

(2) THE INDIVIDUAL'S LIABILITY FOR ALL OBLIGATIONS AND LIABILITIES OF THE LIMITED LIABILITY COMPANY INCURRED OR ARISING AFTER THE CONVERSION TAKES EFFECT IS THAT OF A MEMBER OF A LIMITED LIABILITY COMPANY, AS PROVIDED IN THIS TITLE.

4A-213.

(A) A GENERAL OR LIMITED PARTNERSHIP THAT HAS BEEN CONVERTED TO A LIMITED LIABILITY COMPANY PURSUANT TO § 4A-211 OF THIS SUBTITLE SHALL BE DEEMED FOR ALL PURPOSES THE SAME ENTITY THAT EXISTED BEFORE THE CONVERSION.

(B) WHEN A CONVERSION TAKES EFFECT:

(1) ALL PROPERTY OWNED BY THE CONVERTING GENERAL OR LIMITED PARTNERSHIP OR THE CONVERTING PROPRIETORSHIP REMAINS VESTED IN THE CONVERTED ENTITY;

(2) ALL OBLIGATIONS AND LIABILITIES OF THE CONVERTING GENERAL OR LIMITED PARTNERSHIP OR THE CONVERTING PROPRIETORSHIP REMAIN VESTED IN THE CONVERTED ENTITY; AND

(3) AN ACTION OR PROCEEDING PENDING AGAINST THE CONVERTING GENERAL OR LIMITED PARTNERSHIP OR THE CONVERTING PROPRIETORSHIP MAY BE CONTINUED AS IF THE CONVERSION HAD NOT OCCURRED.

(C) IN THE CASE OF A LIMITED PARTNERSHIP THAT HAS BEEN CONVERTED PURSUANT TO § 4A-211 OF THIS SUBTITLE, THE ARTICLES OF ORGANIZATION FILED PURSUANT TO § 4A-211(A) OF THIS SUBTITLE SHALL SERVE AS A CERTIFICATE OF CANCELLATION OF THE CONVERTING LIMITED PARTNERSHIP.

4A-401.

(d) Unless the members unanimously consent or unless all other members have abandoned the business, no member has authority to:

(1) Assign the property of the limited liability company in trust for creditors or on the assignee's promise to pay the debts of the limited liability company;

(2) Dispose of the goodwill of the business; OR

(3) Do any other act which would make it impossible to carry on the ordinary business of the limited liability company[;

(4) Confess a judgment; or

(5) Submit a limited liability company claim or liability to arbitration or reference].

4A-402.

(b) (3) An amendment to an operating agreement must be evidenced by a writing signed by an authorized person if: