

**489.109 Powers.**

1. Except as otherwise provided in [subsection 2](#), a limited liability company has the capacity to sue and be sued in its own name and the power to do all things necessary or convenient to carry on its activities and affairs.

2. Until a limited liability company has or has had at least one member, the limited liability company lacks the capacity to do any act or carry on any activity except all of the following:

a. Delivering to the secretary of state for filing a statement of change under [section 489.116](#), an amendment to the certificate under [section 489.202](#), a statement of correction under [section 489.209](#), a biennial report under [section 489.212](#), a statement of withdrawal or a statement of rescission under [section 489.703](#), or a statement of termination under [section 489.702, subsection 2](#), paragraph “b”, subparagraph (6).

b. Admitting a member under [section 489.401](#).

c. Dissolving under [section 489.701](#).

3. A limited liability company that has or has had at least one member may ratify an act or activity that occurred when the company lacked capacity under [subsection 2](#).

[2008 Acts, ch 1162, §5, 155](#)

[C2009, §489.105](#)

[2019 Acts, ch 26, §55; 2023 Acts, ch 152, §5, 143, 161](#)

[C2024, §489.109](#)

[2024 Acts, ch 1125, §3, 31](#)

Referred to in [§489.105](#)

Former [§489.109](#) transferred to [§489.113](#); [2023 Acts, ch 152, §143, 161](#)

Subsection 2, paragraph a amended