

489.202 Amendment or restatement of certificate of organization.

1. A certificate of organization may be amended or restated at any time.
2. To amend its certificate of organization, a limited liability company must deliver to the secretary of state for filing an amendment stating all of the following:
 - a. The name of the limited liability company.
 - b. The date of filing of its initial certificate.
 - c. The text of the amendment.
3. To restate its certificate of organization, a limited liability company must deliver to the secretary of state for filing a restatement, designated as such in its heading, and setting forth all of the following:
 - a. The name of the limited liability company.
 - b. The text of the restated certificate of organization.
 - c. A statement that the restated certificate consolidates all amendments into a single document.
 - d. If a new amendment is included in the restated certificate of organization, the statements required under [subsection 2](#) with respect to the new amendment if not otherwise provided.
4. If a member of a member-managed limited liability company, or a manager of a manager-managed limited liability company, knows that any information in a filed certificate of organization was inaccurate when the certificate of organization was filed or has become inaccurate due to changed circumstances, the member or manager shall promptly do any of the following:
 - a. Cause the certificate of organization to be amended.
 - b. If appropriate, deliver to the secretary of state for filing a statement of change under [section 489.116](#) or a statement of correction under [section 489.209](#).

2008 Acts, ch 1162, §19, 155; 2023 Acts, ch 152, §22, 161

Referred to in [§489.109](#), [489.205](#)