

**[Ariz. Rev. Stat. § 10-1817.]**

§ 10-1817. Merger, interest exchange, conversion, domestication or division;  
definitions: Close Corporations

A. A domestic close corporation may be a party to or otherwise undertake a merger, an interest exchange, a conversion, a domestication or a division by complying with chapters 11 and 13 of this title and title 29, chapter 6. For the purposes of this subsection:

1. References in chapters 11 and 13 of this title to:

(a) "Directors" are deemed references to managers.

(b) "Shares" are deemed references to capital units.

(c) "Shareholders" are deemed references to investors.

2. References in title 29, chapter 6 to:

(a) "Governors" are deemed references to managers.

(b) "Interest holders" are deemed references to investors.

(c) "Interests" are deemed references to capital units.

B. A plan of merger must be approved by all of the investors.

C. A plan of conversion must be approved by at least two-thirds of the investors.

D. A plan of interest exchange, domestication or division must be approved by a majority of the investors.

E. If a domestic close corporation is to be created in a merger, a conversion, a domestication or a division, the number of investors in the corporation on the effective date of the transaction may not exceed ten investors.

F. For the purposes of this section:

1. "Conversion" means a transaction authorized by title 29, chapter 6, article 4.

2. "Division" means a transaction authorized by title 29, chapter 6, article 6.

3. "Domestication" means a transaction authorized by title 29, chapter 6, article 5.

4. "Interest exchange" means a transaction authorized by title 29, chapter 6, article 3.
5. "Merger" means a transaction authorized by title 29, chapter 6, article 2.