

FIRST REGULAR SESSION
SENATE COMMITTEE SUBSTITUTE FOR
HOUSE BILL NO. 599
100TH GENERAL ASSEMBLY

Reported from the Committee on Insurance and Banking, April 25, 2019, with recommendation that the Senate Committee Substitute do pass.

1147S.04C

ADRIANE D. CROUSE, Secretary.

AN ACT

To repeal sections 143.441, 361.140, 361.230, 361.250, 361.440, 361.520, 362.025, 362.030, 362.042, 362.060, 362.430, 362.440, 362.450, 362.600, 362.660, 369.019, 369.059, 369.074, 369.079, 369.089, 369.678, 370.010, 370.030, 370.040, 370.350, 370.355, 370.358, 382.010, 382.230, and 610.100, RSMo, and to enact in lieu thereof thirty-one new sections relating to the regulation of certain financial entities.

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

Section A. Sections 143.441, 361.140, 361.230, 361.250, 361.440, 361.520, 362.025, 362.030, 362.042, 362.060, 362.430, 362.440, 362.450, 362.600, 362.660, 369.019, 369.059, 369.074, 369.079, 369.089, 369.678, 370.010, 370.030, 370.040, 370.350, 370.355, 370.358, 382.010, 382.230, and 610.100, RSMo, are repealed and thirty-one new sections enacted in lieu thereof, to be known as sections 143.441, 361.230, 361.250, 361.440, 361.520, 362.025, 362.030, 362.042, 362.060, 362.430, 362.440, 362.450, 362.600, 362.660, 369.019, 369.059, 369.074, 369.079, 369.089, 369.678, 370.010, 370.030, 370.040, 370.350, 370.355, 370.358, 382.010, 382.227, 382.230, 476.419, and 610.100, to read as follows:

143.441. 1. The term "corporation" means every corporation, association, joint stock company and joint stock association organized, authorized or existing under the laws of this state and includes:

(1) Every corporation, association, joint stock company, and joint stock association organized, authorized, or existing under the laws of this state, and every corporation, association, joint stock company, and joint stock association, licensed to do business in this state, or doing business in this state, and not

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

8 organized, authorized, or existing under the laws of this state, or by any receiver
9 in charge of the property of any such corporation, association, joint stock company
10 or joint stock association;

11 (2) Every railroad corporation or receiver in charge of the property thereof
12 which operates over rails owned or leased by it and every corporation operating
13 any buslines, trucklines, airlines, or other forms of transportation, **including**
14 **qualified air freight forwarders**, operating over fixed routes owned, leased,
15 or used by it extending from this state to another state or states. **For the**
16 **purposes of this section, "qualified air freight forwarder" means a**
17 **taxpayer who:**

18 (a) **Is primarily engaged in the facilitation of the transportation**
19 **of property by air;**

20 (b) **Does not directly operate aircraft; and**

21 (c) **Is affiliated with an airline;**

22 (3) Every corporation, or receiver in charge of the property thereof, which
23 owns or operates a bridge between this and any other state; and

24 (4) Every corporation, or receiver in charge of the property thereof, which
25 operates a telephone line or lines extending from this state to another state or
26 states or a telegraph line or lines extending from this state to another state or
27 states.

28 2. The tax on corporations provided in subsection 1 of section 143.431 and
29 section 143.071 shall not apply to:

30 (1) A corporation which by reason of its purposes and activities is exempt
31 from federal income tax. The preceding sentence shall not apply to unrelated
32 business taxable income and other income on which chapter 1 of the Internal
33 Revenue Code imposes the federal income tax or any other tax measured by
34 income;

35 (2) An express company which pays an annual tax on its gross receipts in
36 this state;

37 (3) An insurance company which is subject to an annual tax on its gross
38 premium receipts in this state;

39 (4) A Missouri mutual or an extended Missouri mutual insurance company
40 organized under chapter 380; and

41 (5) Any other corporation that is exempt from Missouri income taxation
42 under the laws of Missouri or the laws of the United States.

361.230. 1. Upon receipt by the director of a written application for leave

2 to open a branch office from a corporation authorized by law to open branch
3 offices, he or she shall make such investigation as he or she may deem necessary
4 to ascertain whether the public convenience and advantage will be promoted by
5 the opening of the branch office and whether the corporation has the amount of
6 actually paid-in capital required by law.

7 2. If satisfied that the granting of the application is expedient and
8 desirable, he or she shall make a certificate [in duplicate] under his or her hand
9 and official seal authorizing the opening and occupation of the branch office and
10 specifying the date on or after which and the condition under which it may be
11 opened and the place where it shall be located[, and shall file one duplicate in the
12 public records of the division of finance and shall transmit the other to the
13 applicant].

14 3. If the director shall be satisfied that the opening of the branch office
15 is undesirable or inexpedient or that the corporation has not the requisite amount
16 of capital actually paid in, he or she shall refuse the application and notify the
17 corporation of his or her determination; provided, that this section shall not be
18 construed to empower the director to grant a certificate for any bank or trust
19 company organized under the laws of this state to maintain in this state any
20 branch bank or branch trust company.

361.250. For satisfactory cause to him shown, the director of finance may
2 grant extensions of time to corporations to which this chapter is applicable, as
3 follows:

4 (1) He or she may extend for not more than one year the time within
5 which any such corporation may commence business. Such extension shall only
6 be made by an order under his or her hand and official seal [which shall be
7 executed in duplicate and one copy thereof shall be filed in the public records of
8 the division of finance and the second shall be transmitted to such corporation].

9 (2) He or she may extend, for not exceeding twenty days, the time within
10 which any such corporation is required to make and file any report to the
11 director.

12 (3) In all other cases where, by any provision of this chapter, he or she is
13 given power to grant extensions of time, it shall be within his or her sound
14 discretion to grant such extension[, which shall be in writing, and a copy thereof
15 shall be filed in the office of the director].

361.440. After the director shall have taken possession of the property
2 and business of such corporation, he or she shall make [in duplicate] an inventory

3 of the assets of such corporation. When the director shall have decided that he
4 or she will not permit the corporation to resume business pursuant to the
5 provisions of section 361.370, he or she shall file one copy of such inventory in the
6 public records of the division of finance.

361.520. [1.] The director shall make [in duplicate] a complete list of all
2 claims duly presented[,] and shall specify therein the name of the claimant, the
3 nature of the claim, and the amount thereof.

4 [2. Within ten days after the last date fixed in said notice to creditors to
5 present and make proof of claims, the director shall file one copy of said list in
6 his or her office, and cause one copy to be filed in the public records of the
7 division of finance.]

362.025. The articles of agreement shall be signed and acknowledged by
the parties thereto[,] and [three copies thereof] shall be filed with the director of
finance. If the director finds the articles to be improperly drawn, he or she shall
immediately return them to the parties indicating the corrections to be made. [If
the director finds the articles to be in proper form, he or she shall return one copy
to the parties with an indication that they are approved as to form, and shall file
one copy in the public records of the division of finance which shall be a
permanent record.]

362.030. 1. When any bank or trust company has filed with the director
2 [proper copies of] its articles of agreement, paid all incorporation and other fees
3 in full, as required by law and provided the cash required by law, the director,
4 before the bank or trust company shall complete its incorporation, shall cause an
5 examination to be made to ascertain whether the requisite capital of the bank or
6 trust company has been subscribed in good faith and paid in actual cash and is
7 ready for use in the transaction of business of the proposed bank or trust
8 company, and whether the character, responsibility and general fitness of the
9 persons named in the articles of agreement and any bank holding company on
10 whose behalf they are acting are such as to command confidence and warrant
11 belief that the business of the proposed corporation will be conducted honestly
12 and efficiently in accordance with the intent and purpose of this chapter; and if
13 the convenience and needs of the community to be served justify and warrant the
14 opening of the bank or trust company therein, and if the probable volume of
15 business in such locality is sufficient to insure and maintain the solvency of the
16 new bank or trust company and the solvency of the then existing banks and trust
17 companies in the locality, without endangering the safety of any bank or trust

18 company in the locality as a place of deposit of public and private moneys.

19 2. The proponents shall be liable for all expenses incurred in making the
20 examination, including the wages and other necessary expenses of each examiner
21 making the examination; provided, however, that if the charter is granted, this
22 obligation may be assumed by the bank or trust company so chartered.

 362.042. 1. Any bank or trust company may at any time restate its
2 articles of agreement as theretofore amended, in the following manner:

3 (1) The directors may adopt a resolution setting forth the proposed
4 restated articles of agreement and directing that they be submitted to a vote at
5 a meeting of stockholders, which may be either an annual or a special meeting,
6 except that the proposed restated articles of agreement need not be adopted by
7 the directors and may be submitted directly to an annual or special meeting of
8 stockholders.

9 (2) Notice shall be given as provided in section 362.044.

10 (3) At the meeting a vote of the stockholders entitled to vote thereon shall
11 be taken on the proposed restated articles. The proposed restated articles shall
12 be adopted upon receiving the affirmative vote of a majority of the outstanding
13 shares entitled to vote.

14 (4) Upon such approval, restated articles of agreement shall be executed
15 in duplicate by the bank or trust company by its president or a vice president and
16 by its cashier or secretary or an assistant cashier or secretary, and verified by one
17 of the officers signing the articles. The restated articles shall contain a statement
18 that the restated articles correctly set forth without change the corresponding
19 provisions of the articles of agreement as heretofore amended, and that the
20 restated articles of agreement supersede the original articles of agreement and
21 all amendments thereto.

22 (5) [Duplicate originals of] The restated articles of agreement shall be
23 delivered to the director of finance. If the director finds that the restated articles
24 conform to law[,] and that all required fees have been paid, he or she shall file
25 the same[, and one of such copies shall be retained by the director in the public
26 records of the division of finance].

27 (6) The director thereupon shall issue a restated certificate of
28 incorporation setting forth the name of the bank or trust company, the amount
29 of its capital subscribed and paid up in full, the period of its existence, and the
30 address and location in the city or town at which the corporation is authorized to
31 conduct its business. A certified copy of the restated articles shall be attached

32 to the restated certificate of incorporation and delivered to the bank or trust
33 company.

34 (7) Upon the issuance of the restated certificate of incorporation by the
35 director of finance, the restated articles shall supersede the original articles of
36 agreement and all amendments thereto.

37 2. The articles of incorporation may be amended at the time of
38 restatement of the articles of incorporation in the following manner:

39 (1) The procedure required by this chapter for effecting an amendment to
40 the articles of incorporation may be carried out concurrently with the procedure
41 for restatement so that the proposed amendment and the restated articles may
42 be presented to the same meetings of directors and shareholders;

43 (2) Such amendment, upon adoption by that percentage vote of
44 shareholders required for that particular amendment, and on being set forth in
45 the certificate of amendment required by this chapter, may then be incorporated
46 into such restated articles of incorporation;

47 (3) [Duplicate originals of] The amended and restated articles of
48 agreement shall be delivered to the director of finance. If the director finds that
49 the amended and restated articles conform to law, and that all required fees have
50 been paid, he or she shall file the same[, and one of such copies shall be retained
51 by the director in the public records of the division of finance];

52 (4) The director thereupon shall issue a restated certificate of
53 incorporation setting forth the name of the bank or trust company, the amount
54 of its capital subscribed and paid up in full, the period of its existence, and the
55 address and location at which the corporation is authorized to conduct its
56 business. A certified copy of the amended and restated articles shall be attached
57 to the restated certificate of incorporation and delivered to the bank or trust
58 company;

59 (5) Upon the issuance of the restated certificate of incorporation by the
60 director of finance, the amended and restated articles shall supersede the original
61 articles of agreement and all amendments thereto.

362.060. 1. The par value of the shares of the corporation may be changed
2 by the stockholders at either a special or annual meeting of the stockholders.

3 2. Notice of the proposed change shall be given as provided in section
4 362.044.

5 3. If the holders of a majority of the stock of the corporation at any
6 meeting shall vote in favor of a resolution authorizing a change in the par value

7 of its shares the resolution shall thereupon be adopted, and, upon the filing with
8 the director of the resolution, certified by the secretary of the corporation to be
9 a true and correct copy thereof adopted by the holders of a majority of the stock
10 of the corporation at a meeting duly called and held in accordance with the
11 provisions hereof, the change in par value of the shares shall thereupon become
12 effective.

13 [4. The director shall issue a certificate of filing and certify two of the
14 copies, and one of the certified copies shall be filed by the division of finance in
15 its public records and the certificate provided to the corporation.]

362.430. 1. Every foreign banking corporation before being licensed by
2 the finance director to transact in this state the business of buying, selling,
3 paying or collecting bills of exchange, or of issuing letters of credit or of receiving
4 money for transmission or transmitting the same by draft, check, cable or
5 otherwise, or of making sterling or other loans, or any part of such business, or
6 before maintaining in this state any agency for carrying on such business or any
7 part thereof, shall subscribe and acknowledge and submit to the finance director
8 at his office a separate application certificate [in duplicate] for each agency which
9 such foreign corporation proposes to establish in this state, which shall
10 specifically state:

11 (1) The name of such foreign banking corporation;

12 (2) The place where its business is to be transacted in this state, and the
13 name of the agent or agents through whom such business is to be transacted;

14 (3) The amount of its capital actually paid in cash and the amount
15 subscribed for and unpaid;

16 (4) The actual value of the assets of such corporation which must be at
17 least two hundred and fifty thousand dollars in excess of its liabilities and a
18 complete and detailed statement of its financial condition as of a date within sixty
19 days prior to the date of such application.

20 2. At the time such application certificate is submitted to the director,
21 such corporation shall also submit a duly exemplified copy of its charter and a
22 verified copy of its bylaws, or the equivalent thereof.

362.440. 1. Upon receipt by the director from any foreign corporation of
2 an application in proper form for leave to do business in this state under the
3 provisions of this chapter, he or she shall, by such investigation as he or she may
4 deem necessary, satisfy himself or herself whether the applicant may safely be
5 permitted to do business in this state.

6 2. If from such investigation he or she shall be satisfied that it is safe and
7 expedient to grant such application and it shall have been shown to his or her
8 satisfaction that such applicant may be authorized to engage in business in this
9 state pursuant to the provisions of this chapter and has complied with all the
10 requirements of this chapter, he or she shall issue a license under his or her hand
11 and official seal authorizing such applicant to carry on such business at the place
12 designated in the license and, if such license is for a limited time, specifying the
13 date upon which it shall expire.

14 3. [Such license shall be executed in triplicate and the director shall
15 transmit one copy to the applicant, file another in his or her own office and file
16 the third in the public records of the division of finance.

17 4.] Whenever any such license is issued for one year or less, the director
18 may, at the expiration thereof, renew such license for one year.

 362.450. [1.] If at any time the director shall be satisfied that any foreign
2 corporation to which has been issued an authorization certificate or license is
3 violating any of the provisions of this chapter, or is conducting its business in an
4 unauthorized or unsafe manner, or is in an unsound or unsafe condition to
5 transact its business, or cannot with safety and expediency continue business, the
6 director may over his or her official signature and seal of office notify the holder
7 of such authorization certificate or license that the same is revoked.

8 [2. Such notice shall be executed in triplicate and the director shall
9 forthwith transmit one copy to the holder of such authorization certificate or
10 license, file another in his or her own office and file the third in the public
11 records of the division of finance.

12 3. The director may, in his or her discretion, publish a copy of such notice,
13 with such other facts as he or she may deem proper, for six successive days, in a
14 paper published at the City of Jefferson.]

 362.600. 1. The term "out-of-state bank or trust company", as used in this
2 section, shall mean:

3 (1) Any bank or trust company now or hereafter organized under the laws
4 of any state of the United States other than Missouri; and

5 (2) Any national banking association or any thrift institution under the
6 jurisdiction of the office of the comptroller of the currency having its principal
7 place of business in any state of the United States other than Missouri.

8 2. Except as provided in subsections 4 and 6 of this section, any
9 out-of-state bank or trust company may act in this state as trustee, executor,

10 administrator, guardian, or in any other like fiduciary capacity, without the
11 necessity of complying with any law of this state relating to the licensing of
12 foreign banking corporations by the director of finance or relating to the
13 qualifications of foreign corporations to do business in this state, and
14 notwithstanding any prohibition, limitation or restriction contained in any other
15 law of this state, provided only that:

16 (1) The out-of-state bank or trust company is authorized to act in this
17 fiduciary capacity or capacities in the state in which it is incorporated, or, if the
18 out-of-state bank or trust company be a national banking association, or a thrift
19 institution, it is authorized to act in this fiduciary capacity or capacities in the
20 state in which it has its principal place of business; and

21 (2) Any bank or other corporation organized under the laws of this state
22 or a national banking association or thrift institution having its principal place
23 of business in this state may act in these fiduciary capacities in that state
24 without further showing or qualification, other than that it is authorized to act
25 in these fiduciary capacities in this state, compliance with minimum capital,
26 bonding, or securities pledge requirements applicable to all banks and trust
27 companies doing business in that state, and compliance with any law of that state
28 concerning service of process:

29 (a) Which may require the appointment of an official or other person for
30 the receipt of process; or

31 (b) Which contains provisions to the effect that any bank or trust company
32 which is not incorporated under the laws of that state, or if a national bank or
33 thrift institution then which does not have its principal place of business in that
34 state, acting in that state in a fiduciary capacity pursuant to provisions of law
35 making it eligible to do so, shall be deemed to have appointed an official of that
36 state to be its true and lawful attorney upon whom may be served all legal
37 process in any action or proceeding against it relating to or growing out of any
38 trust, estate or matter in respect of which the entity has acted or is acting in that
39 state in this fiduciary capacity, and that the acceptance of or engagement in that
40 state in any acts in this fiduciary capacity shall be deemed its agreement that the
41 process against it, which is so served, shall be of the same legal force and validity
42 as though served upon it personally, or which contains any substantially similar
43 provisions.

44 3. Any out-of-state bank or trust company eligible to act in any fiduciary
45 capacity in this state pursuant to the provisions of this section may so act

46 whether or not a resident of this state be acting with it in this capacity, may use
47 its corporate name in connection with such activity in this state, and may be
48 appointed to act in this fiduciary capacity by any court having jurisdiction in the
49 premises, all notwithstanding any provision of law to the contrary. Nothing in
50 this section contained shall be construed to prohibit or make unlawful any
51 activity in this state by a bank or trust company which is not incorporated under
52 the laws of this state, or if a national bank or thrift institution then which does
53 not have its principal place of business in this state, which would be lawful in the
54 absence of this section.

55 4. Except as provided in subsection 6 of this section, prior to the time
56 when any out-of-state bank or trust company acts pursuant to the authority of
57 this section in any fiduciary capacity or capacities in this state, the out-of-state
58 bank or trust company shall file with the director of finance a written application
59 for a certificate of reciprocity and the director of finance shall issue the certificate
60 to the out-of-state bank or trust company. The application shall state the
61 information set forth in the following subdivisions (1) to (7), and the out-of-state
62 bank or trust company shall be subject to the following subdivisions (8) to (10):

63 (1) The correct corporate name of the out-of-state bank or trust company;

64 (2) The name of the state under the laws of which it is incorporated, or
65 if the out-of-state bank or trust company is a national banking association or
66 thrift institution shall state that fact;

67 (3) The address of its principal business office;

68 (4) In what fiduciary capacity or capacities it desires to act, in the state
69 of Missouri;

70 (5) Whether the out-of-state bank or trust company intends to establish
71 a trust representative office, facility, branch, or other physical location in the
72 state of Missouri and the activities to be conducted at such office, facility, branch,
73 or location;

74 (6) That it is authorized to act in a similar fiduciary capacity or capacities
75 in the state in which it is incorporated, or, if it is a national banking association,
76 in which it has its principal place of business;

77 (7) That the application shall constitute the irrevocable appointment of
78 the director of finance of Missouri as its true and lawful attorney to receive
79 service of all legal process in any action or proceeding against it relating to or
80 growing out of any trust, estate or matter in respect of which the out-of-state
81 bank or trust company may act in this state in the fiduciary capacity pursuant

82 to the certificate of reciprocity applied for;

83 (8) Subject to subdivision (10) of this subsection unless the out-of-state
84 bank or trust company verifies to the director of the division of finance that it
85 satisfies capital requirements equal to the new charter requirement for a
86 Missouri trust company or that it maintains a bond for the faithful performance
87 of all its fiduciary activities equivalent to the Missouri capital requirements, the
88 director may require the applicant to submit a bond issued by a surety company
89 authorized to do business in the state of Missouri in the minimum amount of one
90 million dollars in a form or such greater amount acceptable to the director of the
91 division of finance. The surety bond shall secure the faithful performance of the
92 fiduciary obligations of the out-of-state bank or trust company in Missouri;

93 (9) The application shall be verified by an officer of the out-of-state bank
94 or trust company, and there shall be filed with it such certificates of public
95 officials and copies of documents certified by public officials as may be necessary
96 to show that the out-of-state bank or trust company is authorized to act in a
97 fiduciary capacity or capacities similar to those in which it desires to act in the
98 state of Missouri, in the state in which it is incorporated, or, if it is a national
99 banking association in which it has its principal place of business. The director
100 of finance shall, thereupon, if the out-of-state bank or trust company is one which
101 may act in the fiduciary capacity or capacities as provided in subsection 2 of this
102 section, issue to the entity a certificate of reciprocity[, retaining a duplicate
103 thereof together with the application and accompanying documents in his or her
104 office]. The certificate of reciprocity shall recite and certify that the out-of-state
105 bank or trust company is eligible to act in this state pursuant to this section and
106 shall recite the fiduciary capacity or capacities in which the out-of-state bank or
107 trust company is eligible so to act;

108 (10) Notwithstanding subdivision (8) of this subsection, to facilitate
109 interstate reciprocity under this section, the director may enter a memorandum
110 of understanding with the bank or trust company regulator of another jurisdiction
111 to accept the capital requirements of that jurisdiction in lieu of the Missouri
112 minimum capital or bond requirements set forth in subdivision (8) of this
113 subsection and establish such other terms to assure reciprocal interstate
114 treatment for Missouri chartered bank or trust companies in that jurisdiction.

115 5. A certificate of reciprocity issued to any out-of-state bank or trust
116 company shall remain in effect until the out-of-state bank or trust company shall
117 cease to be entitled under subsection 2 of this section to act in this state in the

118 fiduciary capacity or capacities covered by the certificate, and thereafter until
119 revoked by the director of finance. If at any time the out-of-state bank or trust
120 company shall cease to be entitled under subsection 2 of this section to act in this
121 state in the fiduciary capacity or capacities covered by the certificate, the director
122 of finance shall revoke the certificate and give written notice of the revocation to
123 the out-of-state bank or trust company. No revocation of any certificate of
124 reciprocity shall affect the right of the out-of-state bank or trust company to
125 continue to act in this state in a fiduciary capacity in estates or matters in which
126 it has theretofore begun to act in a fiduciary capacity pursuant to the certificate.

127 6. An out-of-state bank or trust company shall not establish or maintain
128 a trust representative office, facility, branch, or other physical location in this
129 state for the conduct of business as a fiduciary unless:

130 (1) The out-of-state bank or trust company is under the control of a
131 Missouri bank or a Missouri bank holding company, [as these terms are defined
132 in section 362.925,] and the out-of-state bank or trust company has complied with
133 the requirements relating to the qualifications of out-of-state bank or trust
134 company to do business in this state;

135 (2) The out-of-state bank or trust company is a bank, trust company or
136 national banking association in good standing that possesses fiduciary powers
137 from its chartering authority and is the surviving corporation to a merger or
138 consolidation with a national banking association located in Missouri or a
139 Missouri bank or trust company or is otherwise authorized by federal law to
140 establish a branch in Missouri. The provisions of this subdivision are enacted to
141 implement subsection 2 of this section and section 362.610, and the provisions of
142 Title 12, U.S.C. Section 36 of the National Bank Act and other applicable federal
143 law; or

144 (3) The out-of-state bank or trust company is a state-chartered bank,
145 savings and loan association, trust company, national banking association, or
146 thrift institution in good standing that possesses fiduciary powers and has
147 received a certificate of reciprocity, in which case it may open a trust
148 representative office, facility, branch, or other physical location in Missouri,
149 provided a bank, savings and loan association or trust company chartered under
150 the laws of Missouri and a national bank or thrift institution with its principal
151 location in Missouri, all with fiduciary powers, are permitted to open and operate
152 such a trust representative office, facility, branch, or other physical location
153 under the same or less restrictive conditions in the state in which the out-of-state

154 bank or trust company is organized or has its principal office.

155 7. An out-of-state bank or trust company, insofar as it acts in a fiduciary
156 capacity in this state pursuant to the provisions of this section, shall not be
157 deemed to be transacting business in this state, if the out-of-state bank or trust
158 company does not establish or maintain in this state a place of business, branch
159 office, or agency for the conduct in this state of business as a fiduciary.

160 8. Every out-of-state bank or trust company to which a certificate of
161 reciprocity shall have been issued shall be deemed to have appointed the director
162 of finance to be its true and lawful attorney upon whom may be served all legal
163 process in any action or proceeding against it relating to or growing out of any
164 trust, estate or matter in respect of which the out-of-state bank or trust company
165 acts in this state in any fiduciary capacity pursuant to the certificate of
166 reciprocity. Service of the process shall be made by delivering a copy of the
167 summons or other process, with a copy of the petition when service of the copy is
168 required by law, to the director of finance or to any person in his or her office
169 authorized by him to receive the service. The director of finance shall
170 immediately forward the process, together with the copy of the petition, if any,
171 to the out-of-state bank or trust company, by registered mail, addressed to it at
172 the address on file with the director, or if there be none on file then at its last
173 known address. The director of finance shall keep a permanent record in his or
174 her office showing for all such process served, the style of the action or
175 proceeding, the court in which it was brought, the name and title of the officer
176 serving the process, the day and hour of service, and the day of mailing by
177 registered mail to the out-of-state bank or trust company and the address to
178 which mailed. In case the process is issued by a court, the same may be directed
179 to and served by any officer authorized to serve process in the city or county
180 where the director of finance shall have his or her office, at least fifteen days
181 before the return thereof. If an out-of-state bank or trust company has
182 established a trust representative office, trust facility, branch, or other physical
183 location in the state of Missouri, that bank or trust company may also be served
184 legal process at any such location by service upon any officer, agent, or employee
185 at that location.

 362.660. A copy of the agreement so executed and the certified and
2 verified copies of the proceedings of the respective boards of directors shall be
3 submitted [in duplicate] to the finance director for his approval, and he shall
4 have full power and authority to approve or disapprove the same; provided, that

5 in case the director shall disapprove the agreements so submitted, the banks and
6 trust companies which are parties thereto may submit another plan for a merger
7 or a consolidation under the provisions of this chapter.

369.019. 1. Any five or more individuals, hereinafter referred to as
2 incorporators, who are residents of this state may form an association to promote
3 thrift and home financing. Any such association may be a mutual association or
4 a capital stock association and shall have all the rights, powers, and privileges
5 set out in sections 369.010 to 369.369, and shall be subject to all the restrictions,
6 liabilities, and required approvals as provided in sections 369.010 to 369.369.

7 2. The incorporators shall file a petition for a certificate of incorporation,
8 in such form as may be required, with the director of the division of finance. The
9 petition shall be signed by the incorporators and shall be acknowledged before an
10 officer competent to take acknowledgments of deeds. [Two copies of the proposed
11 articles of incorporation, two copies of the proposed bylaws and the] **An**
12 incorporation fee of five cents per one hundred dollars of the capital of a mutual
13 association or of the authorized capital stock of a capital stock association shall
14 accompany each petition.

15 3. The petition shall set forth:

16 (1) The names and addresses of the incorporators, the initial stockholders,
17 if any, and the directors, with a statement of their character, experience, and
18 general fitness to engage in the savings and loan business;

19 (2) An itemized statement of the estimated receipts and expenditures of
20 the proposed association for the first year or such longer period as the director
21 of the division of finance in the director's discretion may require; and

22 (3) A showing that there is a necessity for the proposed association in the
23 area to be served by it.

24 4. The articles of incorporation shall set forth:

25 (1) The name of the proposed association;

26 (2) The address at which such association is to be located;

27 (3) If a mutual association, the amount of the initial account subscriptions
28 to be paid in before commencing business, or, if a stock association, the amount
29 to be paid in for its capital stock, which shall not be less than the amounts stated
30 in section 369.034;

31 (4) The duration of its existence which shall be perpetual;

32 (5) The purposes of the proposed association;

33 (6) The number of directors which shall be not more than fifteen nor less

34 than five;

35 (7) The names of the incorporators to be its directors until the first annual
36 meeting; and

37 (8) Any other provisions, not inconsistent with law, which the
38 incorporators may choose to insert.

39 5. The incorporators shall submit with their petition such additional
40 statements, exhibits, maps and other data as the director of the division of
41 finance may require, all of which shall be sufficiently detailed and comprehensive
42 to enable the director of the division of finance to pass upon the petition as to the
43 criteria set out in section 369.024.

369.059. Subject to the approval of the director of the division of finance,
2 every association may amend its articles of incorporation upon the adoption of a
3 resolution covering each amendment by the affirmative votes of a majority of the
4 members of a mutual association or a majority of the stockholders of a capital
5 stock association who are present in person or by proxy at any annual or special
6 meeting of the members or stockholders. Each proposed amendment shall be filed
7 with the director of the division of finance not less than thirty days prior to the
8 date of such meeting. If the director of the division of finance finds that the
9 proposed amendment is in conformity with the law, the director shall approve the
10 amendment not less than fifteen days prior to the members' meeting. The
11 resolution or resolutions, certified by the president and secretary of the
12 association under its corporate seal as one instrument[, together with a fee of five
13 dollars payable to the director of revenue,] shall be filed with the director of the
14 division of finance [in quadruplicate], who shall file [three copies thereof] **the**
15 **documents** with the secretary of state [and forward the fee to the director of
16 revenue] **with all required fees**, whereupon the secretary of state shall issue
17 [in duplicate] and return to the association a certificate as to such amendment
18 or amendments.

369.074. At a meeting of the members of a mutual association or of the
2 stockholders of a capital stock association, any federal association may convert
3 itself into an association under sections 369.010 to 369.369 upon a vote of the
4 majority of the votes of the members or of the stockholders cast in person or by
5 proxy at such meeting. Copies of the minutes of the proceedings of the meeting
6 of the members, verified by the affidavit of the secretary of the federal
7 association, shall be filed in the office of the director of the division of finance and
8 mailed to the Office of Thrift Supervision or any successor thereto within ten days

9 after the meeting and shall be presumptive evidence of the holding and action of
10 the meeting. At the meeting the members or stockholders also shall elect the
11 persons to serve as directors of the association after conversion takes place. The
12 persons so designated as directors shall execute [two copies of] **the** articles of
13 incorporation in form as required by sections 369.010 to 369.369, together with
14 [two copies of] **the** proposed bylaws, and deliver them to the director of the
15 division of finance. If the director of the division of finance finds the articles of
16 incorporation in proper form, the director shall endorse thereon the statement,
17 "This association is a conversion from a federal association.", and forward [both
18 copies of] the articles of incorporation to the secretary of state who, thereupon,
19 shall issue a certificate of incorporation. The director of the division of finance,
20 by regulation, may provide for the procedure to be followed in carrying out the
21 conversion of a federal association into an association under sections 369.010 to
22 369.369. All the provisions regarding property and other rights contained in
23 section 369.069 shall apply in reverse manner to the conversion of a federal
24 association into an association subject to sections 369.010 to 369.369. The
25 association may continue to operate all branch offices and agencies. Neither the
26 rights of creditors nor any liens upon the property of the federal association shall
27 be impaired by the conversion.

369.079. 1. A mutual association may merge with another association or
2 federal mutual association in the manner provided in subsections 1 to 8 of this
3 section. The board of directors of each association shall, by resolution adopted
4 by a majority vote of the members of each board, approve a plan of merger setting
5 forth:

6 (1) The names of the associations proposing to merge, and the name of the
7 association into which they propose to merge, which is herein designated as "the
8 surviving association";

9 (2) The terms and conditions of the proposed merger and the mode of
10 carrying it into effect;

11 (3) The manner and basis of converting the accounts of each merging
12 association into accounts of the surviving association;

13 (4) A statement of any changes in the articles of incorporation of the
14 surviving association to be effected by the merger;

15 (5) A statement of the contracts pertaining to the employment, or the
16 retention as consultant, of officers and directors of the merged association; and

17 (6) Such other provisions with respect to the proposed merger as are

18 deemed necessary or desirable by the boards of directors.

19 2. Any two or more domestic mutual associations or one or more domestic
20 mutual associations and one or more federal associations may consolidate into a
21 new domestic association in the following manner: The board of directors of each
22 association shall, by resolution adopted by the majority vote of the members of
23 each board, approve a plan of consolidation setting forth:

24 (1) The names of the associations proposing to consolidate, and the name
25 of the new association into which they propose to consolidate, which is herein
26 designated as "the new association";

27 (2) The terms and conditions of the proposed consolidation and the mode
28 of carrying it into effect;

29 (3) The manner and basis of converting the accounts of each association
30 into accounts of the new association;

31 (4) With respect to the new association, all of the statements required to
32 be set forth in articles of incorporation for associations organized under sections
33 369.010 to 369.369;

34 (5) Such other provisions with respect to the proposed consolidation as are
35 deemed necessary or desirable by the boards of directors.

36 3. The plan of merger or the plan of consolidation is subject to approval
37 by the director of the division of finance as equitable to the members or account
38 holders of the associations and as not impairing the usefulness and success of
39 other properly conducted associations in the community. The board of directors
40 of each association, upon approving the plan of merger or plan of consolidation,
41 and upon receiving the approval of the director of the division of finance, shall,
42 by resolution, unless the approval waives such requirement, direct that the plan
43 be submitted to a vote at a meeting of members, which may be either an annual
44 or a special meeting. The notice of such meeting, whether the meeting be an
45 annual or special meeting, shall state the place, day, hour and purpose of the
46 meeting, and where a copy of the plan of merger or plan of consolidation may be
47 examined.

48 4. At each such meeting a vote of the members entitled to vote in person
49 or by proxy shall be taken on the proposed plan of merger or consolidation. The
50 plan of merger or consolidation shall be approved upon receiving the affirmative
51 vote of a majority of the members present in person or by proxy, of each of the
52 associations.

53 5. Upon such approval, articles of merger or articles of consolidation shall

54 be executed in duplicate by each association by its president or a vice president,
55 and verified by such person, and the corporate seal of each association shall be
56 affixed thereto, attested by its secretary or an assistant secretary, and shall set
57 forth:

58 (1) The plan of merger or the plan of consolidation;

59 (2) As to each association, the number of votes present at the meeting in
60 person or by proxy;

61 (3) As to each association, the number of votes for and against such plan,
62 respectively.

63 6. Duplicate originals of the articles of merger or articles of consolidation
64 shall be delivered to the director of the division of finance. If the director of the
65 division of finance finds that the articles conform to law, the director shall
66 endorse the director's approval thereon and deliver them to the secretary of state
67 who shall, when all required taxes or fees have been paid, file the same, keeping
68 one copy as a permanent record, and issue a certificate of merger or a certificate
69 of consolidation and a certified copy of such certificate, to which the director shall
70 affix the other copy of the articles.

71 7. Upon the issuance of the certificate of merger or the certificate of
72 consolidation by the secretary of state, the merger or consolidation shall be
73 effected.

74 8. The certificate of merger and certified copy thereof, with a copy of the
75 articles of merger affixed thereto by the secretary of state, or the certificate of
76 consolidation and certified copy thereof, with a copy of the articles of
77 consolidation affixed thereto by the secretary of state, shall be delivered to the
78 surviving association or new association, as the case may be.

79 9. A capital stock association or federal capital stock association may
80 merge with another association by compliance with the provisions and
81 requirements of sections 351.410 to 351.458, subject to receipt of the approval of
82 the director of the division of finance of the plan of merger prior to submission of
83 such plan of merger to a vote of the stockholders of the respective
84 associations. The criteria for approval may be established by the director of the
85 division of finance by regulation who may waive the vote of the stockholders of
86 any association in supervisory cases.

87 10. A mutual association may merge with a capital stock association or
88 a federal capital stock association and a capital stock association may merge with
89 a mutual association or a federal mutual association. If the surviving association

90 is a mutual association, the merger procedures shall be in compliance with the
91 provisions and requirements of subsections 1 to 8 of this section. If the surviving
92 association is a capital stock association, the merger procedures shall be in
93 compliance with the provisions and requirements of sections 351.410 to
94 351.458. Both classifications of merger are subject to the approval of the director
95 of the division of finance of the plan of merger. The criteria, schedule and
96 procedures for approval shall be established by the director of the division of
97 finance who may waive the vote of the members or stockholders of any association
98 in supervisory cases.

99 11. In connection with a merger or consolidation under this chapter, an
100 association may charter an interim association to facilitate a corporate
101 reorganization. A reorganizing association proposing to organize such an interim
102 association must file a petition for certificate of incorporation of an interim
103 association with the director of the division of finance for approval.

104 (1) The director of the division of finance may exempt an interim
105 association from the sections of this chapter attendant to the chartering of an
106 association which would unduly restrain the reorganizing association from timely
107 consummation of the proposed reorganization.

108 (2) If the petition is approved, the director of the division of finance shall
109 certify the director's approval of the petition in writing to the secretary of state
110 along with the incorporation fee and [two copies of] the articles of
111 incorporation. The secretary of state shall thereupon issue the certificate of
112 incorporation.

113 (3) Criteria for approval, organization and operation of an interim
114 association may be established by the director of the division of finance by
115 regulation.

369.089. 1. Any association may, at any meeting of the members of a
2 mutual association or stockholders of a capital stock association, determine to
3 liquidate and dissolve in accordance with the provisions of this section upon a
4 two-thirds majority vote of all votes cast in person or by proxy. The notice of the
5 meeting shall state that dissolution will be considered at the meeting.

6 2. Upon such vote, [five copies of] a certificate of liquidation, which shall
7 state the vote cast in favor of liquidation, shall be signed by the president or vice
8 president and attested by the secretary or assistant secretary and acknowledged
9 before an officer competent to take acknowledgments of deeds. [Five copies of]
10 The certificate shall be filed with the director of the division of finance, who shall

11 examine the association, and, if the director finds that according to its financial
12 records it is not in an impaired condition, shall so note, together with the
13 director's approval of the liquidation[, upon all the copies of the certificate of
14 liquidation. The director of the division of finance shall place a copy in the
15 permanent files of the director's office, file a copy with the secretary of state, and
16 return the remaining copies to the parties filing the same].

17 3. Upon such approval, the association shall cease to carry on business
18 but nevertheless shall continue as a corporate entity for the sole purpose of
19 paying, satisfying, and discharging existing liabilities and obligations, collecting
20 and distributing assets, and doing all other acts required to adjust, wind up and
21 liquidate its business and affairs. If at any time following the approval of the
22 liquidation the director of the division of finance finds that the liquidation is not
23 in the public interest or is being carried out for an improper purpose, the director
24 may take possession of the property, business and assets of the association in
25 which event all the provisions of sections 369.339, 369.344, and 369.349 shall
26 apply.

27 4. The board of directors shall act as trustees for liquidation as provided
28 in this section. The board of directors shall proceed as quickly as may be
29 practicable to wind up the affairs of the association and, to the extent necessary
30 or expedient to that end, shall exercise all the powers of the dissolved association
31 and, without prejudice to the generality of such authority, may fill vacancies,
32 elect officers, carry out the contracts, make new contracts, borrow money,
33 mortgage or pledge the property, sell its assets at public or private sale, or
34 compromise claims in favor of or against the association, apply assets to the
35 discharge of liabilities, after paying or adequately providing for the payment of
36 other liabilities distribute the remaining property to the members of a mutual
37 association and to the stockholders of a capital stock association, and perform all
38 acts necessary or expedient to the winding up of the association. The expense
39 fund, if any, shall be paid as provided in section 369.039. All deeds or other
40 instruments shall be in the name of the association and executed by the president
41 or a vice president and the secretary or an assistant secretary.

42 5. The association, during the liquidation of the assets of the association
43 by the board of directors, shall continue to be subject to the supervision of the
44 director of the division of finance, and the board of directors shall report the
45 progress of the liquidation to the director of the division of finance from time to
46 time as the director may require.

47 6. (1) Any money due to but unclaimed by any person shall be deposited
48 with the state treasurer as provided in sections 447.500 to 447.585.

49 (2) Upon the completion of the liquidation, the board of directors shall file
50 with the director of the division of finance a final report and accounting of the
51 liquidation. The approval of the report by the director of the division of finance
52 shall operate as a complete and final discharge of the board of directors and each
53 member thereof in connection with the liquidation of the association. No
54 liquidation or any action of the board of directors in connection therewith shall
55 impair any contract right between the association and any borrower or other
56 person or persons or the vested rights of any member of the association. Upon
57 approval of the report and accounting, the director of the division of finance shall
58 issue to the secretary of state, in triplicate, certification that the association has
59 been liquidated and dissolved, its indebtedness paid, and the net proceeds derived
60 from liquidation distributed to its members or stockholders. The secretary of
61 state shall issue a certificate of dissolution and the corporate existence of the
62 association thereupon shall end.

63 7. Any association may with the written approval of the director of the
64 division of finance transfer, sell, or exchange in bulk and not in the regular and
65 usual course of its business all or substantially all of its assets, including its
66 name and goodwill, to any other association or bank and accept as consideration
67 therefor cash and accounts, or either of them, of the purchasing association or
68 bank upon such terms as may be determined by the vote of a majority of the
69 boards of the purchasing association or bank and of the selling association, and
70 by the affirmative vote of two-thirds of the votes cast by the members or
71 stockholders of the selling association present in person or by proxy at any
72 meeting. The notice of the meeting shall state that such action is to be
73 considered at the meeting. The action of the members shall include a resolution
74 to liquidate, and liquidation shall proceed as provided in this section. If the
75 name is sold, the purchasing association or bank shall have the exclusive right
76 to the use of or to change to such name for a period of five years. The provisions
77 of sections 369.010 to 369.369 concerning investments by associations do not
78 apply to a transaction under this section. For purposes of this section, the term
79 "bank" includes any bank or trust company subject to the provisions of chapter
80 362, the deposits of which are insured by the Federal Deposit Insurance
81 Corporation or any successor thereto.

369.678. The articles of agreement shall be signed and acknowledged by

2 the parties to the articles of agreement[,] and [three copies of the articles] shall
3 be filed with the director. If the director finds the articles to be improperly
4 drawn, the director shall immediately return the articles to the parties indicating
5 the corrections to be made. If the director finds the articles to be in proper form,
6 the director shall [return two copies to the parties with an indication that the
7 articles are approved as to form, and the parties shall immediately have one copy
8 of the articles recorded in the office of the recorder of deeds in the county or city
9 in which the savings bank is to be located and return the recorder's certificate of
10 recording to the director] **approve the submittal.**

370.010. Any seven persons, residents of the state of Missouri, may apply
2 to the director of the division of credit unions, for permission to organize a credit
3 union by signing and acknowledging [in triplicate] a certificate of organization
4 and entering into articles of agreement, in which they shall bind themselves to
5 comply with its requirements and with all the laws, rules, and regulations
6 applicable to credit unions.

370.030. At the time of filing the certificate with the director of the
2 division of credit unions, the organizers shall submit[, in triplicate, sets of] **the**
3 bylaws with acknowledgment of their adoption by the organizers which shall
4 provide:

5 (1) For the annual meeting, which shall take place no later than one
6 hundred eighty days following the close of the fiscal year, the manner of
7 notification of meetings and the conduct of the same, the number of members
8 constituting a quorum and regulations as to voting;

9 (2) The number of directors, which shall not be less than five, all of whom
10 must be members, their powers and duties, together with the duties of officers
11 elected by the board of directors;

12 (3) The qualifications for membership;

13 (4) The number of members of the credit committee and of the supervisory
14 committee, if elected or appointed, which shall not be less than three each, their
15 terms of office, together with their respective powers and duties;

16 (5) The conditions under which shares may be issued, transferred and
17 withdrawn, loans made and repaid, and the funds otherwise invested; **and**

18 (6) The charges, if any, which shall be made for failure to meet obligations
19 punctually, whether or not the credit union shall have the power to borrow, the
20 method of receipting for money, the manner of accumulating a reserve fund and
21 determining a dividend.

370.040. 1. The director may approve the certificate of organization, if it is in conformity with this chapter and the bylaws, if satisfied that the proposed field of operation is favorable to the success of such credit union and that the standing of the proposed organizers is such as to give assurance that its affairs will be properly administered.

2. [He] **The director** shall thereupon issue to the proposed organizers a certificate of approval [in triplicate], annexed respectively to the [triplicates of the] certificate of organization and of the bylaws. He shall retain [one] a copy, send [the second] a copy to the credit union, and [the third] a copy, together with attachments, shall be filed with secretary of state.

3. Thereupon the organizers shall become and be created a corporation under the name used in the certificate of organization.

4. At the time of the issuance of the certificate, an organization fee of five dollars shall be paid to the director of revenue.

5. A certificate of organization so issued shall be provisional, and an examination will be conducted of the credit union after six months, at division expense, and after one year of operation, to determine that the credit union is a viable entity meeting minimum standards as set by the director. If it is found that the credit union has not made satisfactory progress in meeting minimum standards, the director may revoke the charter, dissolve the credit union, or merge it with another credit union as provided in this chapter.

370.350. 1. At any meeting called for the purpose, notice of the purpose being contained in the call, three-fourths of the membership present may vote to dissolve the credit union and shall thereupon signify their consent to such dissolution in writing and shall file such consent with the director of the division of credit unions attested by a majority of its officers, with a statement of the names and addresses of the directors and officers duly verified.

2. The director of the division of credit unions shall execute [in duplicate] a certificate to the effect that such consent and statement have been filed and that it appears therefrom that the credit union has complied with this section.

3. Such [duplicate] certificate shall be filed by the **director of the division of credit [union] unions** in the office of the secretary of state.

4. The director shall then appoint the share insurer or guarantor of the credit union, or other suitable person or persons, or entities, as liquidating agent, who shall proceed to liquidate the credit union by procedures as defined by rules and regulations.

16 5. The director of the division of credit unions is authorized to promulgate
17 rules and regulations concerning the dissolution of credit unions and, upon the
18 termination of such credit union, and upon notice to the director from his or her
19 appointed liquidating agent, the director of the division of credit unions shall
20 notify the secretary of state of such final dissolution.

21 6. No rule or portion of a rule promulgated under the authority of this
22 chapter shall become effective unless it has been promulgated pursuant to the
23 provisions of section 536.024.

24 7. The director of the division of credit unions, with the consent of another
25 credit union, may transfer the existing membership and related field of
26 membership of a credit union in dissolution to the second credit union and the
27 liquidating agent, upon receiving notice of such action, shall forward its records
28 of the members so to be transferred to the second credit union.

29 8. Notwithstanding any other provisions of this section, following a
30 membership vote to dissolve the credit union, the director of the division of credit
31 unions, or his or her appointee, may at the request of the board of directors
32 proceed to bring about an orderly dissolution of the credit union as provided in
33 subsection 4 of this section.

370.355. 1. Upon approval by the director of the division of credit unions,
2 articles of merger or articles of consolidation shall be executed [in triplicate], by
3 each credit union, by its president, or a vice president, and verified by him **or**
4 **her**, and with the corporate seal of each credit union affixed thereto, attested by
5 its secretary or an assistant secretary, and shall set forth:

6 (1) The plan of merger or plan of consolidation;

7 (2) The total membership of each credit union; **and**

8 (3) As to each credit union the number of members voting for and against
9 the plan, respectively.

10 2. If the director of the division of credit unions finds that the articles
11 conform to law, when all required taxes or fees have been paid, [he] **the director**
12 shall file the same, keeping one copy as a permanent record, forward a copy to the
13 secretary of state after having issued a certificate of merger or a certificate of
14 consolidation, and a verified copy of the certificate, to which he shall affix the
15 other copy of the articles.

16 3. Upon the issuance of the certificate of merger or the certificate of
17 consolidation by the director of the division of credit unions, the merger or
18 consolidation shall be effected.

19 4. The certificate of merger with a copy of the articles of merger affixed
20 thereto by the director of the division of credit unions, or the certificates of
21 consolidation with the copy of the articles of consolidation and certified copy
22 thereof, with the copy of the articles of consolidation affixed thereto by the
23 director of the division of credit unions, shall be returned to the surviving credit
24 union, or new credit union, as the case may be, or to its representative.

 370.358. 1. A credit union organized under the laws of another state may
2 apply to the director of the division of credit unions for a certificate of
3 organization as a credit union under the laws of this state and may be issued
4 such a certificate by complying with the provisions of this section.

5 2. The application shall state:

6 (1) The name of the credit union and the state or country under the laws
7 of which it is organized;

8 (2) The date of its organization and the period of its duration;

9 (3) The place where its business office will be located in this state;

10 (4) The names and address of its directors and officers;

11 (5) A statement of its capital and the amount of its surplus, if any; **and**

12 (6) Such additional information as may be necessary or appropriate in
13 order to enable the director of the division of credit unions to determine whether
14 the credit union should be issued a certificate of organization.

15 3. The application shall be executed [in triplicate] by the credit union by
16 its president or a vice president and verified by him **or her**.

17 4. There shall be delivered to the director of the division of credit unions
18 with the application a copy of its certificate of organization in the state in which
19 it is organized, and all amendments thereto and a copy of its bylaws and
20 amendments duly authenticated by the proper officer of the state or country
21 where it was organized. There shall also be submitted a statement similarly
22 authenticated that the credit union is in good standing in the state or country.

23 5. (1) When the application is filed in conformity with the foregoing
24 sections and the same fee paid to the director of the division of credit unions as
25 would be paid by applicants for organization of a credit union in Missouri, the
26 director of the division of credit unions, if he **or she** finds the application is in
27 conformity herewith, may issue a certificate of organization creating the credit
28 union as a Missouri corporation pending cancellation of its charter in the state
29 in which it is organized, but having a duration of ninety days. A copy of the
30 certificate shall be filed in the office of the secretary of state.

31 (2) When the director of the division of credit unions receives a certificate
32 duly authenticated by the proper officer of the state or country where it was
33 organized that the credit union's charter in that state has been cancelled, then
34 [he] **the director** shall issue a certificate of approval as provided for in
35 subsection 2 of section 370.040.

36 (3) Thereafter, the provisions of subsections 2, 3 and 4 of section 370.040
37 shall be followed in organizing the credit union as a Missouri corporation.

38 6. Any credit union organized under the laws of this state and in good
39 standing may transfer its charter to another state or country by complying with
40 the following requirements:

41 (1) The proposition for the transfer shall first be approved by the board
42 of directors of the credit union and a date set for a vote thereon by the
43 members. Written notice of the proposition to transfer and of the date of the
44 members' meeting to vote on the same shall be mailed to each member at the
45 member's address as it appears on the credit union records, not more than thirty
46 nor less than seven days prior to the date. Approval of the proposition to transfer
47 shall be by the affirmative vote of a majority of the members voting in person or
48 by a written ballot filed with the credit union secretary on or before the date of
49 the meeting. The board of directors may prescribe the form of the ballot and the
50 procedure for its use.

51 (2) An application for the transfer shall be filed with the director of the
52 division of credit unions with a statement of the results of the vote of the meeting
53 verified by the affidavits of the president or vice president and the secretary of
54 the credit union within ten days after the date of the meeting.

55 (3) The transfer of the credit union to another state or country shall be
56 subject to the approval of the director of the division of credit unions.

57 (4) After the application and approval, there shall be filed with the
58 director of the division of credit unions a written certificate duly authenticated
59 by the official of another state or country in charge of issuing credit union
60 charters stating that upon cancellation of the charter of the Missouri credit union
61 it will be organized as a credit union in the state or country with all of the rights
62 of its members unimpaired.

63 (5) When the foregoing provisions are complied with the director of the
64 division of credit unions may issue a certificate of cancellation of the credit union
65 charter, a copy of which shall be filed with the secretary of state.

382.010. As used in sections 382.010 to 382.300, the following words and

2 terms have the meanings indicated unless the context clearly requires otherwise:

3 (1) An "affiliate" of, or person "affiliated" with, a specific person, is a
4 person that directly, or indirectly through one or more intermediaries, controls,
5 or is controlled by, or is under common control with, the person specified;

6 (2) "Control", "controlling", "controlled by", or "under common control
7 with", the possession, direct or indirect, of the power to direct or cause the
8 direction of the management and policies of a person, whether through the
9 ownership of voting securities, by contract other than a commercial contract for
10 goods or nonmanagement services, or otherwise, unless the power is the result of
11 an official position with or corporate office held by the person. Control shall be
12 presumed to exist if any person, directly or indirectly, owns, controls, holds with
13 power to vote, or holds proxies representing, ten percent or more of the voting
14 securities of any other person. This presumption may be rebutted by a showing
15 made in the manner provided by section 382.170 that control does not exist in
16 fact. The director may determine, after furnishing all persons in interest notice
17 and opportunity to be heard and making specific findings of fact to support such
18 determination, that control exists in fact, notwithstanding the absence of a
19 presumption to that effect;

20 (3) "Director", the director of the department of insurance, financial
21 institutions and professional registration, his or her deputies, or the department
22 of insurance, financial institutions and professional registration, as appropriate;

23 (4) "Enterprise risk", any activity, circumstance, event, or series of events
24 involving one or more affiliates of an insurer that, if not remedied promptly, is
25 likely to have a material adverse effect upon the financial condition or liquidity
26 of the insurer or its insurance holding company system as a whole including, but
27 not limited to, anything that would cause the insurer's risk-based capital to fall
28 into company action level as set forth in section 375.1255 or would cause the
29 insurer to be in hazardous financial condition as set forth in section 375.539;

30 (5) **"Group-wide supervisor", the regulatory official authorized to**
31 **engage in conducting and coordinating group-wide supervision**
32 **activities who is determined or acknowledged by the director under**
33 **section 382.227 to have sufficient significant contacts with the**
34 **internationally active insurance group;**

35 (6) "Insurance holding company system", two or more affiliated persons,
36 one or more of which is an insurer;

37 [(6)] (7) "Insurer", an insurance company as defined in section 375.012,

38 including a reciprocal or interinsurance exchange, and which is qualified and
39 licensed by the department of insurance, financial institutions and professional
40 registration of Missouri to transact the business of insurance in this state; but it
41 shall not include any company organized and doing business under chapter 377,
42 378, or 380, agencies, authorities, or instrumentalities of the United States, its
43 possessions and territories, the Commonwealth of Puerto Rico, the District of
44 Columbia, or a state or political subdivision of a state;

45 **(8) "Internationally active insurance group", an insurance**
46 **holding company system that includes an insurer registered under**
47 **sections 382.100 to 382.180, and meets the following criteria:**

48 **(a) Premiums written in at least three countries;**

49 **(b) The percentage of gross premiums written outside the United**
50 **States is at least ten percent of the insurance holding company system's**
51 **total gross written premiums; and**

52 **(c) Based on a three-year rolling average, the total assets of the**
53 **insurance holding company system are at least fifty billion dollars, or**
54 **the total gross written premiums of the insurance holding company**
55 **system are at least ten billion dollars;**

56 **[(7)] (9) "Person", an individual, corporation, limited liability company,**
57 **partnership, association, joint stock company, trust, unincorporated organization,**
58 **or any similar entity, or any combination of the foregoing acting in concert, but**
59 **shall not include any joint venture partnership exclusively engaged in owning,**
60 **managing, leasing, or developing real or tangible personal property;**

61 **[(8)] (10) A "securityholder" of a specified person is one who owns any**
62 **security of that person, including common stock, preferred stock, debt obligations,**
63 **and any other security convertible into or evidencing the right to acquire any of**
64 **the foregoing;**

65 **[(9)] (11) A "subsidiary" of a specified person is an affiliate controlled by**
66 **that person directly, or indirectly through one or more intermediaries;**

67 **[(10)] (12) The term "voting security" includes any security convertible**
68 **into or evidencing a right to acquire a voting security.**

382.227. 1. The director is authorized to act as the group-wide
2 **supervisor for any internationally active insurance group in**
3 **accordance with the provisions of this section. However, the director**
4 **may otherwise acknowledge another regulatory official as the group-**
5 **wide supervisor if the internationally active insurance group:**

6 **(1) Does not have substantial insurance operations in the United**
7 **States;**

8 **(2) Has substantial insurance operations in the United States,**
9 **but not in this state; or**

10 **(3) Has substantial insurance operations in the United States and**
11 **in this state, but the director has determined pursuant to the factors**
12 **set forth in subsections 3 and 9 of this section that another regulatory**
13 **official is the appropriate group-wide supervisor.**

14 **2. An insurance holding company system that does not otherwise**
15 **qualify as an internationally active insurance group may request that**
16 **the director make a determination or acknowledgment as to a**
17 **group-wide supervisor pursuant to this section.**

18 **3. In cooperation with other state, federal, and international**
19 **regulatory agencies, the director shall identify a single group-wide**
20 **supervisor for an internationally active insurance group. The director**
21 **may determine that the director is the appropriate group-wide**
22 **supervisor for an internationally active insurance group that conducts**
23 **substantial insurance operations concentrated in this state. However,**
24 **the director may acknowledge that a regulatory official from another**
25 **jurisdiction is the appropriate group-wide supervisor for the**
26 **internationally active insurance group. The director shall consider the**
27 **following factors when making a determination or acknowledgment**
28 **under this subsection:**

29 **(1) The place of domicile of the insurers within the**
30 **internationally active insurance group that hold the largest share of**
31 **the internationally active insurance group's written premiums, assets,**
32 **or liabilities;**

33 **(2) The place of domicile of the top-tiered insurers in the**
34 **insurance holding company system of the internationally active**
35 **insurance group;**

36 **(3) The location of the executive offices or largest operational**
37 **offices of the internationally active insurance group;**

38 **(4) Whether another regulatory official is acting or is seeking to**
39 **act as the group-wide supervisor under a regulatory system that the**
40 **director determines to be:**

41 **(a) Substantially similar to the system of regulation provided**
42 **under the laws of this state; or**

43 **(b) Otherwise sufficient in terms of providing for group-wide**
44 **supervision, enterprise risk analysis, and cooperation with other**
45 **regulatory officials; and**

46 **(5) Whether another regulatory official acting or seeking to act**
47 **as the group-wide supervisor provides the director with reasonably**
48 **reciprocal recognition and cooperation.**

49 **4. A director identified under this section as the group-wide**
50 **supervisor may determine that it is appropriate to acknowledge**
51 **another regulatory official to serve as the group-wide supervisor. The**
52 **acknowledgment of the group-wide supervisor shall be made after**
53 **consideration of the factors listed in subdivisions (1) to (5) of**
54 **subsection 3 of this section, and shall be made in cooperation with and**
55 **subject to the acknowledgment of other regulatory officials involved**
56 **with supervision of members of the internationally active insurance**
57 **group, and in consultation with the internationally active insurance**
58 **group.**

59 **5. Notwithstanding any other provision of the law, when another**
60 **regulatory official is acting as the group-wide supervisor of an**
61 **internationally active insurance group, the director shall acknowledge**
62 **that regulatory official as the group-wide supervisor, subject to**
63 **subsection 6 of this section. However, in the event of a material change**
64 **in the internationally active insurance group that results in either the**
65 **internationally active insurance group's insurers domiciled in this state**
66 **holding the largest share of the internationally active insurance**
67 **group's premiums, assets, or liabilities, or this state being the place of**
68 **domicile of the top-tiered insurers in the insurance holding company**
69 **system of the internationally active insurance group, the director shall**
70 **make a determination or acknowledgment as to the appropriate**
71 **group-wide supervisor for such an internationally active insurance**
72 **group pursuant to subsections 3 and 4 of this section.**

73 **6. In the event of a dispute as to the proper regulatory official**
74 **to act as group-wide supervisor, a determination by the director not to**
75 **acknowledge the current group-wide supervisor shall be made only**
76 **after notice and a public hearing, and such determination shall be**
77 **accompanied by specific findings of fact and conclusions of law**
78 **including, but not limited to, application of the factors listed in**
79 **subdivisions (1) to (5) of subsection 3 of this section.**

80 7. Pursuant to section 382.220, the director is authorized to
81 collect from any insurer registered pursuant to sections 382.100 to
82 382.180 all information necessary to determine whether the director
83 may act as the group-wide supervisor of an internationally active
84 insurance group or if the director may acknowledge another regulatory
85 official to act as the group-wide supervisor. Prior to issuing a
86 determination that an internationally active insurance group is subject
87 to group-wide supervision by the director, the director shall notify the
88 insurer registered pursuant to sections 382.100 to 382.180 and the
89 ultimate controlling person within the internationally active insurance
90 group. The internationally active insurance group shall have not less
91 than thirty days to provide the director with additional information
92 pertinent to the pending determination. The director shall publish on
93 the department's website the identity of internationally active
94 insurance groups that the director has determined are subject to
95 group-wide supervision by the director.

96 8. If the director is the group-wide supervisor for an
97 internationally active insurance group, the director is authorized to
98 engage in any of the following group-wide supervision activities:

99 (1) Assess the enterprise risks within the internationally active
100 insurance group to ensure that:

101 (a) The material financial condition and liquidity risks to the
102 members of the internationally active insurance group that are engaged
103 in the business of insurance are identified by management; and

104 (b) Reasonable and effective mitigation measures are in place;

105 (2) Request, from any member of an internationally active
106 insurance group subject to the director's supervision, information
107 necessary and appropriate to assess enterprise risk including, but not
108 limited to, information about the members of the internationally active
109 insurance group regarding:

110 (a) Governance, risk assessment, and management;

111 (b) Capital adequacy; and

112 (c) Material intercompany transactions;

113 (3) Coordinate and, through the authority of the regulatory
114 officials of the jurisdictions where members of the internationally
115 active insurance group are domiciled, compel development and
116 implementation of reasonable measures designed to ensure that the

117 internationally active insurance group is able to timely recognize and
118 mitigate enterprise risks to members of such internationally active
119 insurance group that are engaged in the business of insurance;

120 (4) Communicate with other state, federal, and international
121 regulatory agencies for members within the internationally active
122 insurance group and share relevant information subject to the
123 confidentiality provisions of section 382.230, through supervisory
124 colleges as set forth in section 382.226 or otherwise;

125 (5) Enter into agreements with or obtain documentation from
126 any insurer registered under sections 382.100 to 382.180, any member
127 of the internationally active insurance group, and any other state,
128 federal, and international regulatory agencies for members of the
129 internationally active insurance group, providing the basis for or
130 otherwise clarifying the director's role as group-wide supervisor,
131 including provisions for resolving disputes with other regulatory
132 officials. Such agreements or documentation shall not serve as
133 evidence in any proceeding that any insurer or person within an
134 insurance holding company system not domiciled or incorporated in
135 this state is doing business in this state or is otherwise subject to
136 jurisdiction in this state;

137 (6) Other group-wide supervision activities, consistent with the
138 authorities and purposes enumerated in this subsection, as considered
139 necessary by the director.

140 9. If the director acknowledges that another regulatory official
141 from a jurisdiction that is not accredited by the National Association
142 of Insurance Commissioners is the group-wide supervisor, the director
143 is authorized to reasonably cooperate, through supervisory colleges or
144 otherwise, with group-wide supervision undertaken by the group-wide
145 supervisor, provided that:

146 (1) The director's cooperation is in compliance with the laws of
147 this state; and

148 (2) The regulatory official acknowledged as the group-wide
149 supervisor also recognizes and cooperates with the director's activities
150 as a group-wide supervisor for other internationally active insurance
151 groups where applicable. Where such recognition and cooperation is
152 not reasonably reciprocal, the director is authorized to refuse
153 recognition and cooperation.

154 **10. The director is authorized to enter into agreements with, or**
155 **obtain documentation from, any insurer registered under sections**
156 **382.100 to 382.180, any affiliate of the insurer, and other state, federal,**
157 **and international regulatory agencies, regarding members of the**
158 **internationally active insurance group, which provides the basis for or**
159 **otherwise clarify a regulatory official's role as group-wide supervisor.**

160 **11. The director may promulgate regulations necessary for the**
161 **administration of this section. Any rule or portion of a rule, as that**
162 **term is defined in section 536.010 that is created under the authority**
163 **delegated in this section shall become effective only if it complies with**
164 **and is subject to all of the provisions of chapter 536, and, if applicable,**
165 **section 536.028. This section and chapter 536 are nonseverable and if**
166 **any of the powers vested with the general assembly pursuant to chapter**
167 **536, to review, to delay the effective date, or to disapprove and annul**
168 **a rule are subsequently held unconstitutional, then the grant of**
169 **rulemaking authority and any rule proposed or adopted after August**
170 **28, 2019, shall be invalid and void.**

171 **12. An insurer registered under sections 382.100 to 382.180 and**
172 **subject to this section shall be liable for and shall pay the reasonable**
173 **expenses of the director's participation in the administration of this**
174 **section, including the engagements of attorneys, actuaries, and any**
175 **other professionals and all reasonable travel expenses.**

 382.230. 1. All information, documents and copies thereof in the
2 possession or control of the director that are obtained by or disclosed to the
3 director or any other person in the course of an examination or investigation
4 made under section 382.220 and all information reported **or provided to the**
5 **director** under subdivisions (13) and (14) of subsection 1 of section 382.050
6 [and], sections 382.100 to 382.210, **and section 382.227** shall be given
7 confidential treatment and privileges; shall not be subject to the provisions of
8 chapter 610; shall not be subject to subpoena; shall not be made public by the
9 director, the National Association of Insurance Commissioners, or any other
10 person, except to the chief insurance regulatory official of other states; and shall
11 not be subject to discovery or admissible as evidence in any private civil
12 action. However, the director is authorized to use the documents, materials, or
13 other information in furtherance of any regulatory or legal action brought as a
14 part of the director's official duties. The director shall not otherwise make the

15 documents, materials, or other information public without the prior written
16 consent of the insurer to which it pertains unless the director, after giving the
17 insurer and its affiliates who would be affected thereby, notice and opportunity
18 to be heard, determines that the interests of policyholders, shareholders or the
19 public will be served by the publication thereof, in which event the director may
20 publish all or any part thereof in such manner as he or she may deem
21 appropriate.

22 2. Neither the director nor any person who receives documents, materials,
23 or other information while acting under the authority of the director or with
24 whom such documents, materials, or other information is shared under sections
25 382.010 to 382.300 shall be permitted or required to testify in any private civil
26 action concerning any confidential documents, materials, or other information
27 subject to subsection 1 of this section.

28 3. In order to assist in the performance of the director's duties, the
29 director:

30 (1) May share documents, materials, or other information including the
31 confidential and privileged documents, materials, or other information subject to
32 subsection 1 of this section with other state, federal, and international financial
33 regulatory agencies, with the National Association of Insurance Commissioners
34 and its affiliates and subsidiaries, and with state, federal, and international law
35 enforcement authorities including members of any supervisory college described
36 in section 382.225; provided that the recipient agrees in writing to maintain the
37 confidentiality and privileged status of such documents, materials, or other
38 information, and has verified in writing the legal authority to maintain
39 confidentiality;

40 (2) Notwithstanding the provisions of subsection 1 of this section and
41 subdivision (1) of this subsection, may share confidential and privileged
42 documents, materials, or other information reported under section 382.175 only
43 with the directors of states having statutes or regulations substantially similar
44 to subsection 1 of this section and who have agreed in writing not to disclose such
45 information;

46 (3) May receive documents, materials, or other information including
47 otherwise confidential and privileged documents, materials, or information from
48 the National Association of Insurance Commissioners and its affiliates and
49 subsidiaries and from regulatory and law enforcement officials of other foreign or
50 domestic jurisdictions, and shall maintain as confidential or privileged any

51 documents, materials, or other information received with notice or the
52 understanding that it is confidential or privileged under the laws of the
53 jurisdiction that is the source of the document, material, or other information;
54 and

55 (4) Shall enter into a written agreement with the National Association of
56 Insurance Commissioners governing sharing and use of information provided
57 under sections 382.010 to 382.300 consistent with this subsection that shall:

58 (a) Specify procedures and protocols regarding the confidentiality and
59 security of information shared with the National Association of Insurance
60 Commissioners and its affiliates and subsidiaries under sections 382.010 to
61 382.300 including procedures and protocols for sharing by the National
62 Association of Insurance Commissioners with other state, federal, and
63 international regulators;

64 (b) Specify that ownership of information shared with the National
65 Association of Insurance Commissioners and its affiliates and subsidiaries under
66 sections 382.010 to 382.300 remains with the director and that the National
67 Association of Insurance Commissioners' use of such information is subject to the
68 direction of the director;

69 (c) Require prompt notice to be given to an insurer whose confidential
70 information in the possession of the National Association of Insurance
71 Commissioners under sections 382.010 to 382.300 is subject to a request or
72 subpoena to the National Association of Insurance Commissioners for disclosure
73 or production; and

74 (d) Require the National Association of Insurance Commissioners and its
75 affiliates and subsidiaries to consent to intervention by an insurer in any judicial
76 or administrative action in which the National Association of Insurance
77 Commissioners and its affiliates and subsidiaries may be required to disclose
78 confidential information about the insurer shared with the National Association
79 of Insurance Commissioners and its affiliates and subsidiaries under sections
80 382.010 to 382.300.

81 4. The sharing of information by the director under sections 382.010 to
82 382.300 shall not constitute a delegation of regulatory or rulemaking authority,
83 and the director is solely responsible for the administration, execution, and
84 enforcement of the provisions of sections 382.010 to 382.300.

85 5. No waiver of any applicable privilege or claim of confidentiality in the
86 documents, materials, or other information shall occur as a result of disclosure

87 of such documents, materials, or other information to the director under this
88 section or as a result of sharing as authorized in sections 382.010 to 382.300.

89 6. Documents, materials, or other information in the possession or control
90 of the National Association of Insurance Commissioners under sections 382.010
91 to 382.300 shall be confidential by law and privileged, shall not be subject to
92 disclosure under chapter 610, shall not be subject to subpoena, and shall not be
93 subject to discovery or admissible in evidence in any private civil action.

**476.419. 1. Notwithstanding any provision of law to the contrary,
2 a court shall not divide securities among multiple recipients in such a
3 way that negotiable securities become nonnegotiable securities.**

4 **2. A court may divide securities into increments equal to a
5 multiple of an allowable tradeable amount. For purposes of this
6 section, an "allowable tradeable amount" is the minimum amount or
7 denomination accepted by the industry, as defined in the official
8 statement or offering document of the original security. If the
9 provisions of this section prevent the distribution of property in the
10 proportion that other law requires, a court may:**

11 **(1) Distribute different values of securities to different recipients
12 and distribute other property in a way so that the total value of
13 property each recipient receives is as close to the proper proportion as
14 practicable;**

15 **(2) Liquidate the securities and distribute the resulting moneys
16 among recipients; or**

17 **(3) Take other action within its power, including a combination
18 of subdivisions (1) and (2) of this subsection.**

 610.100. 1. As used in sections 610.100 to 610.150, the following words
2 and phrases shall mean:

3 (1) "Arrest", an actual restraint of the person of the defendant, or by his
4 or her submission to the custody of the officer, under authority of a warrant or
5 otherwise for a criminal violation which results in the issuance of a summons or
6 the person being booked;

7 (2) "Arrest report", a record of a law enforcement agency of an arrest and
8 of any detention or confinement incident thereto together with the charge
9 therefor;

10 (3) "Inactive", an investigation in which no further action will be taken
11 by a law enforcement agency or officer for any of the following reasons:

- 12 (a) A decision by the law enforcement agency not to pursue the case;
- 13 (b) Expiration of the time to file criminal charges pursuant to the
14 applicable statute of limitations, or ten years after the commission of the offense;
15 whichever date earliest occurs;
- 16 (c) Finality of the convictions of all persons convicted on the basis of the
17 information contained in the investigative report, by exhaustion of or expiration
18 of all rights of appeal of such persons;
- 19 (4) "Incident report", a record of a law enforcement agency consisting of
20 the date, time, specific location, name of the victim and immediate facts and
21 circumstances surrounding the initial report of a crime or incident, including any
22 logs of reported crimes, accidents and complaints maintained by that agency;
- 23 (5) "Investigative report", a record, other than an arrest or incident report,
24 prepared by personnel of a law enforcement agency, inquiring into a crime or
25 suspected crime, either in response to an incident report or in response to
26 evidence developed by law enforcement officers in the course of their duties;
- 27 (6) "Mobile video recorder", any system or device that captures visual
28 signals that is capable of installation and being installed in a vehicle or being
29 worn or carried by personnel of a law enforcement agency and that includes, at
30 minimum, a camera and recording capabilities;
- 31 (7) "Mobile video recording", any data captured by a mobile video recorder,
32 including audio, video, and any metadata;
- 33 (8) "Nonpublic location", a place where one would have a reasonable
34 expectation of privacy, including, but not limited to a dwelling, school, or medical
35 facility.
- 36 2. (1) Each law enforcement agency of this state, of any county, and of
37 any municipality shall maintain records of all incidents reported to the agency,
38 investigations and arrests made by such law enforcement agency. All incident
39 reports and arrest reports shall be open records.
- 40 (2) Notwithstanding any other provision of law other than the provisions
41 of subsections 4, 5 and 6 of this section or section 320.083, mobile video
42 recordings and investigative reports of all law enforcement agencies are closed
43 records until the investigation becomes inactive.
- 44 (3) If any person is arrested and not charged with an offense against the
45 law within thirty days of the person's arrest, the arrest report shall thereafter be
46 a closed record except that the disposition portion of the record may be accessed
47 and except as provided in section 610.120.

48 (4) Except as provided in subsections 3 and 5 of this section, a mobile
49 video recording that is recorded in a nonpublic location is authorized to be closed,
50 except that any person who is depicted in the recording or whose voice is in the
51 recording, a legal guardian or parent of such person if he or she is a minor, a
52 family member of such person within the first degree of consanguinity if he or she
53 is deceased or incompetent, an attorney for such person, or insurer of such
54 person, upon written request, may obtain a complete, unaltered, and unedited
55 copy of a recording under and pursuant to this section.

56 3. Except as provided in subsections 4, 5, 6 and 7 of this section, if any
57 portion of a record or document of a law enforcement officer or agency, other than
58 an arrest report, which would otherwise be open, contains information that is
59 reasonably likely to pose a clear and present danger to the safety of any victim,
60 witness, undercover officer, or other person; or jeopardize a criminal
61 investigation, including records which would disclose the identity of a source
62 wishing to remain confidential or a suspect not in custody; or which would
63 disclose techniques, procedures or guidelines for law enforcement investigations
64 or prosecutions, that portion of the record shall be closed and shall be redacted
65 from any record made available pursuant to this chapter.

66 4. Any person, including a legal guardian or a parent of such person if he
67 or she is a minor, family member of such person within the first degree of
68 consanguinity if such person is deceased or incompetent, attorney for a person,
69 **[or] insurer of a person, or creditor with a secured interest in the**
70 **property**, involved in any incident or whose property is involved in an incident,
71 may obtain any records closed pursuant to this section or section 610.150 for
72 purposes of investigation of any civil claim or defense, as provided by this
73 subsection. Any individual, legal guardian or parent of such person if he or she
74 is a minor, his or her family member within the first degree of consanguinity if
75 such individual is deceased or incompetent, his or her attorney or insurer,
76 involved in an incident or whose property is involved in an incident, upon written
77 request, may obtain a complete unaltered and unedited incident report concerning
78 the incident, and may obtain access to other records closed by a law enforcement
79 agency pursuant to this section. Within thirty days of such request, the agency
80 shall provide the requested material or file a motion pursuant to this subsection
81 with the circuit court having jurisdiction over the law enforcement agency stating
82 that the safety of the victim, witness or other individual cannot be reasonably
83 ensured, or that a criminal investigation is likely to be jeopardized. If, based on

84 such motion, the court finds for the law enforcement agency, the court shall either
85 order the record closed or order such portion of the record that should be closed
86 to be redacted from any record made available pursuant to this subsection.

87 5. (1) Any person may bring an action pursuant to this section in the
88 circuit court having jurisdiction to authorize disclosure of a mobile video
89 recording or the information contained in an investigative report of any law
90 enforcement agency, which would otherwise be closed pursuant to this
91 section. The court may order that all or part of a mobile video recording or the
92 information contained in an investigative report be released to the person
93 bringing the action.

94 (2) In making the determination as to whether information contained in
95 an investigative report shall be disclosed, the court shall consider whether the
96 benefit to the person bringing the action or to the public outweighs any harm to
97 the public, to the law enforcement agency or any of its officers, or to any person
98 identified in the investigative report in regard to the need for law enforcement
99 agencies to effectively investigate and prosecute criminal activity.

100 (3) In making the determination as to whether a mobile video recording
101 shall be disclosed, the court shall consider:

102 (a) Whether the benefit to the person bringing the action or the benefit
103 to the public outweighs any harm to the public, to the law enforcement agency or
104 any of its officers, or to any person identified in the mobile video recording in
105 regard and with respect to the need for law enforcement agencies to effectively
106 investigate and prosecute criminal activity;

107 (b) Whether the mobile video recording contains information that is
108 reasonably likely to disclose private matters in which the public has no legitimate
109 concern;

110 (c) Whether the mobile video recording is reasonably likely to bring shame
111 or humiliation to a person of ordinary sensibilities; and

112 (d) Whether the mobile video recording was taken in a place where a
113 person recorded or depicted has a reasonable expectation of privacy.

114 (4) The mobile video recording or investigative report in question may be
115 examined by the court in camera.

116 (5) If the disclosure is authorized in whole or in part, the court may make
117 any order that justice requires, including one or more of the following:

118 (a) That the mobile video recording or investigative report may be
119 disclosed only on specified terms and conditions, including a designation of the

120 time or place;

121 (b) That the mobile video recording or investigative report may be had
122 only by a method of disclosure other than that selected by the party seeking such
123 disclosure and may be disclosed to the person making the request in a different
124 manner or form as requested;

125 (c) That the scope of the request be limited to certain matters;

126 (d) That the disclosure occur with no one present except persons
127 designated by the court;

128 (e) That the mobile video recording or investigative report be redacted to
129 exclude, for example, personally identifiable features or other sensitive
130 information;

131 (f) That a trade secret or other confidential research, development, or
132 commercial information not be disclosed or be disclosed only in a designated way.

133 (6) The court may find that the party seeking disclosure of the mobile
134 video recording or the investigative report shall bear the reasonable and
135 necessary costs and attorneys' fees of both parties, unless the court finds that the
136 decision of the law enforcement agency not to open the mobile video recording or
137 investigative report was substantially unjustified under all relevant
138 circumstances, and in that event, the court may assess such reasonable and
139 necessary costs and attorneys' fees to the law enforcement agency.

140 6. Any person may apply pursuant to this subsection to the circuit court
141 having jurisdiction for an order requiring a law enforcement agency to open
142 incident reports and arrest reports being unlawfully closed pursuant to this
143 section. If the court finds by a preponderance of the evidence that the law
144 enforcement officer or agency has knowingly violated this section, the officer or
145 agency shall be subject to a civil penalty in an amount up to one thousand
146 dollars. If the court finds that there is a knowing violation of this section, the
147 court may order payment by such officer or agency of all costs and attorneys' fees,
148 as provided by section 610.027. If the court finds by a preponderance of the
149 evidence that the law enforcement officer or agency has purposely violated this
150 section, the officer or agency shall be subject to a civil penalty in an amount up
151 to five thousand dollars and the court shall order payment by such officer or
152 agency of all costs and attorney fees, as provided in section 610.027. The court
153 shall determine the amount of the penalty by taking into account the size of the
154 jurisdiction, the seriousness of the offense, and whether the law enforcement
155 officer or agency has violated this section previously.

156 7. The victim of an offense as provided in chapter 566 may request that
157 his or her identity be kept confidential until a charge relating to such incident is
158 filed.

159 8. Any person who requests and receives a mobile video recording that
160 was recorded in a nonpublic location under and pursuant to this section is
161 prohibited from displaying or disclosing the mobile video recording, including any
162 description or account of any or all of the mobile video recording, without first
163 providing direct third-party notice to each person not affiliated with a law
164 enforcement agency or each non-law enforcement agency individual whose image
165 or sound is contained in the recording, and affording, upon receiving such notice,
166 each person appearing and whose image or sound is contained in the mobile video
167 recording no less than ten days to file and serve an action seeking an order from
168 a court of competent jurisdiction to enjoin all or some of the intended display,
169 disclosure, description, or account of the recording. Any person who fails to
170 comply with the provisions of this subsection is subject to damages in a civil
171 action proceeding.

 [361.140. 1. The director of finance shall prepare the
2 following information to be included in the report of the director of
3 the department of insurance, financial institutions and professional
4 registration:

5 (1) A summary of the state and condition of every
6 corporation required to report to him or her and from which reports
7 have been received or obtained pursuant to subsection 3 of section
8 361.130 during the preceding two years, at the several dates to
9 which such reports refer, with an abstract of the whole amount of
10 capital reported by them, the whole amount of their debts and
11 liabilities and the total amount of their resources, specifying in the
12 case of banks and trust companies the amount of lawful money
13 held by them at the time of their several reports, and such other
14 information in relation to such corporations as, in his or her
15 judgment, may be useful;

16 (2) A statement of all corporations authorized by him or her
17 to do business during the previous biennium with their names and
18 locations and the dates on which their respective certificates of
19 incorporation were issued, particularly designating such as have
20 commenced business during the biennium;

21 (3) A statement of the corporations whose business has
22 been closed either voluntarily or involuntarily, during the
23 biennium, with the amount of their resources and of their deposits
24 and other liabilities as last reported by them and the amount of
25 unclaimed and unpaid deposits, dividends and interest held by him
26 or her on account of each;

27 (4) A statement of the amount of interest earned upon all
28 unclaimed deposits, dividends and interest held by him or her
29 pursuant to the requirements of this chapter;

30 (5) Any amendments to this chapter, which, in his or her
31 judgment, may be desirable;

32 (6) The names and compensation of the deputies, clerks,
33 examiners, special agents and other employees employed by him or
34 her, and the whole amount of the receipts and expenditures of the
35 division during each of the last two preceding fiscal years.

36 2. All such reports shall be printed at the expense of the
37 state and paid for as other public printing.]

✓