

## §921. Domestication

**1. Foreign business corporation may become domestic business corporation.** A foreign business corporation may become a domestic business corporation only if the domestication is permitted by the organic law of the foreign corporation. The laws of this State govern the effect of domesticating in this State pursuant to this subchapter.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**2. Domestic business corporation may become foreign business corporation.** A domestic business corporation may become a foreign business corporation only if the domestication is permitted by the laws of the foreign jurisdiction. Regardless of whether the laws of the foreign jurisdiction require the adoption of a plan of domestication, the domestication must be approved by the adoption by the domestic business corporation of a plan of domestication in the manner provided in this subchapter. The laws of the foreign jurisdiction govern the effect of domesticating in that jurisdiction.

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**3. Plan of domestication.** A domestic business corporation's plan of domestication in accordance with subsection 2 must include:

A. The name of the jurisdiction in which the corporation is to be domesticated; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

B. The terms and conditions of the domestication; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

C. The manner and basis of reclassifying the shares of the corporation following its domestication into shares or other securities, obligations, rights to acquire shares or other securities, cash, other property or any combination thereof; and [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

D. Any desired amendments to the articles of incorporation of the corporation following its domestication. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**4. Amend plan.** A domestic business corporation's plan of domestication submitted in accordance with subsection 2 may also include a provision that the plan may be amended prior to the filing of the document required by the laws of this State or the other jurisdiction to consummate the domestication, except that after approval of the plan by the shareholders the plan may not be amended to change:

A. The amount or kind of shares or other securities, obligations, rights to acquire shares or other securities, cash or other property to be received by the shareholders under the plan; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

B. The articles of incorporation of the corporation as they will be in effect immediately following the domestication, except for changes permitted by section 1005 or by comparable provisions of the laws of the other jurisdiction; or [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

C. Any of the other terms or conditions of the plan if the change would adversely affect any of the shareholders in any material respect. [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**5. Transitional rule.** If any debt security, note or similar evidence of indebtedness for money borrowed, whether secured or unsecured, or a contract of any kind issued, incurred or signed by a domestic business corporation before July 1, 2003 contains a provision applying to a merger of the corporation and the document does not refer to a domestication of the corporation, the provision is deemed to apply to a domestication of the corporation until the provision is amended.

[PL 2011, c. 274, §37 (AMD).]

**6. Extrinsic facts.** Terms of a plan of domestication may be made dependent upon facts objectively ascertainable outside the plan in accordance with section 121, subsection 10.

[PL 2003, c. 344, Pt. B, §75 (NEW).]

#### SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §§B74,75 (AMD).  
PL 2011, c. 274, §37 (AMD).

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