

**322B.323 POWERS OF ESTATE OF A DECEASED OR INCOMPETENT MEMBER.**

Subdivision 1. **General rule.** If a member who is an individual dies or a court of competent jurisdiction adjudges the member to be incompetent to manage the member's person or property, or an order for relief under the bankruptcy code is entered with respect to the member, the member's executor, administrator, guardian, conservator, trustee, or other legal representative may exercise all of the member's rights for the purpose of settling the estate or administering the member's property. If a member is a corporation, trust, or other entity and is dissolved, terminated, or placed by a court in receivership or bankruptcy, the powers of that member may be exercised by its legal representative or successor.

Subd. 2. **When membership is terminated.** If an event referred to in subdivision 1 causes the termination of a member's membership interest and the termination does not result in dissolution, then subject to the articles of organization and any member control agreement:

(1) as provided in section 322B.306, subdivision 3, the terminated member's interest will be considered to be merely that of an assignee of the financial rights owned before the termination of membership; and

(2) the rights to be exercised by the legal representative of the terminated member will be limited accordingly.

**History:** 1992 c 517 art 2 s 32; 1993 c 137 s 38; 1999 c 85 art 2 s 17