

## **N.D. Cent. Code § 11-28.3-08. Powers of board of directors: Rural Ambulance Service Districts**

Outlines what the board of directors of a rural ambulance service district may do, which includes designing a network of ambulances.

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## **N.D. Cent. Code § 10-33-01. Definitions: Nonprofit Corporations**

Definitions related to nonprofit corporations in ND.

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## **N.D. Cent. Code § 10-33-21. General powers: Nonprofit Corporations**

Outlines what a nonprofit corporation may do in ND. It specifically states that a corporation conducting activities as a hospital may merge with a corporation incorporated for profit and form a corporation under this chapter.

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## **N.D. Cent. Code § 10-33-85. Merger, consolidation, or transfer: Nonprofit**

# Corporations

1. Two or more corporations may merge or consolidate, resulting in a single corporation subject to this chapter. A merger or consolidation must be made as provided in sections 10-33-86 through 10-33-92.
  2. A corporation may sell, lease, transfer, or dispose of all or substantially all of its property and assets under section 10-33-94.
  3. If applicable, a corporation shall comply with sections 10-33-122 and 10-33-144 before the corporation may merge, consolidate, sell, lease, transfer, or dispose of all or substantially all of the corporation's assets.
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## **N.D. Cent. Code § 10-33-86. Plan of merger or consolidation: Nonprofit Corporations**

Requirements for a plan of merger or consolidation for nonprofit corporations in ND.

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## **N.D. Cent. Code § 10-33-92. Merger or consolidation with foreign corporation: Nonprofit Corporations**

A corporation may merge or consolidate with a foreign corporation by following the procedures set forth in this section, if the merger or consolidation is permitted by the laws of the state under which the foreign corporation is incorporated.

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## **N.D. Cent. Code § 10-33-93. Merger of corporation conducting activities as a hospital with a corporation organized for profit — Retention of property tax status: Nonprofit Corporations**

Notwithstanding any provision of chapter 10-19.1 and this chapter, a corporation conducting activities as a hospital may merge with a corporation incorporated for profit and form a corporation incorporated under this chapter.

1. Notwithstanding chapter 57-02 or any other provision of law, any interest in property of corporations merging under this section retains the same property tax status after the merger as it had in the taxable year before the merger.
2. Notwithstanding chapter 57-39.2 or 57-40.2 or any other provision of law, the sale, purchase, or use of any property by a corporation merging under this section retains the same status under the sales and use tax laws after the merger as it would have had before the merger.

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## **N.D. Cent. Code § 10-33-144. Transaction by a nonprofit corporation operating or controlling a hospital or nursing home — Notice to attorney general — Waiting period: Nonprofit Corporations**

A nonprofit corporation operating or controlling a hospital or nursing home shall notify the attorney general in writing before closing an agreement or a transaction that will:

- a. Sell, lease, transfer, exchange, option, convey, or otherwise dispose of to a for-profit corporation or entity or a nonprofit corporation or entity if fifty percent or more of the assets of the selling corporation are involved in the agreement or transaction;
- b. Transfer control, responsibility, or governance of fifty percent or more of the assets or

operations of the nonprofit corporation to a for-profit corporation or entity or another nonprofit corporation or entity; or

c. Result in any for-profit corporation or entity or another nonprofit corporation or entity having control of, governance of, or the power to direct management and policies of the nonprofit corporation operating or controlling a hospital, nursing home, or related organization.

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## **N.D. Cent. Code § 10-33-145. Transaction by a nonprofit corporation or entity operating or controlling a hospital or nursing home – Attorney general’s powers and duties – Experts – Continuing appropriation: Nonprofit Corporations**

Upon receipt of a notice under section 10-33-144, the attorney general may review and investigate the proposed agreement or transaction and may require the nonprofit corporation or entity operating or controlling a hospital or nursing home and the other parties to the agreement or transaction to provide to the attorney general any additional information relevant to the review or investigation of the proposed agreement or transaction.

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## **N.D. Cent. Code § 10-33-147. Transaction by a nonprofit corporation or entity operating or controlling a hospital or nursing home –**

# **Attorney general decision: Nonprofit Corporations**

The attorney general may bring proceedings to secure compliance with sections 10-33-144 through 10-33-149 in the district court of the county in which the hospital or nursing home is located. If the attorney general determines consummation of the proposed transaction or agreement is not consistent with the fiduciary obligations of the nonprofit corporation or entity operating or controlling a hospital or nursing home and the corporation's officers and directors, or is not in accordance with law, the attorney general may bring proceedings in the district court of the county in which the hospital or nursing home is located to enjoin the consummation of the proposed transaction or agreement or to secure any other relief available under the law.