

489.705 Other claims against dissolved limited liability company.

1. A dissolved limited liability company may publish notice of its dissolution and request persons having claims against the company to present them in accordance with the notice.

2. The notice under [subsection 1](#) must meet all of the following requirements:

a. Comply with any of the following:

(1) Publication of the notice one time in a newspaper of general circulation in the county in this state in which the dissolved limited liability company's principal office is located or, if the principal office is not located in this state, in the county in which the office of the company's registered agent is or was last located.

(2) Publication by posting the notice conspicuously for at least thirty days on the dissolved limited liability company's internet site.

b. Describe the information required to be contained in a claim, state that the claim must be in writing, and provide a mailing address to which the claim is to be sent.

c. State that a claim against the limited liability company is barred unless an action to enforce the claim is commenced not later than three years after publication of the notice.

3. If a dissolved limited liability company publishes a notice in accordance with [subsection 2](#), the claim of each of the following claimants is barred unless the claimant commences an action to enforce the claim against the company not later than three years after the publication date of the notice:

a. A claimant that did not receive notice in a record under [section 489.704](#).

b. A claimant whose claim was timely sent to the limited liability company but not acted on.

c. A claimant whose claim is contingent at, or based on an event occurring after, the date of dissolution.

4. A claim not barred under [this section](#) or [section 489.704](#) may be enforced as follows:

a. Against a dissolved limited liability company, to the extent of its undistributed assets.

b. Except as otherwise provided in [section 489.706](#), if assets of the limited liability company have been distributed after dissolution, against a member or transferee to the extent of that person's proportionate share of the claim or of the company's assets distributed to the member or transferee after dissolution, whichever is less, but a person's total liability for all claims under this paragraph does not exceed the total amount of assets distributed to the person after dissolution.

[2008 Acts, ch 1162, §52, 155](#)

[C2009, §489.704](#)

[2023 Acts, ch 152, §57, 143, 161](#)

[C2024, §489.705](#)

Referred to in [§489.405, 489.706, 489.709, 489.14502](#)

Former [§489.705](#) transferred to [§489.708](#); [2023 Acts, ch 152, §143, 161](#)

2023 amendment effective January 1, 2024; [2023 Acts, ch 152, §161](#)

Section transferred from [§489.704](#) in Code 2024 pursuant to directive in [2023 Acts, ch 152, §143, 161](#)

Section amended