

**490.1405 Effect of dissolution.**

1. A dissolved corporation continues its corporate existence but shall not carry on any business except that appropriate to wind up and liquidate its business and affairs, including any of the following:

- a. Collecting its assets.
  - b. Disposing of its properties that will not be distributed in kind to its shareholders.
  - c. Discharging or making provision for discharging its liabilities.
  - d. Distributing its remaining property among its shareholders according to their interests.
  - e. Doing every other act necessary to wind up and liquidate its business and affairs.
2. Dissolution of a corporation does not do any of the following:
- a. Transfer title to the corporation's property.
  - b. Prevent transfer of its shares or securities, although the authorization to dissolve may provide for closing the corporation's share transfer records.
  - c. Subject its directors or officers to standards of conduct different from those prescribed in division VIII.
  - d. Change quorum or voting requirements for its board of directors or shareholders; change provisions for selection, resignation, or removal of its directors or officers or both; or change provisions for amending its bylaws.
  - e. Prevent commencement of a proceeding by or against the corporation in its corporate name.
  - f. Abate or suspend a proceeding pending by or against the corporation on the effective date of dissolution.
  - g. Terminate the authority of the registered agent of the corporation.

89 Acts, ch 288, §149

Referred to in §490.1421, 490.1433, 490.1434