

489.208 Certificate of existence or authorization.

1. The secretary of state, upon request and payment of the requisite fee, shall furnish to any person a certificate of existence for a limited liability company if the records filed in the office of the secretary of state show that the company has been formed under section 489.201 and the secretary of state has not filed a statement of termination pertaining to the company. A certificate of existence must state all of the following:

- a. The company's name.
- b. That the company was duly formed under the laws of this state, the date of its formation, and the period of its duration if less than perpetual.
- c. Whether all fees, taxes, and penalties due under this chapter or other law to the secretary of state have been paid.
- d. Whether the company's most recent biennial report required by section 489.209 has been filed by the secretary of state.
- e. Whether the secretary of state has administratively dissolved the company.
- f. Whether the company has delivered to the secretary of state for filing a statement of dissolution.
- g. That a statement of termination has not been filed by the secretary of state.
- h. Other facts of record in the office of the secretary of state which are specified by the person requesting the certificate.

2. The secretary of state, upon request and payment of the requisite fee, shall furnish to any person a certificate of authorization for a foreign limited liability company if the records filed in the office of the secretary of state show that the secretary of state has filed a certificate of authority, has not revoked the certificate of authority, and has not filed a notice of cancellation. A certificate of authorization must state all of the following:

- a. The company's name and any alternate name adopted under section 489.805, subsection 1, for use in this state.
- b. That the company is authorized to transact business in this state.
- c. Whether all fees, taxes, and penalties due under this chapter or other law to the secretary of state have been paid.
- d. Whether the company's most recent biennial report required by section 489.209 has been filed by the secretary of state.
- e. That the secretary of state has not revoked the company's certificate of authority and has not filed a notice of cancellation.
- f. Other facts of record in the office of the secretary of state which are specified by the person requesting the certificate.

3. Subject to any qualification stated in the certificate, a certificate of existence or certificate of authorization issued by the secretary of state is conclusive evidence that the limited liability company is in existence or the foreign limited liability company is authorized to transact business in this state.

2008 Acts, ch 1162, §25, 155; 2010 Acts, ch 1100, §9