

2012 Kansas Statutes

17-76,116. Dissolution. (a) A limited liability company is dissolved and its affairs shall be wound up upon the first to occur of the following:

(1) At the time specified in an operating agreement, but if no such time is set forth in the operating agreement, then the limited liability company shall have a perpetual existence;

(2) upon the happening of events specified in an operating agreement;

(3) unless otherwise provided in an operating agreement, upon the written consent of the members of the limited liability company; or, if there is more than one class or group of members, then by each class or group of members, in either case, by members who own more than 50% of the then-current percentage or other interest in the profits of the limited liability company owned by all of the members or by the members in each class or group, as appropriate;

(4) at any time there are no members, provided that, unless otherwise provided in an operating agreement, the limited liability company is not dissolved and is not required to be wound up if, within 90 days or such other period as is provided for in the operating agreement after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative of the last remaining member agrees in writing to continue the limited liability company and to the admission of the personal representative of such member or the personal representative's nominee or designee to the limited liability company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member; or

(5) the entry of a decree of judicial dissolution under K.S.A. 17-76,117, and amendments thereto.

(b) Unless otherwise provided in an operating agreement, the death, retirement, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the limited liability company to be dissolved or its affairs to be wound up, and upon the occurrence of any such event, the limited liability company shall be continued without dissolution, unless within 90 days following the occurrence of any such event, the remaining members of the limited liability company or, if there is more than one class or group of members, then the remaining members in each class or group of members, in either case, by members who own more than 50% of the then-current percentage or other interest in the profits of the limited liability company owned by all of the members or by the members in each class or group, as appropriate, agree in writing to dissolve the limited liability company.

History: L. 1999, ch. 119, § 55; Jan. 1, 2000.