

(d) Articles of merger containing provisions required by § 3-109 of this article and other provisions permitted by that section shall be:

(1) Executed:

(i) [By all of the general partners or members of each limited partnership or limited liability company party to the articles] IN THE CASE OF A LIMITED PARTNERSHIP, BY A GENERAL PARTNER; [and]

(ii) In the case of a corporation or business trust, in the manner required by Title 1 of this article; [and]

(III) IN THE CASE OF A PARTNERSHIP, IN THE MANNER REQUIRED BY TITLE 9 OF THIS ARTICLE; AND

(IV) IN THE CASE OF A LIMITED LIABILITY COMPANY, IN THE MANNER REQUIRED BY TITLE 4A 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:

(i) 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;

(ii) A majority vote of the entire board of directors of any corporation party to the articles;

(iii) Majority vote of the entire board of trustees of any business trust party to the articles; [or]

(iv) By a vote of the members of a limited liability company party to the articles as provided under § 4A-705 of this article; OR

(V) BY A VOTE OF THE PARTNERS OF A PARTNERSHIP PARTY TO THE ARTICLES AS PROVIDED UNDER TITLE 9 OF THIS ARTICLE;

(2) If the articles of merger have been filed with the Department, notice of the abandonment shall be given promptly to the Department.

(3) (i) If the proposed merger is abandoned as provided in this subsection, no legal liability arises under the articles of merger.

(ii) An abandonment does not prejudice the rights of any person under any other contract made by a PARTNERSHIP, limited partnership, corporation, limited liability company, or business trust party to the proposed articles of merger in connection with the proposed merger.

(f) Each limited partner of a limited partnership objecting to a merger of the limited partnership has the same rights with respect to its partnership interest as an objecting stockholder of a Maryland corporation has with respect to its stock under Title 3, Subtitle 2 of this article. The procedures under that subtitle shall be applicable to the extent practicable.