

489.205 Liability for inaccurate information in filed records.

1. If a record delivered to the secretary of state for filing under [this chapter](#) and filed by the secretary of state contains inaccurate information, a person that suffers loss by reliance on the information may recover damages for the loss from all of the following:

a. A person that signed the record, or caused another to sign it on the person's behalf, and knew the information to be inaccurate at the time the record was signed.

b. Subject to [subsection 2](#), a member of a member-managed limited liability company or a manager of a manager-managed limited liability company if all of the following apply:

(1) The record was delivered for filing on behalf of the limited liability company.

(2) The member or manager knew or had notice of the inaccuracy for a reasonably sufficient time before the information was relied upon so that, before the reliance, the member or manager reasonably could have done any of the following:

(a) Effected an amendment under [section 489.202](#).

(b) Filed a petition under [section 489.204](#).

(c) Delivered to the secretary of state for filing a statement of change under [section 489.116](#) or a statement of correction under [section 489.209](#).

2. To the extent the operating agreement of a member-managed limited liability company expressly relieves a member of responsibility for maintaining the accuracy of information contained in records delivered on behalf of the limited liability company to the secretary of state for filing under [this chapter](#) and imposes that responsibility on one or more other members, the liability stated in [subsection 1](#), paragraph "b", applies to those other members and not to the member that the operating agreement relieves of the responsibility.

3. A person commits a serious misdemeanor if that person signs a record the person knows is false in any material respect with intent that the record be delivered to the secretary of state for filing.

[2023 Acts, ch 152, §25, 161](#)

Referred to in [§489.116](#)

Former §489.205 stricken effective January 1, 2024, by [2023 Acts, ch 152, §25, 161](#)