## 317A.711 VOLUNTARY DISSOLUTION BY INCORPORATORS.

Subdivision 1. **Manner.** If the first board of directors has not been named in the articles, designated or appointed pursuant to the articles, or elected under section 317A.171, a corporation may be dissolved by the incorporators as provided in this section.

Subd. 2. **Articles of dissolution.** (a) A majority of the incorporators shall sign articles of dissolution containing:

(1) the name of the corporation;

(2) the date of incorporation;

(3) a statement that the first board of directors has not been named in the articles, designated or appointed pursuant to the articles, or elected at an organizational meeting;

(4) a statement that no debts remain unpaid; and

(5) a statement that notice to the attorney general required by section 317A.811 has been given and the waiting period has expired or has been waived by the attorney general or a statement that section 317A.811 is not applicable.

(b) The articles of dissolution must be filed with the secretary of state.

Subd. 3. **Effective date.** When the articles of dissolution have been filed with the secretary of state, the corporation is dissolved.

Subd. 4. **Certificate.** The secretary of state shall issue to the dissolved corporation a certificate of dissolution that contains:

(1) the name of the corporation;

(2) the date the articles of dissolution were filed with the secretary of state; and

(3) a statement that the corporation is dissolved.

**History:** *1989 c 304 s 95; 1990 c 488 s 33; 2011 c 106 s 13*