

FIRST REGULAR SESSION
SENATE COMMITTEE SUBSTITUTE FOR

HOUSE BILL NO. 233

98TH GENERAL ASSEMBLY

Reported from the Committee on Agriculture, Food Production and Outdoor Resources, May 4, 2015, with recommendation that the Senate Committee Substitute do pass.

ADRIANE D. CROUSE, Secretary.

0906S.03C

AN ACT

To repeal sections 261.235 and 351.120, RSMo, and to enact in lieu thereof two new sections relating to the payment of fees to certain state entities by agricultural entities.

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

Section A. Sections 261.235 and 351.120, RSMo, are repealed and two new sections enacted in lieu thereof, to be known as sections 261.235 and 351.120, to read as follows:

261.235. 1. There is hereby created in the state treasury for the use of the agriculture business development division of the state department of agriculture a fund to be known as "The AgriMissouri Fund". All moneys received by the state department of agriculture for Missouri agricultural products marketing development from any source, including trademark fees, shall be deposited in the fund. Moneys deposited in the fund shall, upon appropriation by the general assembly to the state department of agriculture, be expended by the agriculture business development division of the state department of agriculture for promotion of Missouri agricultural products under the AgriMissouri program. The unexpended balance in the AgriMissouri fund at the end of the biennium shall not be transferred to the general revenue fund of the state treasury and accordingly shall be exempt from the provisions of section 33.080 relating to transfer of funds to the ordinary revenue funds of the state by the state treasurer.

2. There is hereby created within the department of agriculture the "AgriMissouri Advisory Commission for Marketing Missouri Agricultural

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

17 Products". The commission shall establish guidelines, and make
18 recommendations to the director of agriculture, for the use of funds appropriated
19 by the general assembly for the agriculture business development division of the
20 department of agriculture, and for all funds collected or appropriated to the
21 AgriMissouri fund created pursuant to subsection 1 of this section. The
22 guidelines shall focus on the promotion of the AgriMissouri trademark associated
23 with Missouri agricultural products that have been approved by the general
24 assembly, and shall advance the following objectives:

25 (1) Increasing the impact and fostering the effectiveness of local efforts
26 to promote Missouri agricultural products;

27 (2) Enabling and encouraging expanded advertising efforts for Missouri
28 agricultural products;

29 (3) Encouraging effective, high-quality advertising projects, innovative
30 marketing strategies, and the coordination of local, regional and statewide
31 marketing efforts;

32 (4) Providing training and technical assistance to cooperative-marketing
33 partners of Missouri agricultural products.

34 3. The commission may establish a fee structure for sellers electing to use
35 the AgriMissouri trademark associated with Missouri agricultural products, **so**
36 **long as the fees established and collected under this subsection do not**
37 **yield revenue greater than the total cost of administering this section**
38 **during the ensuing year.** [Under the fee structure:

39 (1) A seller having gross annual sales greater than two million dollars per
40 fiscal year of Missouri agricultural products which constitute the final product of
41 a series of processes or activities shall remit to the agriculture business
42 development division of the department of agriculture, at such times and in such
43 manner as may be prescribed, a trademark fee of one-half of one percent of the
44 aggregate amount of all of such seller's wholesale sales of products carrying the
45 AgriMissouri trademark; and

46 (2) All sellers having gross annual sales less than or equal to two million
47 dollars per fiscal year of Missouri agricultural products which constitute the final
48 product of a series of processes or activities shall, after three years of selling
49 Missouri agricultural products carrying the AgriMissouri trademark, remit to the
50 agriculture business development division of the department of agriculture, at
51 such times and in such manner as may be prescribed, a trademark fee of one-half
52 of one percent of the aggregate amount of all of such seller's wholesale sales of
53 products carrying the AgriMissouri trademark.] All trademark fees shall be

54 deposited to the credit of the AgriMissouri fund, created pursuant to this section.

55 4. [The agriculture business development division of the department of
56 agriculture is authorized to promulgate rules consistent with the guidelines and
57 fee structure established by the commission. No rule or portion of a rule shall
58 become effective unless it has been promulgated pursuant to the provisions of
59 chapter 536.

60 5.] The commission shall consist of nine members appointed by the
61 governor with the advice and consent of the senate. One member shall be the
62 director of the agriculture business development division of the department of
63 agriculture, or his or her representative. At least one member shall be a
64 specialist in advertising; at least one member shall be a specialist in
65 agribusiness; at least one member shall be a specialist in the retail grocery
66 business; at least one member shall be a specialist in communications; at least
67 one member shall be a specialist in product distribution; at least one member
68 shall be a family farmer with expertise in livestock farming; at least one member
69 shall be a family farmer with expertise in grain farming and at least one member
70 shall be a family farmer with expertise in organic farming. Members shall serve
71 for four-year terms, except in the first appointments three members shall be
72 appointed for terms of four years, three members shall be appointed for terms of
73 three years and three members shall be appointed for terms of two years
74 each. Any member appointed to fill a vacancy of an unexpired term shall be
75 appointed for the remainder of the term of the member causing the vacancy. The
76 governor shall appoint a chairperson of the commission, subject to ratification by
77 the commission.

78 [6.] 5. Commission members shall receive no compensation but shall be
79 reimbursed for actual and necessary expenses incurred in the performance of
80 their official duties on the commission. The division of agriculture business
81 development of the department of agriculture shall provide all necessary staff and
82 support services as required by the commission to hold commission meetings, to
83 maintain records of official acts and to conduct all other business of the
84 commission. The commission shall meet quarterly and at any such time that it
85 deems necessary. Meetings may be called by the chairperson or by a petition
86 signed by a majority of the members of the commission. Ten days' notice shall
87 be given in writing to such members prior to the meeting date. A simple majority
88 of the members of the commission shall be present to constitute a quorum. Proxy
89 voting shall not be permitted.

90 6. If the commission does establish a fee structure as permitted

91 under subsection 3 of this section, the agriculture business
92 development division of the department of agriculture shall promulgate
93 rules establishing the commission's fee structure. The department of
94 agriculture shall also promulgate rules and regulations for the
95 implementation of this section. Any rule or portion of a rule, as that
96 term is defined in section 536.010 that is created under the authority
97 delegated in this section shall become effective only if it complies with
98 and is subject to all of the provisions of chapter 536, and, if applicable,
99 section 536.028. This section and chapter 536 are nonseverable and if
100 any of the powers vested with the general assembly pursuant to chapter
101 536, to review, to delay the effective date, or to disapprove and annul
102 a rule are subsequently held unconstitutional, then the grant of
103 rulemaking authority and any rule proposed or adopted after August
104 28, 2015, shall be invalid and void.

351.120. 1. Every corporation organized pursuant to the laws of this
2 state, including corporations organized pursuant to or subject to this chapter, and
3 every foreign corporation licensed to do business in this state, whether such
4 license shall have been issued pursuant to this chapter or not, other than
5 corporations exempted from taxation by the laws of this state, shall file a
6 corporate registration report.

7 2. The corporate registration report shall state the corporate name, the
8 name of its registered agent and such agent's Missouri physical address, giving
9 street and number, or building and number, or both, as the case may require, the
10 name and correct business or residence address of its officers and directors, and
11 the mailing address of the corporation's principal place of business or corporate
12 headquarters.

13 3. The corporate registration report shall be filed annually, except as
14 provided in section 351.122, and shall be due the month that the corporation
15 incorporated or qualified, unless changed by the corporation under subsection 8
16 of this section. Corporations existing prior to July 1, 2003, shall file the corporate
17 registration report on the month indicated on the corporation's last corporate
18 registration report. Corporations formed on or after July 1, 2003, shall file a
19 corporate registration report within thirty days of the date of incorporation or
20 qualification and every year thereafter, except as provided in section 351.122, in
21 the month that they were incorporated or qualified, unless such month is changed
22 by the corporation under subsection 8 of this section.

23 4. The corporate registration report shall be signed by an officer or

24 authorized person.

25 5. In the event of any error in the names and addresses of the officers and
26 directors set forth in a corporate registration report, the corporation may correct
27 such information by filing a certificate of correction pursuant to section 351.049.

28 6. A corporation may change the corporation's registered office or
29 registered agent with the filing of the corporation's corporate registration report.
30 To change the corporation's registered agent with the filing of the corporate
31 registration report, the corporation must include the new registered agent's
32 written consent to the appointment as registered agent and a written consent
33 stating that such change in registered agents was authorized by resolution duly
34 adopted by the board of directors. The written consent must be signed by the new
35 registered agent and must include such agent's address. If the corporate
36 registration report is not completed correctly, the secretary of state may reject the
37 filing of such report.

38 7. A corporation's corporate registration report must be filed in a format
39 as prescribed by the secretary of state.

40 8. A corporation may change the month of its corporate registration report
41 in the corporation's initial corporate registration report or a subsequent report.
42 To change its filing month, a corporation shall designate the desired month in its
43 corporate registration report and include with that report an additional fee of
44 twenty dollars. After a corporation registration report designating a new filing
45 month is filed by the secretary of state, the corporation's next corporate
46 registration report shall be filed in the newly designated month in the next year
47 in which a report is due under subsection 3 of this section or under section
48 351.122. This subsection shall become effective January 1, 2010.

49 **9. The requirement to file a corporate registration report**
50 **pursuant to this section shall be waived for authorized farm**
51 **corporations and family farm corporations as defined by subdivision (2)**
52 **of section 350.010 and subdivision (5) of section 350.010, respectively,**
53 **when the information required by subsection 2 of this section has not**
54 **changed since the filing of the corporation's original articles of**
55 **incorporation or most recent corporate registration report, whichever**
56 **is applicable.**

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