

**GENERAL ASSEMBLY OF NORTH CAROLINA
SESSION 2007**

**SESSION LAW 2007-385
SENATE BILL 576**

AN ACT TO AMEND THE LAWS GOVERNING BUSINESS ENTITIES TO MAKE
VARIOUS CLARIFYING AND TECHNICAL CHANGES REGARDING
MERGERS AND THE AUTHORITY OF BOARD COMMITTEES.

The General Assembly of North Carolina enacts:

SECTION 1. G.S. 55-8-25(e) reads as rewritten:

"(e) A committee shall not, however, do any of the following:

- (1) Authorize distributions. or approve distributions, except according to a formula or method, or within limits, prescribed by the board of directors.
- (2) Approve or propose to shareholders action that this act requires be approved by shareholders.
- (3) Fill vacancies on the board of directors or on any of its committees.
- (4) Amend articles of incorporation pursuant to G.S. 55-10-02.
- (5) Adopt, amend, or repeal bylaws.
- (6) Approve a plan of merger not requiring shareholder approval."

SECTION 2. G.S. 55-11-10(e)(6) reads as rewritten:

"(6) The interests in each merging business entity that are to be converted into interests, obligations, or securities of the surviving business entity or into the right to receive cash or other property are thereupon so converted, and the former holders of the interests are entitled only to the rights provided to them in the ~~articles~~ plan of merger or, in the case of former holders of shares in a domestic corporation, any rights they may have under Article 13 of this Chapter; and"

SECTION 3. G.S. 55A-11-09(e)(6) reads as rewritten:

"(6) The interests in each merging business entity that are to be converted into interests, obligations, or securities of the surviving business entity or into the right to receive cash or other property are thereupon so converted, and the former holders of the interests are entitled only to the rights provided to them in the ~~articles~~ plan of merger or, in the case of former holders of shares in a domestic business corporation, any rights they may have under Article 13 of Chapter 55 of the General Statutes; and"

SECTION 4. G.S. 57C-9A-23(a)(6) reads as rewritten:

"(6) The interests in each merging business entity that are to be converted into interests, obligations, or securities of the surviving business entity or into the right to receive cash or other property are thereupon so converted, and the former holders of the interests are entitled only to the rights provided to them in the ~~articles~~ plan of merger or, in the case of former holders of shares in a domestic corporation, any rights they may have under Article 13 of Chapter 55 of the General Statutes; and"

SECTION 5. G.S. 59-73.33(a)(5) reads as rewritten:

"(5) The interests in each merging business entity that are to be converted into interests, obligations, or securities of the surviving business entity or into the right to receive cash or other property are thereupon so

converted, and the former holders of the interests ~~in each merging business entity~~ are entitled only to the rights provided to them in the ~~articles plan~~ of merger or, in the case of former holders of shares in a domestic corporation ~~(as defined in G.S. 55-1-40),~~ corporation, as defined in G.S. 55-1-40, any rights they may have under Article 13 of Chapter 55 of the General Statutes; and".

SECTION 6. G.S. 59-1073(a)(6) reads as rewritten:

"(6) The interests in each merging business entity that are to be converted into interests, obligations, or securities of the surviving business entity or into the right to receive cash or other property are thereupon so converted, and the former holders of the interests are entitled only to the rights provided to them in the ~~articles plan~~ of merger or, in the case of former holders of shares in a domestic corporation as defined in G.S. 55-1-40, any rights they have under Article 13 of Chapter 55 of the General Statutes; and".

SECTION 7. The Revisor of Statutes may cause to be printed all explanatory comments of the drafters of the act as the Revisor deems appropriate.

SECTION 8. This act is effective when it becomes law.

In the General Assembly read three times and ratified this the 24th day of July, 2007.

s/ Beverly E. Perdue
President of the Senate

s/ Joe Hackney
Speaker of the House of Representatives

s/ Michael F. Easley
Governor

Approved 7:07 p.m. this 19th day of August, 2007