

489.701A Rescinding dissolution.

1. A limited liability company may rescind its dissolution, unless a statement of termination applicable to the company has become effective, a district court has entered an order under [section 489.701, subsection 1](#), paragraph “d”, dissolving the company, or the secretary of state has dissolved the company under [section 489.705](#).

2. Rescinding dissolution under [this section](#) requires all of the following:

a. The affirmative vote or consent of each member.

b. If the limited liability company has delivered to the secretary of state for filing a statement of dissolution and any of the following applies:

(1) If the statement has not become effective, delivery to the secretary of state for filing of a statement of withdrawal under [section 489.205](#) applicable to the statement of dissolution.

(2) If the statement of dissolution has become effective, delivery to the secretary of state for filing of a statement of rescission stating the name of the company and that dissolution has been rescinded under [this section](#).

3. If a limited liability company rescinds its dissolution all of the following apply:

a. The company shall resume carrying on its activities and affairs as if the dissolution had never occurred.

b. Subject to paragraph “c”, any liability incurred by the company after the dissolution and before the rescission has become effective shall be determined as if dissolution had never occurred.

c. The rights of a third party arising out of conduct in reliance on the dissolution before the third party knew or had notice of the rescission must not be adversely affected.

[2019 Acts, ch 26, §57; 2020 Acts, ch 1063, §266, 267](#)

Referred to in [§489.105](#)