

**321.0809 ADMINISTRATIVE DISSOLUTION.**

(a) A limited partnership that has failed to deliver for filing a registration pursuant to the requirements of section 321.0210, or whose agent resigned pursuant to section 321.0116, subdivision 1, and the resignation has been effective for 30 days without a new agent being appointed by the limited partnership, must be dissolved by the secretary of state as described in this section.

(b) The secretary of state must attempt to provide notice of dissolution to each limited partnership whose agent resigned pursuant to section 321.0116, subdivision 1, if the resignation of the agent has been effective for 30 days without a new agent being appointed by the limited partnership. If the limited partnership has not appointed a new agent within 30 days after the secretary of state attempted to provide notice to the limited partnership, or if the limited partnership has not filed the delinquent registration, the secretary of state must issue a certificate of administrative dissolution and the certificate must be filed in the Office of the Secretary of State. The secretary of state must also make available in an electronic format the names of the administratively dissolved limited partnerships.

(c) A limited partnership administratively dissolved continues its existence but may carry on only activities necessary to wind up its activities and liquidate its assets under sections 321.0803 and 321.0812 and to notify claimants under sections 321.0806 and 321.0807.

(d) The administrative dissolution of a limited partnership does not terminate the authority of its agent for service of process, if any.

**History:** 2004 c 199 art 8 s 71; 2009 c 98 s 17; 2010 c 250 art 2 s 20; 2011 c 106 s 18; 2013 c 110 s 4