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STATE OF RHODE ISLAND

IN GENERAL ASSEMBLY

JANUARY SESSION, A.D. 2015

A N A C T

RELATING TO CORPORATIONS, ASSOCIATIONS, AND PARTNERSHIPS -- THE RHODE
ISLAND LIMITED LIABILITY COMPANY ACT

Introduced By: Representatives Keable, and Lally

Date Introduced: February 25, 2015

Referred To: House Corporations

It is enacted by the General Assembly as follows:

1 SECTION 1. Section 7-16-45 of the General Laws in Chapter 7-16 entitled "The Rhode
2 Island Limited Liability Company Act" is hereby amended to read as follows:

3 **7-16-45. Winding up.** -- (a) Except as otherwise provided in the articles of organization
4 or operating agreement, the members who have not wrongfully dissolved a limited liability
5 company may wind up the limited liability company's business and affairs.

6 (b) On application by or on behalf of a member, the member's legal representative or
7 assignee, the superior court may wind up the limited liability company's business and affairs.

8 (c) Any limited liability company dissolved in any manner under this chapter or whose
9 existence is terminated or revoked pursuant to this chapter nevertheless continues for five (5)
10 years after the date of dissolution, termination, or revocation for the purpose of enabling it to
11 settle and close its affairs, to dispose of and convey its property, to discharge its liabilities, and to
12 distribute its assets, but not for the purpose of continuing the business for which it was organized.
13 The members or authorized managers have power to take any action that is appropriate to carry
14 out the purposes of this section.

15 SECTION 2. This act shall take effect upon passage.

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EXPLANATION
BY THE LEGISLATIVE COUNCIL
OF

A N A C T

RELATING TO CORPORATIONS, ASSOCIATIONS, AND PARTNERSHIPS -- THE RHODE
ISLAND LIMITED LIABILITY COMPANY ACT

1 This act would provide that dissolved, terminated or revoked limited liability companies
2 would have five (5) years after the date of the dissolution, termination, or revocation for the
3 purpose of enabling it to wind up and close its affairs.

4 This act would take effect upon passage.

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