

**HARMONIZATION OF BUSINESS ENTITY ACTS  
(2013 AMENDMENTS TO 2011 REVISIONS)\***

Drafted by the

NATIONAL CONFERENCE OF COMMISSIONERS  
ON UNIFORM STATE LAWS

and by it

APPROVED AND RECOMMENDED FOR ENACTMENT  
IN ALL THE STATES

at its

ANNUAL CONFERENCE  
MEETING IN ITS ONE-HUNDRED-AND-TWENTY-SECOND YEAR  
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By

NATIONAL CONFERENCE OF COMMISSIONERS  
ON UNIFORM STATE LAWS

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**AMENDMENTS TO ARTICLE 1**

**OF THE UNIFORM BUSINESS ORGANIZATIONS CODE**

**1. SECTION 1-104. DELIVERY OF RECORD.**

(a) Except as otherwise provided in this [act], permissible means of delivery of a record include delivery by hand, ~~the United States Postal Service, mail, conventional~~ commercial ~~delivery service practice~~, and electronic transmission.

\* \* \*

**2. SECTION 1-206. DUTY OF [SECRETARY OF STATE] TO FILE; REVIEW OF REFUSAL TO FILE.**

\* \* \*

(e) The filing of or refusal to file an entity filing does not:

- (1) affect the validity or invalidity of the entity filing in whole or in part; or
- (2) create a presumption that the information contained in the filing is correct or incorrect.

**3. SECTION 1-209. SIGNING OF ENTITY FILING.**

\* \* \*

(b) Any record filed under this [act] may be signed by an agent. Whenever this [act] requires a particular individual to sign an entity filing and the individual is deceased or incompetent, the filing may be signed by a legal representative of the individual ~~in the place on behalf~~ of the ~~decedent or incompetent~~ individual.

(c) A person that signs a record as an agent or legal representative thereby affirms as a fact that the person is authorized to sign the record.

**4. SECTION 1-210. SIGNING AND FILING PURSUANT TO JUDICIAL ORDER.**

(a) If a person required by this [act] to sign or deliver a record to the [Secretary of State] for filing under this [act] does not do so, any other person that is aggrieved may petition [the appropriate court] to order:

- (1) the person to sign the record;
- (2) the person to deliver the record to the [Secretary of State] for filing; or
- (3) the [Secretary of State] to file the record unsigned.

(b) If the petitioner under subsection (a) is not the entity to which the record pertains, the petitioner shall make the entity a party to the action.

(c) A record filed under subsection (a)(3) is effective without being signed.

**5. SECTION 1-211. LIABILITY FOR INACCURRATE INFORMATION IN FILED RECORD.** If a record delivered to the [Secretary of State] for filing under this [act] and filed by the [Secretary of State] contains inaccurate information, a person that suffers a loss by reliance on the information may recover damages for the loss from a person that signed the record or caused another to sign it on the person's behalf and knew at the time the record was signed that the information was inaccurate.

**6. SECTION 1-301. PERMITTED NAMES.**

\* \* \*

(f) An entity may use a name that is not distinguishable from a name described in subsection (a)(1) – (6) if the entity delivers to the [Secretary of State] a certified copy of a final judgment of a court of competent jurisdiction establishing the right of the entity to use the name in this state.

**7. SECTION 1-411. DESIGNATION OF REGISTERED AGENT BY  
NONREGISTERED FOREIGN ENTITY OR NONFILING DOMESTIC ENTITY.**

\* \* \*

(c) A statement under subsection (a) must be signed by a person authorized to manage the affairs of the nonregistered foreign entity or domestic nonfiling entity. The signing of the statement is an affirmation of fact that the person is authorized to manage the affairs of the entity and that the agent has consented to serve.

**8. SECTION 1-501. GOVERNING LAW.**

(a) The law of the jurisdiction of formation of an entity governs:

(1) the internal affairs of the entity;

(2) the liability that a person has as an interest holder or governor for a debt, obligation, or other liability of the entity; {and}

(3) {the liability of a series of a-series limited liability company; and (4)} ~~the liability of a series of a~~ statutory trust, or other unincorporated entity.

\* \* \*

## AMENDMENTS TO MODEL ENTITY TRANSACTIONS ACT

### 1. SECTION 104. REQUIRED NOTICE OR APPROVAL.

\* \* \*

(c) A bequest, devise, gift, grant, or promise contained in a will or other instrument of donation, subscription, or conveyance that is made to a merging entity that is not the surviving entity and that takes effect or remains payable after the merger inures to the surviving entity. A trust obligation that would govern property if transferred to the nonsurviving entity applies to property that is transferred to the surviving entity under this section.

### 2. SECTION 203. APPROVAL OF MERGER.

(a) A plan of merger is not effective unless it has been approved:

(1) by a domestic merging entity:

(A) in accordance with the requirements, if any, in its organic law and organic rules for approval of:

(i) in the case of an entity that is not a ~~business corporation, a~~ limited cooperative association, the merger; or

(ii) in the case of a ~~business corporation, a merger requiring approval by a vote of the interest holders of the business corporation~~ limited cooperative association, a transaction under this [article]; or

(B) ~~if neither its organic law nor organic rules provide for approval of a merger described in subparagraph (A)(ii),~~ by all of the interest holders of the entity entitled to vote on or consent to any matter if:

(i) in the case of an entity that is not a business corporation or limited cooperative association, neither its organic law nor organic rules provide for approval of

the merger; or

(ii) in the case of an entity that is a limited cooperative association,

neither its organic law nor organic rules provide for approval of a transaction under this [article];

and

\* \* \*

**3. SECTION 205. STATEMENT OF MERGER; EFFECTIVE DATE OF MERGER.**

\* \* \*

(f) A statement of merger becomes effective ~~upon~~ on the date and time of filing or the later date and time specified in the statement of merger. If the surviving entity is a domestic entity, the merger becomes effective when the statement of merger is effective. If the surviving entity is a foreign entity, the merger becomes effective on the later of:

(1) the date and time provided by the organic law of the surviving entity; and

(2) when the statement of merger is effective.

**4. SECTION 305. STATEMENT OF INTEREST EXCHANGE; EFFECTIVE DATE OF INTEREST EXCHANGE.**

\* \* \*

(e) ~~A statement of interest exchange~~ An interest exchange in which the acquired entity is a domestic entity becomes effective ~~upon~~ on the date and time of filing of the statement of interest exchange or the later date and time specified in the statement ~~of interest exchange~~.

**5. SECTION 405. STATEMENT OF CONVERSION; EFFECTIVE DATE OF CONVERSION.**

\* \* \*

(f) A statement of conversion becomes effective ~~upon~~ on the date and time of filing or the later date and time specified in the statement of conversion. If the converted entity is a domestic entity, the conversion becomes effective when the statement of conversion is effective. If the converted entity is a foreign entity, the conversion becomes effective on the later of:

(1) the date and time provided by the organic law of the converted entity; and

(2) when the statement of conversion is effective.

**6. SECTION 505. STATEMENT OF DOMESTICATION; EFFECTIVE DATE OF DOMESTICATION.**

\* \* \*

(f) A ~~statement of~~ domestication in which the domesticated entity is a domestic entity becomes effective ~~upon~~ on the date and time of filing of the statement of domestication or the later date and time specified in the statement ~~of domestication~~. A domestication in which the domesticated entity is a foreign entity becomes effective on the later of:

(1) the date and time provided by the organic law of the domesticated entity; and

(2) when the statement of domestication is effective.

**AMENDMENTS TO UNIFORM LIMITED LIABILITY COMPANY ACT**

**1. SECTION 105. OPERATING AGREEMENT; SCOPE, FUNCTION, AND LIMITATIONS.**

(a) Except as otherwise provided in subsections (c) and (d), the operating agreement governs:

(1) relations among the members as members and between the members and the limited liability company;

(2) the rights and duties under this [act] of a person in the capacity of manager;

(3) the activities and affairs of the company and the conduct of those activities and affairs; and

(4) the means and conditions for amending the operating agreement.

(b) To the extent the operating agreement does not provide for a matter described in subsection (a), this [act] governs the matter.

(c) An operating agreement may not:

(1) vary ~~a limited liability company's capacity~~ the law applicable under Section ~~105 to sue and be sued in its own name~~ 104;

(2) vary ~~the law applicable~~ a limited liability company's capacity under Section ~~106~~ 109 to sue and be sued in its own name;

(3) vary any requirement, procedure, or other provision of this [act] pertaining to:

(A) registered agents; or

(B) the [Secretary of State], including provisions pertaining to records authorized or required to be delivered to the [Secretary of State] for filing under this [act];

(4) vary the provisions of Section 204;

(5) alter or eliminate the duty of care loyalty or the duty of loyalty care, except as otherwise provided in subsection (d);

(6) eliminate the contractual obligation of good faith and fair dealing under Section 409(d), but the operating agreement may prescribe the standards, if not manifestly unreasonable, by which the performance of the obligation is to be measured;

(7) relieve or exonerate a person from liability for conduct involving bad faith, willful or intentional misconduct, or ~~recklessness~~ knowing violation of law;

(8) unreasonably restrict the duties and rights under Section 410, but the operating agreement may impose reasonable restrictions on the availability and use of information obtained under that section and may define appropriate remedies, including liquidated damages, for a breach of any reasonable restriction on use;

(9) vary the causes of dissolution specified in Section 701(a)(4)~~(A) and (5);~~

(10) vary the requirement to wind up the company's activities and affairs as specified in Section 702(a), (b)(1), and (e);

(11) unreasonably restrict the right of a member to maintain an action under [Article] 9 8;

(12) vary the provisions of Section ~~905~~ 805, but the operating agreement may provide that the company may not have a special litigation committee;

(13) vary the right of a member to approve a merger, interest exchange, conversion, or domestication under Section 1023(a)(2), 1033(a)(2), 1043(a)(2), or 1053(a)(2);~~or~~

(14) vary the required contents of a plan of merger under Section 1022(a), plan of interest exchange under Section 1032(a), plan of conversion under Section 1042(a), or plan of domestication under Section 1052(a); or

(15) except as otherwise provided in Sections ~~412~~ 106 and ~~413~~ 107(b), restrict the rights under this [act] of a person other than a member or manager.

(d) Subject to subsection (c)(7), without limiting other terms that may be included in an operating agreement, the following rules apply:

(1) The operating agreement may:

(A) specify the method by which a specific act or transaction that would otherwise violate the duty of loyalty may be authorized or ratified by one or more disinterested and independent persons after full disclosure of all material facts; and

(B) alter the prohibition stated in Section 405(a)(2) so that the prohibition requires solely that the company's total assets not be less than the sum of its total liabilities.

(2) To the extent the operating agreement of a member-managed limited liability company expressly relieves a member of a responsibility that the member would otherwise have under this [act] and imposes the responsibility on one or more other members, the operating agreement may, to the benefit of the member that the operating agreement relieves of the responsibility, also eliminate or limit any fiduciary duty that would have pertained to the responsibility.

(3) If not manifestly unreasonable, the operating agreement may:

(A) ~~restrict~~ alter or eliminate the aspects of the duty of loyalty stated in Section 409(b) and ~~(h)(1)~~ (i);

(B) identify specific types or categories of activities that do not violate the duty of loyalty;

(C) alter the duty of care, but may not authorize conduct involving bad faith, willful or intentional misconduct, or knowing violation of law; and

(D) alter or eliminate any other fiduciary duty.

(e) The court shall decide as a matter of law ~~any claim under subsection (c)(6) or (d)(3)~~ that whether a term of an operating agreement is manifestly unreasonable under subsection (c)(6) or (d)(3). The court:

(1) shall make its determination as of the time the challenged term became part of the operating agreement and by considering only circumstances existing at that time; and

(2) may invalidate the term only if, in light of the purposes, activities, and affairs of the limited liability company, it is readily apparent that:

(A) the objective of the term is unreasonable; or

(B) the term is an unreasonable means to achieve ~~the provision's~~ its objective.

## **2. SECTION 202. AMENDMENT OR RESTATEMENT OF CERTIFICATE OF ORGANIZATION.**

\* \* \*

(b) To amend its certificate of organization, a limited liability company must deliver to the [Secretary of State] for filing an amendment stating:

(1) the name of the company;

(2) the date of filing of its initial certificate ~~of organization~~; and

(3) the ~~changes the amendment makes to the certificate as most recently amended~~ or restated.

\* \* \*

## **3. SECTION 206. FILING REQUIREMENTS.**

\* \* \*

(e) The [Secretary of State] may provide forms for filings required or permitted to be made by this [act], but, except as otherwise provided in subsection (f), their use is not required.

(f) The [Secretary of State] may require that a cover sheet for a filing be on a form prescribed by the [Secretary of State].

**4. SECTION 602. EVENTS CAUSING DISSOCIATION.** A person is dissociated as a member when:

\* \* \*

(5) the person is expelled as a member by the ~~unanimous~~ affirmative vote or consent of all the other members if:

(A) it is unlawful to carry on the limited liability company's activities and affairs with the person as a member;

(B) there has been a transfer of all the person's transferable interest in the company, other than:

(i) a transfer for security purposes; or

(ii) a charging order in effect under Section 503 which has not been foreclosed;

(C) the person is ~~a corporation~~ an entity and:

(i) the company notifies the person that it will be expelled as a member because the person has filed a ~~certificate~~ statement of dissolution or the equivalent, the person has been administratively dissolved, its charter or the equivalent has been revoked, or ~~its~~ the person's right to conduct business has been suspended by the person's jurisdiction of its incorporation formation; and

(ii) not later than 90 days after the notification, the ~~certificate~~ statement of

dissolution or the equivalent has not been withdrawn, rescinded, or revoked ~~or its~~, the person has not been reinstated, or the person's charter or the equivalent or right to conduct business has not been reinstated; or

(D) the person is an unincorporated entity that has been dissolved and whose ~~business is~~ activities and affairs are being wound up;

\* \* \*

(11) in the case of a person that is not an individual, ~~corporation, unincorporated entity, trust, or estate~~, the existence of the person terminates;

\* \* \*

## **5. SECTION 603. EFFECT OF DISSOCIATION.**

(a) If a person is dissociated as a member:

(1) the person's right to participate as a member in the management and conduct of the limited liability company's activities and affairs terminates;

(2) ~~if the company is member managed~~, the person's duties and obligations under Section 409 as a member end with regard to matters arising and events occurring after the person's dissociation; and

(3) subject to Section 504 and [Article] 10, any transferable interest owned by the person in the person's capacity as a member immediately before dissociation ~~as a member~~ is owned by the person solely as a transferee.

\* \* \*

## **6. SECTION 901. GOVERNING LAW.**

(a) The law of the jurisdiction of formation of a foreign limited liability company governs:

(1) the internal affairs of the company; ~~and~~

(2) the liability of a member as member and a manager as manager for a debt, obligation, or other liability of the company; and

(3) the liability of a series of the company.

\* \* \*

## **7. SECTION 1002. RELATIONSHIP OF [ARTICLE ] TO OTHER LAWS.**

\* \* \*

(b) A transaction effected under this [article] may not create or impair any right or obligation on the part of a person under a provision of the law of this state other than this [article] relating to a change in control, takeover, business combination, control-share acquisition, or similar transaction involving a domestic merging, acquired, converting, or domesticating business corporation unless:

(1) if the corporation does not survive the transaction, the transaction satisfies any requirements of the provision; or

(2) if the corporation survives the transaction, the approval of the plan is by a vote of the shareholders or directors which would be sufficient to create or impair the right or obligation directly under the provision.

**AMENDMENTS TO UNIFORM PARTNERSHIP ACT**

**1. SECTION 105. PARTNERSHIP AGREEMENT; SCOPE, FUNCTION, AND LIMITATIONS.**

\* \* \*

(c) A partnership agreement may not:

\* \* \*

(7) unreasonably restrict the right of a person to maintain an action under Section 410(b);

\* \* \*

(13) vary the right of a partner under Section 901(f) to vote on or consent to a cancellation of a statement of qualification;

\* \* \*

(d) Subject to subsection (c)(8), without limiting other terms that may be included in a partnership agreement, the following rules apply:

\* \* \*

(2) To the extent the partnership agreement expressly relieves a partner of a responsibility that the partner would otherwise have under this [act] and imposes the responsibility on one or more other partners, the partnership agreement may to the benefit of the partner that the partnership agreement relieves of the responsibility also eliminate or limit any fiduciary duty that would have pertained to the responsibility.

\* \* \*

**2. SECTION 111. LIABILITY FOR INACCURATE INFORMATION IN FILED RECORD.**

\* \* \*

(b) To the extent that the partnership agreement expressly relieves a partner of responsibility for maintaining the accuracy of information contained in records delivered on behalf of the partnership to the [Secretary of State] for filing under this [act] and imposes that responsibility on one or more other partners, the liability stated in subsection (a)(2) applies to those other partners and not to the partner that the partnership agreement relieves of the responsibility.

\* \* \*

**3. SECTION 401. PARTNER'S RIGHTS AND DUTIES.**

\* \* \*

(k) A difference arising as to a matter in the ordinary course of business of a partnership may be decided by a majority of the partners. An act outside the ordinary course of business of a partnership, and an amendment to the partnership agreement, ~~and the approval of a transaction under [Article] 9~~ may be undertaken only with the affirmative vote or consent of all the partners.

**4. SECTION 407. LIABILITY FOR IMPROPER DISTRIBUTIONS BY LIMITED LIABILITY PARTNERSHIP.**

\* \* \*

(b) To the extent the partnership agreement of limited liability partnership expressly relieves a partner of the authority and responsibility to consent to distributions and imposes that authority and responsibility on one or more other partners, the liability stated in subsection (a) applies to the other partners and not to the partner that the partnership agreement relieves of

authority and responsibility.

\* \* \*

**5. SECTION 503. TRANSFER OF TRANSFERABLE INTEREST.**

\* \* \*

(c) In a dissolution and winding up of a partnership, a transferee is entitled to an account of the partnership's transactions only from the date of ~~the latest account agreed to by all the partners~~ dissolution.

\* \* \*

**6. SECTION 1126. EFFECT OF MERGER.**

\* \* \*

(d) When a merger becomes effective, the interest holder liability of a person that ceases to hold an interest in a domestic merging ~~entity~~ partnership with respect to which the person had interest holder liability is as follows:

(1) The merger does not discharge any interest holder liability under ~~the organic law of the domestic merging entity~~ this [act] to the extent the interest holder liability arose before the merger became effective.

(2) The person does not have interest holder liability under ~~the organic law of the domestic merging entity~~ this [act] for any debt, obligation, or other liability that arises after the merger becomes effective.

(3) ~~The organic law of the domestic merging entity~~ This [act] continues to apply to the release, collection, or discharge of any interest holder liability preserved under paragraph (1) as if the merger had not occurred and the surviving entity were the domestic merging entity.

(4) The person has whatever rights of contribution from any other person as are

provided by this [act], law other than this [act], ~~this [act]~~, or the ~~organic rules~~ partnership agreement of the domestic merging ~~entity~~ partnership with respect to any interest holder liability preserved under paragraph (1) as if the merger had not occurred.

\* \* \*

## AMENDMENTS TO UNIFORM LIMITED PARTNERSHIP ACT

### 1. SECTION 404. GENERAL PARTNER'S LIABILITY.

\* \* \*

(c) A debt, obligation, or other liability of a limited partnership incurred while the partnership is a limited liability limited partnership is solely the debt, obligation, or other liability of the limited liability limited partnership. A general partner is not personally liable, directly or indirectly, by way of contribution or otherwise, for a debt, obligation, or other liability of the limited liability limited partnership solely by reason of being or acting as a general partner. This subsection applies:

(1) despite anything inconsistent in the partnership agreement that existed immediately before the vote or consent required to become a limited liability limited partnership under Section 406(b)(2); ~~or~~ and

(2) regardless of the dissolution of the partnership.

\* \* \*

### 2. SECTION 1001. GOVERNING LAW.

(a) The law of the jurisdiction of formation of a foreign limited partnership ~~is formed~~ governs:

(1) the internal affairs of the partnership; ~~and~~

(2) the liability of a partner as partner for a debt, obligation, or other liability of the partnership; and

(3) the liability of a series of the partnership.

\* \* \*

## AMENDMENTS TO UNIFORM STATUTORY TRUST ENTITY ACT

### 1. SECTION 706. COURT PROCEEDINGS.

(a) A dissolved statutory trust that has published a notice under Section ~~805~~ 705 may file an application with [the appropriate court] in the [county] where the ~~dissolved~~ trust's principal office; is located or, if ~~there is none~~ the principal office is not located in this state, where the office of its registered agent; is or was last located, for a determination of the amount and form of security to be provided for payment of claims that are contingent, or have not been made known to the dissolved trust or that are based on an event occurring after the ~~effective~~ date of dissolution but which, based on the facts known to the ~~dissolved~~ trust, are reasonably expected to arise after the ~~effective~~ date of dissolution. ~~Provision need~~ Security is not be made required for any claim that is or is reasonably anticipated to be barred under Section ~~805~~ 705(c).

\* \* \*

**AMENDMENTS TO UNIFORM LIMITED COOPERATIVE ASSOCIATION ACT**

**1. SECTION 102. DEFINITIONS.** In this [act]:

\* \* \*

~~(11)~~ (10) “Foreign cooperative” means an entity organized in a jurisdiction other than this state under a limited cooperative association law similar to this [act].

\* \* \*

**2. SECTION 203. LIABILITY FOR INACCURATE INFORMATION IN FILED RECORD.**

\* \* \*

(b) An individual who signs a record authorized or required to be filed under this [act] affirms under penalty of perjury that the information stated in the record is accurate.

**3. SECTION 518. APPROVAL OF TRANSACTIONS UNDER [ARTICLE] 16.**

(a) For a limited cooperative association to approve a transaction under [Article] 16, a plan must be approved by a majority of the board of directors, or a greater percentage if required by the organic rules, and the board of directors must call a members meeting to consider the plan, hold the meeting not later than 90 days after approval of the plan by the board, and mail or otherwise transmit or deliver in a record to each member:

(1) the plan, or a summary of the plan and a statement of the manner in which a copy of the plan in a record may be reasonably obtained by a member;

(2) a recommendation that the members approve the plan, or if the board determines that because of a conflict of interest or other circumstances it should not make a favorable recommendation, the basis for that determination;

(3) a statement of any condition of the board’s submission of the plan to the

members; and

(4) notice of the meeting at which the plan will be considered, which must be given in the same manner as notice of a special meeting of members.

(b) Subject to subsections (c) and (d), a plan must be approved by:

(1) at least two-thirds of the voting power of members present at a members meeting called under subsection (a); and

(2) if the limited cooperative association has investor members, at least a majority of the votes cast by patron members, unless the organic rules require a greater percentage vote by patron members.

(c) The organic rules may require that the percentage of votes under subsection (b)(1) is:

(1) a different percentage that is not less than a majority of members voting at the meeting;

(2) measured against the voting power of all members; or

(3) a combination of paragraphs (1) and (2).

(d) The vote required to approve a plan may not be less than the vote required for the members of the limited cooperative association to amend the articles of organization.

(e) Consent in a record to a plan by a member must be delivered to the limited cooperative association before delivery to the [Secretary of State] for filing of articles of merger, interest exchange, conversion, or domestication, if, as a result of the merger, interest exchange, conversion, or domestication, the member will have interest holder liability for debts, obligations, or other liabilities that arise after the transaction becomes effective.

(f) The voting requirements for districts, classes, or voting groups under Section 404 apply to approval of a transaction under this [article].

#### **4. SECTION 605. CHARGING ORDER.**

\* \* \*

(f) If a court forecloses a charging order lien against the sole member of a limited cooperative association:

(1) the court shall confirm the sale;

(2) the purchaser at the sale obtains the member's entire interest, not only the member's financial rights;

(3) the purchaser thereby becomes a member; and

(4) the person whose interest was subject to the foreclosed charging order is dissociated as a member.

\* \* \*

#### **5. SECTION 901. INDEMNIFICATION AND ADVANCEMENT OF EXPENSES; INSURANCE.**

(a) Indemnification and advancement of expenses of an individual who has incurred liability or is a party, or is threatened to be made a party, to litigation because of the performance of a duty to, or activity on behalf of, a limited cooperative association is governed by [reference to this state's cooperative corporation act or this state's general business corporation act].

(b) A limited cooperative association may purchase and maintain insurance on behalf of any individual against liability asserted against or incurred by the individual to the same extent and subject to the same conditions as provided by [reference to this state's cooperative corporation act or this state's general business corporation act].

#### **6. SECTION 1301. DIRECT ACTION BY MEMBER.**

(a) Subject to subsection (b), a member may maintain a direct action against another

member, director, or the limited cooperative association to enforce the member's rights and otherwise protect the member's interests, including rights and interests under the organic rules or this [act] or arising independently of the membership relationship.

(b) A member maintaining a direct action under this section must plead and prove an actual or threatened injury that is not solely the result of an injury suffered or threatened to be suffered by the limited cooperative association.