

**489.202 Amendment or restatement of certificate of organization.**

1. A certificate of organization may be amended or restated at any time.
2. To amend its certificate of organization, a limited liability company must deliver to the secretary of state for filing an amendment stating all of the following:
  - a. The name of the company.
  - b. The date of filing of its certificate of organization.
  - c. The changes the amendment makes to the certificate as most recently amended or restated.
3. To restate its certificate of organization, a limited liability company must deliver to the secretary of state for filing a restatement, designated as such in its heading, stating all of the following:
  - a. In the heading or an introductory paragraph, the company's present name and the date of the filing of the company's initial certificate of organization.
  - b. If the company's name has been changed at any time since the company's formation, each of the company's former names.
  - c. The changes the restatement makes to the certificate as most recently amended or restated.
4. Subject to [section 489.112, subsection 3](#), and [section 489.205, subsection 3](#), an amendment to or restatement of a certificate of organization is effective when filed by the secretary of state.
5. If a member of a member-managed limited liability company, or a manager of a manager-managed limited liability company, knows that any information in a filed certificate of organization was inaccurate when the certificate was filed or has become inaccurate owing to changed circumstances, the member or manager shall promptly do any of the following:
  - a. Cause the certificate to be amended.
  - b. If appropriate, deliver to the secretary of state for filing a statement of change under [section 489.114](#) or a statement of correction under [section 489.206](#).

2008 Acts, ch 1162, §19, 155

Referred to in [§489.105](#)