489.201 Formation of limited liability company — certificate of organization.

- 1. One or more persons may act as organizers to form a limited liability company by signing and delivering to the secretary of state for filing a certificate of organization.
 - 2. A certificate of organization must state all of the following:
 - a. The name of the limited liability company, which must comply with section 489.108.
- b. The street address of the initial registered office and the name of the initial registered agent for service of process on the company.
- 3. Subject to section 489.112, subsection 3, a certificate of organization may also contain statements as to matters other than those required by subsection 2. However, a statement in a certificate of organization is not effective as a statement of authority.
- 4. A limited liability company is formed when the secretary of state has filed the certificate of organization, unless the certificate states a delayed effective date pursuant to section 489.205, subsection 3. If the certificate states a delayed effective date, a limited liability company is not formed if, before the certificate takes effect, a statement of cancellation is signed and delivered to the secretary of state for filing and the secretary of state files the certificate.
- 5. Subject to any delayed effective date and except in a proceeding by this state to dissolve a limited liability company, the filing of the certificate of organization by the secretary of state is conclusive proof that the organizer satisfied all conditions to the formation of a limited liability company.

2008 Acts, ch 1162, §18, 155; 2010 Acts, ch 1100, §8 Referred to in §489.102, 489.203, 489.205, 489.1008