

489.911 Administrative termination of registration.

1. The secretary of state may terminate the registration of a registered foreign limited liability company in the manner provided in [subsections 2 and 3](#), if any of the following applies:

a. The foreign limited liability company does not pay within sixty days after they are due any fees, taxes, interest, or penalties imposed by [this chapter](#) or other laws of this state.

b. The foreign limited liability company does not deliver its biennial report to the secretary of state within sixty days after it is due.

c. The foreign limited liability company is without a registered agent or its registered agent has no place of business in this state for sixty days or more.

d. The secretary of state has not been notified within sixty days that the foreign limited liability company's registered agent or the registered agent's place of business has been changed, that its registered agent has resigned, or that the address of the registered agent has been discontinued.

2. The secretary of state may terminate the registration of a registered foreign limited liability company by doing all of the following:

a. Filing a certificate of termination.

b. Delivering a copy of the certificate of termination to the foreign company's registered agent or, if the foreign company does not have a registered agent, to the foreign company's principal office.

3. The certificate of termination must state all of the following:

a. The effective date of the termination, which must be not less than sixty days after the secretary of state delivers the copy of the certificate of termination as prescribed in [subsection 2](#), paragraph "b".

b. The grounds for termination under [subsection 1](#).

4. The registration of a registered foreign limited liability company to do business in this state ceases on the effective date of the termination as set forth in the certificate of termination, unless before that date the foreign company cures each ground for termination stated in the certificate of termination. If the foreign company cures each ground, the secretary of state shall file a statement that the certificate of termination is withdrawn.

5. After the effective date of the termination as set forth in the certificate of termination, service of process in any proceeding based on a cause of action arising during the time the entity was registered to do business in this state may be made as provided in [section 489.119](#).

[2023 Acts, ch 152, §76, 161; 2024 Acts, ch 1125, §18, 31](#)

Subsection 1, paragraph d amended