

**489.14205 Certificate of existence for protected series.**

1. On request of any person, the secretary of state shall issue a certificate of existence for a protected series of a series limited liability company or a certificate of authority for a foreign protected series in the following circumstances:

a. In the case of a protected series, if all of the following apply:

(1) No statement of dissolution, termination, or relocation pertaining to the protected series has been filed.

(2) The company has delivered to the secretary of state for filing the most recent biennial report required by [section 489.212](#) and the report includes the name of the protected series, unless any of the following applies:

(a) When the company delivered the report for filing, the protected series designation pertaining to the protected series had not yet taken effect.

(b) After the company delivered the report for filing, the company delivered to the secretary of state for filing a statement of designation change changing the name of the protected series.

b. In the case of a foreign protected series, it is authorized to do business in this state.

2. A certificate issued under [subsection 1](#) must state all of the following:

a. In the case of a protected series, all of the following:

(1) The name of the protected series of the series limited liability company and the name of the company.

(2) That the requirements of [subsection 1](#) are met.

(3) The date the protected series designation pertaining to the protected series took effect.

(4) If a statement of designation change pertaining to the protected series has been filed, the effective date and contents of the statement.

b. In the case of a foreign protected series, that it is authorized to do business in this state.

c. That all fees, taxes, interest, and penalties due under [this chapter](#) or other law to the secretary of state have been paid if all of the following apply:

(1) Payment is reflected in the records of the secretary of state.

(2) Nonpayment affects the existence or good standing of the protected series.

d. Other facts reflected in the records of the secretary of state pertaining to the protected series or foreign protected series which the person requesting the certificate reasonably requests.

3. Subject to any qualification stated by the secretary of state in a certificate issued under [subsection 1](#), the certificate may be relied on as conclusive evidence of the facts stated in the certificate.

[2019 Acts, ch 26, §13, 41; 2024 Acts, ch 1125, §23, 31](#)

Subsection 1, paragraph a, subparagraph (2), unnumbered paragraph 1 amended