

2016 Regular Session

HOUSE BILL NO. 289

BY REPRESENTATIVE GAROFALO

CORPORATIONS: Provides with respect to a corporation's juridical personality at the termination of corporate existence

1 AN ACT

2 To enact R.S. 12:1-1443(B)(4), relative to a corporation's juridical personality at the time
3 of corporate termination; to provide for the existence of a corporation's continued
4 juridical personality to dispose of immovable property; and to provide for related
5 matters.

6 Be it enacted by the Legislature of Louisiana:

7 Section 1. R.S. 12:1-1443(B)(4) is hereby enacted to read as follows:

8 §1-1443. Effective date and effects of termination

9 * * *

10 B. When the existence of the corporation terminates, the corporation's
11 juridical personality ends except for purposes of any of the following:

12 * * *

13 . (4) Disposing of immovable property owned by the corporation pursuant to
14 a resolution of the board of directors.

15 * * *

DIGEST

The digest printed below was prepared by House Legislative Services. It constitutes no part of the legislative instrument. The keyword, one-liner, abstract, and digest do not constitute part of the law or proof or indicia of legislative intent. [R.S. 1:13(B) and 24:177(E)]

HB 289 Original

2016 Regular Session

Garofalo

Abstract: Provides that a terminated corporation's juridical personality continues for the purpose of disposing of immovable property.

Present law provides that when the existence of a corporation terminates, the corporation's juridical personality is also terminated except for any of the following purposes:

- (1) To reserve the corporation's name.
- (2) To conclude any proceeding to which the corporation is a party at the time of the termination.
- (3) To continue in ownership of any undistributed corporate assets and to owe any undischarged corporate obligations or liabilities.

Proposed law retains present law and adds the following additional purpose for which a corporation's juridical personality will continue after the corporation terminates:

To dispose of immovable property owned by the corporation pursuant to a resolution of the board of directors.

(Adds R.S. 12:1-1443(B)(4))