

FIRST REGULAR SESSION  
SENATE COMMITTEE SUBSTITUTE FOR  
HOUSE COMMITTEE SUBSTITUTE FOR

# HOUSE BILL NO. 162

101ST GENERAL ASSEMBLY

0077S.05C

ADRIANE D. CROUSE, Secretary

## AN ACT

To repeal sections 339.150, 347.020, 347.143, 347.179, 347.183, 347.186, 358.460, and 358.470, RSMo, and to enact in lieu thereof eleven new sections relating to business entities registered with the state, with existing penalty provisions.

*Be it enacted by the General Assembly of the State of Missouri, as follows:*

Section A. Sections 339.150, 347.020, 347.143, 347.179,  
2 347.183, 347.186, 358.460, and 358.470, RSMo, are repealed and  
3 eleven new sections enacted in lieu thereof, to be known as  
4 sections 339.150, 347.020, 347.044, 347.143, 347.179, 347.183,  
5 347.186, 358.460, 358.470, 407.475, and 1, to read as follows:

339.150. 1. No real estate broker shall knowingly  
2 employ or engage any person to perform any service to the  
3 broker for which licensure as a real estate broker or a real  
4 estate salesperson is required pursuant to sections 339.010  
5 to 339.180 and sections 339.710 to 339.860, unless such a  
6 person is:

7 (1) A licensed real estate salesperson or a licensed  
8 real estate broker as required by section 339.020; or

9 (2) For a transaction involving commercial real estate  
10 as defined in section 339.710, a person regularly engaged in  
11 the real estate brokerage business outside the state of  
12 Missouri who has, in such forms as the commission may adopt  
13 by rule:

**EXPLANATION-Matter enclosed in bold-faced brackets [thus] in this bill is not enacted and is intended to be omitted in the law.**

- 14           (a) Executed a brokerage agreement with the Missouri  
15 real estate broker;
- 16           (b) Consented to the jurisdiction of Missouri and the  
17 commission;
- 18           (c) Consented to disciplinary procedures under section  
19 339.100; and
- 20           (d) Appointed the commission as his or her agent for  
21 service of process regarding any administrative or legal  
22 actions relating to the conduct in Missouri; or
- 23           (3) For any other transaction, a person regularly  
24 engaged in the real estate brokerage business outside of the  
25 state of Missouri.

26 Any such action shall be unlawful as provided by section  
27 339.100 and shall be grounds for investigation, complaint,  
28 proceedings and discipline as provided by section 339.100.

29           2. No real estate licensee shall pay any part of a  
30 fee, commission or other compensation received by the  
31 licensee to any person for any service rendered by such  
32 person to the licensee in buying, selling, exchanging,  
33 leasing, renting or negotiating a loan upon any real estate,  
34 unless such a person is a licensed real estate salesperson  
35 regularly associated with such a broker, or a licensed real  
36 estate broker, or a person regularly engaged in the real  
37 estate brokerage business outside of the state of Missouri.

38           3. Notwithstanding the provisions of subsections 1 and  
39 2 of this section, any real estate broker who shall refuse  
40 to pay any person for services rendered by such person to  
41 the broker, with the consent, knowledge and acquiescence of  
42 the broker that such person was not licensed as required by  
43 section 339.020, in buying, selling, exchanging, leasing,  
44 renting or negotiating a loan upon any real estate for which

45 services a license is required, and who is employed or  
46 engaged by such broker to perform such services, shall be  
47 liable to such person for the reasonable value of the same  
48 or similar services rendered to the broker, regardless of  
49 whether or not the person possesses or holds any particular  
50 license, permit or certification at the time the service was  
51 performed. Any such person may bring a civil action for the  
52 reasonable value of his services rendered to a broker  
53 notwithstanding the provisions of section 339.160.

54 **4. Notwithstanding any provision of law to the**  
55 **contrary, a real estate broker may pay compensation directly**  
56 **to a business entity owned by a licensee that has been**  
57 **formed for the purpose of receiving compensation earned by**  
58 **such licensee. A business entity that receives compensation**  
59 **from a real estate broker as provided for in this subsection**  
60 **shall not be required to be licensed under this chapter and**  
61 **shall be owned:**

62 (1) Solely by the licensee;

63 (2) By the licensee together with the licensee's  
64 spouse, but only if the spouse and licensee are both  
65 licensed and associated with the same real estate broker, or  
66 the spouse is not also licensed; or

67 (3) By the licensee and one or more other licensees,  
68 but only if all such owners are licensees associated with  
69 the same real estate broker.

70 For purposes of this subsection, the term "licensee" means  
71 any real estate broker-salesperson or real estate  
72 salesperson, as such terms are defined under section  
73 339.010, and the term "business entity" means any  
74 corporation, partnership, limited partnership, limited  
75 liability company, professional corporation, or association.

347.020. 1. The name of each limited liability  
2 company as set forth in its articles of organization:

3 (1) Shall contain the words "limited company" or  
4 "limited liability company" or the abbreviation "LC", "LLC",  
5 "L.C." or "L.L.C." and shall be the name under which the  
6 limited liability company transacts business in this state  
7 unless the limited liability company registers another name  
8 under which it transacts business as provided under chapter  
9 417 or conspicuously discloses its name as set forth in its  
10 articles of organization;

11 (2) May not contain the word "corporation",  
12 "incorporated", "limited partnership", "limited liability  
13 partnership", "limited liability limited partnership", or  
14 "Ltd." or any abbreviation of one of such words or any word  
15 or phrase which indicates or implies that it is organized  
16 for any purpose not stated in its articles of organization  
17 or that it is a governmental agency; and

18 (3) Must be distinguishable upon the records of the  
19 secretary from the name of any corporation, limited  
20 liability company, limited partnership, limited liability  
21 partnership, or limited liability limited partnership which  
22 is licensed, organized, reserved, or registered under the  
23 laws of this state as a domestic or foreign entity, unless:

24 (a) Such other holder of a reserved or registered name  
25 consents to such use in writing and files appropriate  
26 documentation to the secretary to change its name to a name  
27 that is distinguishable upon the records of the secretary  
28 from the name of the applying limited liability company; or

29 (b) A certified copy of a final decree of a court of  
30 competent jurisdiction establishing the prior right of the  
31 applicant to the use of such name in this state is filed  
32 with the secretary.

33           2. The name of a limited liability company that has  
34 been dissolved or cancelled shall not be available for use  
35 by others for a period of one year from the effective date  
36 of the dissolution or cancellation.

          347.044. 1. Each limited liability company organized  
2 pursuant to this chapter and each foreign limited liability  
3 company registered in this state shall file an information  
4 statement with the secretary of state.

5           2. The information statement shall include:

6           (1) The name of the limited liability company or  
7 foreign limited liability company;

8           (2) The company charter number assigned by the  
9 secretary of state;

10          (3) The address of the principal place of business;

11          (4) The address, including street and number, if any,  
12 of the registered office and the name of the registered  
13 agent at such office; and

14          (5) If a foreign limited liability company, the state  
15 or other jurisdiction under whose law the company is formed.

16          3. The information statement shall be current as of  
17 the date the statement is filed with the secretary of state.

18          4. The limited liability company or foreign limited  
19 liability company shall file an information statement every  
20 five years, and the information statement shall be due on  
21 the fifteenth day of the month in which the anniversary of  
22 the date the limited liability company or foreign limited  
23 liability company organized or registered in Missouri  
24 occurs. For limited liability companies and foreign limited  
25 liability companies that organized or registered in an even-  
26 numbered year before January 1, 2022, the first information  
27 statement shall be due in 2024. For limited liability  
28 companies and foreign limited liability companies that

29 organized or registered in an odd-numbered year before  
30 January 1, 2023, the first information statement shall be  
31 due in 2025.

32 5. The information statement shall be signed by an  
33 authorized person.

34 6. If the information statement does not contain the  
35 information required under this section, the secretary of  
36 state shall promptly notify the limited liability company or  
37 foreign limited liability company and return the information  
38 statement for completion. The entity shall return the  
39 completed information statement to the secretary within  
40 sixty days of the issuance of the notice.

41 7. Ninety days before the statement is due, the  
42 secretary of state shall send notice to each limited  
43 liability company or foreign limited liability company that  
44 the information statement is due. The notice shall be  
45 directed to the limited liability company's registered  
46 office as stated in the company's most recent filing with  
47 the secretary of state.

347.143. 1. A limited liability company may be  
2 dissolved involuntarily by a decree of the circuit court for  
3 the county in which the registered office of the limited  
4 liability company is situated in an action filed by the  
5 attorney general when it is established that the limited  
6 liability company:

7 (1) Has procured its articles of organization through  
8 fraud;

9 (2) Has exceeded or abused the authority conferred  
10 upon it by law;

11 (3) Has carried on, conducted, or transacted its  
12 business in a fraudulent or illegal manner; or

13           (4) By the abuse of its powers contrary to the public  
14 policy of the state, has become liable to be dissolved.

15           2. On application by or for a member, the circuit  
16 court for the county in which the registered office of the  
17 limited liability company is located may decree dissolution  
18 of a limited liability company [whenever] **if the court**  
19 **determines:**

20           (1) It is not reasonably practicable to carry on the  
21 business in conformity with the operating agreement;

22           (2) **Dissolution is reasonably necessary for the**  
23 **protection of the rights or interests of the complaining**  
24 **members;**

25           (3) **The business of the limited liability company has**  
26 **been abandoned;**

27           (4) **The management of the limited liability company is**  
28 **deadlocked or subject to internal dissension; or**

29           (5) **Those in control of the limited liability company**  
30 **have been found guilty of, or have knowingly countenanced,**  
31 **persistent and pervasive fraud, mismanagement, or abuse of**  
32 **authority.**

347.179. 1. The secretary shall charge and collect:

2           (1) For filing the original articles of organization,  
3 a fee of [one hundred] **ninety-five** dollars;

4           (2) For filing the original articles of organization  
5 online, in an electronic format prescribed by the secretary  
6 of state, a fee of [forty-five] **twenty-five** dollars;

7           (3) Applications for registration of foreign limited  
8 liability companies and issuance of a certificate of  
9 registration to transact business in this state, a fee of  
10 one hundred dollars;

11           (4) Amendments to and restatements of articles of  
12 limited liability companies to application for registration

13 of a foreign limited liability company or any other filing  
14 otherwise provided for, a fee of twenty dollars **or, if filed**  
15 **online in an electronic format prescribed by the secretary,**  
16 **a fee of ten dollars;**

17 (5) Articles of termination of limited liability  
18 companies or cancellation of registration of foreign limited  
19 liability companies, a fee of twenty dollars **or, if filed**  
20 **online in an electronic format prescribed by the secretary,**  
21 **a fee of ten dollars;**

22 (6) For filing notice of merger or consolidation, a  
23 fee of twenty dollars;

24 (7) For filing a notice of winding up, a fee of twenty  
25 dollars **or, if filed online in an electronic format**  
26 **prescribed by the secretary, a fee of ten dollars;**

27 (8) For issuing a certificate of good standing, a fee  
28 of five dollars;

29 (9) For a notice of the abandonment of merger or  
30 consolidation, a fee of twenty dollars;

31 (10) For furnishing a copy of any document or  
32 instrument, a fee of fifty cents per page;

33 (11) For accepting an application for reservation of a  
34 name, or for filing a notice of the transfer or cancellation  
35 of any name reservation, a fee of twenty dollars;

36 (12) For filing a statement of change of address of  
37 registered office or registered agent, or both, a fee of  
38 five dollars;

39 (13) For any service of notice, demand, or process  
40 upon the secretary as resident agent of a limited liability  
41 company, a fee of twenty dollars, which amount may be  
42 recovered as taxable costs by the party instituting such  
43 suit, action, or proceeding causing such service to be made  
44 if such party prevails therein;



45           (14) For filing an amended certificate of registration  
46 a fee of twenty dollars; [and]

47           (15) For filing a statement of correction a fee of  
48 five dollars;

49           **(16) For filing an information statement for a**  
50 **domestic or foreign limited liability company, a fee of**  
51 **fifteen dollars or, if filing online in an electronic format**  
52 **prescribed by the secretary, a fee of five dollars;**

53           (17) For filing a withdrawal of an erroneously or  
54 accidentally filed notice of winding up or articles of  
55 termination, a fee of ninety-five dollars; and

56           (18) For a filing relating to a limited liability  
57 series, an additional fee of ten dollars for each series  
58 effected or, if filing online in an electronic format  
59 prescribed by the secretary, a fee of five dollars for each  
60 series effected.

61           2. Fees mandated in subdivisions (1) and (2) of  
62 subsection 1 of this section and for application for  
63 reservation of a name in subdivision (11) of subsection 1 of  
64 this section shall be waived if an organizer who is listed  
65 as a member in the operating agreement of the limited  
66 liability company is a member of the Missouri National Guard  
67 or any other active duty military, resides in the state of  
68 Missouri, and provides proof of such service to the  
69 secretary of state.

          347.183. In addition to the other powers of the  
2 secretary established in sections 347.010 to 347.187, the  
3 secretary shall, as is reasonably necessary to enable the  
4 secretary to administer sections 347.010 to 347.187  
5 efficiently and to perform the secretary's duties, have the  
6 following powers including, but not limited to:

7           (1) The power to examine the books and records of any  
8 limited liability company to which sections 347.010 to  
9 347.187 apply, and it shall be the duty of any manager,  
10 member or agent of such limited liability company having  
11 possession or control of such books and records to produce  
12 such books and records for examination on demand of the  
13 secretary or his designated employee; except that no person  
14 shall be subject to any criminal prosecution on account of  
15 any matter or thing which may be disclosed by examination of  
16 any limited liability company books and records, which they  
17 may produce or exhibit for examination; or on account of any  
18 other matter or thing concerning which they may make any  
19 voluntary and truthful statement in writing to the secretary  
20 or his designated employee. All facts obtained in the  
21 examination of the books and records of any limited  
22 liability company, or through the voluntary sworn statement  
23 of any manager, member, agent or employee of any limited  
24 liability company, shall be treated as confidential, except  
25 insofar as official duty may require the disclosure of same,  
26 or when such facts are material to any issue in any legal  
27 proceeding in which the secretary or **[his] the secretary's**  
28 designated employee may be a party or called as witness,  
29 and, if the secretary or **[his] the secretary's** designated  
30 employee shall, except as provided in this subdivision,  
31 disclose any information relative to the private accounts,  
32 affairs, and transactions of any such limited liability  
33 company, he **or she** shall be guilty of a class C  
34 misdemeanor. If any manager, member or registered agent in  
35 possession or control of such books and records of any such  
36 limited liability company shall refuse a demand of the  
37 secretary or his designated employee, to exhibit the books  
38 and records of such limited liability company for

39 examination, such person shall be guilty of a class B  
40 misdemeanor;

41 (2) The power to cancel or disapprove any articles of  
42 organization or other filing required under sections 347.010  
43 to 347.187, if the limited liability company fails to comply  
44 with the provisions of sections 347.010 to 347.187 by  
45 failing to file required documents under sections 347.010 to  
46 347.187, by failing to maintain a registered agent, by  
47 failing to pay the required filing fees, by using fraud or  
48 deception in effecting any filing, by filing a required  
49 document containing a false statement, or by violating any  
50 section or sections of the criminal laws of Missouri, the  
51 federal government or any other state of the United States.  
52 Thirty days before such cancellation shall take effect, the  
53 secretary shall notify the limited liability company with  
54 written notice, either personally or by certified mail,  
55 deposited in the United States mail in a sealed envelope  
56 addressed to such limited liability company's last  
57 registered agent in office, or to one of the limited  
58 liability company's members or managers. Written notice of  
59 the secretary's proposed cancellation to the limited  
60 liability company, domestic or foreign, shall specify the  
61 reasons for such action. The limited liability company may  
62 appeal this notice of proposed cancellation to the circuit  
63 court of the county in which the registered office of such  
64 limited liability company is or is proposed to be situated  
65 by filing with the clerk of such court a petition setting  
66 forth a copy of the articles of organization or other  
67 relevant documents and a copy of the proposed written  
68 cancellation thereof by the secretary, such petition to be  
69 filed within thirty days after notice of such cancellation  
70 shall have been given, and the matter shall be tried by the

71 court, and the court shall either sustain the action of the  
72 secretary or direct him to take such action as the court may  
73 deem proper. An appeal from the circuit court in such a  
74 case shall be allowed as in civil action. The limited  
75 liability company may provide information to the secretary  
76 that would allow the secretary to withdraw the notice of  
77 proposed cancellation. This information may consist of, but  
78 need not be limited to, corrected statements and documents,  
79 new filings, affidavits and certified copies of other filed  
80 documents;

81 (3) The power to rescind cancellation provided for in  
82 subdivision (2) of this section upon compliance with either  
83 of the following:

84 (a) The affected limited liability company provides  
85 the necessary documents and affidavits indicating the  
86 limited liability company has corrected the conditions  
87 causing the proposed cancellation or the cancellation; or

88 (b) The limited liability company provides the correct  
89 statements or documentation that the limited liability  
90 company is not in violation of any section of the criminal  
91 code; [and]

92 (4) The power to charge late filing fees for any  
93 filing fee required under sections 347.010 to 347.187 and  
94 the power to impose civil penalties as provided in section  
95 347.053. Late filing fees shall be assessed at a rate of ten  
96 dollars for each thirty-day period of delinquency;

97 (5) (a) The power to administratively cancel [an]:

98 a. Articles of organization if the limited liability  
99 company's period of duration stated in articles of  
100 organization expires **or if the limited liability company**  
101 **fails to timely file its information statement; or**

102           **b. The registration of a foreign limited liability**  
103 **company if the foreign limited liability company fails to**  
104 **timely file its information statement.**

105           (b) Not less than thirty days before such  
106 administrative cancellation shall take effect, the secretary  
107 shall notify the **domestic or foreign** limited liability  
108 company with written notice, either personally or by mail.  
109 If mailed, the notice shall be deemed delivered five days  
110 after it is deposited in the United States mail in a sealed  
111 envelope addressed to such limited liability company's last  
112 registered agent and office or to one of the limited  
113 liability company's managers or members.

114           (c) If the limited liability company does not timely  
115 file an articles of amendment in accordance with section  
116 347.041 to extend the duration of the limited liability  
117 company, which may be any number of years or perpetual, or  
118 demonstrate to the reasonable satisfaction of the secretary  
119 that the period of duration determined by the secretary is  
120 incorrect, within sixty days after service of the notice is  
121 perfected by posting with the United States Postal Service,  
122 then the secretary shall cancel the articles of organization  
123 by signing an administrative cancellation that recites the  
124 grounds for cancellation and its effective date. The  
125 secretary shall file the original of the administrative  
126 cancellation and serve a copy on the limited liability  
127 company as provided in section 347.051.

128           (d) A limited liability company whose articles of  
129 organization has been administratively cancelled continues  
130 its existence but may not carry on any business except that  
131 necessary to wind up and liquidate its business and affairs  
132 under section 347.147 and notify claimants under section  
133 347.141.

134           (e) The administrative cancellation of an articles of  
135 organization does not terminate the authority of its  
136 registered agent.

137           (f) If a limited liability company does not timely file  
138 an information statement in accordance with section 347.044  
139 within sixty days after service of the notice is perfected  
140 by posting with the United States Postal Service or fails to  
141 demonstrate to the reasonable satisfaction of the secretary  
142 that the information statement was timely filed, the  
143 secretary shall cancel the articles of organization by  
144 signing an administrative cancellation that states the  
145 grounds for cancellation and the effective date of the  
146 cancellation. The secretary shall file the original  
147 administrative cancellation and serve a copy to the limited  
148 liability company as provided under section 347.051.

149           (g) If a foreign limited liability company does not  
150 timely file an information statement in accordance with  
151 section 347.044 within sixty days after service of the  
152 notice is perfected by posting with the United States Postal  
153 Service or fails to demonstrate to the reasonable  
154 satisfaction of the secretary that the information statement  
155 was timely filed, the secretary shall cancel the  
156 registration of the foreign limited liability company by  
157 signing an administrative cancellation that states the  
158 grounds for cancellation and the effective date of the  
159 cancellation. The secretary shall file the original  
160 administrative cancellation and serve a copy to the foreign  
161 limited liability company as provided in section 347.051. A  
162 foreign limited liability company whose registration has  
163 been administratively cancelled may continue its existence  
164 but shall not conduct any business in this state except to

165 **wind up and liquidate its business and affairs in this**  
166 **state; and**

167 (6) (a) The power to rescind an administrative  
168 cancellation and reinstate the articles of organization.

169 (b) Except as otherwise provided in the operating  
170 agreement, a limited liability company whose articles of  
171 organization has been administratively cancelled under  
172 subdivision (5) of this section may file an articles of  
173 amendment in accordance with section 347.041 to extend the  
174 duration of the limited liability company, which may be any  
175 number or perpetual.

176 (c) A limited liability company whose articles of  
177 organization has been administratively cancelled under  
178 subdivision (5) of this section may apply to the secretary  
179 for reinstatement. The applicant shall:

180 a. Recite the name of the limited liability company  
181 and the effective date of its administrative cancellation;

182 b. State that the grounds for cancellation either did  
183 not exist or have been eliminated, as applicable, and be  
184 accompanied by documentation satisfactory to the secretary  
185 evidencing the same;

186 c. State that the limited liability company's name  
187 satisfies the requirements of section 347.020;

188 d. Be accompanied by a reinstatement fee in the amount  
189 of [one hundred] **ninety-five** dollars, or such greater amount  
190 as required by state regulation, plus any delinquent fees,  
191 penalties, and other charges as determined by the secretary  
192 to then be due.

193 (d) If the secretary determines that the application  
194 contains the information and is accompanied by the fees  
195 required in paragraph (c) of this subdivision and that the  
196 information and fees are correct, the secretary shall

197 rescind the cancellation and prepare a certificate of  
198 reinstatement that recites his or her determination and the  
199 effective date of reinstatement, file the original articles  
200 of organization, and serve a copy on the limited liability  
201 company as provided in section 347.051.

202 (e) When the reinstatement is effective, it shall  
203 relate back to and take effect as of the effective date of  
204 the administrative cancellation of the articles of  
205 organization and the limited liability company may continue  
206 carrying on its business as if the administrative  
207 cancellation had never occurred.

208 (f) In the event the name of the limited liability  
209 company was reissued by the secretary to another entity  
210 prior to the time application for reinstatement was filed,  
211 the limited liability company applying for reinstatement may  
212 elect to reinstate using a new name that complies with the  
213 requirements of section 347.020 and that has been approved  
214 by appropriate action of the limited liability company for  
215 changing the name thereof.

216 (g) If the secretary denies a limited liability  
217 company's application for reinstatement following  
218 administrative cancellation of the articles of organization,  
219 he or she shall serve the limited liability company as  
220 provided in section 347.051 with a written notice that  
221 explains the reason or reasons for denial.

222 (h) The limited liability company may appeal a denial  
223 of reinstatement as provided for in subdivision (2) of this  
224 section.

225 [(7)]

226 **This** subdivision [(6) of this section] shall apply to any  
227 limited liability company whose articles of organization was



228 cancelled because such limited liability company's period of  
229 duration stated in the articles of organization expired on  
230 or after August 28, 2003;

231 (7) The power to rescind an administrative  
232 cancellation and reinstate the registration of a foreign  
233 limited liability company. The following procedures apply:

234 (a) A foreign limited liability company whose  
235 registration was administratively cancelled under  
236 subdivision (5) of this section may apply to the secretary  
237 for reinstatement. The application shall:

238 a. State the name of the foreign limited liability  
239 company and the date of the administrative cancellation;

240 b. State that the grounds for cancellation either did  
241 not exist or have been eliminated, with supporting  
242 documentation satisfactory to the secretary;

243 c. State that the foreign limited liability company's  
244 name satisfies the requirements of section 347.020; and

245 d. Include a reinstatement fee in the amount of ninety-  
246 five dollars, or a higher amount if required by state  
247 regulation, and any delinquent fees, penalties, or other  
248 charges as the secretary determines are due;

249 (b) If the secretary determines that the application  
250 satisfies the requirements under paragraph (a) of this  
251 subdivision, the secretary shall rescind the cancellation  
252 and prepare a certificate of reinstatement that includes the  
253 effective date of reinstatement and shall deliver a copy to  
254 the limited liability company as provided under section  
255 347.051;

256 (c) If reinstatement is granted, the administrative  
257 cancellation shall be retroactively voided, and the foreign  
258 limited liability company may conduct its business as if the  
259 administrative cancellation never occurred;

260 (d) If the name of the foreign limited liability  
261 company was issued to another entity before the application  
262 for reinstatement was filed, the foreign limited liability  
263 company applying for reinstatement may elect to reinstate  
264 using a new name that complies with the requirements under  
265 section 347.020 and is approved by appropriate action of the  
266 foreign limited liability company for changing its name;

267 (e) If the secretary denies a foreign limited  
268 liability company's application for reinstatement, the  
269 secretary shall serve the limited liability company with a  
270 written notice as provided under section 347.051 that  
271 explains the reason for denial; and

272 (f) The foreign limited liability company may appeal a  
273 denial of reinstatement by using the procedure under  
274 subdivision (2) of this section; and

275 (8) The power to reinstate a limited liability company  
276 that erroneously or accidentally filed a notice of winding  
277 up or notice of termination. The following procedures apply:

278 (a) A limited liability company whose articles of  
279 organization were terminated due to an erroneously or  
280 accidentally filed notice of winding up or notice of  
281 termination may apply to the secretary for reinstatement by  
282 filing a withdrawal of notice of winding up or withdrawal of  
283 notice of termination. The application shall:

284 a. State the name of the limited liability company and  
285 the filing date of the erroneous or accidental notice;

286 b. State the grounds for erroneously or accidentally  
287 filing the notice, with supporting documentation  
288 satisfactory to the secretary;

289 c. State that the limited liability company's name  
290 satisfies the requirements under section 347.020; and

291           d. Include a reinstatement fee in the amount of ninety-  
292 five dollars, or a higher amount if required by state  
293 regulation, and any delinquent fees, penalties, or other  
294 charges as the secretary determines are due;

295           (b) If the secretary determines that the application  
296 satisfies the requirements under paragraph (a) of this  
297 subdivision, the secretary shall rescind the notice of  
298 winding up or notice of termination and prepare a  
299 certificate of reinstatement that includes the effective  
300 notice of termination and prepare a certificate of  
301 reinstatement that includes the effective limited liability  
302 company as provided under section 347.051;

303           (c) If reinstatement is granted, the termination of  
304 the articles of organization shall be retroactively voided,  
305 and the limited liability company may conduct its business  
306 as if the administrative cancellation never occurred;

307           (d) If the name of the limited liability company was  
308 issued to another entity before the application for  
309 reinstatement was filed, the limited liability company  
310 applying for the reinstatement may elect to reinstate using  
311 a new name that complies with the requirements under section  
312 347.020 and is approved by appropriate action of the limited  
313 liability company for changing its name;

314           (e) If the secretary of state denies a limited  
315 liability company's application for reinstatement, the  
316 secretary shall serve the limited liability company with a  
317 written notice as provided under section 347.051 that  
318 explains the reason for denial; and

319           (f) The limited liability company may appeal a denial  
320 of reinstatement by using the procedure under subdivision  
321 (2) of this section.

347.186. 1. An operating agreement may establish or  
2 provide for the establishment of a designated series of  
3 members, managers, or limited liability company interests  
4 having separate rights, powers, or duties with respect to  
5 specified property or obligations of the limited liability  
6 company or profits and losses associated with specified  
7 property or obligations. To the extent provided in the  
8 operating agreement, any such series may have a separate  
9 business purpose or investment objective.

10 2. (1) Notwithstanding any other provisions of law to  
11 the contrary, the debts, liabilities, and obligations  
12 incurred, contracted for, or otherwise existing with respect  
13 to a particular series shall be enforceable against the  
14 assets of such series only, and not against the assets of  
15 the limited liability company generally or any other series  
16 thereof. Such particular series shall be deemed to have  
17 possession, custody, and control only of the books, records,  
18 information, and documentation related to such series and  
19 not of the books, records, information, and documentation  
20 related to the limited liability company as a whole or any  
21 other series thereof if all of the following apply:

22 (a) The operating agreement creates one or more series;

23 (b) Separate and distinct records are maintained for  
24 or on behalf of any such series;

25 (c) The assets associated with any such series,  
26 whether held directly or indirectly, including through a  
27 nominee or otherwise, are accounted for separately from the  
28 other assets of the limited liability company or of any  
29 other series;

30 (d) The operating agreement provides for the  
31 limitations on liabilities of a series described in this  
32 subdivision;

33           (e) Notice of the limitation on liabilities of a  
34 series described in this subdivision is included in the  
35 limited liability company's articles of organization; and

36           (f) The limited liability company has filed articles  
37 of organization that separately identify each series which  
38 is to have limited liability under this section.

39           (2) With respect to a particular series, unless  
40 otherwise provided in the operating agreement, none of the  
41 debts, liabilities, obligations, and expenses incurred,  
42 contracted for or otherwise existing with respect to a  
43 limited liability company generally, or any other series  
44 thereof, shall be enforceable against the assets of such  
45 series, subject to the provisions of subdivision (1) of this  
46 subsection.

47           (3) Compliance with paragraphs (e) and (f) of  
48 subdivision (1) of this subsection shall constitute notice  
49 of such limitation of liability of a series.

50           (4) A series with limited liability shall be treated  
51 as a separate entity to the extent set forth in the articles  
52 of organization. Each series with limited liability may, in  
53 its own name, contract, hold title to assets, grant security  
54 interests, sue and be sued, and otherwise conduct business  
55 and exercise the powers of a limited liability company under  
56 this chapter. The limited liability company and any of its  
57 series may elect to consolidate its operations as a single  
58 taxpayer to the extent permitted under applicable law, elect  
59 to work cooperatively, elect to contract jointly, or elect  
60 to be treated as a single business for the purposes of  
61 qualification or authorization to do business in this or any  
62 other state. Such elections shall not affect the limitation  
63 of liability set forth in this section except to the extent

64 that the series have specifically accepted joint liability  
65 by contract.

66 3. Except in the case of a foreign limited liability  
67 company that has adopted a name that is not the name under  
68 which it is registered in its jurisdiction of organization,  
69 as permitted under sections 347.153 and 347.157, the name of  
70 the series with limited liability is required to contain the  
71 entire name of the limited liability company and be  
72 distinguishable from the names of the other series set forth  
73 in the articles of organization. In the case of a foreign  
74 limited liability company that has adopted a name that is  
75 not the name under which it is registered in its  
76 jurisdiction of organization, as permitted under sections  
77 347.153 and 347.157, the name of the series with limited  
78 liability must contain the entire name under which the  
79 foreign limited liability company has been admitted to  
80 transact business in this state.

81 4. (1) (a) Upon filing of articles of organization  
82 setting forth the name of each series with limited  
83 liability, in compliance with section 347.037 or amendments  
84 under section 347.041, the series' existence shall begin.

85 (b) Each copy of the articles of organization stamped  
86 "Filed" and marked with the filing date shall be conclusive  
87 evidence that all required conditions have been met and that  
88 the series has been or shall be legally organized and formed  
89 under this section and is notice for all purposes of all  
90 other facts required to be set forth therein.

91 (c) The name of a series with limited liability under  
92 this section may be changed by filing articles of amendment  
93 with the secretary of state pursuant to section 347.041,  
94 identifying the series whose name is being changed and the  
95 new name of such series. If not the same as the limited

96 liability company, the names of the members of a member-  
97 managed series or of the managers of a manager-managed  
98 series may be changed by an amendment to the articles of  
99 organization with the secretary of state.

100 (d) A series with limited liability under this section  
101 may be dissolved by filing with the secretary of state  
102 articles of amendment pursuant to section 347.041  
103 identifying the series being dissolved or by the dissolution  
104 of the limited liability company as provided in section  
105 347.045. Except to the extent otherwise provided in the  
106 operating agreement, a series may be dissolved and its  
107 affairs wound up without causing the dissolution of the  
108 limited liability company. The dissolution of a series  
109 established in accordance with subsection 2 of this section  
110 shall not affect the limitation on liabilities of such  
111 series provided by subsection 2 of this section. A series  
112 is terminated and its affairs shall be wound up upon the  
113 dissolution of the limited liability company under section  
114 347.045.

115 (e) Articles of organization, amendment, or  
116 termination described under this subdivision may be executed  
117 by the limited liability company or any manager, person, or  
118 entity designated in the operating agreement for the limited  
119 liability company.

120 **(f) Notwithstanding paragraph (d) of subdivision (1)**  
121 **of this subsection, the maximum number of designated series**  
122 **that may be effected by any one filing shall be limited to**  
123 **fifty.**

124 (2) If different from the limited liability company,  
125 the articles of organization shall list the names of the  
126 members for each series if the series is member-managed or  
127 the names of the managers if the series is manager-managed.

128           (3) A series of a limited liability company shall be  
129 deemed to be in good standing as long as the limited  
130 liability company is in good standing.

131           (4) The registered agent and registered office for the  
132 limited liability company appointed under section 347.033  
133 shall serve as the agent and office for service of process  
134 for each series in this state.

135           5. (1) An operating agreement may provide for classes  
136 or groups of members or managers associated with a series  
137 having such relative rights, powers, and duties as an  
138 operating agreement may provide and may make provision for  
139 the future creation of additional classes or groups of  
140 members or managers associated with the series having such  
141 relative rights, powers, and duties as may from time to time  
142 be established, including rights, powers, and duties senior  
143 and subordinate to or different from existing classes and  
144 groups of members or managers associated with the series.

145           (2) A series may be managed either by the member or  
146 members associated with the series or by the manager or  
147 managers chosen by the members of such series, as provided  
148 in the operating agreement. Unless otherwise provided in an  
149 operating agreement, the management of a series shall be  
150 vested in the members associated with such series.

151           (3) An operating agreement may grant to all or certain  
152 identified members or managers, or to a specified class or  
153 group of the members or managers associated with a series,  
154 the right to vote separately or with all or any class or  
155 group of the members or managers associated with the series,  
156 on any matter. An operating agreement may provide that any  
157 member or class or group of members associated with a series  
158 shall have no voting rights or ability to otherwise  
159 participate in the management or governance of such series,



160 but any such member or class or group of members are owners  
161 of the series.

162 (4) Except as modified in this section, the provisions  
163 of this chapter which are generally applicable to limited  
164 liability companies and their managers, members, and  
165 transferees shall be applicable to each particular series  
166 with respect to the operation of such series.

167 (5) Except as otherwise provided in an operating  
168 agreement, any event specified in this chapter or in an  
169 operating agreement that causes a manager to cease to be a  
170 manager with respect to a series shall not, in itself, cause  
171 such manager to cease to be a manager of the limited  
172 liability company or with respect to any other series  
173 thereof.

174 (6) Except as otherwise provided in an operating  
175 agreement, any event specified in this chapter or in an  
176 operating agreement that causes a member to cease to be  
177 associated with a series shall not, in itself, cause such  
178 member to cease to be associated with any other series,  
179 terminate the continued membership of a member in the  
180 limited liability company, or cause the termination of the  
181 series, regardless of whether such member was the last  
182 remaining member associated with such series.

183 (7) An operating agreement may impose restrictions,  
184 duties, and obligations on members of the limited liability  
185 company or any series thereof as a matter of internal  
186 governance, including, without limitation, those with regard  
187 to:

188 (a) Choice of law, forum selection, or consent to  
189 personal jurisdiction;

190 (b) Capital contributions;

191 (c) Restrictions on, or terms and conditions of, the  
192 transfer of membership interests;

193 (d) Restrictive covenants, including noncompetition,  
194 nonsolicitation, and confidentiality provisions;

195 (e) Fiduciary duties; and

196 (f) Restrictions, duties, or obligations to or for the  
197 benefit of the limited liability company, other series  
198 thereof, or their affiliates.

199 6. (1) If a limited liability company with the  
200 ability to establish series does not register to do business  
201 in a foreign jurisdiction for itself and its series, a  
202 series of a limited liability company may itself register to  
203 do business as a limited liability company in the foreign  
204 jurisdiction in accordance with the laws of the foreign  
205 jurisdiction.

206 (2) If a foreign limited liability company, as  
207 permitted in the jurisdiction of its organization, has  
208 established a series having separate rights, powers, or  
209 duties and has limited the liabilities of such series so  
210 that the debts, liabilities, and obligations incurred,  
211 contracted for, or otherwise existing with respect to a  
212 particular series are enforceable against the assets of such  
213 series only, and not against the assets of the limited  
214 liability company generally or any other series thereof, or  
215 so that the debts, liabilities, obligations, and expenses  
216 incurred, contracted for, or otherwise existing with respect  
217 to the limited liability company generally or any other  
218 series thereof are not enforceable against the assets of  
219 such series, then the limited liability company, on behalf  
220 of itself or any of its series, or any of its series on its  
221 own behalf may register to do business in this state in  
222 accordance with this chapter. The limitation of liability

223 shall also be stated on the application for registration.  
224 As required under section 347.153, the registration  
225 application filed shall identify each series being  
226 registered to do business in the state by the limited  
227 liability company. Unless otherwise provided in the  
228 operating agreement, the debts, liabilities, and obligations  
229 incurred, contracted for, or otherwise existing with respect  
230 to a particular series of such a foreign limited liability  
231 company shall be enforceable against the assets of such  
232 series only and not against the assets of the foreign  
233 limited liability company generally or any other series  
234 thereof, and none of the debts, liabilities, obligations,  
235 and expenses incurred, contracted for, or otherwise existing  
236 with respect to such a foreign limited liability company  
237 generally or any other series thereof shall be enforceable  
238 against the assets of such series.

239 7. Nothing in sections 347.039, 347.153, or 347.186  
240 shall be construed to alter existing Missouri statute or  
241 common law providing any cause of action for fraudulent  
242 conveyance, including but not limited to chapter 428, or any  
243 relief available under existing law that permits a challenge  
244 to limited liability.

358.460. 1. The exclusive right to the use of a name  
2 of a registered limited liability partnership or foreign  
3 registered limited liability partnership may be reserved by:

4 (1) Any person intending to become a registered  
5 limited liability partnership or foreign registered limited  
6 liability partnership under this chapter and to adopt that  
7 name; and

8 (2) Any registered limited liability partnership or  
9 foreign registered limited liability partnership which  
10 proposes to change its name.

11           2. The reservation of a specified name shall be made  
12 by filing with the secretary of state an application,  
13 executed by the applicant, specifying the name to be  
14 reserved and the name and address of the applicant. If the  
15 secretary of state finds that the name is available for use  
16 by a registered limited liability partnership or foreign  
17 registered limited liability partnership, the secretary of  
18 state shall reserve the name for the exclusive use of the  
19 applicant for a period of sixty days. A name reservation  
20 shall not exceed a period of one hundred eighty days from  
21 the date of the first name reservation application. Upon  
22 the one hundred eighty-first day the name shall cease  
23 reserve status and shall not be placed back in such status.  
24 The right to the exclusive use of a reserved name may be  
25 transferred to any other person by filing in the office of  
26 the secretary of state a notice of the transfer, executed by  
27 the applicant for whom the name was reserved, specifying the  
28 name to be transferred and the name and address of the  
29 transferee. The reservation of a specified name may be  
30 cancelled by filing with the secretary of state a notice of  
31 cancellation, executed by the applicant or transferee,  
32 specifying the name reservation to be cancelled and the name  
33 and address of the applicant or transferee.

34           3. A fee in the amount of [twenty-five] **twenty** dollars  
35 shall be paid to the secretary of state upon receipt for  
36 filing of an application for reservation of name, an  
37 application for renewal of reservation or a notice of  
38 transfer or cancellation pursuant to this section. All  
39 moneys from the payment of this fee shall be deposited into  
40 the general revenue fund.

358.470. 1. Each registered limited liability  
2 partnership and each foreign registered limited liability  
3 partnership shall have and maintain in the state of Missouri:

4 (1) A registered office, which may, but need not be, a  
5 place of its business in the state of Missouri; and

6 (2) A registered agent for service of process on the  
7 registered limited liability partnership or foreign  
8 registered limited liability partnership, which agent may be  
9 either an individual resident of the state of Missouri whose  
10 business office is identical with the registered limited  
11 liability partnership's or foreign registered limited  
12 liability partnership's registered office, or a domestic  
13 corporation, or a foreign corporation authorized to do  
14 business in the state of Missouri, having a business office  
15 identical with such registered office or the registered  
16 limited liability partnership or foreign registered limited  
17 liability partnership itself.

18 2. A registered agent may change the address of the  
19 registered office of the registered limited liability  
20 partnerships or foreign registered limited liability  
21 partnerships for which the agent is the registered agent to  
22 another address in the state of Missouri by paying a fee in  
23 the amount of [ten] **five** dollars[, and a further fee in the  
24 amount of two dollars] for each registered limited liability  
25 partnership or foreign registered limited liability  
26 partnership affected thereby, to the secretary of state and  
27 filing with the secretary of state a certificate, executed  
28 by such registered agent, setting forth the names of all the  
29 registered limited liability partnerships or foreign  
30 registered limited liability partnerships represented by  
31 such registered agent, and the address at which such  
32 registered agent has maintained the registered office for

33 each of such registered limited liability partnerships or  
34 foreign registered limited liability partnerships, and  
35 further certifying to the new address to which such  
36 registered office will be changed on a given day, and at  
37 which new address such registered agent will thereafter  
38 maintain the registered office for each of the registered  
39 limited liability partnerships or foreign registered limited  
40 liability partnerships recited in the certificate. Upon the  
41 filing of such certificate, the secretary of state shall  
42 furnish to the registered agent a certified copy of the same  
43 under the secretary of state's hand and seal of office, and  
44 thereafter, or until further change of address, as  
45 authorized by law, the registered office in the state of  
46 Missouri of each of the registered limited liability  
47 partnerships or foreign registered limited liability  
48 partnerships recited in the certificate shall be located at  
49 the new address of the registered agent thereof as given in  
50 the certificate. In the event of a change of name of any  
51 person acting as a registered agent of a registered limited  
52 liability partnership or foreign registered limited  
53 liability partnership, such registered agent shall file with  
54 the secretary of state a certificate, executed by such  
55 registered agent, setting forth the new name of such  
56 registered agent, the name of such registered agent before  
57 it was changed, the names of all the registered limited  
58 liability partnerships or foreign registered limited  
59 liability partnerships represented by such registered agent,  
60 and the address at which such registered agent has  
61 maintained the registered office for each of such registered  
62 limited liability partnerships or foreign registered limited  
63 liability partnerships, and shall pay a fee in the amount of  
64 **[twenty-five] five** dollars[, and a further fee in the amount

65 of two dollars] for each registered limited liability  
66 partnership or foreign registered limited liability  
67 partnership affected thereby, to the secretary of state.  
68 Upon the filing of such certificate, the secretary of state  
69 shall furnish to the registered agent a certified copy of  
70 the same under the secretary of state's hand and seal of  
71 office. Filing a certificate under this section shall be  
72 deemed to be an amendment of the application, renewal  
73 application or notice filed pursuant to subsection 19 of  
74 section 358.440, as the case may be, of each registered  
75 limited liability partnership or foreign registered limited  
76 liability partnership affected thereby, and each such  
77 registered limited liability partnership or foreign  
78 registered limited liability partnership shall not be  
79 required to take any further action with respect thereto to  
80 amend its application, renewal application or notice filed,  
81 as the case may be, pursuant to section 358.440. Any  
82 registered agent filing a certificate under this section  
83 shall promptly, upon such filing, deliver a copy of any such  
84 certificate to each registered limited liability partnership  
85 or foreign registered limited liability partnership affected  
86 thereby.

87 3. The registered agent of one or more registered  
88 limited liability partnerships or foreign registered limited  
89 liability partnerships may resign and appoint a successor  
90 registered agent by paying a fee in the amount of [fifty]  
91 **five** dollars[, and a further fee in the amount of two  
92 dollars] for each registered limited liability partnership  
93 or foreign registered limited liability partnership affected  
94 thereby, to the secretary of state and filing a certificate  
95 with the secretary of state, stating that it resigns and the  
96 name and address of the successor registered agent. There

97 shall be attached to such certificate a statement executed  
98 by each affected registered limited liability partnership or  
99 foreign registered limited liability partnership ratifying  
100 and approving such change of registered agent. Upon such  
101 filing, the successor registered agent shall become the  
102 registered agent of such registered limited liability  
103 partnerships or foreign registered limited liability  
104 partnerships as have ratified and approved such substitution  
105 and the successor registered agent's address, as stated in  
106 such certificate, shall become the address of each such  
107 registered limited liability partnership's or foreign  
108 registered limited liability partnership's registered office  
109 in the state of Missouri. The secretary of state shall  
110 furnish to the successor registered agent a certified copy  
111 of the certificate of resignation. Filing of such  
112 certificate of resignation shall be deemed to be an  
113 amendment of the application, renewal application or notice  
114 filed pursuant to subsection 19 of section 358.440, as the  
115 case may be, of each registered limited liability  
116 partnership or foreign registered limited liability  
117 partnership affected thereby, and each such registered  
118 limited liability partnership or foreign registered limited  
119 liability partnership shall not be required to take any  
120 further action with respect thereto, to amend its  
121 application, renewal application or notice filed pursuant to  
122 subsection 19 of section 358.440, as the case may be,  
123 pursuant to section 358.440.

124 4. The registered agent of a registered limited  
125 liability partnership or foreign registered limited  
126 liability partnership may resign without appointing a  
127 successor registered agent by paying a fee in the amount of  
128 **[ten] five** dollars to the secretary of state and filing a



129 certificate with the secretary of state stating that it  
130 resigns as registered agent for the registered limited  
131 liability partnership or foreign registered limited  
132 liability partnership identified in the certificate, but  
133 such resignation shall not become effective until one  
134 hundred twenty days after the certificate is filed. There  
135 shall be attached to such certificate an affidavit of such  
136 registered agent, if an individual, or the president, a vice  
137 president or the secretary thereof if a corporation, that at  
138 least thirty days prior to and on or about the date of the  
139 filing of the certificate, notices were sent by certified or  
140 registered mail to the registered limited liability  
141 partnership or foreign registered limited liability  
142 partnership for which such registered agent is resigning as  
143 registered agent, at the principal office thereof within or  
144 outside the state of Missouri, if known to such registered  
145 agent or, if not, to the last known address of the attorney  
146 or other individual at whose request such registered agent  
147 was appointed for such registered limited liability  
148 partnership or foreign registered limited liability  
149 partnership, of the resignation of such registered agent.  
150 After receipt of the notice of the resignation of its  
151 registered agent, the registered limited liability  
152 partnership or foreign registered limited liability  
153 partnership for which such registered agent was acting shall  
154 obtain and designate a new registered agent, to take the  
155 place of the registered agent so resigning. If such  
156 registered limited liability partnership or foreign  
157 registered limited liability partnership fails to obtain and  
158 designate a new registered agent prior to the expiration of  
159 the period of one hundred twenty days after the filing by  
160 the registered agent of the certificate of resignation, the

161 application, renewal application or notice filed pursuant to  
162 subsection 19 of section 358.440 of such registered limited  
163 liability partnership or foreign registered limited  
164 liability partnership shall be deemed to be cancelled.

407.475. 1. Except when specifically required or  
2 authorized by federal law, no state agency or state official  
3 shall impose any annual filing or reporting requirements on  
4 an organization regulated or specifically exempted from  
5 regulation under sections 407.450 to 407.478 that are more  
6 stringent, restrictive, or expansive than the requirements  
7 authorized under section 407.462.

8 2. This section shall not apply to state grants or  
9 contracts, nor investigations under section 407.472 and  
10 shall not restrict enforcement actions against specific  
11 charitable organizations.

12 3. This section shall not prohibit the department of  
13 labor and industrial relations or the state board of  
14 mediation from enforcing the provisions of sections 105.500  
15 to 105.598.

Section 1. Any action brought by an agency or  
2 department of state government in response to an alleged  
3 civil violation of rules or regulations of an agency or  
4 department, which is subsequently abandoned, withdrawn, or  
5 fails to be determined as a violation shall be removed from  
6 all public records of the state so as to eliminate harm to  
7 the reputation of the individual accused person.

8 Furthermore, any notice submitted to any governmental  
9 authority by an agency or department of any government or  
10 regulator shall be withdrawn and the state shall request  
11 that any public notice of such accusation be removed so as  
12 to eliminate harm to the individual person accused. Each  
13 such government agency, department, or entity shall notify

14 all other government agencies, departments, entities,  
15 including state, federal, and local agencies, that might  
16 have been notified of the charge or allegation, and require  
17 such agencies to expunge the violation from their records.

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