

490A.1321 Procedure for and effect of administrative dissolution.

1. If the secretary of state determines that one or more grounds exist under [section 490A.1320](#) for dissolving a limited liability company, the secretary of state shall serve the limited liability company with written notice of the secretary of state's determination under [section 490A.504](#).

2. If the limited liability company does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty days after service of the notice is perfected under [section 490A.504](#), the secretary of state shall administratively dissolve the limited liability company by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the limited liability company under [section 490A.504](#).

3. A limited liability company administratively dissolved continues its existence but shall not carry on any business except that necessary to wind up and liquidate its business and affairs under [part 1 of this subchapter](#) and notify claimants under [sections 490A.1306](#) and [490A.1307](#).

4. The administrative dissolution of a limited liability company does not terminate the authority of its registered agent as provided in [subchapter V](#).

5. The secretary of state's administrative dissolution of a limited liability company pursuant to [this section](#) appoints the secretary of state the limited liability company's agent for service of process in any proceeding based on a cause of action which arose during the time the limited liability company was authorized to transact business in this state. Service of process on the secretary of state under [this subsection](#) is service on the limited liability company. Upon receipt of process, the secretary of state shall serve a copy of the process on the limited liability company as provided in [section 490A.504](#). [This subsection](#) does not preclude service on the limited liability company's registered agent, if any.

2006 Acts, ch 1089, §30

Referred to in [§490A.1301](#), [490A.1320](#), [490A.1322](#), [490A.1323](#)