

CHAPTER 58  
FORMERLY  
SENATE BILL NO. 82

AN ACT TO AMEND CHAPTER 18, TITLE 6 OF THE DELAWARE CODE RELATING TO THE CREATION, REGULATION OPERATION AND DISSOLUTION OF DOMESTIC LIMITED LIABILITY COMPANIES AND THE REGISTRATION AND REGULATION OF FOREIGN LIMITED LIABILITY COMPANIES.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF DELAWARE:

Section 1. Amend § 18-111, Chapter 18, Title 6 of the Delaware Code by inserting the words "or any provision of this chapter, or any other instrument, document, agreement or certificate contemplated by any provision of this chapter," immediately before the words "may be brought" in the first sentence thereof.

Section 2. Amend § 18-204(a), Chapter 18, Title 6 of the Delaware Code by inserting the words ", except that a certificate of merger or consolidation filed by a surviving or resulting other business entity shall be executed by any person authorized to execute such certificate on behalf of such other business entity" immediately before the ".".

Section 3. Amend § 18-209(a), Chapter 18, Title 6 of the Delaware Code by inserting the words "and in § 18-204 of this title" immediately after the words "As used in this section" and before the first ",".

Section 4. Amend § 18-209(c)(4), Chapter 18, Title 6 of the Delaware Code by inserting the words ", registered office or registered agent" immediately after the words "to change its name".

Section 5. Amend § 18-209(f), Chapter 18, Title 6 of the Delaware Code by inserting the words "and shall be effective notwithstanding any provision of the limited liability company agreement relating to amendment or adoption of a new limited liability company agreement, other than a provision that by its terms applies to an amendment to the limited liability company agreement or the adoption of a new limited liability company agreement, in either case, in connection with a merger or consolidation" immediately before the "." in the second sentence thereof.

Section 6. Amend § 18-302(e), Chapter 18, Title 6 of the Delaware Code by inserting the words ", including as permitted by § 18-209(f) of this title" immediately after the words "as otherwise permitted by law".

Section 7. Amend § 18-1101, Chapter 18, Title 6 of the Delaware Code by inserting a new subsection (h) at the end of such section reading as follows:

"(h) Action validly taken pursuant to one provision of this chapter shall not be deemed invalid solely because it is identical or similar in substance to an action that could have been taken pursuant to some other provision of this chapter but fails to satisfy one or more requirements prescribed by such other provision."

Section 8. This Act shall become effective August 1, 2009.

Approved June 26, 2009