

**489.502 Transfer of transferable interest.**

1. For a transfer, in whole or in part, all of the following applies to a transferable interest:
  - a. It is permissible.
  - b. It does not by itself cause a member's dissociation or a dissolution and winding up of the limited liability company's activities.
  - c. Subject to section 489.504, it does not entitle the transferee to do any of the following:
    - (1) Participate in the management or conduct of the company's activities.
    - (2) Except as otherwise provided in subsection 3, have access to records or other information concerning the company's activities.
  2. A transferee has the right to receive, in accordance with the transfer, distributions to which the transferor would otherwise be entitled.
  3. In a dissolution and winding up of a limited liability company, a transferee is entitled to an account of the company's transactions only from the date of dissolution.
  4. A transferable interest may be evidenced by a certificate of the interest issued by the limited liability company in a record, and, subject to this section, the interest represented by the certificate may be transferred by a transfer of the certificate.
  5. A limited liability company need not give effect to a transferee's rights under this section until the company has notice of the transfer.
  6. A transfer of a transferable interest in violation of a restriction on transfer contained in the operating agreement or another agreement to which the transferor is a party is ineffective as to a person having notice of the restriction at the time of transfer.
  7. Except as otherwise provided in section 489.602, subsection 4, paragraph "b", when a member transfers a transferable interest, the transferor retains the rights of a member other than the interest in distributions transferred and retains all duties and obligations of a member.
  8. When a member transfers a transferable interest to a person that becomes a member with respect to the transferred interest, the transferee is liable for the member's obligations under section 489.403 and section 489.406, subsection 3, known to the transferee when the transferee becomes a member.

2008 Acts, ch 1162, §42, 155

Referred to in §489.404, 489.503, 489.504, 489.708, 489.1203