

***Effective until 5/1/2024***

**48-3a-709 Reinstatement.**

- (1) A limited liability company that is administratively dissolved under Section 48-3a-708 may apply to the division for reinstatement not later than two years after the effective date of dissolution. The application must state:
  - (a) the name of the limited liability company at the time of its administrative dissolution and, if needed, a different name that satisfies Section 48-3a-108;
  - (b) the address of the principal office of the limited liability company and the name and address of its registered agent;
  - (c) the effective date of the limited liability company's administrative dissolution; and
  - (d) that the grounds for dissolution did not exist or have been cured.
- (2) To be reinstated, a limited liability company must pay all fees, taxes, interest, and penalties that were due to the division at the time of its administrative dissolution and all fees, taxes, interest, and penalties that would have been due to the division while the limited liability company was administratively dissolved.
- (3) If the division determines that an application under Subsection (1) contains the information required by Subsection (1), is satisfied that the information is correct, and determines that all payments required to be made to the division by Subsection (2) have been made, the division shall:
  - (a) cancel the statement of administrative dissolution and prepare a statement of reinstatement that states the division's determination and the effective date of reinstatement;
  - (b) file the statement of reinstatement; and
  - (c) serve a copy of the statement of reinstatement on the limited liability company.
- (4) When reinstatement under this section is effective, the following rules apply:
  - (a) The reinstatement relates back to and takes effect as of the effective date of the administrative dissolution.
  - (b) The limited liability company may resume its activities and affairs as if the administrative dissolution had not occurred.
  - (c) The rights of a person arising out of an act or omission in reliance on the dissolution before the person knew or had notice of the reinstatement are not affected.