

**489.201 Formation of limited liability company — certificate of organization.**

1. One or more persons may act as organizers to form a limited liability company by signing and delivering to the secretary of state for filing a certificate of organization.

2. A certificate of organization must state all of the following:

a. The name of the limited liability company, which must comply with [section 489.108](#).

b. The street address of the initial registered office and the name of the initial registered agent for service of process on the company.

3. Subject to [section 489.112, subsection 3](#), a certificate of organization may also contain statements as to matters other than those required by [subsection 2](#). However, a statement in a certificate of organization is not effective as a statement of authority.

4. A limited liability company is formed when the secretary of state has filed the certificate of organization, unless the certificate states a delayed effective date pursuant to [section 489.205, subsection 3](#). If the certificate states a delayed effective date, a limited liability company is not formed if, before the certificate takes effect, a statement of cancellation is signed and delivered to the secretary of state for filing and the secretary of state files the certificate.

5. Subject to any delayed effective date and except in a proceeding by this state to dissolve a limited liability company, the filing of the certificate of organization by the secretary of state is conclusive proof that the organizer satisfied all conditions to the formation of a limited liability company.

[2008 Acts, ch 1162, §18, 155; 2010 Acts, ch 1100, §8](#)

Referred to in [§489.102, 489.203, 489.205, 489.1008](#)