317A.723 FILING NOTICE OF INTENT TO DISSOLVE; EFFECT.

Subdivision 1. **Contents.** If dissolution of the corporation is approved under section 317A.721, the corporation shall file with the secretary of state a notice of intent to dissolve. The notice must contain:

(1) the name of the corporation;

(2) the date and place of the meeting at which the resolution was approved by the board under section 317A.721, subdivision 2, and by the members under section 317A.721, subdivision 3, if applicable; and

(3) a statement that the requisite approval of the directors and members was received.

If applicable, the corporation also shall notify the attorney general under section 317A.811.

Subd. 2. **Winding up.** When the notice of intent to dissolve has been filed with the secretary of state and subject to section 317A.731, the corporation may not carry on its activities, except to the extent necessary for the winding up of the corporation. The board and members with voting rights have the right to revoke the dissolution proceedings under section 317A.731 and the members with voting rights have the right to remove directors or fill vacancies on the board. The corporate existence continues to the extent necessary to wind up the affairs of the corporation until the dissolution proceedings are revoked or articles of dissolution are filed with the secretary of state.

Subd. 3. **Remedies continued.** The filing with the secretary of state of a notice of intent to dissolve does not affect a remedy in favor of the corporation or a remedy against it or its directors, officers, or members in those capacities, except as provided in section 317A.781.

History: *1989 c 304 s 97*