

FIRST REGULAR SESSION

HOUSE BILL NO. 406

99TH GENERAL ASSEMBLY

INTRODUCED BY REPRESENTATIVE DAVIS.

1004H.011

D. ADAM CRUMBLISS, Chief Clerk

AN ACT

To repeal sections 347.015, 347.179, 351.015, 351.065, 354.010, 354.150, 355.021, 355.066, 357.060, 358.020, 358.440, 359.011, 359.651, 394.020, 394.250, and 417.220, RSMo, and to enact in lieu thereof sixteen new sections relating to business fees.

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

Section A. Sections 347.015, 347.179, 351.015, 351.065, 354.010, 354.150, 355.021, 355.066, 357.060, 358.020, 358.440, 359.011, 359.651, 394.020, 394.250, and 417.220, RSMo, are repealed and sixteen new sections enacted in lieu thereof, to be known as sections 347.015, 347.179, 351.015, 351.065, 354.010, 354.150, 355.021, 355.066, 357.060, 358.020, 358.440, 359.011, 359.651, 394.020, 394.250, and 417.220, to read as follows:

347.015. As used in sections 347.010 to 347.187, the following terms mean:

- (1) "Articles of organization", the articles referred to in section 347.039, filed with the secretary for the purpose of forming a limited liability company, as the same may be amended or restated from time to time as provided in sections 347.010 to 347.187;
- (2) "Authorized person", manager, or member, if management of the limited liability company is vested in the members;
- (3) "Bankruptcy", the entry of an order for relief by the court in a proceeding under the United States Bankruptcy Code, Title 11, U.S.C., as amended, or its equivalent under a state insolvency act or a similar law of other jurisdictions;
- (4) "Business" includes every trade, occupation or profession;
- (5) "Contribution", cash, other property, the use of property, services rendered, a promissory note or other binding obligation to contribute cash or property or perform services or any other valuable consideration transferred by a person to the limited liability company as

EXPLANATION — Matter enclosed in bold-faced brackets [thus] in the above bill is not enacted and is intended to be omitted from the law. Matter in **bold-face** type in the above bill is proposed language.

14 a prerequisite for membership in the limited liability company and any subsequent transfer to the
15 limited liability company by a person in his capacity as a member;

16 (6) "Court" includes every court and judge having jurisdiction in the case;

17 (7) "Domestic limited liability company" or "limited liability company", a limited
18 liability company organized and existing under sections 347.010 to 347.187;

19 (8) "Event of withdrawal", an event that causes a person to cease to be a member as
20 provided in section 347.123;

21 (9) "Foreign limited liability company", a limited liability company formed under the
22 laws of any jurisdiction other than the state of Missouri;

23 (10) "Manager", with respect to a limited liability company whose articles of
24 organization state that management of the limited liability company is vested in one or more
25 managers, the person or persons designated, appointed or elected as such in the manner provided
26 in subsection 2 of section 347.079;

27 (11) "Member", any person that signs in person or by an attorney in fact, or otherwise
28 is a party to the operating agreement at the time the limited liability company is formed and is
29 identified as a member in that operating agreement and any person who is subsequently admitted
30 as a member in a limited liability company in accordance with sections 347.010 to 347.187 and
31 the operating agreement, until such time as an event of withdrawal occurs with respect to such
32 person;

33 (12) "Member's interest", a member's share of the profits and losses of a limited liability
34 company and the right to receive distributions of limited liability company assets;

35 (13) "Operating agreement", any valid agreement or agreements, written or oral, among
36 all members, or written declaration by the sole member concerning the conduct of the business
37 and affairs of the limited liability company and the relative rights, duties and obligations of the
38 members and managers, if any;

39 (14) "Organizer", any of the signers of the articles of organization;

40 (15) "Person" includes individuals, partnerships, domestic or foreign limited
41 partnerships, domestic or foreign limited liability companies, domestic or foreign corporations,
42 trusts, business trusts, employee stock ownership trusts, real estate investment trusts, estates,
43 associations, and other business or not-for-profit entities;

44 (16) "Real property" includes land, any interest, leasehold or estate in land and any
45 improvements thereon;

46 (17) "Secretary", the secretary of state for the state of Missouri and its delegates
47 responsible for the administration of sections 347.010 to 347.187;

48 (18) "Surviving entity", the surviving or resulting person pursuant to a merger or
49 consolidation in which one or more domestic limited liability companies are parties;

50 **(19) "Veteran", any individual defined as a veteran by the United States**
51 **Department of Veterans' Affairs or its successor agency.**

347.179. 1. The secretary shall charge and collect:

- 2 (1) For filing the original articles of organization, a fee of one hundred dollars;
 - 3 (2) For filing the original articles of organization online, in an electronic format
4 prescribed by the secretary of state, a fee of forty-five dollars;
 - 5 (3) Applications for registration of foreign limited liability companies and issuance of
6 a certificate of registration to transact business in this state, a fee of one hundred dollars;
 - 7 (4) Amendments to and restatements of articles of limited liability companies to
8 application for registration of a foreign limited liability company or any other filing otherwise
9 provided for, a fee of twenty dollars;
 - 10 (5) Articles of termination of limited liability companies or cancellation of registration
11 of foreign limited liability companies, a fee of twenty dollars;
 - 12 (6) For filing notice of merger or consolidation, a fee of twenty dollars;
 - 13 (7) For filing a notice of winding up, a fee of twenty dollars;
 - 14 (8) For issuing a certificate of good standing, a fee of five dollars;
 - 15 (9) For a notice of the abandonment of merger or consolidation, a fee of twenty dollars;
 - 16 (10) For furnishing a copy of any document or instrument, a fee of fifty cents per page;
 - 17 (11) For accepting an application for reservation of a name, or for filing a notice of the
18 transfer or cancellation of any name reservation, a fee of twenty dollars;
 - 19 (12) For filing a statement of change of address of registered office or registered agent,
20 or both, a fee of five dollars;
 - 21 (13) For any service of notice, demand, or process upon the secretary as resident agent
22 of a limited liability company, a fee of twenty dollars, which amount may be recovered as taxable
23 costs by the party instituting such suit, action, or proceeding causing such service to be made if
24 such party prevails therein;
 - 25 (14) For filing an amended certificate of registration a fee of twenty dollars; and
 - 26 (15) For filing a statement of correction a fee of five dollars.
- 27 2. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section and for
28 application for reservation of a name in subdivision (11) of subsection 1 of this section shall be
29 waived if an organizer who is listed as a member in the operating agreement of the limited
30 liability company is a **veteran**, a member of the Missouri National Guard or any other active
31 duty military, resides in the state of Missouri, and provides proof of such service to the secretary
32 of state.

351.015. As used in this chapter, unless the context otherwise requires:

2 (1) "Articles of incorporation" includes the original articles of incorporation and all
3 amendments thereto, and includes articles of merger or consolidation;

4 (2) "Authorized shares" means the aggregate number of shares of stock of all classes,
5 whether with or without par value, which the corporation is authorized to issue. Shares of its
6 own stock belonging to a corporation shall be deemed to be issued shares but not outstanding
7 shares;

8 (3) "Certificate of stock" means a written instrument signed by or bearing the facsimile
9 signature of the proper corporate officers, as required by this chapter, evidencing the fact that the
10 person therein named is the holder of record of the share or shares therein described;

11 (4) "Control share acquisition" means the acquisition, directly or indirectly, by any
12 person of ownership of, or the power to direct the exercise of voting power with respect to,
13 issued and outstanding control shares. For the purposes of this chapter, shares acquired within
14 ninety days of any acquisition of shares or shares acquired pursuant to a plan to make a control
15 share acquisition are considered to have been acquired in the same acquisition. For the purposes
16 of this chapter, a person who acquires shares in the ordinary course of business for the benefit
17 of others in good faith and not for the purpose of circumventing this chapter has voting power
18 only of shares in respect of which that person would be able to exercise or direct the exercise of
19 votes without further instruction from others. The acquisition of any shares of an issuing public
20 corporation does not constitute a control share acquisition if the acquisition is consummated in
21 any of the following circumstances:

22 (a) Prior to June 13, 1984;

23 (b) Pursuant to a contract in existence prior to June 13, 1984;

24 (c) Pursuant to a will or other testamentary disposition, the laws of descent and
25 distribution or by intervivos gift where such gift is made in good faith and not for the purpose
26 of circumventing section 351.407;

27 (d) Pursuant to a public offering, a private placement, or any other issuance of shares by
28 an issuing public corporation;

29 (e) By, on behalf of, or pursuant to any benefit or other compensation plan or
30 arrangement of an issuing public corporation;

31 (f) Pursuant to the conversion of debt securities into shares of an issuing public
32 corporation under the terms of such debt securities;

33 (g) Pursuant to a binding contract, other than any contract created by, pursuant to, or in
34 connection with a tender offer, whereby the holders of shares representing at least two-thirds of
35 the voting power of an issuing public corporation, such holders acting simultaneously, agreed
36 to sell such shares to any person;

37 (h) Pursuant to the satisfaction of a pledge or other security interest created in good faith
38 and not for the purpose of circumventing section 351.407;

39 (i) Pursuant to a merger or consolidation effected in compliance with sections 351.410
40 to 351.458 if the issuing public corporation is a party to the agreement of merger or
41 consolidation;

42 (j) Pursuant to a binding contract or other arrangement with any individual, foreign or
43 domestic corporation (whether or not for profit), partnership, limited liability company,
44 unincorporated society or association, or other entity which, at any time within one year prior to
45 the acquisition in question, owned shares representing more than fifty percent of the voting
46 power of the issuing public corporation;

47 (k) By or from any person whose shares have been previously accorded voting rights
48 pursuant to section 351.407; provided, the acquisition entitles the person making the acquisition,
49 directly or indirectly, alone or as a part of a group, to exercise or direct the exercise of voting
50 power of the corporation in the election of directors within a range of the voting power not in
51 excess of the range of voting power associated with the shares to which voting rights have been
52 previously accorded;

53 (5) "Control shares" means shares that, except for this chapter, would have voting power
54 with respect to shares of an issuing public corporation that, when added to all other shares of the
55 issuing public corporation owned by a person or in respect to which that person may exercise or
56 direct the exercise of voting power, would entitle that person, immediately after acquisition of
57 the shares, directly or indirectly, alone or as a part of a group, to exercise or direct the exercise
58 of the voting power of the issuing public corporation in the election of directors within any of
59 the following ranges of voting power:

60 (a) One-fifth or more but less than one-third of all voting power;

61 (b) One-third or more but less than a majority of all voting power;

62 (c) A majority or more of all voting power; provided, however, that shares which the
63 person or the group have owned or of which the person or the group could have exercised or
64 directed the voting for more than ten years shall not be deemed to be control shares and shall not
65 be aggregated for the purpose of determining inclusion within the above-stated ranges;

66 (6) "Corporation" or "domestic corporation" includes corporations organized under this
67 chapter or subject to some or all of the provisions of this chapter except a foreign corporation;

68 (7) "Foreign corporation" means a corporation for profit organized under laws other than
69 the laws of this state;

70 (8) "Incorporator" means a signer of the original articles of incorporation;

71 (9) "Interested shares" means the shares of an issuing public corporation in respect of
72 which any of the following persons may exercise or direct the exercise of the voting power of
73 the corporation in the election of directors:

74 (a) An acquiring person or member of a group with respect to a control share acquisition;

75 (b) Any officer of the issuing public corporation elected or appointed by the directors of
76 the issuing public corporation;

77 (c) Any employee of the issuing public corporation who is also a director of such
78 corporation;

79 (10) "Issuing public corporation", unless the articles of incorporation provide otherwise
80 as to the applicability of this section, means a corporation that has a class of voting stock
81 registered with the securities and exchange commission under Section 12 of the Exchange Act
82 and is either (a) a corporation incorporated under the laws of the state of Missouri, or, (b)
83 subdivision (2) of section 351.690 notwithstanding, any insurance company organized pursuant
84 to the laws of Missouri and doing business under the provisions of chapter 376, provided that
85 the bylaws of such insurance company expressly state that such insurance company shall, for the
86 purposes of this chapter, be included within the definition of "issuing public corporation";

87 (11) "Net assets", for the purpose of determining the right of a corporation to purchase
88 its own shares and of determining the right of a corporation to declare and pay dividends and the
89 liabilities of directors therefor, shall not include shares of its own stock belonging to a
90 corporation;

91 (12) "Paid-in surplus" means all that part of the consideration received by the corporation
92 for, or on account of, all shares issued which does not constitute stated capital minus such formal
93 reductions from said sum as may have been effected in a manner permitted by this chapter;

94 (13) "Person" includes, without limitation, an individual, a foreign or domestic
95 corporation whether not for profit or for profit, a partnership, a limited liability company, an
96 unincorporated society or association, two or more persons having a joint or common interest,
97 or any other entity;

98 (14) "Registered office" means that office maintained by the corporation in this state, the
99 address of which is on file in the office of the secretary of state;

100 (15) "Shareholder" means one who is a holder of record of shares in a corporation;

101 (16) "Shares" are the units into which the shareholders' rights to participate in the control
102 of the corporation, in its surplus or profits, or in the distribution of its assets, are divided;

103 (17) "Stated capital" means at any particular time the sum of:

104 (a) The par value of all shares then issued having a par value; and

105 (b) The consideration received by the corporation for all shares then issued without par
106 value except such part thereof as may have been allocated otherwise than to stated capital in a
107 manner permitted by law; and

108 (c) Such amounts not included in paragraphs (a) and (b) of this subdivision as may have
109 been transferred to the stated capital account of the corporation, whether upon the issue of shares
110 as a share dividend or otherwise, minus such formal reductions from said sum as may have been
111 effected in a manner permitted by this chapter;

112 (18) "Subscriber" means one who subscribes for shares in a corporation, whether before
113 or after incorporation;

114 (19) **"Veteran", any individual defined as a veteran by the United States**
115 **Department of Veterans' Affairs or its successor agency.**

351.065. 1. No corporation shall be organized under the general and business
2 corporation law of Missouri unless the persons named as incorporators shall at or before the
3 filing of the articles of incorporation pay to the director of revenue three dollars for the issuance
4 of the certificate and fifty dollars for the first thirty thousand dollars or less of the authorized
5 shares of the corporation and a further sum of five dollars for each additional ten thousand
6 dollars of its authorized shares, and no increase in the authorized shares of the corporation shall
7 be valid or effectual unless the corporation has paid the director of revenue five dollars for each
8 ten thousand dollars or less of the increase in the authorized shares of the corporation, and the
9 corporation shall file a duplicate receipt issued by the director of revenue for the payments
10 required by this section to be made with the secretary of state as is provided by this chapter for
11 the filing of articles of incorporation; except that the requirements of this section to pay
12 incorporation taxes and fees shall not apply to foreign railroad corporations which built their
13 lines of railway into or through this state prior to November 21, 1943.

14 2. For the purpose of this section, the dollar amount of authorized shares is the par value
15 thereof in the case of shares with par value and is one dollar per share in the case of shares
16 without par value.

17 3. Fees mandated in subsection 1 of this section shall be waived if a majority
18 shareholder, officer, or director of the organizing corporation is **a veteran**, a member of the
19 Missouri National Guard or any other active duty military, resides in the state of Missouri, and
20 provides proof of such service to the secretary of state.

354.010. As used in sections 354.010 to 354.380, unless the context clearly indicates
2 otherwise, the following terms mean:

3 (1) "Corporation", a domestic health services corporation subject to the provisions of
4 sections 354.010 to 354.380;

5 (2) "Director", the director of the department of insurance, financial institutions and
6 professional registration of the state of Missouri;

7 (3) "Health services", the health care and services provided by hospitals, or other health
8 care institutions, organizations, associations or groups, and by doctors of medicine, osteopathy,
9 dentistry, chiropractic, optometry and podiatry, nursing services, medical appliances, equipment
10 and supplies, drugs, medicines, ambulance services, and other therapeutic services and supplies;

11 (4) "Health services corporation", any not-for-profit corporation heretofore or hereafter
12 organized or operating for the purposes of establishing and operating a nonprofit plan or plans
13 under which prepaid hospital care, medical-surgical care and other health care and services, or
14 reimbursement therefor, may be furnished to a member or beneficiary;

15 (5) "Member" or "beneficiary", a natural person who is entitled to receive health
16 services, or reimbursement therefor, pursuant to a contract made by a health services corporation
17 with or for the benefit of such person;

18 (6) "Membership contract", any agreement, contract or certificate by which a health
19 services corporation describes the health services or benefits to be provided thereunder to its
20 members or beneficiaries;

21 (7) "Not-for-profit corporation", a nonprofit domestic corporation organized under or
22 accepting the provisions of chapter 355 or incorporated under chapter 352;

23 (8) **"Veteran", any individual defined as a veteran by the United States Department**
24 **of Veterans' Affairs or its successor agency.**

354.150. 1. Every health services corporation subject to the provisions of sections
2 354.010 to 354.380 shall pay the following fees to the director for the administration and
3 enforcement of the provisions of this chapter:

4 (1) For filing the declaration required on organization of each domestic company, two
5 hundred fifty dollars;

6 (2) For filing statement and certified copy of charter required of foreign companies, two
7 hundred fifty dollars;

8 (3) For filing application to renew certificate of authority, along with all required annual
9 reports, including the annual statement, actuarial statement, risk-based capital report, report of
10 valuation of policies or other obligations of assurance, and audited financial report of any
11 company doing business in this state, one thousand five hundred dollars;

12 (4) For filing any paper, document, or report not filed under subdivision (1), (2), or (3)
13 of this section but required to be filed in the office of the director, fifty dollars each;

14 (5) For affixing the seal of office of the director, ten dollars;

15 (6) For accepting each service of process upon the company, ten dollars.

16 2. Fees mandated in subdivision (1) of subsection 1 of this section shall be waived if a
17 majority shareholder, officer, or director of the organizing corporation is a **veteran**, a member
18 of the Missouri National Guard or any other active duty military, resides in the state of Missouri,
19 and provides proof of such service to the secretary of state.

 355.021. 1. The secretary of state shall collect the following fees when the documents
2 described in this subsection are delivered for filing:

- 3 (1) Articles of incorporation, twenty dollars;
- 4 (2) Application for reserved name, twenty dollars;
- 5 (3) Notice of transfer of reserved name, two dollars;
- 6 (4) Application for renewal of reserved name, twenty dollars;
- 7 (5) Corporation's statement of change of registered agent or registered office or both, five
8 dollars;
- 9 (6) Agent's statement of change of registered office for each affected corporation, five
10 dollars;
- 11 (7) Agent's statement of resignation, five dollars;
- 12 (8) Amendment of articles of incorporation, five dollars;
- 13 (9) Restatement of articles of incorporation with amendments, five dollars;
- 14 (10) Articles of merger, five dollars;
- 15 (11) Articles of dissolution, five dollars;
- 16 (12) Articles of revocation of dissolution, five dollars;
- 17 (13) Application for reinstatement following administrative dissolution, twenty dollars;
- 18 (14) Application for certificate of authority, twenty dollars;
- 19 (15) Application for amended certificate of authority, five dollars;
- 20 (16) Application for certificate of withdrawal, five dollars;
- 21 (17) Corporate registration report filed annually, ten dollars if filed in a written format
22 or five dollars if filed electronically in a format prescribed by the secretary of state;
- 23 (18) Corporate registration report filed biennially, twenty dollars if filed in a written
24 format or ten dollars if filed electronically in a format prescribed by the secretary of state;
- 25 (19) Articles of correction, five dollars;
- 26 (20) Certificate of existence or authorization, five dollars;
- 27 (21) Any other document required or permitted to be filed by this chapter, five dollars.

28 2. The secretary of state shall collect a fee of ten dollars upon being served with process
29 under this chapter. The party to a proceeding causing service of process is entitled to recover the
30 fee paid the secretary of state as costs if the party prevails in the proceeding.

31 3. The secretary of state shall collect the following fees for copying and certifying the
32 copy of any filed document relating to a domestic or foreign corporation: in a written format

33 fifty cents per page plus five dollars for certification, or in an electronic format five dollars for
34 certification and copies.

35 4. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section shall be
36 waived if an initial officer or director of the nonprofit corporation is **a veteran**, a member of the
37 Missouri National Guard or any other active duty military, resides in the state of Missouri, and
38 provides proof of such service to the secretary of state.

355.066. Unless the context otherwise requires or unless otherwise indicated, as used
2 in this chapter the following terms mean:

3 (1) "Approved by or approval by the members", approved or ratified by the affirmative
4 vote of a majority of the voters represented and voting at a duly held meeting at which a quorum
5 is present, which affirmative votes also constitute a majority of the required quorum, or by a
6 written ballot or written consent in conformity with this chapter, or by the affirmative vote,
7 written ballot or written consent of such greater proportion, including the votes of all the
8 members of any class, unit or grouping as may be provided in the articles, bylaws or this chapter
9 for any specified member action;

10 (2) "Articles of incorporation" or "articles", amended and restated articles of
11 incorporation and articles of merger;

12 (3) "Board" or "board of directors", the board of directors except that no person or group
13 of persons is the board of directors because of powers delegated to that person or group pursuant
14 to section 355.316;

15 (4) "Bylaws", the code or codes of rules, other than the articles, adopted pursuant to this
16 chapter for the regulation or management of the affairs of the corporation, irrespective of the
17 name or names by which such rules are designated. Bylaws shall not include legally enforceable
18 covenants, declarations, indentures or restrictions imposed upon members by validly recorded
19 indentures, declarations, covenants, restrictions or other recorded instruments, as they apply to
20 real property;

21 (5) "Class", a group of memberships which have the same rights with respect to voting,
22 dissolution, redemption and transfer. For the purpose of this section, "rights" shall be considered
23 the same if they are determined by a formula applied uniformly;

24 (6) "Corporation", public benefit and mutual benefit corporations;

25 (7) "Delegates", those persons elected or appointed to vote in a representative assembly
26 for the election of a director or directors or on other matters;

27 (8) "Deliver" includes mail;

28 (9) "Directors", individuals, designated in the articles or bylaws or elected by the
29 incorporator or incorporators, and their successors and individuals elected or appointed by any
30 other name or title to act as members of the board;

- 31 (10) "Distribution", the payment of a dividend or any part of the income or profit of a
32 corporation to its members, directors or officers;
- 33 (11) "Domestic corporation", a Missouri corporation;
- 34 (12) "Effective date of notice" is defined in section 355.071;
- 35 (13) "Employee" does not include an officer or director who is not otherwise employed
36 by the corporation;
- 37 (14) "Entity", domestic corporations and foreign corporations, business corporations and
38 foreign business corporations, for-profit and nonprofit unincorporated associations, business
39 trusts, estates, partnerships, trusts, and two or more persons having a joint or common economic
40 interest, and a state, the United States, and foreign governments;
- 41 (15) "File", "filed" or "filing", filed in the office of the secretary of state;
- 42 (16) "Foreign corporation", a corporation organized under a law other than the laws of
43 this state which would be a nonprofit corporation if formed under the laws of this state;
- 44 (17) "Governmental subdivision" includes authority, county, district, and municipality;
- 45 (18) "Includes" denotes a partial definition;
- 46 (19) "Individual", a natural person;
- 47 (20) "Means" denotes a complete definition;
- 48 (21) "Member", without regard to what a person is called in the articles or bylaws, any
49 person or persons who on more than one occasion, pursuant to a provision of a corporation's
50 articles or bylaws, have the right to vote for the election of a director or directors; but a person
51 is not a member by virtue of any of the following:
- 52 (a) Any rights such person has as a delegate;
- 53 (b) Any rights such person has to designate a director or directors; or
- 54 (c) Any rights such person has as a director;
- 55 (22) "Membership", the rights and obligations a member or members have pursuant to
56 a corporation's articles, bylaws and this chapter;
- 57 (23) "Mutual benefit corporation", a domestic corporation which is formed as a mutual
58 benefit corporation pursuant to sections 355.096 to 355.121 or is required to be a mutual benefit
59 corporation pursuant to section 355.881;
- 60 (24) "Notice" is ~~defined in~~ **described under** section 355.071;
- 61 (25) "Person" includes any individual or entity;
- 62 (26) "Principal office", the office, in or out of this state, so designated in the corporate
63 registration report filed pursuant to section 355.856 where the principal offices of a domestic or
64 foreign corporation are located;
- 65 (27) "Proceeding" includes civil suits and criminal, administrative, and investigatory
66 actions;

67 (28) "Public benefit corporation", a domestic corporation which is formed as a public
68 benefit corporation pursuant to sections 355.096 to 355.121, or is required to be a public benefit
69 corporation pursuant to section 355.881;

70 (29) "Record date", the date established pursuant to sections 355.181 to 355.311 on
71 which a corporation determines the identity of its members for the purposes of this chapter;

72 (30) "Resident", a full-time resident of a long-term care facility or residential care
73 facility;

74 (31) "Secretary", the corporate officer to whom the board of directors has delegated
75 responsibility pursuant to subsection 2 of section 355.431 for custody of the minutes of the
76 directors' and members' meetings and for authenticating the records of the corporation;

77 (32) "State", when referring to a part of the United States, includes a state or
78 commonwealth, and its agencies and governmental subdivisions, and any territory or insular
79 possession, and its agencies and governmental subdivisions, of the United States;

80 (33) "United States" includes any agency of the United States;

81 (34) **"Veteran", any individual defined as a veteran by the United States**
82 **Department of Veterans' Affairs or its successor agency;**

83 (35) "Vote" includes authorization by written ballot and written consent; and

84 [~~35~~] (36) "Voting power", the total number of votes entitled to be cast for the election
85 of directors at the time the determination of voting power is made, excluding a vote which is
86 contingent upon the happening of a condition or event that has not occurred at the time. Where
87 a class is entitled to vote as a class for directors, the determination of voting power of the class
88 shall be based on the percentage of the number of directors the class is entitled to elect out of the
89 total number of authorized directors.

357.060. 1. For incorporation under this chapter as herein provided, there shall be paid
2 to and collected by the state director of revenue a fee of fifty dollars for the first fifty thousand
3 dollars or less of capital stock, and the further sum of five dollars for each additional ten
4 thousand dollars of its capital stock. The limitation upon the aggregate amount of capital stock
5 shall be the same as in respect to other corporations.

6 2. Fees mandated in subsection 1 of this section shall be waived if the association of
7 persons signing the written articles of association and agreement includes **a veteran**, a member
8 of the Missouri National Guard or any other active duty military, who resides in the state of
9 Missouri, and provides proof of such service to the secretary of state.

10 **3. For purposes of this section, the term "veteran" shall mean any individual**
11 **defined as a veteran by the United States Department of Veterans' Affairs or its successor**
12 **agency.**

358.020. In this chapter:

2 (1) "Bankrupt" includes a debtor pursuant to a voluntary or involuntary petition filed
3 under the Federal Bankruptcy Code or a person or entity subject to an insolvency or similar
4 proceeding under state law;

5 (2) "Business" includes every trade, occupation, or profession;

6 (3) "Conveyance" includes every assignment, lease, mortgage, or encumbrance;

7 (4) "Court" includes every court and judge having jurisdiction in the case;

8 (5) "Foreign registered limited liability partnership" means a limited liability partnership
9 formed pursuant to an agreement governed by the laws of another jurisdiction and registered as
10 a limited liability partnership under the laws of such jurisdiction;

11 (6) "Person" includes individuals, partnerships, domestic or foreign limited partnerships,
12 domestic or foreign limited liability companies, domestic or foreign corporations, trusts, business
13 trusts, real estate investment trusts, estates and other associations or business entities;

14 (7) "Real property" includes land and any interest or estate in land; [~~and~~]

15 (8) "Registered limited liability partnership" means a partnership formed pursuant to an
16 agreement governed by the laws of this state, registered pursuant to section 358.440 and
17 complying with sections 358.450 and 358.460; **and**

18 **(9) "Veteran" means any individual defined as a veteran by the United States**
19 **Department of Veterans' Affairs or its successor agency.**

358.440. 1. To register as a limited liability partnership pursuant to this section, a
2 written application shall be filed with the office of the secretary of state. The application shall
3 set forth:

4 (1) The name of the partnership;

5 (2) The address of a registered office and the name and address of a registered agent for
6 service of process required to be maintained by section 358.470;

7 (3) The number of partners in the partnership at the date of application;

8 (4) A brief statement of the principal business in which the partnership engages;

9 (5) That the partnership thereby applies for registration as a registered limited liability
10 partnership; and

11 (6) Any other information the partnership determines to include in the application.

12 2. The application shall be signed on behalf of the partnership by a majority of the
13 partners or by one or more partners authorized by a majority in interest of the partners to sign the
14 application on behalf of the partnership.

15 3. The application shall be accompanied by a fee payable to the secretary of state of
16 twenty-five dollars for each partner of the partnership, but the fee shall not exceed one hundred
17 dollars. All moneys from the payment of this fee shall be deposited into the general revenue
18 fund.

19 4. A person who files a document according to this section as an agent or fiduciary need
20 not exhibit evidence of the partner's authority as a prerequisite to filing. Any signature on such
21 document may be a facsimile. If the secretary of state finds that the filing conforms to law, the
22 secretary of state shall:

23 (1) Endorse on the copy the word "Filed" and the month, day and year of the filing;

24 (2) File the original in the secretary of state's office; and

25 (3) Return the copy to the person who filed it or to the person's representative.

26 5. A partnership becomes a registered limited liability partnership on the date of the
27 filing in the office of the secretary of state of an application that, as to form, meets the
28 requirements of subsections 1 and 2 of this section and that is accompanied by the fee specified
29 in subsection 3 of this section, or at any later time specified in the application.

30 6. An initial application filed under subsection 1 of this section by a partnership
31 registered by the secretary of state as a limited liability partnership expires one year after the date
32 of registration unless earlier withdrawn or revoked or unless renewed in accordance with
33 subsection 9 of this section.

34 7. If a person is included in the number of partners of a registered limited liability
35 partnership set forth in an application, a renewal application or a certificate of amendment of an
36 application or a renewal application, the inclusion of such person shall not be admissible as
37 evidence in any action, suit or proceeding, whether civil, criminal, administrative or
38 investigative, for the purpose of determining whether such person is liable as a partner of such
39 registered limited liability partnership. The status of a partnership as a registered limited liability
40 partnership and the liability of a partner of such registered limited liability partnership shall not
41 be adversely affected if the number of partners stated in an application, a renewal application or
42 a certificate of amendment of an application or a renewal application is erroneously stated
43 provided that the application, renewal application or certificate of amendment of an application
44 or a renewal application was filed in good faith.

45 8. Any person who files an application or a renewal application in the office of the
46 secretary of state pursuant to this section shall not be required to file any other documents
47 pursuant to chapter 417 which requires filing for fictitious names.

48 9. An effective registration may be renewed before its expiration by filing in duplicate
49 with the secretary of state an application containing current information of the kind required in
50 an initial application, including the registration number as assigned by the secretary of state. The
51 renewal application shall be accompanied by a fee of one hundred dollars on the date of renewal
52 plus, if the renewal increases the number of partners, fifty dollars for each partner added, but the
53 fee shall not exceed two hundred dollars. All moneys from such fees shall be deposited into the

54 general revenue fund. A renewal application filed under this section continues an effective
55 registration for one year after the date the effective registration would otherwise expire.

56 10. A registration may be withdrawn by filing with the secretary of state a written
57 withdrawal notice signed on behalf of the partnership by a majority of the partners or by one or
58 more partners authorized by a majority of the partners to sign the notice on behalf of the
59 partnership. A withdrawal notice shall include the name of the partnership, the date of
60 registration of the partnership's last application under this section, and a current street address
61 of the partnership's principal office in this state or outside the state, as applicable. A withdrawal
62 notice terminates the registration of the partnership as a limited liability partnership as of the date
63 of filing the notice in the office of the secretary of state. The withdrawal notice shall be
64 accompanied by a filing fee of twenty dollars.

65 11. If a partnership that has registered pursuant to this section ceases to be registered as
66 provided in subsection 6 or 10 of this section, that fact shall not affect the status of the
67 partnership as a registered limited liability partnership prior to the date the partnership ceased
68 to be registered pursuant to this section.

69 12. A document filed under this section may be amended or corrected by filing with the
70 secretary of state articles of amendment, signed by a majority of the partners or by one or more
71 partners authorized by a majority of the partners. The articles of amendment shall contain:

- 72 (1) The name of the partnership;
- 73 (2) The identity of the document being amended;
- 74 (3) The part of the document being amended; and
- 75 (4) The amendment or correction.

76 The articles of amendment shall be accompanied by a filing fee of twenty dollars plus, if the
77 amendment increases the number of partners, fifty dollars for each partner added, but the fee
78 shall not exceed two hundred dollars; provided that no amendment of an application or a renewal
79 application is required as a result of a change after the application or renewal application is filed
80 in the number of partners of the registered limited liability partnership or in the business in which
81 the registered limited liability partnership engages. All moneys from such fees shall be deposited
82 into the general revenue fund. The status of a partnership as a registered limited liability
83 partnership shall not be affected by changes after the filing of an application or a renewal
84 application in the information stated in the application or renewal application.

85 13. No later than ninety days after the happening of any of the following events, an
86 amendment to an application or a renewal application reflecting the occurrence of the event or
87 events shall be executed and filed by a majority in interest of the partners or by one or more
88 partners authorized by a majority of the partners to execute an amendment to the application or
89 renewal application:

90 (1) A change in the name of the registered limited liability partnership;

91 (2) Except as provided in subsections 2 and 3 of section 358.470, a change in the address
92 of the registered office or a change in the name or address of the registered agent of the registered
93 limited liability partnership.

94 14. Unless otherwise provided in this chapter or in the certificate of amendment of an
95 application or a renewal application, a certificate of amendment of an application or a renewal
96 application or a withdrawal notice of an application or a renewal application shall be effective
97 at the time of its filing with the secretary of state.

98 15. The secretary of state may provide forms for the application specified in subsection
99 1 of this section, the renewal application specified in subsection 9 of this section, the withdrawal
100 notice specified in subsection 10 of this section, and the amendment or correction specified in
101 subsection 12 of this section.

102 16. The secretary of state may remove from its active records the registration of a
103 partnership whose registration has been withdrawn, revoked or has expired.

104 17. The secretary of state may revoke the filing of a document filed under this section
105 if the secretary of state determines that the filing fee for the document was paid by an instrument
106 that was dishonored when presented by the state for payment. The secretary of state shall return
107 the document and give notice of revocation to the filing party by regular mail. Failure to give
108 or receive notice does not invalidate the revocation. A revocation of a filing does not affect an
109 earlier filing.

110 18. If any person signs a document required or permitted to be filed pursuant to sections
111 358.440 to 358.500 which the person knows is false in any material respect with the intent that
112 the document be delivered on behalf of a partnership to the secretary of state for filing, such
113 person shall be guilty of a class A misdemeanor. Unintentional errors in the information set forth
114 in an application filed pursuant to subsection 1 of this section, or changes in the information after
115 the filing of the application, shall not affect the status of a partnership as a registered limited
116 liability partnership.

117 19. Before transacting business in this state, a foreign registered limited liability
118 partnership shall:

119 (1) Comply with any statutory or administrative registration or filing requirements
120 governing the specific type of business in which the partnership is engaged; and

121 (2) Register as a limited liability partnership as provided in this section by filing an
122 application which shall, in addition to the other matters required to be set forth in such
123 application, include a statement:

124 (a) That the secretary is irrevocably appointed the agent of the foreign limited liability
125 partnership for service of process if the limited liability partnership fails to maintain a registered

126 agent in this state or if the agent cannot be found or served with the exercise of reasonable
127 diligence; and

128 (b) Of the address of the office required to be maintained in the jurisdiction of its
129 organization by the laws of that jurisdiction or, if not so required, of the principal office of the
130 foreign limited liability partnership.

131 20. A partnership that registers as a limited liability partnership shall not be deemed to
132 have dissolved as a result thereof and is for all purposes the same partnership that existed before
133 the registration and continues to be a partnership under the laws of this state. If a registered
134 limited liability partnership dissolves, a partnership which is a successor to such registered
135 limited liability partnership and which intends to be a registered limited liability partnership shall
136 not be required to file a new registration and shall be deemed to have filed any documents
137 required or permitted under this chapter which were filed by the predecessor partnership.

138 21. Fees mandated in subsection 3 of this section shall be waived if a general partner of
139 the partnership is a **veteran**, a member of the Missouri National Guard or any other active duty
140 military, resides in the state of Missouri, and provides proof of such service to the secretary of
141 state.

359.011. As used in this chapter, the following terms mean:

2 (1) "Certificate of limited partnership", the certificate referred to in section 359.091, and
3 the certificate as amended or restated;

4 (2) "Contribution", any cash, property, services rendered, or a promissory note or other
5 binding obligation to contribute cash or property or to perform services, which a partner
6 contributes to a limited partnership in his capacity as a partner;

7 (3) "Event of withdrawal of a general partner", an event that causes a person to cease to
8 be a general partner as provided in section 359.241;

9 (4) "Foreign limited partnership", a partnership formed under the laws of any country
10 or of any state other than this state and having as partners one or more general partners and one
11 or more limited partners;

12 (5) "General partner", a person who has been admitted to a limited partnership as a
13 general partner in accordance with the partnership agreement and named in the certificate of
14 limited partnership as a general partner;

15 (6) "Limited partner", a person who has been admitted to a limited partnership as a
16 limited partner in accordance with the partnership agreement;

17 (7) "Limited partnership" and "domestic limited partnership", a partnership formed by
18 two or more persons under the laws of this state and having one or more general partners and one
19 or more limited partners;

20 (8) "Partner", a limited or general partner;

21 (9) "Partnership agreement", any valid agreement, written or oral, of the partners as to
22 the affairs of a limited partnership and the conduct of its business;

23 (10) "Partnership interest", a partner's share of the profits and losses of a limited
24 partnership and the right to receive distributions of partnership assets;

25 (11) "Person", a natural person, partnership, limited partnership (domestic or foreign),
26 domestic or foreign limited liability company, trust, estate, association, or corporation;

27 (12) "Registered limited liability limited partnership", a limited partnership complying
28 with section 359.172;

29 (13) "State", a state, territory, or possession of the United States, the District of
30 Columbia, or the Commonwealth of Puerto Rico;

31 **(14) "Veteran", any individual defined as a veteran by the United States**
32 **Department of Veterans' Affairs or its successor agency.**

359.651. 1. The secretary of state shall charge the fee specified for filing the following:

2 (1) Certificates of limited partnership: one hundred dollars;

3 (2) Applications for registration of foreign limited partnerships and issuance of a
4 certificate of registration to transact business in this state: one hundred dollars;

5 (3) Amendments to and restatements of certificates of limited partnerships or to
6 applications for registration of foreign limited partnerships or any other filing not otherwise
7 provided for: twenty dollars;

8 (4) Cancellations of certificates of limited partnerships or of registration of foreign
9 limited partnerships: twenty dollars;

10 (5) A consent required to be filed under this chapter: twenty dollars;

11 (6) A change of address of registered agent, or change of registered agent, or both: five
12 dollars;

13 (7) A partner list: one dollar each page;

14 (8) Reservation of name: twenty dollars;

15 (9) Rescission fee: one hundred dollars.

16 2. Fees mandated in subdivision (1) of subsection 1 of this section shall be waived if a
17 general partner of the partnership is a **veteran**, a member of the Missouri National Guard or any
18 other active duty military, resides in the state of Missouri, and provides proof of such service to
19 the secretary of state.

394.020. In this chapter, unless the context otherwise requires,

2 (1) "Member" means each incorporator of a cooperative and each person admitted to and
3 retaining membership therein, and shall include a husband and wife admitted to joint
4 membership;

5 (2) "Person" includes any natural person, firm, association, corporation, business trust,
6 partnership, federal agency, state or political subdivision or agency thereof, or any body politic;
7 [~~and~~]

8 (3) "Rural area" shall be deemed to mean any area of the United States not included
9 within the boundaries of any city, town or village having a population in excess of fifteen
10 hundred inhabitants, and such term shall be deemed to include both the farm and nonfarm
11 population thereof;

12 (4) **"Veteran", any individual defined as a veteran by the United States Department**
13 **of Veterans' Affairs or its successor agency.**

394.250. 1. There shall be charged and collected for:

- 2 (1) Filing articles of incorporation, ten dollars;
- 3 (2) Filing articles of amendment, one dollar;
- 4 (3) Filing articles of consolidation or merger, ten dollars;
- 5 (4) Filing articles of conversion, ten dollars;
- 6 (5) Filing certificate of election to dissolve, one dollar;
- 7 (6) Filing articles of dissolution, two dollars; and
- 8 (7) Filing certificate of change of principal office, two dollars.

9 2. All fees shall be made payable to and collected by the state director of revenue.

10 3. Fees mandated in subdivision (1) of subsection 1 of this section shall be waived if an
11 initial member of the cooperative is **a veteran**, a member of the Missouri National Guard or any
12 other active duty military, resides in the state of Missouri, and provides proof of such service to
13 the secretary of state.

417.220. 1. For the registration or renewal of each fictitious name under sections
2 417.200 to 417.230 there shall be paid to the state director of revenue a fee of two dollars if filed
3 electronically in a format prescribed by the secretary of state or if filed in a written format
4 prescribed by the secretary of state.

5 2. Fees mandated in subsection 1 of this section shall be waived if a party owning any
6 interest or part in the business is **a veteran**, a member of the Missouri National Guard or any
7 other active duty military, resides in the state of Missouri, and provides proof of such service to
8 the secretary of state.

9 **3. For the purposes of this section, the term "veteran" shall mean any individual**
10 **defined as a veteran by the United States Department of Veterans' Affairs or its successor**
11 **agency.**

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