

**302A.711 VOLUNTARY DISSOLUTION BEFORE ISSUANCE OF SHARES.**

Subdivision 1. **Manner.** A corporation that has not issued shares may be dissolved by the incorporators or directors in the manner set forth in this section.

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

- (1) the name of the corporation;
- (2) the date of incorporation;
- (3) a statement that shares have not been issued;
- (4) a statement that all consideration received from subscribers for shares to be issued, less expenses incurred in the organization of the corporation, has been returned to the subscribers; and
- (5) a statement that no debts remain unpaid.

(b) The articles of dissolution shall 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 or its legal representative a certificate of dissolution that contains:

- (a) the name of the corporation;
- (b) the date and time the articles of dissolution were filed with the secretary of state; and
- (c) a statement that the corporation is dissolved.

**History:** 1981 c 270 s 99; 1993 c 17 s 55,56