63.647 Grounds for administrative dissolution. The Secretary of State may commence a proceeding under ORS 63.651 to administratively dissolve a limited liability company if:

(1) The limited liability company does not pay when due any fees imposed by this chapter;

(2) The limited liability company does not deliver its annual report to the Secretary of State when due;

(3) The limited liability company is without a registered agent or registered office in this state;

(4) The limited liability company does not notify the Secretary of State that its registered agent or registered office has been changed, that its registered agent has resigned or that its registered office has been discontinued; or

(5) The limited liability company's period of duration stated in its articles of organization expires. [1993 c.173 §62]

63.651 Procedure; effect of administrative dissolution. (1) If the Secretary of State determines that one or more grounds exist under ORS 63.647 for dissolving a limited liability company, the Secretary of State shall give the limited liability company written notice of the determination.

(2) If the limited liability company does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the Secretary of State, within 45 days after notice is given, that each of the grounds that the Secretary of State has determined to be a ground for the dissolution does not exist, the Secretary of State shall dissolve the limited liability company.

(3) A limited liability company administratively dissolved continues the limited liability company's existence but may not carry on any activities except activities that are necessary or appropriate to wind up and liquidate the limited liability company's business and affairs under ORS 63.637 and notify claimants under ORS 63.641 and 63.644.

(4) The administrative dissolution of a limited liability company does not terminate the authority of the limited liability company's registered agent. [1993 c.173 §63; 1993 c.173 §106; 2013 c.159 §9]