

**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 [subchapter 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](#); [2019 Acts, ch 24, §104](#)

Referred to in [§490.1421](#), [490.1433](#), [490.1434](#)

Code editor directive applied