

**489.901 Governing law.**

1. The law of the jurisdiction of formation of a foreign limited liability company governs all of the following:

- a. The internal affairs of the foreign limited liability company.
- b. The liability of a member as member and manager as manager for a debt, obligation, or other liability of the foreign limited liability company.
- c. The liability of a series of the foreign limited liability company.

2. A foreign limited liability company is not precluded from registering to do business in this state because of any difference between the law of the foreign limited liability company's jurisdiction of formation and the law of this state.

3. Registration of a foreign limited liability company to do business in this state does not permit the foreign limited liability company to engage in any business or affairs or exercise any power that a limited liability company cannot lawfully engage in or exercise in this state.

[2008 Acts, ch 1162, §57, 155](#)

C2009, §489.801

[2019 Acts, ch 26, §45, 53; 2023 Acts, ch 152, §64, 143, 161](#)

C2024, §489.901

Former §489.901 transferred to §489.801 by [2023 Acts, ch 152, §143, 161](#)

2023 amendment effective January 1, 2024; [2023 Acts, ch 152, §161](#)

Section transferred from §489.801 in Code 2024 pursuant to directive in [2023 Acts, ch 152, §143, 161](#)

Section amended