§1533. Cancellation of certificate of formation

1. Cancellation. A certificate of formation is cancelled upon each of the following:

A. The dissolution and the completion of winding up and liquidation of the activities and affairs of a limited liability company; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

B. As provided in section 1593, subsection 4; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

C. Upon the filing of a certificate of merger or consolidation if the limited liability company is not the surviving or resulting entity in a merger or consolidation, or upon the future effective date or time of a certificate of merger or consolidation if the limited liability company is not the surviving or resulting converted organization in a merger or consolidation; or [PL 2011, c. 113, Pt. A, §9 (AMD).]

D. Upon the filing of a certificate of conversion to a foreign organization or upon the future effective date or time of a certificate of conversion to a foreign organization. [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

[PL 2011, c. 113, Pt. A, §9 (AMD).]

2. Certificate of cancellation. A certificate of cancellation must be delivered for filing in the office of the Secretary of State to accomplish the cancellation of a certificate of formation upon the dissolution and the completion of winding up of a limited liability company and must set forth:

A. The name of the limited liability company; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

B. The date of filing of the limited liability company's certificate of formation; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

C. A statement that the limited liability company is dissolved and the date of dissolution, if known; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

D. The future effective date or time, which must be a date or time certain, of cancellation if it is not to be effective upon the filing of the certificate of cancellation; and [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

E. Any other information the person filing the certificate of cancellation determines necessary. [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

3. Certificate of good standing. The Secretary of State may not issue a certificate of good standing with respect to a limited liability company if its certificate of formation is cancelled.
[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

4. Application of section 1544. The filing of a certificate of cancellation by the Secretary of State does not abate, suspend or otherwise alter the application of section 1544.
[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

SECTION HISTORY

PL 2009, c. 629, Pt. A, §2 (NEW). PL 2009, c. 629, Pt. A, §3 (AFF). PL 2011, c. 113, Pt. A, §9 (AMD).

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