

**489.203 Signing of records to be delivered for filing to secretary of state.**

1. A record delivered to the secretary of state for filing pursuant to [this chapter](#) must be signed as follows:

a. Except as otherwise provided in paragraphs “b” and “c”, a record signed by a limited liability company must be signed by a person authorized by the company.

b. A limited liability company’s initial certificate of organization must be signed by at least one person acting as an organizer.

c. A record delivered on behalf of a dissolved limited liability company that has no member must be signed by the person winding up the company’s activities and affairs under [section 489.702, subsection 3](#), or a person appointed under [section 489.702, subsection 4](#), to wind up the activities and affairs.

d. A statement of denial by a person under [section 489.303](#) must be signed by that person.

e. Any other record delivered on behalf of a person to the secretary of state for filing must be signed by that person.

2. A record delivered for filing under [this chapter](#) may be signed by an agent. Whenever [this chapter](#) requires a particular individual to sign a record and the individual is deceased or incompetent, the record may be signed by a legal representative of the individual.

3. A person that signs a record as an agent or legal representative affirms as a fact that the person is authorized to sign the record.

[2008 Acts, ch 1162, §20, 155; 2023 Acts, ch 152, §23, 161](#)

Referred to in [§489.212](#)