

Superseded 7/1/2024

16-10a-1430 Grounds for judicial dissolution.

- (1) A corporation may be dissolved in a proceeding by the attorney general or the division director if it is established that:
 - (a) the corporation obtained its articles of incorporation through fraud; or
 - (b) the corporation has continued to exceed or abuse the authority conferred upon it by law.
- (2) A corporation may be dissolved in a proceeding by a shareholder if it is established that:
 - (a) the directors are deadlocked in the management of the corporate affairs, the shareholders are unable to break the deadlock, irreparable injury to the corporation is threatened or being suffered, or the business and affairs of the corporation can no longer be conducted to the advantage of the shareholders generally, because of the deadlock;
 - (b) the directors or those in control of the corporation have acted, are acting, or will act in a manner that is illegal, oppressive, or fraudulent;
 - (c) the shareholders are deadlocked in voting power and have failed, for a period that includes at least two consecutive annual meeting dates, to elect successors to directors whose terms have expired or would have expired upon the election of their successors; or
 - (d) the corporate assets are being misapplied or wasted.
- (3) A corporation may be dissolved in a proceeding by a creditor if it is established that:
 - (a) the creditor's claim has been reduced to judgment, the execution on the judgment has been returned unsatisfied, and the corporation is insolvent; or
 - (b) the corporation is insolvent and the corporation has admitted in writing that the creditor's claim is due and owing.
- (4) A corporation may be dissolved in a proceeding by the corporation to have its voluntary dissolution continued under court supervision.