S.B. 297

## VETOES

- (i) The charter records, if it relates to the location of a principal office; and
  - (ii) The land records, if it relates to an interest in land.
- (k) (1) In order to keep the land assessment records current in each county, the Department shall require a business trust [or], corporation, OR LIMITED LIABILITY COMPANY to submit with the articles a property certificate for each county where a merging business trust [or], corporation, OR LIMITED LIABILITY COMPANY other than the successor owns an interest in land.
- (2) A property certificate is not required with respect to any property in which the only interest owned by the merging business trust [or], corporation, OR LIMITED LIABILITY COMPANY is a security interest.
- (3) The property certificate shall be in the form and number of copies which the Department requires and may include the certificate of the Department required by subsection (j) of this section.
- (4) (i) The property certificate shall provide a deed reference or other description sufficient to identify the property.
- (ii) The Department shall indicate on the certificate the time the articles are accepted for record and send a copy of it to the chief assessor of the county where the property is located.
- (5) A transfer, vesting, or devolution of title to the property is not invalidated or otherwise affected by any error or defect in the property certificate, failure to file it, or failure by the Department to act on it.
- (m) (1) If the successor in a merger is a foreign corporation [or], A FOREIGN LIMITED LIABILITY COMPANY, OR a Maryland or foreign business trust, other than a Maryland real estate investment trust, the merger is effective as of the later of:
- (i) The time specified by the law of the place where the successor is organized; or
  - (ii) The time the Department accepts the articles of merger for record.
- (2) A foreign successor in a merger shall file for record with the Department a certificate from the place where it is organized which certifies the date the articles of merger were filed. However, the failure to file this certificate does not invalidate the merger.
  - (n) (1) Consummation of a merger has the effects provided in this subsection.
- (2) The separate existence of each business trust, corporation, [or] limited partnership, OR LIMITED LIABILITY COMPANY party to the articles, except the successor, ceases.