

**489.14107 Additional limitations on operating agreement.**

1. An operating agreement shall not vary the effect of any of the following:
  - a. This section.
  - b. Section 489.14103.
  - c. Section 489.14104, subsection 1.
  - d. Section 489.14104, subsection 2, to provide a protected series a power beyond the powers this chapter provides a limited liability company.
  - e. Section 489.14104, subsection 3 or 4.
  - f. Section 489.14105.
  - g. Section 489.14106.
  - h. Section 489.14108.
  - i. Section 489.14201, except to vary the manner in which a limited liability company approves establishing a protected series.
  - j. Section 489.14202.
  - k. Section 489.14301.
  - l. Section 489.14302.
  - m. Section 489.14303, subsection 1 or 2.
  - n. Section 489.14304, subsection 3 or 6.
  - o. Section 489.14401, except to decrease or eliminate a limitation of liability stated in section 489.14401.
  - p. Section 489.14402.
  - q. Section 489.14403.
  - r. Section 489.14404.
  - s. Section 489.14501, subsections 1, 4, and 5.
  - t. Section 489.14502, except to designate a different person to manage winding up.
  - u. Section 489.14503.
  - v. Article 6.
  - w. Article 7.
  - x. Article 8, except to vary any of the following:
    - (1) The manner in which a series limited liability company may elect under section 489.14803, subsection 1, paragraph “b”,\* to be subject to this article.
    - (2) The person that has the right to sign and deliver to the secretary of state for filing a record under section 489.14803, subsection 2, paragraph “b”.\*
      - y. A provision of this article pertaining to any of the following:
        - (1) Registered agents.
        - (2) The secretary of state, including provisions pertaining to records authorized or required to be delivered to the secretary of state for filing under this article.
2. An operating agreement shall not unreasonably restrict the duties and rights under section 489.14305 but may impose reasonable restrictions on the availability and use of information obtained under section 489.14305 and may provide appropriate remedies, including liquidated damages, for a breach of any reasonable restriction on use.

2019 Acts, ch 26, §7, 41

Referred to in §489.14106, 489.14108

\*Section 489.14803 was repealed pursuant to its own terms effective July 1, 2021; corrective legislation is pending