

489.302 Statement of limited liability company authority.

1. A limited liability company may deliver to the secretary of state for filing a statement of authority. All of the following apply to the statement:

a. It must include the name of the limited liability company and the name and street and mailing addresses of its registered agent.

b. With respect to any position that exists in or with respect to the limited liability company, it may state the authority, or limitations on the authority, of all persons holding the position to do any of the following:

(1) Sign an instrument transferring real property held in the name of the limited liability company.

(2) Enter into other transactions on behalf of, or otherwise act for or bind, the limited liability company.

c. It may state the authority, or limitations on the authority, of a specific person to do any of the following:

(1) Sign an instrument transferring real property held in the name of the limited liability company.

(2) Enter into other transactions on behalf of, or otherwise act for or bind, the limited liability company.

2. To amend or cancel a statement of authority filed by the secretary of state, a limited liability company must deliver to the secretary of state for filing an amendment or cancellation stating all of the following:

a. The name of the limited liability company.

b. The name and street and mailing addresses of the limited liability company's registered agent.

c. The date the statement being affected became effective.

d. The contents of the amendment or a declaration that the statement is canceled.

3. A statement of authority affects only the power of a person to bind a limited liability company to persons that are not members.

4. Subject to [subsection 3](#) and [section 489.103, subsection 4](#), and except as otherwise provided in [subsections 6, 7, and 8](#), a limitation on the authority of a person or a position contained in an effective statement of authority is not by itself evidence of any person's knowledge or notice of the limitation.

5. Subject to [subsection 3](#), a grant of authority not pertaining to a transfer of real property and contained in an effective statement of authority is conclusive in favor of a person that gives value in reliance on the grant, except to the extent that when the person gives value, any of the following applies:

a. The person has knowledge to the contrary.

b. The statement has been canceled or restrictively amended under [subsection 2](#).

c. A limitation on the grant is contained in another statement of authority that became effective after the statement containing the grant became effective.

6. Subject to [subsection 3](#), an effective statement of authority that grants authority to transfer real property held in the name of the limited liability company, a certified copy of which statement is recorded in the office for recording transfers of the real property, is conclusive in favor of a person that gives value in reliance on the grant without knowledge to the contrary, except to the extent that when the person gives value, any of the following applies:

a. The statement has been canceled or restrictively amended under [subsection 2](#) and a certified copy of the cancellation or restrictive amendment has been recorded in the office for recording transfers of the real property.

b. A limitation on the grant is contained in another statement of authority that became effective after the statement containing the grant became effective, and a certified copy of the later-effective statement is recorded in the office for recording transfers of the real property.

7. Subject to [subsection 3](#), if a certified copy of an effective statement containing a limitation on the authority to transfer real property held in the name of a limited liability

company is recorded in the office for recording transfers of that real property, all persons are deemed to know of the limitation.

8. Subject to [subsection 9](#), an effective statement of dissolution or a statement of termination is a cancellation of any filed statement of authority for the purposes of [subsection 6](#) and is a limitation on authority for the purposes of [subsection 7](#).

9. After a statement of dissolution becomes effective, a limited liability company may deliver to the secretary of state for filing and, if appropriate, the secretary of state may record a statement of authority that is designated as a post-dissolution statement of authority. The statement operates as provided in [subsections 6 and 7](#).

10. A statement of authority filed by the secretary of state under [section 489.207,* subsection 1](#), is effective until amended or canceled as provided in [subsection 2](#), unless an earlier cancellation date is specified in the statement.

11. An effective statement of denial operates as a restrictive amendment under [this section](#) and may be recorded by certified copy for purposes of [subsection 6](#), paragraph “a”.

[2008 Acts, ch 1162, §28, 155; 2009 Acts, ch 41, §144, 145; 2010 Acts, ch 1100, §11, 12; 2013 Acts, ch 108, §2; 2023 Acts, ch 152, §33, 161](#)

Referred to in [§489.103, 489.407A](#)

*Reference to §489.206 may be intended; corrective legislation is pending
2023 amendment effective January 1, 2024; 2023 Acts, ch 152, §161
Section amended