

## **504A.51 Articles of dissolution.**

If voluntary dissolution proceedings have not been revoked, then when all debts, liabilities, and obligations of the corporation have been paid and discharged, or adequate provision has been made for them, and all of the remaining property and assets of the corporation have been transferred, conveyed, or distributed in accordance with this chapter, articles of dissolution shall be executed by the corporation. The articles of dissolution shall set forth:

1. The name of the corporation.
2. Where there are members entitled to vote thereon, *(a)* a statement setting forth the date of the meeting of members at which the resolution to dissolve was adopted, that a quorum was present at such meeting, and that such resolution received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast, or *(b)* a statement that such resolution was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
3. Where there are no members, or no members entitled to vote thereon, a statement of such fact, the date of the meeting of the board of directors at which the resolution to dissolve was adopted and a statement of the fact that such resolution received the vote of a majority of the directors in office.
4. That all debts, obligations, and liabilities of the corporation have been paid and discharged or that adequate provision has been made therefor.
5. A copy of the plan of distribution, if any, as adopted by the corporation, or a statement that no plan was so adopted.
6. That all the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of this chapter.
7. That there are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

[C66, 71, 73, 75, 77, 79, 81, § 504A.51]

90 Acts, ch 1164, §18