

4A-907.

Following dissolution, [if the business or affairs of the limited liability company are not continued under § 4A-904 of this subtitle,] a member OF A LIMITED LIABILITY COMPANY can bind the limited liability company:

(1) By any act appropriate for winding up the affairs of the limited liability company or completing transactions unfinished at the time of dissolution, unless the member purporting to act on behalf of the limited liability company does not have the authority to do so and the person with whom the member is dealing has actual knowledge or actual notice of the absence of authority; and

(2) In any transaction which would have been binding on the limited liability company had it not been dissolved; provided, that the person with whom the member is dealing does not have actual knowledge or actual notice of the dissolution.

4A-909.

(a) (1) [Unless the limited liability company is continued pursuant to § 4A-904 of this subtitle, the] THE remaining members OF A LIMITED LIABILITY COMPANY may cause articles of dissolution to be filed with the Department at any time after dissolution and before termination.

(2) Articles of dissolution shall contain:

- (i) The name of the limited liability company;
- (ii) The date of filing of the articles of organization and each amendment thereto;
- (iii) The date of the dissolution; and
- (iv) Any other information the members determine.

(b) (1) If, at any time after the articles of dissolution have been filed but before the limited liability company has been terminated, the members UNANIMOUSLY agree to continue the limited liability company [pursuant to § 4A-904 of this subtitle], the members shall cause articles of continuation to be filed with the Department.

(2) Articles of continuation shall contain:

- (i) The name of the limited liability company;
- (ii) The date of filing of the articles of dissolution;
- (iii) The date of dissolution set forth in the articles of dissolution;
- (iv) The date the members agreed to continue the limited liability company; and
- (v) Any other information the members determine.

4A-910.

(a) The limited liability company is terminated on the later of: