

**317A.721 VOLUNTARY DISSOLUTION BY BOARD AND MEMBERS WITH VOTING RIGHTS.**

Subdivision 1. **Approval required.** A corporation may be dissolved by the board and members with voting rights as provided in this section.

Subd. 2. **Approval by board; plan of dissolution.** The board shall adopt a resolution proposing dissolution of the corporation by the affirmative vote of a majority of all directors. The resolution must include a plan of dissolution that states to whom the assets owned or held by the corporation will be distributed after creditors are paid. The plan must comply with the requirements of section 317A.735. If the board will have discretion in distributing assets, the plan must state that the assets will be distributed to persons the board subsequently identifies. If there are members with voting rights, the resolution and plan of dissolution must be submitted to the members under subdivision 3.

Subd. 3. **Approval by members with voting rights.** (a) Written notice must be given to each member with voting rights, within the time and in the manner provided in section 317A.435 for notice of meetings of members and, whether the meeting is a regular or a special meeting, must state that a purpose of the meeting is to consider dissolving the corporation.

(b) The proposed dissolution must be submitted for approval at a meeting of members. If the proposed dissolution is approved by the members with voting rights, the dissolution must be started.

**History:** 1989 c 304 s 96; 2010 c 250 art 1 s 38,39