

**275.300 Winding up of affairs -- Effect of dissolution.**

- (1) Except as otherwise provided in a written operating agreement the business or affairs of the limited liability company may be wound up:
  - (a) By the members or managers who have authority pursuant to KRS 275.165 to manage the limited liability company prior to dissolution; or
  - (b) If one (1) or more of the members or managers have engaged in wrongful conduct, or upon other cause shown, by the Circuit Court for the county in which the principal office of the limited liability company is located or in which the registered office of the limited liability company is located, on application of any member, any member's legal representative, or assignee.
- (2) A dissolved limited liability company shall continue its existence but shall not carry on any business except that appropriate to wind up and liquidate its business and affairs, including:
  - (a) Collecting its assets;
  - (b) Disposing of its properties that will not be distributed in kind to its members;
  - (c) Discharging or making provision for discharging its liabilities, including as appropriate entering into agreements with creditors for the satisfaction thereof;
  - (d) Distributing its remaining property among its members and assignees in proportion to their rights to share therein; and
  - (e) Doing every other act necessary to wind up and liquidate its business and affairs.
- (3) Except as otherwise provided in a written operating agreement, dissolution of a limited liability company shall not:
  - (a) Transfer title to the limited liability company's property;
  - (b) Prevent transfer of a limited liability company interest, although the authorization to dissolve may provide for the limited liability company restricting the transfer of the limited liability company's interest;
  - (c) Subject its members or managers to standards of conduct different from those prescribed herein;
  - (d) Amend the operating agreement or otherwise change quorum or voting requirements for its members or managers, provisions for selection, resignation, or removal of its members or managers, or provisions for amending the operating agreement, or terminate contribution obligations.
- (4) Dissolution of a limited liability company shall not:
  - (a) Prevent commencement of a proceeding by or against the limited liability company in its name;
  - (b) Abate or suspend a proceeding pending by or against the limited liability company on the effective date of dissolution;
  - (c) Terminate the authority of the registered agent of the limited liability company;
  - (d) Alter the obligations and responsibilities of the limited liability company as

prescribed by applicable federal or state law with regard to the filing or examination of all federal and state tax returns or the payment, assessment, or collection of any federal or state tax due with respect to those returns; or

(e) Abate or suspend KRS 275.150(1).

**Effective:** July 12, 2012

**History:** Amended 2012 Ky. Acts ch. 81, sec. 111, effective July 12, 2012. -- Repealed and reenacted 2010 Ky. Acts ch. 51, sec. 120, effective July 15, 2010; and amended ch. 133, sec. 39, effective July 15, 2010. -- Amended 2007 Ky. Acts ch. 137, sec. 120, effective June 26, 2007. -- Created 1994 Ky. Acts ch. 389, sec. 60, effective July 15, 1994.

**Legislative Research Commission Note (7/15/2010).** This section was amended by 2010 Ky. Acts ch. 133, and repealed and reenacted by 2010 Ky. Acts ch. 51. Pursuant to Section 184 of Acts ch. 51, it was the intent of the General Assembly that the repeal and reenactment not serve to void the amendment, and these Acts do not appear to be in conflict; therefore, they have been codified together.

**Legislative Research Commission Note (7/15/2010).** 2010 Ky. Acts ch. 51, sec. 183, provides, "The specific textual provisions of Sections 1 to 178 of this Act which reflect amendments made to those sections by 2007 Ky. Acts ch. 137 shall be deemed effective as of June 26, 2007, and those provisions are hereby made expressly retroactive to that date, with the remainder of the text of those sections being unaffected by the provisions of this section."