

**275.185 Required records -- Inspection right of member -- Limitations upon use of records.**

- (1) A limited liability company shall keep at its principal office or other location as set forth in a written operating agreement, the following:
  - (a) A current list, and all past lists, setting forth the full name and last known mailing address of each member and, if any, each manager;
  - (b) A copy of the articles of organization and all amendments thereto, together with executed copies of any power of attorney pursuant to which any articles of amendment have been executed;
  - (c) Copies of the limited liability company's federal, state, and local income tax returns and financial statements, if any, for the three (3) most recent years or, if those returns and statements were not prepared, copies of the information and statements provided to, or which should have been provided to, the members to enable them to prepare their federal, state, and local tax returns for those years;
  - (d) Copies of any effective written operating agreements and all amendments thereto, and copies of any written operating agreements no longer in effect; and
  - (e) Unless contained in writing in an operating agreement:
    1. A writing setting forth the amount of cash, if any, and a statement of the agreed value of other property or services, if any, contributed by each member and the times at which or events upon the happening of which any additional contributions are to be made;
    2. A writing stating events, if any, upon the happening of which the limited liability company is to be dissolved and its affairs wound up; and
    3. Other writings, if any, prepared pursuant to a requirement, if any, in an operating agreement.
- (2) Subject to subsection (5) of this section, upon reasonable written request to the limited liability company, a member may, at the member's own expense, inspect and copy during ordinary business hours any limited liability company record, where the record is located or at a reasonable location.
- (3) Members, if the management of the limited liability company is vested in the members, or managers, if management of the limited liability company is vested in managers, shall render, to the extent the circumstances render it just and reasonable, true and full information of all matters affecting the members to any member, and the member's agent, and to the legal representative of any deceased member or of any member under legal disability.
- (4) Failure of the limited liability company to keep or maintain any of the records or information required pursuant to this section shall not be grounds for imposing liability on any member or manager for the debts and obligations of the limited liability company.
- (5) A written operating agreement may impose reasonable limitations upon the

inspection and use of any record of or information with respect to a limited liability company. Except as to limitations set forth in a written operating agreement to which a member requesting information has assented, the limited liability company bears the burden of proof in demonstrating the reasonableness of any restrictions imposed.

**Effective:** June 25, 2013

**History:** Amended 2013 Ky. Acts ch. 106, sec. 7, effective June 25, 2013. -- Repealed and reenacted 2010 Ky. Acts ch. 51, sec. 111, effective July 15, 2010. -- Amended 2007 Ky. Acts ch. 137, sec. 111, effective June 26, 2007. -- Created 1994 Ky. Acts ch. 389, sec. 37, effective July 15, 1994.

**Legislative Research Commission Note (7/15/2010).** 2010 Ky. Acts ch. 51, sec. 183, provides, "The specific textual provisions of Sections 1 to 178 of this Act which reflect amendments made to those sections by 2007 Ky. Acts ch. 137 shall be deemed effective as of June 26, 2007, and those provisions are hereby made expressly retroactive to that date, with the remainder of the text of those sections being unaffected by the provisions of this section."