

48-3a-210 Liability for inaccurate information in filed record.

- (1) If a record delivered to the division for filing under this chapter and filed by the division contains inaccurate information, a person that suffers loss by reliance on the information may recover damages for the loss from:
 - (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; and
 - (b) subject to Subsection (2), a member of a member-managed limited liability company or the manager of a manager-managed limited liability company, if:
 - (i) the record was delivered for filing on behalf of the limited liability company; and
 - (ii) the member or manager 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:
 - (A) effected an amendment under Section 48-3a-202;
 - (B) filed a petition under Section 48-3a-204; or
 - (C) delivered to the division for filing a statement of change under Section 16-17-206 or a statement of correction under Section 48-3a-208.
- (2) To the extent that 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 division for filing under this chapter and imposes that responsibility on one or more other members, the liability stated in Subsection (1)(b) applies to those other members and not to the member that the operating agreement relieves of the responsibility.
- (3) An individual who signs a record authorized or required to be filed under this chapter affirms under penalty of perjury that the information stated in the record is accurate.

Enacted by Chapter 412, 2013 General Session