 1-201 of
23 Title 12A of the Oklahoma Statutes. This subsection shall not apply
24 to a proceeding against the corporation and any other necessary

1 parties to enjoin such sale, lease, or exchange before the
2 consummation thereof and shall not eliminate any liability for
3 monetary damages for any claim, including a claim in the right of
4 the corporation, based upon a violation of fiduciary duty by a
5 current or former director, officer, or shareholder.

6 D. Any provision of a certificate of incorporation that
7 requires the authorization or consent of shareholders for a sale,
8 lease, or exchange of property or assets shall not apply to a
9 transaction permitted by subsection B of this section unless such
10 provision expressly requires. This subsection shall apply only to
11 certificates of incorporation provisions that become effective on or
12 after the effective date of this act.

13 SECTION 21. AMENDATORY 18 O.S. 2021, Section 2001, as
14 amended by Section 2, Chapter 121, O.S.L. 2024 (18 O.S. Supp. 2025,
15 Section 2001), is amended to read as follows:

16 Section 2001.

17 DEFINITIONS

18 As used in the Oklahoma Limited Liability Company Act, unless
19 the context otherwise requires:

20 1. "Articles of organization" means documents filed for the
21 purpose of forming a limited liability company, and the articles as
22 amended;

23 2. "Bankrupt" means bankrupt under the United States Bankruptcy
24 Code, as amended, or insolvent under any state insolvency act;

1 3. "Business" means any trade, occupation, profession or other
2 activity regardless of whether engaged in for gain, profit or
3 livelihood;

4 4. "Capital contribution" means anything of value that a person
5 contributes to the limited liability company as a prerequisite for,
6 or in connection with, membership including cash, property, services
7 rendered or a promissory note or other binding obligation to
8 contribute cash or property or to perform services;

9 5. "Capital interest" means the fair market value as of the
10 date contributed of a member's capital contribution as adjusted for
11 any additional capital contributions or withdrawals, a person's
12 share of the profits and losses of a limited liability company and a
13 person's right to receive distributions of the limited liability
14 company's assets;

15 6. "Charitable entity" means any nonprofit limited liability
16 company or other entity that is exempt from taxation under ~~Section~~
17 ~~501(c)(3) of the United States Internal Revenue Code, 26 U.S.C.,~~
18 Section 501(c)(3), or any successor provisions;

19 7. "Corporation" means a corporation organized under the laws
20 of this state or the laws of any jurisdiction other than this state;

21 8. "Court" includes every court and judge having jurisdiction
22 in the case;

23 9. "Document" means:
24

- a. any tangible medium on which information is inscribed including handwritten, typed, printed, or similar instruments and copies of such instruments, and
- b. an electronic transmission;

10. "Electronic transmission" means any form of communication not directly involving the physical transmission of paper including the use of or participation in one or more electronic networks or databases, including one or more distributed electronic networks or databases, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof and that may be directly reproduced in paper form by such a recipient through an automated process;

11. "Foreign corporation" means a corporation organized under the laws of any jurisdiction other than this state;

12. "Foreign limited liability company" means:

- a. an unincorporated association,
- b. formed under the laws of any jurisdiction other than this state, and
- c. formed under a statute pursuant to which an association may be formed that affords to each of its members limited liability with respect to the liabilities of the entity;

13. "Foreign limited partnership" means a limited partnership formed under the laws of any jurisdiction other than this state;

1 14. "Jurisdiction", when used to refer to a political entity,
2 means the United States, a state, a tribal government, a foreign
3 country or a political subdivision of a foreign country;

4 15. "Limited liability company" or "domestic limited liability
5 company" means an entity formed under the Oklahoma Limited Liability
6 Company Act and existing under the laws of this state;

7 16. "Limited partnership" means a limited partnership formed
8 under the laws of this state or a foreign limited partnership as
9 defined in this section;

10 17. "Manager" or "managers" means a person or persons
11 designated by the members of a limited liability company to manage
12 the limited liability company as provided in the articles of
13 organization or an operating agreement and includes a manager of the
14 limited liability company generally and a manager associated with a
15 series of the limited liability company. Unless the context
16 otherwise requires, references in this act to a manager shall be
17 deemed to be references to a manager of the limited liability
18 company generally and to a manager associated with a series with
19 respect to such series;

20 18. "Member" means a person with an ownership interest in a
21 limited liability company, with the rights and obligations specified
22 under the Oklahoma Limited Liability Company Act and includes a
23 member of the limited liability company generally and a member
24 associated with a series of the limited liability company. Unless

1 the context otherwise requires, references in this act to a member
2 shall be deemed to be references to a member of the limited
3 liability company generally and to a member associated with a series
4 with respect to such series;

5 19. "Membership interest" or "interest" means a member's rights
6 in the limited liability company, collectively including the
7 member's share of the profits and losses of the limited liability
8 company, the right to receive distributions of the limited liability
9 company's assets and capital interest, any right to vote or
10 participate in management and such other rights accorded to members
11 under the articles of organization, operating agreement or the
12 Oklahoma Limited Liability Company Act;

13 20. "Operating agreement", regardless of whether referred to as
14 an operating agreement and whether oral, in a record, implied or in
15 any combination thereof, means any agreement of the members,
16 including a sole member, as to the affairs of a limited liability
17 company including any protected series or registered series thereof
18 and the conduct of its business including the agreement as amended
19 or restated;

20 21. "Person" means an individual, a general partnership, a
21 limited partnership, a limited liability company, a trust, an
22 estate, an association, a corporation or any other legal or
23 commercial entity;

1 22. "Protected series" means a designated series of members,
2 managers, membership interests, or assets that is established in
3 accordance with Section 2054.4 of this title;

4 23. "Registered series" means a designated series of members,
5 managers, membership interests, or assets that is formed in
6 accordance with Section ~~14~~ 2054.5 of this ~~act~~ title; and

7 24. "State" means a state, territory or possession of the
8 United States, the District of Columbia or the Commonwealth of
9 Puerto Rico.

10 SECTION 22. AMENDATORY Section 17, Chapter 121, O.S.L.
11 2024 (18 O.S. Supp. 2025, Section 2054.8), is amended to read as
12 follows:

13 Section 2054.8.

14 MERGER AND CONSOLIDATION OF REGISTERED SERIES

15 A. Under an agreement of merger or consolidation, one or more
16 registered series may merge or consolidate with or into one or more
17 other registered series of the same limited liability company with
18 such registered series as the agreement shall provide being the
19 surviving or resulting registered series. Unless otherwise provided
20 in the operating agreement, an agreement of merger or consolidation
21 shall be approved by each registered series which is to merge or
22 consolidate by members of the registered series who own a majority
23 of the then current percentage or other interest in the profits of
24 the registered series owned by all of the members of the registered

1 series. In connection with a merger or consolidation hereunder,
2 rights or securities of, or interests in, a registered series which
3 is a constituent party to the merger or consolidation may be
4 exchanged for or converted into cash, property, rights, or
5 securities of, or interests in, the surviving or resulting
6 registered series or, in addition to or in lieu thereof, may be
7 exchanged for or converted into cash, property, rights, or
8 securities of, or interests in, a domestic limited liability company
9 or other business entity which is not the surviving or resulting
10 registered series in the merger or consolidation, may remain
11 outstanding, or may be canceled. Notwithstanding prior approval, an
12 agreement of merger or consolidation may be terminated or amended
13 under a provision for such termination or amendment contained in the
14 agreement of merger or consolidation.

15 B. If a registered series is merging or consolidating under
16 this section, the registered series surviving or resulting in or
17 from the merger or consolidation shall file articles of merger or
18 consolidation of registered series executed by one or more
19 authorized persons on behalf of the registered series when it is the
20 surviving or resulting registered series in the Office of the
21 Secretary of State. The articles of merger or consolidation of
22 registered series shall state:

23

24

1 1. The name of each registered series which is to merge or
2 consolidate and the name of the limited liability company that
3 formed the registered series;

4 2. That an agreement of merger or consolidation has been
5 approved and executed by or on behalf of each registered series
6 which is to merge or consolidate;

7 3. The name of the surviving or resulting registered series;

8 4. Such ~~amendment~~ amendments, if any, to the articles of
9 registered series ~~of the registered series~~ that is the surviving
10 registered series ~~to change the name of the surviving registered~~
11 ~~series,~~ as ~~is~~ are desired to be effected by the merger. Such
12 amendments may amend and restate the articles of registered series
13 of the surviving registered series in its entirety;

14 5. The future effective date or time, which shall be a date or
15 time certain, of the merger or consolidation if it is not to be
16 effective upon the filing of the articles of merger or consolidation
17 of registered series;

18 6. That the agreement of merger or consolidation is on file at
19 a place of business of the surviving or resulting registered series
20 or the limited liability company that formed such registered series,
21 and shall state the address thereof; and

22 7. That a copy of the agreement of merger or consolidation will
23 be furnished by the surviving or resulting registered series, on
24

1 request and without cost, to any member of any registered series
2 which is to merge or consolidate.

3 C. Unless a future effective date or time is provided in
4 articles of merger or consolidation of registered series, a merger
5 or consolidation under this section shall be effective upon the
6 filing in the Office of the Secretary of State of articles of merger
7 or consolidation of registered series.

8 D. Articles of merger or consolidation of registered series
9 cancel the articles of registered series of the registered series
10 which is not the surviving or resulting registered series in the
11 merger or consolidation. Articles of merger or consolidation of
12 registered series that set forth any amendment in accordance with
13 paragraph 4 of subsection B of this section is deemed to be an
14 amendment to the articles of registered series of the surviving
15 registered series, and no further action shall be required to amend
16 the articles of registered series of the surviving registered series
17 under Section ~~14~~ 2054.5 of this ~~act~~ title with respect to such
18 amendments set forth in such articles of merger or consolidation.
19 Whenever this section requires the filing of articles of merger or
20 consolidation of registered series, such requirement is deemed
21 satisfied by the filing of an agreement of merger or consolidation
22 containing the information required by this section to be set forth
23 in such articles of merger or consolidation.

1 E. An agreement of merger or consolidation approved in
2 accordance with subsection A of this section may effect any
3 amendment to the operating agreement relating solely to the
4 registered series that are constituent parties to the merger or
5 consolidation. Any amendment to an operating agreement relating
6 solely to the registered series that are constituent parties to the
7 merger or consolidation made under this subsection shall be
8 effective at the effective time or date of the merger or
9 consolidation and shall be effective notwithstanding any provision
10 of the operating agreement relating to amendment of the operating
11 agreement, other than a provision that by its terms applies to an
12 amendment to the operating agreement in connection with a merger or
13 consolidation. The provisions of this subsection shall not be
14 construed to limit the accomplishment of a merger or of any of the
15 matters referred to herein by any other means provided for in an
16 operating agreement or other agreement or as otherwise permitted by
17 law, including that the operating agreement relating to any
18 constituent registered series to the merger or consolidation,
19 including a registered series formed for the purpose of consummating
20 a merger or consolidation, shall be the operating agreement of the
21 surviving or resulting registered series.

22 F. When any merger or consolidation shall have become effective
23 under this section, for all purposes of the laws of this state, all
24 of the rights, privileges, and powers of each of the registered

1 series that have merged or consolidated, and all property, real,
2 personal, and mixed, and all debts due to any of the registered
3 series, as well as all other things and causes of action belonging
4 to each of the registered series, shall be vested in the surviving
5 or resulting registered series, and shall thereafter be the property
6 of the surviving or resulting registered series as they were of each
7 of the registered series that have merged or consolidated. The
8 title to any real property vested by deed or otherwise, under the
9 laws of this state, in any of the registered series, shall not
10 revert or be in any way impaired by reason of this act; but all
11 rights of creditors and all liens upon any property of any of the
12 registered series shall be preserved unimpaired, and all debts,
13 liabilities, and duties of each of the registered series that have
14 merged or consolidated shall remain attached to the surviving or
15 resulting registered series, and may be enforced against it to the
16 same extent as if the debts, liabilities, and duties had been
17 incurred or contracted by it. Unless otherwise agreed, a merger or
18 consolidation of a registered series of a limited liability company,
19 including a registered series which is not the surviving or
20 resulting registered series in the merger or consolidation, shall
21 not require the registered series to wind up its affairs under
22 Section ~~14~~ 2054.5 of this ~~act~~ title, or pay its liabilities and
23 distribute its assets under Section ~~14~~ 2054.5 of this ~~act~~ title, and
24

1 the merger or consolidation shall not constitute a dissolution of
2 the registered series.

3 G. An operating agreement may provide that a registered series
4 of a limited liability company shall not have the power to merge or
5 consolidate as set forth in this section.

6 SECTION 23. AMENDATORY Section 18, Chapter 121, O.S.L.
7 2024 (18 O.S. Supp. 2025, Section 2054.9), is amended to read as
8 follows:

9 Section 2054.9.

10 DIVISION OF A LIMITED LIABILITY COMPANY

11 A. As used in this act:

12 1. "Dividing company" means the domestic limited liability
13 company that is effecting a division in the manner provided in this
14 section;

15 2. "Division" means the division of a dividing company into two
16 or more domestic limited liability companies in accordance with this
17 section;

18 3. "Division company" means a surviving company, if any, and
19 each resulting company;

20 4. "Division contact" means, in connection with any division, a
21 natural person who is a resident of this state, any division company
22 in the division or any other domestic limited liability company, or
23 other entity as defined in Section 2054 of ~~Title 18 of the Oklahoma~~
24 ~~Statutes~~ this title formed or organized under the laws of this

1 state, which division contact shall maintain a copy of the plan of
2 division for a period of six (6) years from the effective date of
3 the division and shall comply with paragraph 3 of subsection G of
4 this section;

5 5. "Organizational documents" means the articles of
6 organization and operating agreement of a domestic limited liability
7 company;

8 6. "Resulting company" means a domestic limited liability
9 company formed as a consequence of a division; and

10 7. "Surviving company" means a dividing company that survives
11 the division.

12 B. Under a plan of division, any domestic limited liability
13 company may, in the manner provided in this section, be divided into
14 two or more domestic limited liability companies. The division of a
15 domestic limited liability company in accordance with this section
16 and, if applicable, the resulting cessation of the existence of the
17 dividing company under articles of division shall not be deemed to
18 affect the personal liability of any person incurred before the
19 division with respect to matters arising before the division, nor
20 shall it be deemed to affect the validity or enforceability of any
21 obligations or liabilities of the dividing company incurred before
22 the division; provided, that the obligations and liabilities of the
23 dividing company shall be allocated to and vested in, and valid and
24 enforceable obligations of, the division company or companies to

1 which the obligations and liabilities have been allocated under the
2 plan of division, as provided in subsection H of this section. Each
3 resulting company in a division shall be formed in compliance with
4 the requirements of this act and subsection H of this section.

5 C. If the operating agreement of the dividing company specifies
6 the manner of adopting a plan of division, the plan of division
7 shall be adopted as specified in the operating agreement. If the
8 operating agreement of the dividing company does not specify the
9 manner of adopting a plan of division and does not prohibit a
10 division of the limited liability company, the plan of division
11 shall be adopted in the same manner as is specified in the operating
12 agreement for authorizing a merger or consolidation that involves
13 the limited liability company as a constituent party to the merger
14 or consolidation. If the operating agreement of the dividing
15 company does not specify the manner of adopting a plan of division
16 or authorizing a merger or consolidation that involves the limited
17 liability company as a constituent party and does not prohibit a
18 division of the limited liability company, the adoption of a plan of
19 division shall be authorized by the approval of members who own a
20 majority of the then current percentage or other interest in the
21 profits of the dividing company owned by all of the members.
22 Notwithstanding prior approval, a plan of division may be terminated
23 or amended under a provision for the termination or amendment
24 contained in the plan of division.

1 D. Unless otherwise provided in a plan of division, the
2 division of a domestic limited liability company under this section
3 shall not require the limited liability company to wind up its
4 affairs under Section 2039 of ~~Title 18 of the Oklahoma Statutes~~ this
5 title or pay its liabilities and distribute its assets under Section
6 2040 of ~~Title 18 of the Oklahoma Statutes~~ this title, and the
7 division shall not constitute a dissolution of the limited liability
8 company.

9 E. In connection with a division under this section, rights or
10 securities of, or interests in, the dividing company may be
11 exchanged for or converted into cash, property, rights, or
12 securities of, or interests in, the surviving company or any
13 resulting company or, in addition to or in lieu thereof, may be
14 exchanged for or converted into cash, property, rights, or
15 securities of, or interests in, a domestic limited liability company
16 or any other business entity which is not a division company or may
17 be canceled or remain outstanding, if the dividing company is a
18 surviving company.

19 F. A plan of division adopted in accordance with subsection C
20 of this section:

21 1. May effect any amendment to the operating agreement of the
22 dividing company if it is a surviving company in the division; or

23 2. May effect the adoption of a new operating agreement for the
24 dividing company if it is a surviving company in the division; and

1 3. Shall effect the adoption of an operating agreement for each
2 resulting company. Any amendment to an operating agreement or
3 adoption of a new operating agreement for the dividing company, if
4 it is a surviving company in the division, or adoption of an
5 operating agreement for each resulting company made under the
6 foregoing sentence shall be effective at the effective time or date
7 of the division. Any amendment to an operating agreement or
8 adoption of an operating agreement for the dividing company, if it
9 is a surviving company in the division, shall be effective
10 notwithstanding any provision in the operating agreement of the
11 dividing company relating to amendment or adoption of a new
12 operating agreement, other than a provision that by its terms
13 applies to an amendment to the operating agreement or the adoption
14 of a new operating agreement, in either case, in connection with a
15 division, merger, or consolidation.

16 G. If a domestic limited liability company is dividing under
17 this section, the dividing company shall adopt a plan of division
18 which shall set forth:

19 1. The terms and conditions of the division, including:

- 20 a. any conversion or exchange of the membership interests
21 of the dividing company into or for membership
22 interests or other securities or obligations of any
23 division company or cash, property, or rights or
24 securities or obligations of or interests in any other

1 business entity or domestic limited liability company
2 which is not a division company, or that the
3 membership interests of the dividing company shall
4 remain outstanding or be canceled, or any combination
5 of the foregoing, and

6 b. the allocation of assets, property, rights, series,
7 debts, liabilities, and duties of the dividing company
8 among the division companies;

9 2. The name of each resulting company and, if the dividing
10 company will survive the division, the name of the surviving
11 company;

12 3. The name and business address of a division contact which
13 shall have custody of a copy of the plan of division. The division
14 contact, or any successor division contact, shall serve for a period
15 of six (6) years following the effective date of the division.
16 During the six-year period the division contact shall provide,
17 without cost, to any creditor of the dividing company, within thirty
18 (30) days following the division contact's receipt of a written
19 request from any creditor of the dividing company, the name and
20 business address of the division company to which the claim of the
21 creditor was allocated under the plan of division; and

22 4. Any other matters that the dividing company determines to
23 include therein.
24

1 H. If a domestic limited liability company divides under this
2 section, the dividing company shall file articles of division
3 executed by one or more authorized persons on behalf of the dividing
4 company in the Office of the Secretary of State in accordance with
5 Section 2006 of ~~Title 18 of the Oklahoma Statutes~~ this title and
6 articles of organization that comply with Section 2005 of ~~Title 18~~
7 ~~of the Oklahoma Statutes~~ this title for each resulting company
8 executed by one or more authorized persons in accordance with
9 Section 2006 of ~~Title 18 of the Oklahoma Statutes~~ this title. The
10 articles of division shall state:

11 1. The name of the dividing company and, if it has been
12 changed, the name under which its articles of organization were
13 originally filed and whether the dividing company is a surviving
14 company;

15 2. The date of filing of the dividing company's original
16 articles of organization with the Secretary of State;

17 3. The name of each division company;

18 4. The amendments, if any, to the articles of organization of
19 the surviving company that are desired to be effected in the
20 division. Such amendments may amend and restate the articles of
21 organization of the surviving company in their entirety;

22 5. The name and business address of the division contact
23 required by paragraph 3 of subsection G of this section;
24

1 ~~5.~~ 6. The future effective date or time, which shall be a date
2 or time certain, of the division if it is not to be effective upon
3 the filing of the articles of division;

4 ~~6.~~ 7. That the division has been approved in accordance with
5 this section;

6 ~~7.~~ 8. That the plan of division is on file at a place of
7 business of the division company as is specified therein, and shall
8 state the address thereof;

9 ~~8.~~ 9. That a copy of the plan of division will be furnished by
10 the division company as is specified therein, on request and without
11 cost, to any member of the dividing company; and

12 ~~9.~~ 10. Any other information the dividing company determines to
13 include therein.

14 I. The articles of division and each of the articles of
15 organization for each resulting company required by subsection H of
16 this section shall be filed simultaneously in the Office of the
17 Secretary of State and, if the articles are not to become effective
18 upon their filing as permitted by subsection C of Section 2007 of
19 ~~Title 18 of the Oklahoma Statutes~~ this title, then each of the
20 articles shall provide for the same effective date or time in
21 accordance with subsection C of Section 2007 of ~~Title 18 of the~~
22 ~~Oklahoma Statutes~~ this title. Concurrently with the effective date
23 or time of a division, the operating agreement of each resulting
24 company shall become effective.

1 J. The articles of division shall act as a cancellation of the
2 articles of organization for a dividing company which is not a
3 surviving company.

4 K. An operating agreement may provide that a domestic limited
5 liability company shall not have the power to divide as set forth in
6 this section.

7 L. Upon the division of a domestic limited liability company
8 becoming effective:

9 1. The dividing company shall be divided into the distinct and
10 independent resulting companies named in the plan of division, and,
11 if the dividing company is not a surviving company, the existence of
12 the dividing company shall cease;

13 2. For all purposes of the laws of this state, all of the
14 rights, privileges, and powers, and all the property, real,
15 personal, and mixed, of the dividing company and all debts due on
16 whatever account to it, and all other things and other causes of
17 action belonging to it, shall without further action be allocated to
18 and vested in the applicable division company in the manner and
19 basis and with the effect as is specified in the plan of division,
20 and the title to any real property or interest therein allocated to
21 and vested in any division company shall not revert or be in any way
22 impaired by reason of the division;

23 3. Each division company shall, from and after effectiveness of
24 the articles of division, be liable as a separate and distinct

1 domestic limited liability company for the debts, liabilities, and
2 duties of the dividing company as are allocated to the division
3 company under the plan of division in the manner and on the basis
4 provided in subparagraph b of paragraph 1 of subsection G of this
5 section;

6 4. Each of the debts, liabilities, and duties of the dividing
7 company shall without further action be allocated to and be the
8 debts, liabilities, and duties of the division company as is
9 specified in the plan of division as having the debts, liabilities,
10 and duties allocated to it, in the manner and basis and with the
11 effect as is specified in the plan of division, and no other
12 division company shall be liable therefor, so long as the plan of
13 division does not constitute a fraudulent transfer under applicable
14 law, and all liens upon any property of the dividing company shall
15 be preserved unimpaired, and all debts, liabilities, and duties of
16 the dividing company shall remain attached to the division company
17 to which the debts, liabilities, and duties have been allocated in
18 the plan of division, and may be enforced against the division
19 company to the same extent as if the debts, liabilities, and duties
20 had originally been incurred or contracted by it in its capacity as
21 a domestic limited liability company;

22 5. In the event that any allocation of assets, debts,
23 liabilities, and duties to division companies in accordance with a
24 plan of division is determined by a court of competent jurisdiction

1 to constitute a fraudulent transfer, each division company shall be
2 jointly and severally liable on account of the fraudulent transfer
3 notwithstanding the allocations made in the plan of division;
4 provided, however, the validity and effectiveness of the division
5 are not otherwise affected thereby;

6 6. Debts and liabilities of the dividing company that are not
7 allocated by the plan of division shall be the joint and several
8 debts and liabilities of all of the division companies;

9 7. It shall not be necessary for a plan of division to list
10 each individual asset, property, right, series, debt, liability, or
11 duty of the dividing company to be allocated to a division company
12 so long as the assets, property, rights, series, debts, liabilities,
13 or duties so allocated are reasonably identified by any method where
14 the identity of the assets, property, rights, series, debts,
15 liabilities, or duties is objectively determinable;

16 8. The rights, privileges, powers, and interests in property of
17 the dividing company that have been allocated to a division company,
18 as well as the debts, liabilities, and duties of the dividing
19 company that have been allocated to the division company under a
20 plan of division, shall remain vested in the division company and
21 shall not be deemed, as a result of the division, to have been
22 assigned or transferred to the division company for any purpose of
23 the laws of this state; and
24

1 9. Any action or proceeding pending against a dividing company
2 may be continued against the surviving company as if the division
3 did not occur, but subject to paragraph 4 of this subsection ~~1 of~~
4 ~~this section~~ and against any resulting company to which the asset,
5 property, right, series, debt, liability, or duty associated with
6 the action or proceeding was allocated under the plan of division by
7 adding or substituting the resulting company as a party in the
8 action or proceeding.

9 M. In applying the provisions of this act on distributions, a
10 direct or indirect allocation of property or liabilities in a
11 division is not deemed a distribution for purposes of this act.

12 N. The provisions of this section shall not be construed to
13 limit the means of accomplishing a division by any other means
14 provided for in an operating agreement or other agreement or as
15 otherwise permitted by this act or as otherwise permitted by law.

16 O. All limited liability companies formed on or after November
17 1, 2023, shall be governed by this section. All limited liability
18 companies formed before November 1, 2023, shall be governed by this
19 section; provided, that if the dividing company is a party to any
20 written contract, indenture, or other agreement entered into before
21 November 1, 2023, that, by its terms, restricts, conditions, or
22 prohibits the consummation of a merger or consolidation by the
23 dividing company with or into another party, or the transfer of
24 assets by the dividing company to another party, then the

1 restriction, condition, or prohibition is deemed to apply to a
2 division as if it were a merger, consolidation, or transfer of
3 assets, as applicable.

4 SECTION 24. This act shall become effective November 1, 2026.

5 COMMITTEE REPORT BY: COMMITTEE ON JUDICIARY
6 February 24, 2026 - DO PASS AS AMENDED BY CS
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