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STATE OF RHODE ISLAND

IN GENERAL ASSEMBLY

JANUARY SESSION, A.D. 2016

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A N A C T

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

Introduced By: Representatives Keable, Craven, and Shekarchi

Date Introduced: January 22, 2016

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 may nevertheless continue for up to  
10 five (5) years after the date of dissolution, termination, or revocation for the purpose of enabling  
11 it to settle and close its affairs, to dispose of and convey its property, to discharge its liabilities,  
12 and to distribute its assets, but not for the purpose of continuing the business for which it was  
13 organized. The members or authorized managers have power to take any action that is appropriate  
14 to carry 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

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

4           This act would take effect upon passage.

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