

490.625 Form and content of certificates.

1. Shares may, but need not, be represented by certificates. Unless [this chapter](#) or another statute expressly provides otherwise, the rights and obligations of shareholders are identical regardless of whether their shares are represented by certificates.

2. At a minimum, each share certificate must state on its face all of the following:

a. The name of the corporation and that it is organized under the law of this state.

b. The name of the person to whom issued.

c. The number and class of shares and the designation of the series, if any, the certificate represents.

3. a. If the corporation is authorized to issue different classes of shares or series of shares within a class, the front or back of each certificate must summarize all of the following:

(1) The preferences, rights, and limitations applicable to each class and series.

(2) Any variations in preferences, rights, and limitations among the holders of the same class or series.

(3) The authority of the board of directors to determine the terms of future classes or series.

b. Alternatively, each certificate may state conspicuously on its front or back that the corporation will furnish the shareholder this information on request in writing and without charge.

4. Each share certificate must be signed by two officers designated in the bylaws.

5. If the person who signed a share certificate no longer holds office when the certificate is issued, the certificate is nevertheless valid.

[89 Acts, ch 288, §46](#); [2021 Acts, ch 165, §52, 230](#)

Referred to in [§490.604](#), [490.626](#)