

(2) "BUSINESS TRUST" MEANS A BUSINESS TRUST OR A FOREIGN BUSINESS TRUST AS DEFINED IN § 8-501.1 OF THIS ARTICLE.

(3) "CORPORATION" MEANS A MARYLAND CORPORATION OR A FOREIGN CORPORATION.

(4) "MAJORITY IN INTEREST OF THE LIMITED PARTNERS" MEANS A MAJORITY IN INTEREST OF EACH CLASS OF THE LIMITED PARTNERS (SUCH MAJORITIES DETERMINED ON THE BASIS OF THE SHARING OF PROFITS AND LOSSES BY THE LIMITED PARTNERS).

(B) UNLESS THE PARTNERSHIP AGREEMENT PROVIDES OTHERWISE, A DOMESTIC LIMITED PARTNERSHIP MAY MERGE INTO ONE OR MORE DOMESTIC OR FOREIGN LIMITED PARTNERSHIPS, CORPORATIONS HAVING CAPITAL STOCK, OR BUSINESS TRUSTS HAVING TRANSFERABLE UNITS OF BENEFICIAL INTEREST; OR ONE OR MORE DOMESTIC OR FOREIGN LIMITED PARTNERSHIPS, CORPORATIONS HAVING CAPITAL STOCK, OR BUSINESS TRUSTS HAVING TRANSFERABLE UNITS OF BENEFICIAL INTEREST MAY MERGE INTO A DOMESTIC LIMITED PARTNERSHIP.

(C) THE PROPOSED MERGER SHALL BE APPROVED IN THE MANNER PROVIDED BY THIS SUBSECTION:

(1) A CORPORATION OR A BUSINESS TRUST SHALL APPROVE THE MERGER IN ACCORDANCE WITH THE PROVISIONS OF § 3-105 OF THIS ARTICLE;

(2) UNLESS THE PARTNERSHIP AGREEMENT PROVIDES OTHERWISE, A LIMITED PARTNERSHIP SHALL APPROVE THE PROPOSED MERGER BY THE AFFIRMATIVE VOTE OF ALL OF THE GENERAL PARTNERS AND A MAJORITY IN INTEREST OF THE LIMITED PARTNERS; AND

(3) A FOREIGN LIMITED PARTNERSHIP PARTY TO THE MERGER SHALL HAVE THE MERGER ADVISED, AUTHORIZED, AND APPROVED IN THE MANNER AND BY THE VOTE REQUIRED BY THE LAWS OF THE PLACE WHERE IT IS ORGANIZED.

(D) ARTICLES OF MERGER CONTAINING PROVISIONS REQUIRED BY § 3-109 OF THIS ARTICLE AND OTHER PROVISIONS PERMITTED BY THAT SECTION SHALL BE:

(1) EXECUTED BY ALL OF THE GENERAL PARTNERS OF EACH LIMITED PARTNERSHIP PARTY TO THE ARTICLES AND, IN THE CASE OF A CORPORATION OR BUSINESS TRUST, IN THE MANNER REQUIRED BY TITLE 1 OF THIS ARTICLE; AND

(2) FILED FOR RECORD WITH THE DEPARTMENT.

(E) (1) UNLESS THE ARTICLES OF MERGER PROVIDE OTHERWISE, A PROPOSED MERGER OR CONSOLIDATION MAY BE ABANDONED BEFORE THE EFFECTIVE DATE OF THE ARTICLES BY A VOTE OF THE MAJORITY OF THE GENERAL PARTNERS AND A MAJORITY IN INTEREST OF THE LIMITED PARTNERS OF ANY LIMITED PARTNERSHIP PARTY TO THE ARTICLES, BY A