

10-208.

(a) (1) In this section the following words have the meanings indicated.

(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) "Limited liability company" means a Maryland or a foreign limited liability company as defined by § 4A-101 of this article.

(5) "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).

(6) "FOREIGN PARTNERSHIP" MEANS A PARTNERSHIP FORMED UNDER THE LAWS OF ANY STATE, OTHER THAN THIS STATE, OR UNDER THE LAWS OF A FOREIGN COUNTRY.

(b) Unless the partnership agreement provides otherwise, a domestic limited partnership may merge into one or more domestic or foreign PARTNERSHIPS; limited partnerships or limited liability companies, corporations having capital stock, or business trusts having transferable units of beneficial interest; or one or more domestic or foreign PARTNERSHIPS, limited partnerships or limited liability companies, 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 PARTNERSHIP SHALL APPROVE THE PROPOSED MERGER IN ACCORDANCE WITH THE PROVISIONS OF TITLE 9 OF THIS ARTICLE;

[(2)](3) 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;

[(3)](4) 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;

[(4)](5) A limited liability company shall approve the merger in the manner provided under § 4A-703 of this article; and

[(5)](6) A foreign limited liability company 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.