

489.702 Winding up.

1. A dissolved limited liability company shall wind up its activities and affairs, and except as otherwise provided in [section 489.703](#), the company continues after dissolution only for the purpose of winding up.

2. In winding up its activities and affairs, all of the following apply to a limited liability company:

a. It shall discharge the limited liability company's debts, obligations, and other liabilities, settle and close the company's activities and affairs, and marshal and distribute the assets of the company.

b. It may do all of the following:

(1) Deliver to the secretary of state for filing a statement of dissolution stating the name of the limited liability company and that the company is dissolved.

(2) Preserve the limited liability company activities, affairs, and property as a going concern for a reasonable time.

(3) Prosecute and defend actions and proceedings, whether civil, criminal, or administrative.

(4) Transfer the limited liability company's property.

(5) Settle disputes by mediation or arbitration.

(6) Deliver to the secretary of state for filing a statement of termination stating the name of the limited liability company and that the company is terminated.

(7) Perform other acts necessary or appropriate to the winding up.

3. If a dissolved limited liability company has no members, the legal representative of the last person to have been a member may wind up the activities and affairs of the company. If the person does so, the person has the powers of a sole manager under [section 489.407, subsection 3](#), and is deemed to be a manager for the purposes of [section 489.304, subsection 1](#).

4. If the legal representative under [subsection 3](#) declines or fails to wind up the limited liability company's activities and affairs, a person may be appointed to do so by the consent of transferees owning a majority of the rights to receive distributions as transferees at the time the consent is to be effective. All of the following apply to a person appointed under [this subsection](#):

a. The person has the powers of a sole manager under [section 489.407, subsection 3](#), and is deemed to be a manager for the purposes of [section 489.304, subsection 1](#).

b. The person shall deliver promptly to the secretary of state for filing an amendment to the limited liability company's certificate of organization stating all of the following:

(1) That the limited liability company has no members.

(2) The name and street and mailing addresses of the person.

(3) That the person has been appointed pursuant to [this subsection](#) to wind up the limited liability company's activities and affairs.

5. The district court may order judicial supervision of the winding up of a dissolved limited liability company, including the appointment of a person to wind up the company's activities and affairs pursuant to any of the following:

a. On application of a member, if the applicant establishes good cause.

b. On the application of a transferee, if all of the following apply:

(1) The limited liability company does not have any members.

(2) The legal representative of the last person to have been a member declines or fails to wind up the limited liability company's activities and affairs.

(3) Within a reasonable time following the dissolution a person has not been appointed pursuant to [subsection 3](#).

c. In connection with a proceeding under [section 489.701, subsection 1](#), paragraph "d".

[2008 Acts, ch 1162, §50, 155; 2009 Acts, ch 133, §161; 2023 Acts, ch 152, §55, 161](#)

Referred to in [§489.103, 489.105, 489.109, 489.203, 489.709, 489.14502](#)

2023 amendment effective January 1, 2024; 2023 Acts, ch 152, §161

Section amended