

**322B.80 DISSOLUTION.**

Subdivision 1. **Dissolution events.** A limited liability company dissolves upon the occurrence of any of the following events:

(1) when the period, if any, fixed in the articles of organization for the duration of the limited liability company expires, or if the limited liability company's term expires pursuant to section 322B.20, subdivision 2, paragraph (a);

(2) by order of a court pursuant to sections 322B.833 and 322B.843;

(3) prior to accepting contributions pursuant to section 322B.803;

(4) after accepting contributions pursuant to section 322B.806;

(5)(i) for limited liability companies whose existence begins before August 1, 1999, except as otherwise provided in the articles or a member control agreement, upon the occurrence of an event that terminates the continued membership of a member in the limited liability company, but the limited liability company is not dissolved and is not required to be wound up by reason of any event that terminates the continued membership of a member if (A) there is at least one remaining member and the existence and business of the limited liability company is continued by the consent of all the remaining members obtained no later than 90 days after the termination of the continued membership, or (B) if the membership of the last or sole member terminates and the legal representative of that last or sole member causes the limited liability company to admit at least one member;

(ii) for limited liability companies whose existence begins on or after August 1, 1999, upon the occurrence of an event that terminates the continued membership of a member in the limited liability company, but only if: (A) the articles of organization or a member control agreement specifically provide that the termination causes dissolution and in that event only as provided in the articles or member control agreement; or (B) if the membership of the last or sole member terminates and the legal representative of that last or sole member does not cause the limited liability company to admit at least one member within 180 days after the termination;

(6) a merger in which the limited liability company is not the surviving organization; or

(7) when terminated by the secretary of state according to section 322B.960.

Subd. 2. **Procedures following dissolution.** A limited liability company dissolved by one of the dissolution events specified in subdivision 1 must be wound up and terminated under the following dissolution provisions:

(1) when a limited liability company is dissolved under subdivision 1, clause (1), by reason of the expiration of its limited period of duration, the limited liability company must be wound up and terminated under sections 322B.81 to 322B.82, 322B.826, 322B.83, and 322B.873;

(2) when a limited liability company is dissolved under subdivision 1, clause (2), by reason of a court order, the limited liability company must be wound up and terminated under sections 322B.83 to 322B.856;

(3) when a limited liability company is dissolved under subdivision 1, clause (3), by its organizers, the limited liability company must be wound up and terminated under sections 322B.803 and 322B.81 to 322B.83;

(4) when a limited liability company is dissolved under subdivision 1, clause (4), by its members, the limited liability company must be wound up and terminated under sections 322B.806 to 322B.83 and 322B.873; and

(5) when a limited liability company is dissolved under subdivision 1, clause (5), by reason of a termination of the continued membership of a member, the limited liability company must be wound up and terminated under sections 322B.81 to 322B.82, 322B.826, 322B.83, and 322B.873.

**Subd. 3. Security interests.** Notwithstanding any provision of law, articles of organization, member control agreement, bylaws, other agreement, resolution, or action to the contrary, a limited liability company is not dissolved and is not required to be wound up upon the granting of a security interest in a member's membership interest, governance rights, or financial rights, or upon the foreclosure or other enforcement of a security interest in a member's financial rights, or upon the secured party's assignment, acceptance, or retention of a member's financial rights in accordance with chapter 336.

**History:** 1992 c 517 art 2 s 104; 1993 c 137 s 46,47; 1995 c 128 art 3 s 8; 1997 c 10 art 2 s 8; 1999 c 85 art 2 s 86,96; 2006 c 250 art 2 s 32; 2008 c 233 art 2 s 11