

**§1302. Appraisal rights**

A shareholder is entitled to appraisal rights and to obtain payment of the fair value of that shareholder's shares in the event of any of the following corporate actions: [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**1. Merger to which corporation is party.** Consummation of a merger to which a corporation is a party if:

A. Shareholder approval is required for the merger by section 1104, except that appraisal rights are not available to any shareholder of the corporation with respect to shares of any class or series that remain outstanding after consummation of the merger; or [PL 2011, c. 274, §60 (AMD).]

B. The corporation is a subsidiary and the merger is governed by section 1105; [PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]  
[PL 2011, c. 274, §60 (AMD).]

**2. Share exchange to which corporation is party.** Consummation of a share exchange to which the corporation is a party as the corporation whose shares will be acquired, except that appraisal rights are not available to any shareholder of the corporation with respect to any class or series of shares of the corporation that are not exchanged;  
[PL 2011, c. 274, §61 (AMD).]

**3. Disposition of assets.** Consummation of a disposition of assets pursuant to section 1202, except that appraisal rights are not available to a shareholder of the corporation with respect to shares of a class or series if:

A. Under the terms of the corporate action approved by the shareholders, there is to be distributed to shareholders in cash the corporation's net assets, in excess of a reasonable amount reserved to meet claims of the type described in sections 1407 and 1408:

(1) Within one year after the shareholders' approval of the action; and

(2) In accordance with the shareholders' respective interests determined at the time of distribution; and [PL 2011, c. 274, §62 (NEW).]

B. The disposition of assets is not an interested transaction; [PL 2011, c. 274, §62 (NEW).]  
[PL 2011, c. 274, §62 (RPR).]

**4. Fractional shares.** An amendment of the corporation's articles of incorporation with respect to a class or series of shares that reduces the number of shares of a class or series owned by the shareholder to a fraction of a share if the corporation has the obligation or right to repurchase the fractional share so created;  
[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**5. Other amendment.** Any other amendment to the corporation's articles of incorporation, merger, share exchange or disposition of assets to the extent provided by the articles of incorporation, bylaws or a resolution of the corporation's board of directors;  
[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**6. Domestication.** Consummation of a domestication if the shareholder does not receive shares in the foreign corporation resulting from the domestication that have terms as favorable to the shareholder in all material respects and represent at least the same percentage interest of the total voting rights of the outstanding shares of the corporation as the shares held by the shareholder before the domestication;  
[PL 2001, c. 640, Pt. A, §2 (NEW); PL 2001, c. 640, Pt. B, §7 (AFF).]

**7. Conversion to nonprofit status.** Consummation of a conversion of the corporation to nonprofit status pursuant to chapter 9, subchapter 2; or  
[PL 2003, c. 344, Pt. B, §106 (AMD).]

**8. Conversion to unincorporated entity.** Consummation of a conversion of the corporation to an unincorporated entity pursuant to chapter 9, subchapter 4.  
[PL 2003, c. 344, Pt. B, §106 (AMD).]

SECTION HISTORY

PL 2001, c. 640, §A2 (NEW). PL 2001, c. 640, §B7 (AFF). PL 2003, c. 344, §B106 (AMD). PL 2011, c. 274, §§60-62 (AMD).

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