

**48-3a-211 Certificate of good standing or registration.**

- (1) On request of any person, the division shall issue a certificate of good standing for a limited liability company or a certificate of registration for a registered foreign limited liability company.
- (2) A certificate under Subsection (1) must state:
  - (a) the limited liability company's name or the registered foreign limited liability company's name used in this state;
  - (b) in the case of a limited liability company:
    - (i) that a certificate of organization has been filed and has taken effect;
    - (ii) the date the certificate of organization became effective;
    - (iii) the period of the limited liability company's duration if the records of the division reflect that its period of duration is less than perpetual; and
    - (iv) that:
      - (A) no statement of dissolution, statement of administrative dissolution, or statement of termination has been filed;
      - (B) the records of the division do not otherwise reflect that the company has been dissolved or terminated; and
      - (C) a proceeding is not pending under Section 48-3a-708;
  - (c) in the case of a registered foreign limited liability company, that it is registered to do business in this state;
  - (d) that all fees, taxes, interest, and penalties owed to this state by the limited liability company or foreign limited liability company and collected through the division have been paid, if:
    - (i) payment is reflected in the records of the division; and
    - (ii) nonpayment affects the good standing or registration of the limited liability company or foreign limited liability company;
  - (e) that the most recent annual report required by Section 48-3a-212 has been delivered to the division for filing; and
  - (f) other facts reflected in the records of the division pertaining to the limited liability company or foreign limited liability company which the person requesting the certificate reasonably requests.
- (3) Subject to any qualification stated in the certificate, a certificate issued by the division under Subsection (1) may be relied upon as conclusive evidence of the facts stated in the certificate.

Enacted by Chapter 412, 2013 General Session