

## CHAPTER 1048

### BUSINESS ENTITIES — CONDITIONS FOR REINSTATEMENT AND CANCELLATION OF DISSOLUTION

S.F. 2054

**AN ACT** eliminating requirements providing for the payment of an outstanding tax liability by dissolved business entities as a condition to reinstatement.

*Be It Enacted by the General Assembly of the State of Iowa:*

#### DIVISION I LIMITED LIABILITY COMPANIES

Section 1. [Section 489.710, subsections 1 and 2](#), Code 2024, are amended to read as follows:

1. A limited liability company administratively dissolved under [section 489.708](#) may apply to the secretary of state for reinstatement at any time after the effective date of dissolution. The application must meet all of the following requirements:

a. State the name of the limited liability company at its date of dissolution and the effective date of its administrative dissolution.

b. State that the ground or grounds for dissolution either did not exist or have been eliminated.

c. If the application is received more than five years after the effective date of the dissolution, state a name that satisfies the requirements of [section 489.112](#).

~~d. State the federal tax identification number of the limited liability company.~~

~~2. a. The secretary of state shall refer the federal tax identification number contained in the application for reinstatement to the department of workforce development. The department of workforce development shall report to the secretary of state the tax status of the limited liability company. If the department reports to the secretary of state that a filing delinquency or liability exists against the company, the secretary of state shall not cancel the certificate of dissolution until the filing delinquency or liability is satisfied.~~

~~b. (1) 2. a. If the secretary of state determines that the application contains the information required by [subsection 1](#), and that a delinquency or liability reported pursuant to paragraph “a” has been satisfied, and that the information is correct, the secretary of state shall cancel the certificate of dissolution and prepare a certificate of reinstatement that recites the secretary of state’s determination and the effective date of reinstatement, file the certificate of reinstatement, and deliver a copy to the limited liability company under [section 489.119](#).~~

~~(2) b. If the limited liability company’s name in [subsection 1](#), paragraph “c”, is different from the name in [subsection 1](#), paragraph “a”, the certificate of reinstatement shall constitute an amendment to the company’s certificate of organization insofar as it pertains to its name. A company shall not relinquish the right to retain its name if the reinstatement is effective within five years of the effective date of the company’s dissolution.~~

#### DIVISION II BUSINESS CORPORATIONS

Sec. 2. [Section 490.1422, subsections 1 and 2](#), Code 2024, are amended to read as follows:

1. A corporation administratively dissolved under [section 490.1421](#) may apply to the secretary of state for reinstatement at any time after the effective date of dissolution. The application must meet all of the following requirements:

a. State the name of the corporation at its date of dissolution and the effective date of its administrative dissolution.

b. State that the ground or grounds for dissolution either did not exist or have been eliminated.

c. If the application is received more than five years after the effective date of dissolution, state a corporate name that satisfies the requirements of [section 490.401](#).

~~d. State the federal tax identification number of the corporation.~~

~~2. a. The secretary of state shall refer the federal tax identification number contained in the application for reinstatement to the department of workforce development. The department shall report to the secretary of state the tax status of the corporation. If the department reports to the secretary of state that a filing delinquency or liability exists against the corporation, the secretary of state shall not cancel the certificate of dissolution until the filing delinquency or liability is satisfied.~~

~~b. (1) 2. a. If the secretary of state determines that the application contains the information required by subsection 1, and that a delinquency or liability reported pursuant to paragraph "a" has been satisfied, and that the information is correct, the secretary of state shall cancel the certificate of dissolution and prepare a certificate of reinstatement that recites the secretary of state's determination and the effective date of reinstatement, file the certificate of reinstatement, and deliver a copy to the corporation under section 490.504.~~

~~(2) b. If the corporate name in subsection 1, paragraph "c", is different from the corporate name in subsection 1, paragraph "a", the certificate of reinstatement shall constitute an amendment to the articles of incorporation insofar as it pertains to the corporate name. A corporation shall not relinquish the right to retain its corporate name if the reinstatement is effective within five years of the effective date of the corporation's dissolution.~~

### DIVISION III CLOSED COOPERATIVES

Sec. 3. Section 501.813, subsections 1 and 2, Code 2024, are amended to read as follows:

1. A cooperative administratively dissolved under section 501.812 may apply to the secretary of state for reinstatement at any time after the effective date of dissolution. The application must meet all of the following requirements:

a. Recite the name of the cooperative at its date of dissolution and the effective date of its administrative dissolution.

b. State that the ground or grounds for dissolution have been eliminated.

c. If the application is received more than five years after the effective date of the cooperative's dissolution, state a name that satisfies the requirements of section 501.104.

d. State the federal tax identification number of the cooperative.

~~2. a. The secretary of state shall refer the federal tax identification number contained in the application for reinstatement to the department of workforce development. The department of workforce development shall report to the secretary of state the tax status of the cooperative. If the department reports to the secretary of state that a filing delinquency or liability exists against the cooperative, the secretary of state shall not cancel the certificate of dissolution until the filing delinquency or liability is satisfied.~~

~~b. (1) 2. a. If the secretary of state determines that the application contains the information required by subsection 1, and that a delinquency or liability reported pursuant to paragraph "a" has been satisfied, and that the information is correct, the secretary of state shall cancel the certificate of dissolution and prepare a certificate of reinstatement that recites the secretary of state's determination and the effective date of reinstatement, file the document, and deliver a copy to the cooperative under section 501.106.~~

~~(2) b. If the name of the cooperative as provided in subsection 1, paragraph "c", is different than the name in subsection 1, paragraph "a", the certificate of reinstatement shall constitute an amendment to the articles of association insofar as it pertains to the name. A cooperative shall not relinquish the right to retain its name if the reinstatement is effective within five years of the effective date of the cooperative's dissolution.~~

### DIVISION IV NONPROFIT COOPERATIVES

Sec. 4. Section 504.1423, subsections 1 and 2, Code 2024, are amended to read as follows:

1. A corporation administratively dissolved under section 504.1422 may apply to the secretary of state for reinstatement at any time after the effective date of dissolution. The application must state all of the following:

a. The name of the corporation and the effective date of its administrative dissolution.

- b. That the ground or grounds for dissolution either did not exist or have been eliminated.
- c. If the application is received more than five years after the effective date of dissolution, state the corporation's name satisfies the requirements of [section 504.401](#).
- ~~d. The federal tax identification number of the corporation.~~
- ~~2. a. The secretary of state shall refer the federal tax identification number contained in the application for reinstatement to the department of workforce development. The department of workforce development shall report to the secretary of state the tax status of the corporation. If the department reports to the secretary of state that a filing delinquency or liability exists against the corporation, the secretary of state shall not cancel the certificate of dissolution until the filing delinquency or liability is satisfied.~~
- b. ~~(1)~~ ~~2. a.~~ If the secretary of state determines that the application contains the information required by [subsection 1](#), that a delinquency or liability reported pursuant to paragraph "a" has been satisfied, and that all of the application information is correct, the secretary of state shall cancel the certificate of dissolution and prepare a certificate of reinstatement reciting that determination and the effective date of reinstatement, file the document, and deliver a copy to the corporation under [section 504.504](#).
- ~~(2)~~ ~~b.~~ If the corporate name in [subsection 1](#), paragraph "c", is different from the corporate name in [subsection 1](#), paragraph "a", the certificate of reinstatement shall constitute an amendment to the articles of incorporation insofar as it pertains to the corporate name. A corporation shall not relinquish the right to retain its corporate name if the reinstatement is effective within five years of the effective date of the corporation's dissolution.

Approved April 19, 2024