

(2) UNLESS THE OPERATING AGREEMENT PROVIDES OTHERWISE, ENTITLE THE ASSIGNEE TO:

- (I) BECOME A MEMBER; OR
- (II) EXERCISE ANY RIGHTS OF A MEMBER.

(C) UNLESS OTHERWISE PROVIDED IN THE OPERATING AGREEMENT, AN ASSIGNMENT ENTITLES THE ASSIGNEE TO RECEIVE, TO THE EXTENT ASSIGNED, ONLY THE DISTRIBUTIONS TO WHICH THE ASSIGNOR WOULD BE ENTITLED.

4A-604. RIGHT OF ASSIGNEE TO BECOME A MEMBER.

(A) AN ASSIGNEE OF AN INTEREST IN A LIMITED LIABILITY COMPANY MAY BECOME A MEMBER IF AND TO THE EXTENT THAT:

(1) THE ASSIGNOR GIVES THE ASSIGNEE THAT RIGHT UNDER AUTHORITY DESCRIBED IN THE OPERATING AGREEMENT; OR

(2) THE MEMBERS UNANIMOUSLY CONSENT.

(B) AN ASSIGNEE WHO BECOMES A MEMBER:

(1) HAS, TO THE EXTENT ASSIGNED, THE RIGHTS AND POWERS, AND IS SUBJECT TO THE RESTRICTIONS AND LIABILITIES, OF A MEMBER UNDER THE OPERATING AGREEMENT AND THIS TITLE; AND

(2) IS LIABLE FOR ANY OBLIGATIONS OF HIS ASSIGNOR TO MAKE CAPITAL CONTRIBUTIONS.

(C) IF AN ASSIGNEE OF AN INTEREST IN A LIMITED LIABILITY COMPANY BECOMES A MEMBER, THE ASSIGNOR IS NOT RELEASED FROM THE ASSIGNOR'S LIABILITY UNDER §§ 4A-502 AND 4A-504 OF THIS TITLE TO THE LIMITED LIABILITY COMPANY.

4A-605. WITHDRAWAL OF MEMBER.

A MEMBER MAY WITHDRAW BY GIVING NOT LESS THAN 6 MONTHS' PRIOR WRITTEN NOTICE TO THE OTHER MEMBERS AT THEIR RESPECTIVE ADDRESSES AS SHOWN ON THE BOOKS OF THE LIMITED LIABILITY COMPANY, UNLESS:

(1) THE OPERATING AGREEMENT PROVIDES THAT THE MEMBER DOES NOT HAVE THE RIGHT OR POWER TO WITHDRAW; OR

(2) THE OPERATING AGREEMENT SPECIFIES ANOTHER TIME FOR OR OTHER CONDITIONS OF WITHDRAWAL.

4A-606. CESSATION OF MEMBERSHIP.

A PERSON CEASES TO BE A MEMBER OF A LIMITED LIABILITY COMPANY UPON THE OCCURRENCE OF ANY OF THE FOLLOWING EVENTS: