

**488.809 Administrative dissolution.**

1. The secretary of state may dissolve a limited partnership administratively if the limited partnership does not, within sixty days after the due date, do any of the following:

- a. Pay any fee, tax, or penalty under [this chapter](#) or other law due the secretary of state.
- b. Deliver its biennial report to the secretary of state.

2. If the secretary of state determines that a ground exists for administratively dissolving a limited partnership, the secretary of state shall file a record of the determination and serve the limited partnership with a copy of the filed record.

3. If within sixty days after service of the copy the limited partnership does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist, the secretary of state shall administratively dissolve the limited partnership by preparing, signing, and filing a declaration of dissolution that states the grounds for dissolution. The secretary of state shall serve the limited partnership with a copy of the filed declaration.

4. A limited partnership administratively dissolved continues its existence but may carry on only activities necessary to wind up its activities and liquidate its assets under [sections 488.803](#) and [488.812](#) and to notify claimants under [sections 488.806](#) and [488.807](#).

5. The administrative dissolution of a limited partnership does not terminate the authority of its registered agent for service of process.

[2004 Acts, ch 1021, §72, 118](#); [2004 Acts, ch 1175, §381](#); [2016 Acts, ch 1097, §15](#)

Referred to in [§488.801](#)