

**§1664. Certificate of existence; certificate of qualification; certificate of fact**

**1. Certificate of existence; certificate of qualification.** The Secretary of State, upon request and payment of the requisite fee, shall furnish to any person a certificate of existence for a limited liability company or certificate of qualification for a foreign limited liability company if the records filed in the office of the Secretary of State show that the limited liability company has been formed under the laws of this State or authorized to transact business in this State. A certificate of existence or certificate of qualification must state:

- A. The limited liability company's name; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]
- B. That, if a limited liability company, the limited liability company is duly formed under the laws of this State and the date of formation; [PL 2011, c. 113, Pt. B, §7 (AMD).]
- C. That, if a foreign limited liability company, the foreign limited liability company is authorized to transact business in this State, the date on which the limited liability company was authorized to transact business in this State and its jurisdiction of organization; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]
- D. That all fees and penalties owed to the State have been paid in full, if:
  - (1) Payment is reflected in the records of the office of the Secretary of State; and
  - (2) Nonpayment affects the existence or authorization of the limited liability company or foreign limited liability company; [PL 2011, c. 113, Pt. B, §7 (AMD).]
- E. That the limited liability company's most recent annual report required by section 1519 has been filed by the Secretary of State; [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]
- F. Whether the limited liability company has delivered to the office of the Secretary of State for filing a certificate of cancellation by a limited liability company or a statement of cancellation of foreign qualification; and [PL 2011, c. 113, Pt. B, §7 (AMD).]
- G. Other facts of record in the office of the Secretary of State that are specified by the person requesting the certificate. [PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

[PL 2011, c. 113, Pt. B, §7 (AMD).]

**2. Conclusive evidence.** Subject to any condition stated in the certificate, a certificate of existence or certificate of qualification issued by the Secretary of State is conclusive evidence that the limited liability company is in existence or the foreign limited liability company is authorized to transact business or conduct activities in this State.

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

**3. Certificate of fact.** In addition to the certificate authorized under subsection 1, the Secretary of State may issue a certificate of fact attesting to any fact of record in the office of the Secretary of State that may be requested.

[PL 2009, c. 629, Pt. A, §2 (NEW); PL 2009, c. 629, Pt. A, §3 (AFF).]

**SECTION HISTORY**

PL 2009, c. 629, Pt. A, §2 (NEW). PL 2009, c. 629, Pt. A, §3 (AFF). PL 2011, c. 113, Pt. B, §7 (AMD).

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