

FIRST REGULAR SESSION

SENATE BILL NO. 157

98TH GENERAL ASSEMBLY

INTRODUCED BY SENATOR WALLINGFORD.

Pre-filed December 16, 2014, and ordered printed.

ADRIANE D. CROUSE, Secretary.

0174S.071

AN ACT

To repeal sections 274.170, 274.190, 347.055, 347.160, 347.179, 347.740, 351.049, 351.065, 351.120, 351.122, 351.125, 351.127, 351.522, 351.576, 351.657, 351.658, 351.1015, 351.1018, 351.1213, 355.011, 355.021, 355.023, 355.703, 355.857, 356.211, 356.233, 357.010, 357.030, 357.060, 358.440, 358.460, 358.470, 358.501, 359.145, 359.531, 359.641, 359.651, 359.653, 392.010, 417.016, 417.018, 417.021, 417.026, 417.031, 417.170, 417.175, and 417.220, RSMo, and to enact in lieu thereof forty-three new sections relating to business filing fees collected by the secretary of state, with existing penalty provisions.

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

Section A. Sections 274.170, 274.190, 347.055, 347.160, 347.179, 347.740, 2 351.049, 351.065, 351.120, 351.122, 351.125, 351.127, 351.522, 351.576, 351.657, 3 351.658, 351.1015, 351.1018, 351.1213, 355.011, 355.021, 355.023, 355.703, 4 355.857, 356.211, 356.233, 357.010, 357.030, 357.060, 358.440, 358.460, 358.470, 5 358.501, 359.145, 359.531, 359.641, 359.651, 359.653, 392.010, 417.016, 417.018, 6 417.021, 417.026, 417.031, 417.170, 417.175, and 417.220, RSMo, are repealed and 7 forty-three new sections enacted in lieu thereof, to be known as sections 274.190, 8 347.055, 347.160, 347.179, 347.740, 351.049, 351.065, 351.120, 351.122, 351.125, 9 351.127, 351.522, 351.576, 351.657, 351.658, 351.1015, 351.1018, 351.1213, 10 355.011, 355.021, 355.023, 355.703, 355.857, 356.211, 356.233, 357.010, 357.030, 11 358.440, 358.460, 358.470, 358.501, 359.145, 359.531, 359.641, 359.653, 392.010, 12 417.016, 417.018, 417.021, 417.026, 417.031, 417.170, and 417.175, to read as 13 follows:

274.190. 1. Any corporation or association, organized under previously 2 existing statutes, may, by a majority vote of its stockholders or members, be

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

3 brought under the provisions of this chapter by limiting its membership and
4 adopting the other restrictions as provided herein. It shall make out in duplicate
5 a statement signed and sworn to by its directors to the effect that the corporation
6 or association has, by a majority vote of the stockholders or members, decided to
7 accept the benefits and be bound by the provisions of this chapter and has
8 authorized all changes accordingly.

9 2. Articles of incorporation shall be filed as required in section 274.070,
10 except that they shall be signed by the members of the then board of
11 directors. [The filing fee shall be the same as for filing an amendment to articles
12 of incorporation.]

347.055. 1. A domestic or foreign limited liability company may file a
2 statement of correction in a format prescribed by the secretary of state, if the
3 filed document contains an incorrect statement as of the date such document was
4 filed.

5 2. The statement of correction shall:

- 6 (1) State the name of the limited liability company;
- 7 (2) State the type of document being corrected;
- 8 (3) State the name of the jurisdiction under the law of organization;
- 9 (4) Describe the incorrect statement and the reason for the correction;
- 10 (5) If the correction is for a foreign liability company with regard to an
11 incorrect name, provide a certificate of existence or document of similar import
12 duly authenticated by the secretary of state or other official having custody of the
13 records in the state or country under whose laws it is registered.

14 3. Articles of correction are effective on the effective date of the document
15 they correct except as to persons relying on the uncorrected document and
16 adversely affected by the correction. As to those persons, articles of correction are
17 effective when filed.

18 4. [The secretary of state shall collect a filing fee of five dollars upon
19 filing the statement of correction.

20 5.] The statement of correction shall be signed by an authorized person
21 of the limited liability company.

347.160. 1. A foreign limited liability company authorized to transact
2 business in the state shall obtain an amended certificate of registration from the
3 secretary of state if it changes:

- 4 (1) The name of the limited liability company;
- 5 (2) The state or country of its registration.

6 2. The amendment shall include a certificate of existence or document of

7 similar import duly authenticated by the secretary of state or other official having
8 custody of the records in the state or country under whose laws it is registered,
9 such document should be dated within sixty calendar days from filing for
10 acceptance.

11 [3. The fee for filing an amended certificate of registration shall be twenty
12 dollars.]

347.179. 1. The secretary shall charge and collect:

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

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

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

9 (4) Amendments to and restatements of articles of limited liability
10 companies to application for registration of a foreign limited liability company or
11 any other filing otherwise provided for, a fee of twenty dollars;

12 (5) Articles of termination of limited liability companies or cancellation
13 of registration of foreign limited liability companies, a fee of twenty dollars;

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

15 (7) For filing a notice of winding up, a fee of twenty dollars;

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

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

19 (10)] For furnishing a copy of any document or instrument, a fee of fifty
20 cents per page; **and**

21 [(11) For accepting an application for reservation of a name, or for filing
22 a notice of the transfer or cancellation of any name reservation, a fee of twenty
23 dollars;

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

26 (13)] (2) For any service of notice, demand, or process upon the secretary
27 as resident agent of a limited liability company, a fee of twenty dollars, which
28 amount may be recovered as taxable costs by the party instituting such suit,
29 action, or proceeding causing such service to be made if such party prevails
30 therein[;

31 (14) For filing an amended certificate of registration a fee of twenty

32 dollars; and

33 (15) For filing a statement of correction a fee of five dollars].

34 2. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section
35 [and for application for reservation of a name in subdivision (11) of subsection 1
36 of this section] shall be waived if an organizer who is listed as a member in the
37 operating agreement of the limited liability company is a member of the Missouri
38 National Guard or any other active duty military, resides in the state of Missouri,
39 and provides proof of such service to the secretary of state.

347.740. 1. The secretary of state may collect [an additional] a fee of five
2 dollars [on] **in lieu of** each and every fee [required in] **that was removed from**
3 this chapter **as of August 28, 2015. The secretary of state may also collect**
4 **a fee of five dollars on each and every fee required in this chapter as**
5 **of August 28, 2015.** All fees collected as provided in this section shall be
6 deposited in the state treasury and credited to the secretary of state's technology
7 trust fund account. The provisions of this section shall expire on December 31,
8 [2017] **2021.**

9 2. **All fees required by this chapter as of August 1, 2015, and as**
10 **of the effective date of this section shall be published on the website of**
11 **the secretary of state.**

351.049. 1. A domestic or foreign corporation may correct a document
2 filed by the secretary of state if the document contains an incorrect statement, or
3 was defectively executed, attested, sealed, verified or acknowledged.

4 2. A document is corrected:

5 (1) By preparing articles of correction that describe the document,
6 including its filing date, or attaching a copy of it to the articles, specifying the
7 incorrect statement and the reason it is incorrect or the manner in which the
8 execution was defective, and correcting the incorrect statement or defective
9 execution; and

10 (2) By delivering the articles to the secretary of state for filing.

11 3. Articles of correction are effective on the effective date of the document
12 they correct except as to persons relying on the uncorrected document and
13 adversely affected by the correction. As to those persons, articles of correction are
14 effective when filed.

15 [4. The secretary of state shall charge and collect a fee of five dollars
16 when articles of correction are delivered to him for filing.]

351.065. 1. No corporation shall be organized under the general and
2 business corporation law of Missouri unless the persons named as incorporators

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

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

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

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

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

13 3. The corporate registration report shall be filed annually, except as
14 provided in section 351.122, and shall be due the month that the corporation
15 incorporated or qualified, unless changed by the corporation under subsection 8
16 of this section. Corporations existing prior to July 1, 2003, shall file the corporate

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

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

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

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

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

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

351.122. 1. Notwithstanding the provisions of section 351.120 to the
2 contrary, beginning January 1, 2010, the secretary of state may provide
3 corporations the option of biennially filing corporate registration reports. Any
4 corporation incorporated or qualified in an even-numbered year may file a
5 biennial corporate registration report only in an even-numbered calendar year,

6 and any corporation incorporated or qualified in an odd-numbered year may file
7 a biennial corporate registration report only in an odd-numbered calendar year,
8 subject to the following requirements:

9 (1) [The fee paid at the time of biennial registration shall be eighty
10 dollars if the report is filed in a written format. The fee shall be thirty dollars
11 if the report is filed via an electronic format prescribed by the secretary of state;

12 (2)] A corporation's biennial corporate registration report shall be filed in
13 a format as prescribed by the secretary of state;

14 [(3)] (2) The secretary of state may collect [an additional] a fee of ten
15 dollars for each biennial corporate registration report filed under this
16 section. Such fee shall be deposited into the state treasury and credited to the
17 secretary of state's technology trust fund account.

18 2. Once a corporation chooses the option of biennial registration, such
19 registration shall be maintained for the full twenty-four-month period. Once the
20 twenty-four-month period has expired and another corporate registration report
21 is due, a corporation may choose to file an annual registration report under
22 section 351.120. However, upon making such choice the corporation may later
23 only choose to file a biennial corporate registration report in a year appropriate
24 under subsection 1 of this section, based on the year in which the corporation was
25 incorporated.

26 3. The secretary of state may promulgate rules for the effective
27 administration of this section. Any rule or portion of a rule, as that term is
28 defined in section 536.010, that is created under the authority delegated in this
29 section shall become effective only if it complies with and is subject to all of the
30 provisions of chapter 536 and, if applicable, section 536.028. This section and
31 chapter 536 are nonseverable and if any of the powers vested with the general
32 assembly pursuant to chapter 536 to review, to delay the effective date, or to
33 disapprove and annul a rule are subsequently held unconstitutional, then the
34 grant of rulemaking authority and any rule proposed or adopted after August 28,
35 2009, shall be invalid and void.

351.125. [Every corporation required to register under the provisions of
2 this chapter shall pay to the state a fee of forty dollars for its corporate
3 registration if the report is filed in a written format. The fee is fifteen dollars for
4 each corporate registration report filed via an electronic format prescribed by the
5 secretary of state. Biennial corporate registration reports filed under section
6 351.122 shall require the fee prescribed in that section.] If a corporation fails to
7 file a corporation registration report when due, it shall be assessed[, in addition

8 to its regular registration fee,] a late fee of fifteen dollars for each thirty-day
9 period within which the registration report is filed whether in writing or in an
10 electronic format. If the registration report is not filed within ninety days, the
11 secretary of state may proceed with administrative dissolution of such corporation
12 under sections 351.484 and 351.486.

351.127. 1. The secretary of state may collect [an additional] a fee of five
2 dollars [on] **in lieu of** each and every fee [required in] **that was removed from**
3 **this chapter as of August 28, 2015**, provided that the secretary of state may
4 collect [an additional] a fee of ten dollars on each corporate registration report
5 [fee] filed under section 351.122. **The secretary of state may also collect a**
6 **fee of five dollars on each and every fee required in this chapter as of**
7 **August 28, 2015, except in the case of corporate registration reports**
8 **filed under section 351.122.** All fees collected as provided in this section shall
9 be deposited in the state treasury and credited to the secretary of state's
10 technology trust fund account. The provisions of this section shall expire on
11 December 31, [2017] **2021**.

12 **2. All fees required by this chapter as of August 1, 2015, and as**
13 **of the effective date of this section shall be published on the website of**
14 **the secretary of state.**

351.522. 1. A dissolved corporation shall file a request for termination
2 with the secretary of state's office when it has disposed of all claims filed against
3 it pursuant to sections 351.478 and 351.482 and all remaining assets have been
4 distributed to its shareholders. The request for termination shall state:

- 5 (1) The name of the corporation;
- 6 (2) The date of its dissolution;
- 7 (3) A statement that it has disposed of all claims filed against it pursuant
8 to sections 351.478 and 351.482;
- 9 (4) A statement that all remaining assets have been distributed to its
10 shareholders.

11 2. [The filing fee for filing a request for termination is twenty dollars.

12 3.] If the secretary of state finds that the request for termination conforms
13 to law and the necessary fees have been paid, he shall issue a certificate of
14 termination which will state that the corporation no longer exists and thus can
15 not be recognized as a separate legal entity with rights and privileges. Upon the
16 date of the issuance of the certificate of termination the corporation will cease
17 existence and its name will be immediately available if not already available by
18 subdivision (8) of subsection 2 of section 351.476.

351.576. 1. A foreign corporation may apply for a certificate of authority
2 to transact business in this state by delivering an application to the secretary of
3 state for filing. The application must set forth:

4 (1) The name of the foreign corporation or, if its name is unavailable for
5 use in this state, a corporate name that satisfies the requirements of section
6 351.584;

7 (2) The name of the state or country under whose law it is incorporated;

8 (3) Its date of incorporation and period of duration;

9 (4) The street address of its principal office;

10 (5) The address of its registered office in this state and the name of its
11 registered agent at that office;

12 (6) The names and usual business addresses of its current directors and
13 officers; and

14 (7) Such other information as the secretary of state shall determine is
15 necessary to calculate any fees or taxes associated with the issuance of a
16 certificate of authority under section 351.572.

17 2. The foreign corporation shall deliver with the completed application a
18 certificate of existence, or a document of similar import, duly authenticated by the
19 secretary of state or other official having custody of corporate records in the state
20 or country under whose law it is incorporated. [Such corporation shall be
21 required to pay into the state treasury a fee of one hundred fifty dollars for
22 issuing the certificate of authority to do business in this state.]

351.657. 1. The secretary of state shall, upon receipt of a written or
2 electronic request [and a fee of five dollars], furnish to the person or
3 governmental agency so requesting an abstract of the corporate or registration
4 record of any business entity registered in the secretary of state's office. Such
5 abstract shall be in concise form and may contain the information contained in
6 one or more annual corporation registration reports or any other document filed
7 by the corporation. The abstract shall contain:

8 (1) The name of the business entity;

9 (2) The principal place of business, if known;

10 (3) The registered agent and registered office; and

11 (4) The current status of the business entity.

12 2. The secretary of state shall certify an abstract of such record upon
13 written request therefor. [The fee for such certification shall be five dollars in
14 addition to the fee required for furnishing an abstract record as provided in
15 subsection 1 of this section.] The certification shall be made under the seal of the

16 office of the secretary of state.

17 3. The secretary of state shall also, in accordance with rules promulgated
18 by him, make available for public inspection and copying during regular office
19 hours all papers filed in the office of secretary of state relative to any corporation
20 or business concern the filings of which are administered by him.

21 4. No fee as herein provided shall apply to any agency or department of
22 the state of Missouri.

23 5. The secretary of state shall furnish without charge information over the
24 phone concerning corporate status, registered agent and incorporation date and
25 withdrawal date only of any corporation licensed to do business in this state.

26 6. The secretary of state may in his discretion make a preclearance
27 examination and report upon any document proposed to be filed with the
28 secretary of state, and may charge a fee therefor not in excess of **[fifty] twenty**
29 dollars.

30 7. After initial incorporation the secretary of state may at his discretion
31 permit the filing of any certificate or other paper without first requiring payment
32 of the fees required by any provision of this chapter.

 351.658. Except as otherwise provided in this chapter, the secretary of
2 state shall charge and collect for:

3 (1) [Filing application for reservation of a corporate name, twenty dollars;

4 (2) Filing amendment to articles of incorporation or certificate of authority
5 and issuing a certificate of amendment or amended certificate of authority,
6 twenty dollars;

7 (3) Filing articles of merger or consolidation, twenty-five dollars plus five
8 dollars for each merging or consolidating Missouri corporation or foreign
9 corporation authorized to do business in Missouri over two in number;

10 (4) Filing articles of dissolution, twenty dollars; filing articles of
11 liquidation, twenty dollars;

12 (5) Filing of revocation of articles of dissolution, twenty dollars;

13 (6) Filing of restated articles of incorporation, twenty dollars;

14 (7) Filing an application for withdrawal of a foreign corporation and
15 issuing a certificate of withdrawal, twenty dollars;

16 (8) Filing statement of change of address of registered office or change of
17 registered agent, or both, five dollars;

18 (9) Filing resignation of registered agent, five dollars;

19 (10)] Certified copy of corporate record, in a written format fifty cents per
20 page plus five dollars for certification, or in an electronic format five dollars for

21 certification and copies;

22 [(11)] **(2)** Furnishing certificate of corporate existence, five dollars;

23 [(12)] **(3)** Furnishing certificate--others, [twenty] **five** dollars[;];

24 (13) Filing evidence of merger by a foreign corporation, twenty dollars
25 plus one dollar for each additional foreign corporation authorized to do business
26 in Missouri over two;

27 (14) Filing evidence of dissolution by a foreign corporation, twenty dollars;

28 (15) Filing certificate of conversion to a corporation under section 351.408,
29 fifty-three dollars;

30 (16) Filing certificate of conversion from a corporation under section
31 351.409, fifty dollars].

351.1015. 1. (1) The articles shall include:

2 (a) The name of the cooperative;

3 (b) The purpose of the cooperative, which may be or may include the
4 transaction of any lawful business for which a cooperative may be organized
5 under sections 351.1000 to 351.1228;

6 (c) The name and physical business or residence address of each
7 organizer;

8 (d) The effective date of the articles if other than the date of filing,
9 provided that such effective date can be no longer than ninety days after the date
10 of filing;

11 (e) The address, including street and number, of the cooperative's
12 registered office, which address may not be a post office box, and the name of the
13 cooperative's registered agent at such address; and

14 (f) The period of duration for the cooperative, if not perpetual.

15 (2) The articles may contain any other lawful provision.

16 (3) The articles shall be signed by the organizers.

17 2. The articles shall be filed with the secretary of state. [The fee for filing
18 the articles with the secretary of state is one hundred dollars.

19 3.] A cooperative shall be formed when the articles, and appropriate filing
20 fee, are filed with and stamped "Filed" by the secretary of state. In the case of
21 all articles which are accepted and stamped "Filed" by the secretary of state, it
22 shall be presumed that:

23 (1) All conditions precedent that are required to be performed by the
24 organizer or organizers have been so performed;

25 (2) The organization of the cooperative has been chartered by the state as
26 a separate legal entity; and

27 (3) The secretary of state shall issue a certificate of organization to the
28 cooperative.

29 [4.] 3. A cooperative shall not transact business prior to formation. A
30 cooperative shall not transact business in this state as an entity under sections
31 351.1000 to 351.1228 until the articles have been stamped "Filed" by the
32 secretary of state, whether on the date of filing or at a later effective date as
33 specified in the articles.

351.1018. 1. Unless otherwise set forth in the articles or bylaws, the
2 articles may be amended as follows:

3 (1) The board, by majority vote, shall pass a resolution stating the text of
4 the proposed amendment, a copy of which shall be forwarded by mail or otherwise
5 distributed with a regular or special members' meeting notice to each
6 member. The notice shall designate the time and place of the members' meeting
7 at which the proposed amendment is to be considered and voted on by the
8 members;

9 (2) At a meeting where a quorum of the members is registered as being
10 present or represented by alternative ballot, the proposed amendment shall be
11 adopted:

12 (a) If approved by a majority of the votes cast; or

13 (b) For a cooperative with articles or bylaws requiring more than majority
14 approval or other conditions for approval, the amendment is approved by a
15 proportion of the votes cast or a number of total members as required by the
16 articles or bylaws and the conditions for approval as set forth in the articles or
17 bylaws, if any, have been satisfied.

18 2. (1) Upon approval of an amendment under subsection 1 of this section,
19 articles of amendment shall then be prepared stating:

20 (a) The name of the cooperative;

21 (b) The effective date of the amendment, if the effective date is not the
22 date of filing with the secretary of state;

23 (c) The text of the amendment; and

24 (d) A statement that the amendment has been duly authorized in
25 accordance with the cooperative's articles and bylaws and sections 351.1000 to
26 351.1228.

27 (2) The articles of amendment shall be signed by an authorized officer of
28 the cooperative or a member of the board.

29 3. The articles of amendment shall be filed with the secretary of state
30 [with a filing fee of twenty dollars], and provided such articles of amendment

31 shall meet the requirements found in this section, shall be effective as of the date
32 of filing, unless a later date is specified therein. Upon acceptance and filing by
33 the secretary of state, the secretary of state shall stamp the articles of
34 amendment as "Filed" and shall cause the issuance of a certificate of amendment,
35 which shall then be forwarded to the party filing the articles of amendment and
36 held and filed by the secretary of state with the records of the cooperative.

351.1213. 1. (1) Subject to the constitution of this state, the laws of the
2 jurisdiction under which a foreign cooperative is organized govern its organization
3 and internal affairs and the liability of its members. A foreign cooperative shall
4 not be denied a certificate of authority to transact business in this state by reason
5 of any difference between those laws and the laws of this state.

6 (2) A foreign cooperative holding a valid certificate of authority in this
7 state has no greater rights or privileges than a domestic cooperative. The
8 certificate of authority does not authorize the foreign cooperative to exercise any
9 of its powers or purposes that a domestic cooperative is forbidden by law to
10 exercise in this state.

11 (3) A foreign cooperative may apply for a certificate of authority under any
12 name that would be available to a cooperative, whether or not the name is the
13 name under which it is authorized in its jurisdiction of organization.

14 (4) Nothing contained herein shall be interpreted to require a foreign
15 business entity which is not formed as a cooperative association under the laws
16 of any foreign jurisdiction but is otherwise operating on a cooperative basis to
17 comply with the provisions of sections 351.1000 to 351.1228, including but not
18 limited to obtaining a certificate of authority as set forth in subsection 2 of this
19 section. Such an entity shall, however, remain obligated to comply with the
20 revised statutes of Missouri, as applicable to such entity.

21 2. (1) Before transacting business in this state, a foreign cooperative shall
22 obtain a certificate of authority from the secretary of state. An applicant for the
23 certificate shall submit to the secretary of state an application for registration as
24 a foreign cooperative, signed by an authorized person and setting forth:

25 (a) The name of the foreign cooperative and, if different, the name under
26 which it proposes to register and transact business in this state;

27 (b) The jurisdiction of its organization or formation, and the date of such
28 organization or formation;

29 (c) The name and business address, which may not be a post office box,
30 of the proposed registered agent in this state, which agent shall be an individual
31 resident of this state, a domestic business entity, or a foreign cooperative having

32 a place of business in, and authorized to do business in, this state;

33 (d) The address of the registered office required to be maintained in the
34 jurisdiction of its organization by the laws of that jurisdiction or, if not so
35 required, of the principal place of business of the foreign cooperative;

36 (e) The date the foreign cooperative expires in the jurisdiction of its
37 organization; and

38 (f) A statement that the secretary of state is appointed as the agent of the
39 foreign cooperative for service of process if the foreign cooperative fails to
40 maintain a registered agent in this state or if the agent cannot be found or served
41 with the exercise of reasonable diligence.

42 (2) [The application shall be accompanied by a filing fee of one hundred
43 dollars.

44 (3) The application shall [also] be accompanied by a certificate of good
45 standing or certificate of existence issued by the secretary of state of the foreign
46 cooperative's state of domicile, which certificate shall be dated within sixty days
47 of the date of filing.

48 [(4)] (3) If the secretary of state finds that an application for a certificate
49 of authority conforms to law and all fees have been paid, the secretary of state
50 shall:

51 (a) File the original application; and

52 (b) Return a copy of the original application to the person who filed it
53 with a certificate of authority issued by the secretary of state.

54 [(5)] (4) A certificate of authority issued under this section is effective
55 from the date the application is filed with the secretary of state accompanied by
56 the payment of the requisite fees.

57 [(6)] (5) If any statement in the application for a certificate of authority
58 by a foreign cooperative was false when made or any arrangements or other facts
59 described have changed, making the application inaccurate in any respect, the
60 foreign cooperative shall promptly file with the secretary of state[:

61 (a)] **a certificate to that effect authenticated by the proper officer**
62 **of the state or country under the laws of which the foreign cooperative**
63 **is organized.**

64 (6) In the case of a change in its name, a termination, or a merger, a
65 certificate to that effect authenticated by the proper officer of the state or country
66 under the laws of which the foreign cooperative is organized[; and

67 (b) A fee for the document, which is the same as the fee for filing an
68 amendment] **shall be promptly filed with the secretary of state.**

69 3. A foreign cooperative authorized to transact business in this state shall:

70 (1) Appoint and continuously maintain a registered agent in the same
71 manner as provided in section 351.1027; or

72 (2) File a report upon any change in the name or business address of its
73 registered agent in the same manner as provided in section 351.1027.

74 4. (1) A foreign cooperative authorized to transact business in this state
75 may cancel its registration by filing articles of cancellation with the secretary of
76 state, which articles of cancellation shall set forth:

77 (a) The name of the foreign cooperative and the state or country under the
78 laws of which it is organized;

79 (b) That the foreign cooperative is not transacting business in this state;

80 (c) That the foreign cooperative surrenders its authority to transact
81 business in this state;

82 (d) That the foreign cooperative revokes the authority of its registered
83 agent in this state to accept service of process and consents to that service of
84 process in any action, suit, or proceeding based upon any cause of action arising
85 in this state out of the transaction of the foreign cooperative in this state;

86 (e) A post office address to which a person may mail a copy of any process
87 against the foreign cooperative; and

88 (f) That the authority of the secretary of state to accept service of process
89 in this state for any cause of action arising out of the transactions of the foreign
90 cooperative in this state remains in full force and effect.

91 (2) The filing with the secretary of state of a certificate of termination or
92 a certificate of merger if the foreign cooperative is not the surviving organization
93 from the proper officer of the state or country under the laws of which the foreign
94 cooperative is organized constitutes a valid application of withdrawal and the
95 authority of the foreign cooperative to transact business in this state shall cease
96 upon the filing of the certificate.

97 (3) The certificate of authority of a foreign cooperative to transact
98 business in this state may be revoked by the secretary of state upon the
99 occurrence of any of the following events:

100 (a) The foreign cooperative has failed to appoint and maintain a registered
101 agent as required by sections 351.1000 to 351.1228, file a report upon any change
102 in the name or business address of the registered agent, or file in the office of the
103 secretary of state any amendment to its application for a certificate of authority
104 as specified in subdivision (6) of subsection 2 of this section; or

105 (b) A misrepresentation has been made of any material matter in any

106 application, report, affidavit, or other document submitted by the foreign
107 cooperative under sections 351.1000 to 351.1228.

108 (4) No certificate of authority of a foreign cooperative shall be revoked by
109 the secretary of state unless:

110 (a) The secretary of state has given the foreign cooperative not less than
111 sixty days' notice by mail addressed to its registered office in this state or, if the
112 foreign cooperative fails to appoint and maintain a registered agent in this state,
113 addressed to the office address in the jurisdiction of organization; and

114 (b) During the sixty-day period, the foreign cooperative has failed to file
115 the report of change regarding the registered agent, to file any amendment, or to
116 correct the misrepresentation.

117 (5) Sixty days after the mailing of the notice without the foreign
118 cooperative taking the action set forth in paragraph (b) of subdivision (4) of this
119 subsection, the authority of the foreign cooperative to transact business in this
120 state shall cease. The secretary of state shall issue a certificate of revocation and
121 shall mail the certificate to the address of the registered agent in this state or if
122 there is none, then to the principal place of business or the registered office
123 required to be maintained in the jurisdiction of organization of the foreign
124 cooperative.

125 5. (1) A foreign cooperative transacting business in this state shall not
126 maintain any action, suit, or proceeding in any court of this state until it
127 possesses a certificate of authority.

128 (2) The failure of a foreign cooperative to obtain a certificate of authority
129 does not impair the validity of any contract or act of the foreign cooperative or
130 prevent the foreign cooperative from defending any action, suit, or proceeding in
131 any court of this state.

132 (3) A foreign cooperative, by transacting business in this state without a
133 certificate of authority, appoints the secretary of state as its agent upon whom
134 any notice, process, or demand may be served.

135 (4) A foreign cooperative that transacts business in this state without a
136 valid certificate of authority is liable to the state for the years or parts of years
137 during which it transacted business in this state without the certificate in any
138 amount equal to all fees that would have been imposed by sections 351.1000 to
139 351.1228 upon the foreign cooperative had it duly obtained the certificate, filed
140 all reports required by sections 351.1000 to 351.1228, and paid all penalties
141 imposed by sections 351.1000 to 351.1228. The attorney general shall bring
142 proceedings to recover all amounts due this state under the provisions of this

143 section.

144 (5) A foreign cooperative that transacts business in this state without a
145 valid certificate of authority shall be subject to a civil penalty, payable to the
146 state, not to exceed five thousand dollars. Each director or in the absence of
147 directors, each member or agent who authorizes, directs, or participates in the
148 transaction of business in this state on behalf of a foreign cooperative that does
149 not have a certificate shall be subject to a civil penalty, payable to the state, not
150 to exceed one thousand dollars.

151 (6) The civil penalties set forth in subdivision (5) of this subsection may
152 be recovered in an action brought in this state by the attorney general. Upon a
153 finding by the court that a foreign cooperative or any of its members, directors,
154 or agents have transacted business in this state in violation of sections 351.1000
155 to 351.1228, the court shall issue, in addition to the imposition of a civil penalty,
156 an injunction restraining the further transaction of the business of the foreign
157 cooperative and the further exercise of the foreign cooperative's rights and
158 privileges in this state. The foreign cooperative shall be enjoined from
159 transacting business in this state until all civil penalties plus any interest and
160 court costs that the court may assess have been paid and until the foreign
161 cooperative has otherwise complied with the provisions of sections 351.1000 to
162 351.1228.

163 (7) A member of a foreign cooperative shall not be liable for the debts and
164 obligations of the foreign cooperative solely by reason of foreign cooperative's
165 having transacted business in this state without a valid certificate of authority.

166 6. (1) The following activities of a foreign cooperative, among others, shall
167 not constitute transacting business within the meaning of this section:

168 (a) Maintaining or defending any action or suit or any administrative
169 arbitration proceeding, or settling any proceeding, claim, or dispute;

170 (b) Holding meetings of its members or carrying on any other activities
171 concerning its internal affairs;

172 (c) Maintaining bank accounts;

173 (d) Having members that are residents of this state or such members
174 having retail locations in this state;

175 (e) Selling through independent contractors;

176 (f) Soliciting or obtaining orders, whether by mail or through employees
177 or agents or otherwise, if the orders require acceptance outside this state before
178 they become contracts;

179 (g) Creating or acquiring indebtedness, mortgages, and security interests

180 in real or personal property;

181 (h) Securing or collecting debts or enforcing mortgages and security
182 interests in property securing the debts;

183 (i) Selling or transferring title to property in this state to any person; or

184 (j) Conducting an isolated transaction that is completed within thirty days
185 and that is not one in the course of repeated transactions of a like manner.

186 (2) For purposes of this section, any foreign cooperative that owns
187 income-producing real or tangible personal property in this state, other than
188 property exempted under subdivision (1) of this subsection, shall be considered
189 to be transacting business in this state.

190 (3) The list of activities in subdivision (1) of this subsection shall not be
191 exhaustive. This subsection shall not apply in determining the contracts or
192 activities that may subject a foreign cooperative to service of process or taxation
193 in this state or to regulation under any other law of this state.

194 7. The secretary of state, the attorney general, or both, may bring an
195 action to restrain a foreign cooperative from transacting business in this state in
196 violation of sections 351.1000 to 351.1228 or other laws of this state.

197 8. Service of process on a foreign cooperative shall be as provided under
198 Missouri law.

355.011. 1. A document must satisfy the requirements of this section, and
2 of any other section that adds to or varies these requirements, to be entitled to
3 filing by the secretary of state.

4 2. No document shall be entitled to filing by the secretary of state unless
5 this chapter requires or permits filing the document in the office of the secretary
6 of state.

7 3. The document must contain the information required by this chapter.
8 It may contain other information as well.

9 4. The document must be typewritten or printed.

10 5. The document must be in the English language. However, a corporate
11 name need not be in English if written in English letters or Arabic or Roman
12 numerals, and the certificate of existence required of foreign corporations need
13 not be in English if accompanied by a reasonably authenticated English
14 translation.

15 6. The document must be executed:

16 (1) By the presiding officer of the board of directors of a domestic or
17 foreign corporation, its president, or by another of its officers;

18 (2) If directors have not been selected or the corporation has not been

19 formed, by an incorporator; or

20 (3) If the corporation is in the hands of a receiver, trustee, or other
21 court-appointed fiduciary, by that fiduciary.

22 7. The person executing a document shall sign it and state beneath or
23 opposite the signature his name and the capacity in which he signs. The
24 document may, but need not, contain:

25 (1) The corporate seal;

26 (2) An attestation by the secretary or an assistant secretary; or

27 (3) An acknowledgment, verification, or proof.

28 8. If the secretary of state has prescribed a mandatory form for a
29 document under section 355.016, the document must be in or on the prescribed
30 form.

31 9. The document must be delivered to the office of the secretary of state
32 for filing and must be accompanied by one exact or conformed copy, except as
33 provided in sections 355.171 and 355.791, [the correct filing fee,] and any license
34 fee or penalty required by this chapter or other law.

35 10. Any statement or document filed under this chapter represents that
36 the signer believes the statements are true and correct to the best knowledge and
37 belief of the person signing, subject to the penalties of section 557.040.

355.021. 1. The secretary of state shall collect [the following fees] **a**
2 **twenty dollar fee for an application for reinstatement following**
3 **administrative dissolution** when the documents [described in this subsection]
4 are delivered for filing[:

5 (1) Articles of incorporation, twenty dollars;

6 (2) Application for reserved name, twenty dollars;

7 (3) Notice of transfer of reserved name, two dollars;

8 (4) Application for renewal of reserved name, twenty dollars;

9 (5) Corporation's statement of change of registered agent or registered
10 office or both, five dollars;

11 (6) Agent's statement of change of registered office for each affected
12 corporation, five dollars;

13 (7) Agent's statement of resignation, five dollars;

14 (8) Amendment of articles of incorporation, five dollars;

15 (9) Restatement of articles of incorporation with amendments, five dollars;

16 (10) Articles of merger, five dollars;

17 (11) Articles of dissolution, five dollars;

18 (12) Articles of revocation of dissolution, five dollars;

19 (13) Application for reinstatement following administrative dissolution,
20 twenty dollars;

21 (14) Application for certificate of authority, twenty dollars;

22 (15) Application for amended certificate of authority, five dollars;

23 (16) Application for certificate of withdrawal, five dollars;

24 (17) Corporate registration report filed annually, ten dollars if filed in a
25 written format or five dollars if filed electronically in a format prescribed by the
26 secretary of state;

27 (18) Corporate registration report filed biennially, twenty dollars if filed
28 in a written format or ten dollars if filed electronically in a format prescribed by
29 the secretary of state;

30 (19) Articles of correction, five dollars;

31 (20) Certificate of existence or authorization, five dollars;

32 (21) Any other document required or permitted to be filed by this chapter,
33 five dollars].

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

38 3. The secretary of state shall collect the following fees for copying and
39 certifying the copy of any filed document relating to a domestic or foreign
40 corporation: in a written format fifty cents per page plus five dollars for
41 certification, or in an electronic format five dollars for certification and copies.

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

355.023. 1. The secretary of state may collect [an additional] a fee of five
2 dollars [on] **in lieu of** each and every fee [required in] **that was removed from**
3 **this chapter as of August 28, 2015**. All fees collected as provided in this section
4 shall be deposited in the state treasury and credited to the secretary of state's
5 technology trust fund account. The provisions of this section shall expire on
6 December 31, [2017] **2021**.

7 2. **All fees required as of August 28, 2015, shall be reflected in a**
8 **schedule of fees published on the website of the secretary of state. The**
9 **secretary of state may also collect a fee of five dollars on each and**

10 **every fee required in this chapter as of August 28, 2015.**

355.703. 1. A voluntarily dissolved corporation shall file its articles of
2 termination with the secretary of state's office when it has disposed of all claims
3 filed against it pursuant to this chapter. The articles of termination shall state:

- 4 (1) The name of the corporation;
- 5 (2) The date of its dissolution;
- 6 (3) A statement that it has disposed of all claims filed against it pursuant
7 to this chapter;
- 8 (4) A statement that all debts, obligations and liabilities of the corporation
9 have been paid and discharged, or adequate provision has been made therefor.

10 2. [The filing fee for filing articles of termination is five dollars.

11 3.] If the secretary of state finds that the articles of termination conform
12 to law and the necessary fees have been paid, he shall issue a certificate of
13 termination which will state that the corporation no longer exists and this cannot
14 be recognized as a separate legal entity with rights and privileges. Upon the
15 effective date of the articles of termination, the corporation will cease existence
16 and its name will be immediately available.

355.857. 1. Notwithstanding the provisions of section 355.856 to the
2 contrary, beginning January 1, 2010, the secretary of state may provide
3 corporations the option of biennially filing corporate registration reports. Any
4 corporation incorporated or qualified in an even-numbered year may file a
5 biennial corporate registration report only in an even-numbered calendar year,
6 and any corporation incorporated or qualified in an odd-numbered year may file
7 a biennial corporate registration report only in an odd-numbered calendar year,
8 subject to the following requirements:

9 (1) [The fee paid at the time of biennial registration shall be that specified
10 in section 355.021;

11 (2)] A corporation's biennial corporate registration report shall be filed in
12 a format as prescribed by the secretary of state;

13 [(3)] (2) The secretary of state may collect an additional fee of ten dollars
14 on each biennial corporate registration report filed under this section. Such fee
15 shall be deposited into the state treasury and credited to the secretary of state's
16 technology trust fund account.

17 2. Once a corporation chooses the option of biennial registration, such
18 registration shall be maintained for the full twenty-four-month period. Once the
19 twenty-four-month period has expired and another corporate registration report
20 is due, a corporation may choose to file an annual registration report under

21 section 355.856. However, upon making such choice the corporation may later
22 only choose to file a biennial corporate registration report in a year appropriate
23 under subsection 1 of this section, based on the year in which the corporation was
24 incorporated.

25 3. The secretary of state may promulgate rules for the effective
26 administration of this section. Any rule or portion of a rule, as that term is
27 defined in section 536.010, that is created under the authority delegated in this
28 section shall become effective only if it complies with and is subject to all of the
29 provisions of chapter 536 and, if applicable, section 536.028. This section and
30 chapter 536 are nonseverable and if any of the powers vested with the general
31 assembly pursuant to chapter 536 to review, to delay the effective date, or to
32 disapprove and annul a rule are subsequently held unconstitutional, then the
33 grant of rulemaking authority and any rule proposed or adopted after August 28,
34 2009, shall be invalid and void.

356.211. 1. Each professional corporation and each foreign professional
2 corporation shall file with the secretary of state a corporate registration report
3 pursuant to section 351.120 or 351.122. The corporate registration report shall
4 set forth the following information: the names and residence or physical business
5 addresses of all officers, directors and shareholders of that professional
6 corporation as of the date of the report.

7 2. The report shall be made on a form to be prescribed and furnished by
8 the secretary of state, and shall be executed by an officer of the corporation or
9 authorized person.

10 3. [A filing fee in the amount set out in section 351.122 or 351.125 shall
11 be paid with the filing of each report, and no other fees shall be charged therefor;
12 except that,] Penalty fees may be imposed by the secretary of state for late
13 filings. The report shall be filed subject to the time requirements of section
14 351.120 or 351.122.

15 4. If a professional corporation or foreign professional corporation shall
16 fail to file a report qualifying with the provisions of this section when such a
17 filing is due, then the corporation shall be subject to the provisions of chapter 351
18 that are applicable to a corporation that has failed to timely file the corporate
19 registration report required to be filed under chapter 351.

356.233. 1. The secretary of state may collect [an additional] a fee of five
2 dollars [on] **in lieu of** each and every fee [required in] **that was removed from**
3 this chapter **as of August 28, 2015. The secretary of state may also collect**
4 **a fee of five dollars on each and every fee required in this chapter as**

5 **of August 28, 2015.** All fees collected as provided in this section shall be
6 deposited in the state treasury and credited to the secretary of state's technology
7 trust fund account. The provisions of this section shall expire on December 31,
8 **[2017] 2021.**

9 **2. All fees required by this chapter as of August 1, 2015, and as**
10 **of the effective date of this section shall be published on the website of**
11 **the secretary of state.**

357.010. 1. Any number of persons, not less than twelve, may associate
2 themselves together as a cooperative association, society or exchange, having all
3 the incidents, powers and privileges of corporations, for the purpose of producing
4 or furnishing goods, services, or housing, or for the purpose of conducting any
5 agricultural or mercantile business on the cooperative plan, including the buying,
6 selling, manufacturing, storage, transportation or other handling or dealing in or
7 with, by associations of agriculturists, of agricultural, dairy or similar products,
8 and including the manufacturing transformation of such articles into products
9 derived therefrom, and for the purpose of the purchasing of or selling to all
10 shareholders and others groceries, provisions and all other articles of
11 merchandise.

12 2. For the purposes of this section the words "association", "company",
13 "corporation", "society" or "exchange" shall be construed to mean the same.

14 3. A corporation, other than a cooperative incorporated under this chapter,
15 may convert itself into a cooperative, if such corporation can qualify as a
16 cooperative under the provisions of this chapter, by adopting an amendment to
17 its articles of incorporation by which it elects to become subject to the provisions
18 of this chapter. Such amendment shall include all information required by
19 section 357.020 and may include any desirable changes permitted by this
20 chapter. Such amendment shall be adopted, filed and recorded in the manner
21 provided by law applicable to the corporation prior to such conversion[, except
22 that the fee for such amendment shall be that amount required of a newly formed
23 cooperative as set forth in section 357.060].

357.030. Any such association may amend its articles of incorporation by
2 a majority vote of its shareholders at any regular shareholders' meeting or at any
3 special shareholders' meeting called for that purpose on sixty days' written notice
4 by mail to all shareholders. Said power to amend shall include the power to
5 increase or diminish the amount of capital stock and the number of shares, but
6 the amount of capital stock shall not be so diminished below the amount of
7 paid-up capital at the time the amendment is adopted. Within thirty days after

8 the adoption of an amendment to its articles of incorporation, such association
9 shall cause a copy of such amendment to be recorded in the office of the recorder
10 of deeds of the county or city wherein its principal place of business is located,
11 and a certified copy thereof in the office of the secretary of state. [The fee of the
12 secretary of state for filing an article of amendment shall be one dollar, and no
13 increase in the authorized shares of the corporation shall be valid or effectual
14 unless the corporation has paid the director of revenue five dollars for each ten
15 thousand dollars or less of the increase in the authorized shares of the
16 corporation, and the corporation shall file a duplicate receipt issued by the
17 director of revenue for the payments required by this section to be made with the
18 secretary of state.]

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

- 4 (1) The name of the partnership;
- 5 (2) The address of a registered office and the name and address of a
6 registered agent for service of process required to be maintained by section
7 358.470;
- 8 (3) The number of partners in the partnership at the date of application;
- 9 (4) A brief statement of the principal business in which the partnership
10 engages;
- 11 (5) That the partnership thereby applies for registration as a registered
12 limited liability partnership; and
- 13 (6) Any other information the partnership determines to include in the
14 application.

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

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

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

- 26 (1) Endorse on the copy the word "Filed" and the month, day and year of

27 the filing;

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

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

31 [5.] 4. A partnership becomes a registered limited liability partnership
32 on the date of the filing in the office of the secretary of state of an application
33 that, as to form, meets the requirements of subsections 1 and 2 of this section
34 [and that is accompanied by the fee specified in subsection 3 of this section,] or
35 at any later time specified in the application.

36 [6.] 5. An initial application filed under subsection 1 of this section by
37 a partnership registered by the secretary of state as a limited liability
38 partnership expires one year after the date of registration unless earlier
39 withdrawn or revoked or unless renewed in accordance with subsection 9 of this
40 section.

41 [7.] 6. If a person is included in the number of partners of a registered
42 limited liability partnership set forth in an application, a renewal application or
43 a certificate of amendment of an application or a renewal application, the
44 inclusion of such person shall not be admissible as evidence in any action, suit
45 or proceeding, whether civil, criminal, administrative or investigative, for the
46 purpose of determining whether such person is liable as a partner of such
47 registered limited liability partnership. The status of a partnership as a
48 registered limited liability partnership and the liability of a partner of such
49 registered limited liability partnership shall not be adversely affected if the
50 number of partners stated in an application, a renewal application or a certificate
51 of amendment of an application or a renewal application is erroneously stated
52 provided that the application, renewal application or certificate of amendment of
53 an application or a renewal application was filed in good faith.

54 [8.] 7. Any person who files an application or a renewal application in the
55 office of the secretary of state pursuant to this section shall not be required to file
56 any other documents pursuant to chapter 417 which requires filing for fictitious
57 names.

58 [9.] 8. An effective registration may be renewed before its expiration by
59 filing in duplicate with the secretary of state an application containing current
60 information of the kind required in an initial application, including the
61 registration number as assigned by the secretary of state. [The renewal
62 application shall be accompanied by a fee of one hundred dollars on the date of
63 renewal plus, if the renewal increases the number of partners, fifty dollars for

64 each partner added, but the fee shall not exceed two hundred dollars. All moneys
65 from such fees shall be deposited into the general revenue fund.] A renewal
66 application filed under this section continues an effective registration for one year
67 after the date the effective registration would otherwise expire.

68 [10.] 9. A registration may be withdrawn by filing with the secretary of
69 state a written withdrawal notice signed on behalf of the partnership by a
70 majority of the partners or by one or more partners authorized by a majority of
71 the partners to sign the notice on behalf of the partnership. A withdrawal notice
72 shall include the name of the partnership, the date of registration of the
73 partnership's last application under this section, and a current street address of
74 the partnership's principal office in this state or outside the state, as applicable.
75 A withdrawal notice terminates the registration of the partnership as a limited
76 liability partnership as of the date of filing the notice in the office of the secretary
77 of state. [The withdrawal notice shall be accompanied by a filing fee of twenty
78 dollars.]

79 [11.] 10. If a partnership that has registered pursuant to this section
80 ceases to be registered as provided in subsection 6 or 10 of this section, that fact
81 shall not affect the status of the partnership as a registered limited liability
82 partnership prior to the date the partnership ceased to be registered pursuant to
83 this section.

84 [12.] 11. A document filed under this section may be amended or
85 corrected by filing with the secretary of state articles of amendment, signed by
86 a majority of the partners or by one or more partners authorized by a majority of
87 the partners. The articles of amendment shall contain:

- 88 (1) The name of the partnership;
- 89 (2) The identity of the document being amended;
- 90 (3) The part of the document being amended; and
- 91 (4) The amendment or correction.

92 [The articles of amendment shall be accompanied by a filing fee of twenty dollars
93 plus, if the amendment increases the number of partners, fifty dollars for each
94 partner added, but the fee shall not exceed two hundred dollars; provided that]
95 No amendment of an application or a renewal application is required as a result
96 of a change after the application or renewal application is filed in the number of
97 partners of the registered limited liability partnership or in the business in which
98 the registered limited liability partnership engages. [All moneys from such fees
99 shall be deposited into the general revenue fund.] The status of a partnership as
100 a registered limited liability partnership shall not be affected by changes after

101 the filing of an application or a renewal application in the information stated in
102 the application or renewal application.

103 [13.] 12. No later than ninety days after the happening of any of the
104 following events, an amendment to an application or a renewal application
105 reflecting the occurrence of the event or events shall be executed and filed by a
106 majority in interest of the partners or by one or more partners authorized by a
107 majority of the partners to execute an amendment to the application or renewal
108 application:

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

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

113 [14.] 13. Unless otherwise provided in this chapter or in the certificate
114 of amendment of an application or a renewal application, a certificate of
115 amendment of an application or a renewal application or a withdrawal notice of
116 an application or a renewal application shall be effective at the time of its filing
117 with the secretary of state.

118 [15.] 14. The secretary of state may provide forms for the application
119 specified in subsection 1 of this section, the renewal application specified in
120 subsection 9 of this section, the withdrawal notice specified in subsection 10 of
121 this section, and the amendment or correction specified in subsection 12 of this
122 section.

123 [16.] 15. The secretary of state may remove from its active records the
124 registration of a partnership whose registration has been withdrawn, revoked or
125 has expired.

126 [17.] 16. The secretary of state may revoke the filing of a document filed
127 under this section if the secretary of state determines that the [filing]
128 **accompanying** fee for the document was paid by an instrument that was
129 dishonored when presented by the state for payment. The secretary of state shall
130 return the document and give notice of revocation to the filing party by regular
131 mail. Failure to give or receive notice does not invalidate the revocation. A
132 revocation of a filing does not affect an earlier filing.

133 [18.] 17. If any person signs a document required or permitted to be filed
134 pursuant to sections 358.440 to 358.500 which the person knows is false in any
135 material respect with the intent that the document be delivered on behalf of a
136 partnership to the secretary of state for filing, such person shall be guilty of a
137 class A misdemeanor. Unintentional errors in the information set forth in an

138 application filed pursuant to subsection 1 of this section, or changes in the
139 information after the filing of the application, shall not affect the status of a
140 partnership as a registered limited liability partnership.

141 [19.] 18. Before transacting business in this state, a foreign registered
142 limited liability partnership shall:

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

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

149 (a) That the secretary is irrevocably appointed the agent of the foreign
150 limited liability partnership for service of process if the limited liability
151 partnership fails to maintain a registered agent in this state or if the agent
152 cannot be found or served with the exercise of reasonable diligence; and

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

156 [20.] 19. A partnership that registers as a limited liability partnership
157 shall not be deemed to have dissolved as a result thereof and is for all purposes
158 the same partnership that existed before the registration and continues to be a
159 partnership under the laws of this state. If a registered limited liability
160 partnership dissolves, a partnership which is a successor to such registered
161 limited liability partnership and which intends to be a registered limited liability
162 partnership shall not be required to file a new registration and shall be deemed
163 to have filed any documents required or permitted under this chapter which were
164 filed by the predecessor partnership.

165 [21. Fees mandated in subsection 3 of this section shall be waived if a
166 general partner of the partnership is a member of the Missouri National Guard
167 or any other active duty military, resides in the state of Missouri, and provides
168 proof of such service to the secretary of state.]

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

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

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

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

26 [3. A fee in the amount of twenty-five dollars shall be paid to the
27 secretary of state upon receipt for filing of an application for reservation of name,
28 an application for renewal of reservation or a notice of transfer or cancellation
29 pursuant to this section. All moneys from the payment of this fee shall be
30 deposited into the general revenue fund.]

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

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

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

14 partnership itself.

15 2. A registered agent may change the address of the registered office of
16 the registered limited liability partnerships or foreign registered limited liability
17 partnerships for which the agent is the registered agent to another address in the
18 state of Missouri by [paying a fee in the amount of ten dollars, and a further fee
19 in the amount of two dollars for each registered limited liability partnership or
20 foreign registered limited liability partnership affected thereby, to the secretary
21 of state and] filing with the secretary of state a certificate, executed by such
22 registered agent, setting forth the names of all the registered limited liability
23 partnerships or foreign registered limited liability partnerships represented by
24 such registered agent, and the address at which such registered agent has
25 maintained the registered office for each of such registered limited liability
26 partnerships or foreign registered limited liability partnerships, and further
27 certifying to the new address to which such registered office will be changed on
28 a given day, and at which new address such registered agent will thereafter
29 maintain the registered office for each of the registered limited liability
30 partnerships or foreign registered limited liability partnerships recited in the
31 certificate. Upon the filing of such certificate, the secretary of state shall furnish
32 to the registered agent a certified copy of the same under the secretary of state's
33 hand and seal of office, and thereafter, or until further change of address, as
34 authorized by law, the registered office in the state of Missouri of each of the
35 registered limited liability partnerships or foreign registered limited liability
36 partnerships recited in the certificate shall be located at the new address of the
37 registered agent thereof as given in the certificate. In the event of a change of
38 name of any person acting as a registered agent of a registered limited liability
39 partnership or foreign registered limited liability partnership, such registered
40 agent shall file with the secretary of state a certificate, executed by such
41 registered agent, setting forth the new name of such registered agent, the name
42 of such registered agent before it was changed, the names of all the registered
43 limited liability partnerships or foreign registered limited liability partnerships
44 represented by such registered agent, and the address at which such registered
45 agent has maintained the registered office for each of such registered limited
46 liability partnerships or foreign registered limited liability partnerships[, and
47 shall pay a fee in the amount of twenty-five dollars, and a further fee in the
48 amount of two dollars for each registered limited liability partnership or foreign
49 registered limited liability partnership affected thereby, to the secretary of
50 state]. Upon the filing of such certificate, the secretary of state shall furnish to

51 the registered agent a certified copy of the same under the secretary of state's
52 hand and seal of office. Filing a certificate under this section shall be deemed to
53 be an amendment of the application, renewal application or notice filed pursuant
54 to subsection [19] 18 of section 358.440, as the case may be, of each registered
55 limited liability partnership or foreign registered limited liability partnership
56 affected thereby, and each such registered limited liability partnership or foreign
57 registered limited liability partnership shall not be required to take any further
58 action with respect thereto to amend its application, renewal application or notice
59 filed, as the case may be, pursuant to section 358.440.

60 Any registered agent filing a certificate under this section shall promptly, upon
61 such filing, deliver a copy of any such certificate to each registered limited
62 liability partnership or foreign registered limited liability partnership affected
63 thereby.

64 3. The registered agent of one or more registered limited liability
65 partnerships or foreign registered limited liability partnerships may resign and
66 appoint a successor registered agent by [paying a fee in the amount of fifty
67 dollars, and a further fee in the amount of two dollars for each registered limited
68 liability partnership or foreign registered limited liability partnership affected
69 thereby, to the secretary of state and] filing a certificate with the secretary of
70 state, stating that it resigns and the name and address of the successor registered
71 agent. There shall be attached to such certificate a statement executed by each
72 affected registered limited liability partnership or foreign registered limited
73 liability partnership ratifying and approving such change of registered
74 agent. Upon such filing, the successor registered agent shall become the
75 registered agent of such registered limited liability partnerships or foreign
76 registered limited liability partnerships as have ratified and approved such
77 substitution and the successor registered agent's address, as stated in such
78 certificate, shall become the address of each such registered limited liability
79 partnership's or foreign registered limited liability partnership's registered office
80 in the state of Missouri. The secretary of state shall furnish to the successor
81 registered agent a certified copy of the certificate of resignation. Filing of such
82 certificate of resignation shall be deemed to be an amendment of the application,
83 renewal application or notice filed pursuant to subsection [19] 18 of section
84 358.440, as the case may be, of each registered limited liability partnership or
85 foreign registered limited liability partnership affected thereby, and each such
86 registered limited liability partnership or foreign registered limited liability
87 partnership shall not be required to take any further action with respect thereto,

88 to amend its application, renewal application or notice filed pursuant to
89 subsection [19] 18 of section 358.440, as the case may be, pursuant to section
90 358.440.

91 4. The registered agent of a registered limited liability partnership or
92 foreign registered limited liability partnership may resign without appointing a
93 successor registered agent by [paying a fee in the amount of ten dollars to the
94 secretary of state and] filing a certificate with the secretary of state stating that
95 it resigns as registered agent for the registered limited liability partnership or
96 foreign registered limited liability partnership identified in the certificate, but
97 such resignation shall not become effective until one hundred twenty days after
98 the certificate is filed. There shall be attached to such certificate an affidavit of
99 such registered agent, if an individual, or the president, a vice president or the
100 secretary thereof if a corporation, that at least thirty days prior to and on or
101 about the date of the filing of the certificate, notices were sent by certified or
102 registered mail to the registered limited liability partnership or foreign registered
103 limited liability partnership for which such registered agent is resigning as
104 registered agent, at the principal office thereof within or outside the state of
105 Missouri, if known to such registered agent or, if not, to the last known address
106 of the attorney or other individual at whose request such registered agent was
107 appointed for such registered limited liability partnership or foreign registered
108 limited liability partnership, of the resignation of such registered agent. After
109 receipt of the notice of the resignation of its registered agent, the registered
110 limited liability partnership or foreign registered limited liability partnership for
111 which such registered agent was acting shall obtain and designate a new
112 registered agent, to take the place of the registered agent so resigning. If such
113 registered limited liability partnership or foreign registered limited liability
114 partnership fails to obtain and designate a new registered agent prior to the
115 expiration of the period of one hundred twenty days after the filing by the
116 registered agent of the certificate of resignation, the application, renewal
117 application or notice filed pursuant to subsection [19] 18 of section 358.440 of
118 such registered limited liability partnership or foreign registered limited liability
119 partnership shall be deemed to be cancelled.

358.501. 1. The secretary of state may collect [an additional] a fee of five
2 dollars [on] **in lieu of** each and every fee [required in] **that was removed from**
3 this chapter relating to limited liability partnerships **as of August 28,**
4 **2015. The secretary of state may also collect a fee of five dollars on**
5 **each and every fee required in this chapter as of August 28, 2015.** All

6 fees collected as provided in this section shall be deposited in the state treasury
7 and credited to the secretary of state's technology trust fund account.

8 **2. All fees required by this chapter as of August 1, 2015, and as**
9 **of the effective date of this section shall be published on the website of**
10 **the secretary of state.**

359.145. 1. A domestic or foreign limited partnership may file a
2 statement of correction in a format prescribed by the secretary of state, if the
3 document contains an incorrect statement as of the date such document was filed.

4 2. The statement of correction shall:

5 (1) State the name of the limited partnership;

6 (2) State the type of document being corrected;

7 (3) State the name of the jurisdiction under the law of organization;

8 (4) Describe the incorrect statement and the reason for the correction;

9 (5) If the correction is for a foreign limited partnership with regard to an
10 incorrect name, provide a certificate of existence, or document of similar import,
11 duly authenticated by the secretary of state or other official having custody of the
12 records in the state or country under whose laws it is registered.

13 3. Articles of correction are effective on the effective date of the document
14 they correct except as to persons relying on the uncorrected document and
15 adversely affected by the correction. As to those persons articles of correction are
16 effective when filed.

17 4. [The secretary of state shall collect a filing fee of five dollars upon
18 filing the statement of correction.

19 5.] The statement of correction shall be signed by an authorized person
20 of the limited liability partnership.

359.531. 1. A foreign limited partnership authorized to transact business
2 in this state shall obtain an amended certificate of registration from the secretary
3 of state if it changes:

4 (1) The name of the limited partnership;

5 (2) The state or country of its registration;

6 (3) The address of the office required to be maintained in the state of its
7 organization by the laws of that state or if not so required of the principal office
8 of the foreign limited partnership;

9 (4) The name and business address of any general partner; and

10 (5) The address of the office at which is kept a list of the names and
11 addresses and capital contributions of the limited partners.

12 2. The amendment shall include a certificate of existence or document of

13 similar import duly authenticated by the secretary of state or other official having
14 custody of the records in the state or country under whose laws it is registered,
15 such document should be dated within sixty calendar days from filing for
16 acceptance.

17 [3. The fee for filing an amended certificate of registration shall be twenty
18 dollars.]

359.641. 1. All domestic limited partnerships formed on or after January
2 1, 1987, and all foreign limited partnerships doing business in Missouri after
3 January 1, 1987, shall be governed by the provisions of this act.

4 2. All domestic limited partnerships formed prior to January 1, 1987,
5 shall have until January 1, 1989, to elect to be governed by the provisions of this
6 act. Those domestic limited partnerships not electing to comply with this act will
7 be subject to the sanctions of section 359.691.

8 3. All domestic limited partnerships formed prior to January 1, 1987,
9 which elect to be governed by this act shall file with the secretary of state a
10 certificate of partnership as required by section 359.091, or file with the secretary
11 of state the original certificate of partnership and its amendments, if any, plus
12 a designation of registered office and registered agent. [All those domestic
13 limited partnerships formed prior to January 1, 1987, will be charged a filing fee
14 of fifty dollars by the secretary of state when complying with this section.]

359.653. 1. The secretary of state may collect [an additional] a fee of five
2 dollars [on] **in lieu of** each and every fee [required in] **that was removed from**
3 **this chapter as of August 28, 2015. The secretary of state may also collect**
4 **a fee of five dollars on each and every fee required in this chapter as**
5 **of August 28, 2015.** All fees collected as provided in this section shall be
6 deposited in the state treasury and credited to the secretary of state's technology
7 trust fund account. The provisions of this section shall expire on December 31,
8 [2017] **2021.**

9 2. **All fees required by this chapter as of August 1, 2015, and as**
10 **of the effective date of this section shall be published on the website of**
11 **the secretary of state.**

392.010. Any number of persons, not less than five, being subscribers to
2 the stock of any contemplated telephone or magnetic telegraph company, may be
3 formed into a corporation for the purpose of constructing, owning, operating and
4 maintaining lines of telephone or magnetic telegraph, upon complying with the
5 following requirements: Whenever stock to the amount of not less than twenty
6 thousand dollars shall have been subscribed for the purpose of forming a

7 telegraph company, or five hundred dollars for the purpose of forming a telephone
8 company, the subscribers to such stock shall elect such number of directors, not
9 less than three nor more than twenty-one, as they may determine, and shall
10 severally subscribe articles of association, which shall set forth the name of the
11 corporation, the amount of the capital stock of the company, the number of
12 directors, the amount of each share of stock, the number and names of the
13 subscribers to the stock of the company, and the number of shares of stock taken
14 by each subscriber, the location of the principal office or place of business of the
15 company, and the names of its authorized agents thereat, which shall be verified
16 by the affidavit of at least three of the subscribers thereto[, and shall pay into the
17 state treasury fifty dollars for the first fifty thousand dollars or less of its capital
18 stock, and the further sum of five dollars for every additional ten thousand
19 dollars thereof].

417.016. 1. Subject to the limitations set forth in sections 417.005 to
2 417.066, any person who adopts and uses a mark in this state may file in the
3 office of the secretary of state, on a form to be authorized or furnished by the
4 secretary of state, an application for registration of that mark setting forth, but
5 not limited to, the following information:

6 (1) The name and business address of the person applying for such
7 registration; and, if a corporation, the state of incorporation;

8 (2) The goods or services in connection with which the mark is used and
9 the mode or manner in which the mark is used in connection with such goods or
10 services and the class in which such goods or services fall;

11 (3) The date when the mark was first used anywhere and the date when
12 it was first used in this state by the applicant or his predecessor in business; and

13 (4) A statement that the applicant is the owner of the mark and that no
14 other person has the right to use such mark in this state either in the identical
15 form thereof or in such near resemblance thereto as might be calculated to
16 deceive or to be mistaken therefor.

17 2. The application shall be signed and verified by the applicant or by a
18 member of the firm or an officer of the corporation or association applying.

19 3. The application shall be accompanied by a specimen or facsimile of such
20 mark in triplicate.

21 4. [The application for registration shall be accompanied by a fee of fifty
22 dollars, payable to the director of revenue.

23 5.] The secretary of state may also require a statement as to whether an
24 application to register the mark, or portions or a composite thereof, has been filed

25 by the applicant or a predecessor in interest in the United States Patent and
26 Trademark Office; and, if so, the applicant shall provide full particulars with
27 respect thereof including the filing date and serial number of each application,
28 the status thereof and, if any application was finally refused registration or has
29 otherwise not resulted in a registration, the reasons therefor.

30 [6.] 5. The secretary of state may also require that a drawing of the
31 mark, complying with such requirements as the secretary of state may specify,
32 accompany the application.

33 [7.] 6. Upon the filing of an application for registration and payment of
34 the application fee, the secretary of state may cause the application to be
35 examined for conformity with sections 417.005 to 417.066.

36 [8.] 7. The applicant shall provide any additional pertinent information
37 requested by the secretary of state including a description of a design mark and
38 may make, or authorize the secretary of state to make, such amendments to the
39 application as may be reasonably requested by the secretary of state or deemed
40 by the applicant to be advisable to respond to any rejection or objection.

41 [9.] 8. The secretary of state may require the applicant to disclaim an
42 unregistrable component of a mark otherwise registerable, and an applicant may
43 voluntarily disclaim a component of a mark sought to be registered. No
44 disclaimer shall prejudice or affect the applicant's or registrant's rights then
45 existing or thereafter arising in the disclaimed matter, or the applicant's or
46 registrant's rights of registration on another application if the disclaimed matter
47 be or shall have become distinctive of the applicant's or registrant's goods or
48 services.

49 [10.] 9. Amendments may be made by the secretary of state upon the
50 application submitted by the applicant with the applicant's agreement; or a fresh
51 application may be required to be submitted.

52 [11.] 10. If the applicant is found not to be entitled to registration, the
53 secretary of state shall advise the applicant thereof and of the reasons
54 therefor. The applicant shall have a reasonable period of time specified by the
55 secretary of state in which to reply or to amend the application, in which event
56 the application shall then be reexamined. This procedure may be repeated until:

57 (1) The secretary of state finally refuses registration of the mark; or
58 (2) The applicant fails to reply or amend within the specified period,
59 whereupon the application shall be deemed to have been abandoned.

60 [12.] 11. If the secretary of state finally refuses registration of the mark,
61 the applicant may seek, in the circuit court of Cole County, an extraordinary writ

62 to compel such registration. Such injunction may be granted, but without costs
63 to the secretary of state, on proof that all the statements in the application are
64 true and that the mark is otherwise entitled to registration.

65 [13.] 12. In the instance of applications concurrently being processed by
66 the secretary of state seeking registration of the same or confusingly similar
67 marks for the same or related goods or services, the secretary of state shall grant
68 priority to the applications in order of filing. If a prior-filed application is
69 granted a registration, the other application or applications shall then be
70 rejected. Any rejected applicant may bring an action for cancellation of the
71 registration upon grounds of prior or superior rights to the mark, in accordance
72 with the provisions of section 417.041.

417.018. 1. The secretary of state may collect [an additional] a fee of five
2 dollars [on] **in lieu of** each and every fee [required in] **that was removed from**
3 **this chapter as of August 28, 2015. The secretary of state may also collect**
4 **a fee of five dollars on each and every fee required in this chapter as**
5 **of August 28, 2015.** All fees collected as provided in this section shall be
6 deposited in the state treasury and credited to the secretary of state's technology
7 trust fund account. The provisions of this section shall expire on December 31,
8 [2017] **2021.**

9 **2. All fees required by this chapter as of August 1, 2015, and as**
10 **of the effective date of this section shall be published on the website of**
11 **the secretary of state.**

417.021. 1. Upon compliance by the applicant with the requirements of
2 sections 417.005 to 417.066, the secretary of state shall cause a certificate of
3 registration to be issued and delivered to the applicant. The certificate of
4 registration shall be issued under the signature of the secretary of state and the
5 seal of the state, and it shall show the name and business address and, if a
6 corporation, the state of incorporation, of the person claiming ownership of the
7 mark, the date claimed for the first use of the mark anywhere and the date
8 claimed for the first use of the mark in this state, the class of goods or services
9 and a description of the goods or services on which the mark is used, a
10 reproduction of the mark, the registration date and the term of the registration.

11 2. Any certificate of registration issued by the secretary of state under the
12 provisions hereof or a copy thereof duly certified by the secretary of state shall
13 be admissible in evidence as competent and sufficient proof of the registration of
14 such mark in any action or judicial proceedings in any court of this state.

15 3. A registrant shall receive a duplicate of a certificate upon application

16 for such duplicate on a form authorized or furnished by the secretary of state
17 [and the payment of a fee of ten dollars].

18 4. A registrant shall receive an abstract of a mark upon application for
19 such abstract on a form authorized or furnished by the secretary of state [and the
20 payment of a fee of five dollars].

417.026. 1. Registration of a mark hereunder shall be effective for a term
2 of ten years from the date of registration and, upon application filed within six
3 months prior to the expiration of such term, on a form to be authorized or
4 furnished by the secretary of state, the registration may be renewed for a like
5 term. [A renewal fee of ten dollars, payable to the director of revenue, shall
6 accompany the application for renewal of the registration.] A mark registration
7 may be renewed for successive periods of ten years in like manner.

8 2. The secretary of state shall notify registrants of marks hereunder of the
9 necessity of renewal within the year next preceding the expiration of the ten
10 years from the date of registration, by writing to the last known address of the
11 registrants.

12 3. Any registration in force on September 28, 1973, shall expire ten years
13 from the date of the registration or of the last renewal thereof or September 28,
14 1974, whichever is later, and may be renewed by filing an application with the
15 secretary of state on a form authorized or furnished by him [and paying the
16 aforementioned renewal fee therefor] within six months prior to the expiration
17 of the registration.

18 4. All applications for renewals under sections 417.005 to 417.066 whether
19 of registrations made under sections 417.005 to 417.066 or of registrations
20 effected under any prior act, shall include a statement that the mark is still in
21 use in this state.

22 5. The secretary of state shall within six months after September 28,
23 1973, notify all registrants of marks under previous acts of the date of expiration
24 of such registrations unless renewed in accordance with the provisions of sections
25 417.005 to 417.066, by writing to the last known address of the registrants.

417.031. 1. Any mark and its registration hereunder shall be assignable
2 with the goodwill of the business in which the mark is used, or with that part of
3 the goodwill of the business connected with the use of and symbolized by the
4 mark. Assignment shall be in writing upon transmittal forms authorized or
5 furnished by the secretary of state and may be recorded with the secretary of
6 state [upon the payment of a fee of fifty dollars payable to]. The director of
7 revenue [who], upon recording of the assignment, shall issue in the name of the

8 assignee a new certificate for the remainder of the term of the registration or of
9 the last renewal thereof. An assignment of any registration under sections
10 417.005 to 417.066 shall be void as against any subsequent purchaser for valuable
11 consideration without notice, unless it is recorded with the secretary of state
12 within three months after the date thereof or prior to such subsequent purchase.

13 2. Any registrant or applicant effecting a change of the name of the person
14 to whom the mark was issued or for whom an application was filed may record,
15 upon a transmittal form authorized or furnished by the secretary of state, a
16 certificate of change of name of the registrant or applicant with the secretary of
17 state upon the payment of the recording fee. The secretary of state may issue in
18 the name of the assignee a certificate of registration of an assigned
19 application. The secretary of state may issue in the name of the assignee, a new
20 certificate or registration for the remainder of the term of the registration or last
21 renewal thereof.

22 3. Acknowledgment shall be prima facie evidence of the execution of an
23 assignment or other instrument and, when recorded by the secretary of state, the
24 record shall be prima facie evidence of execution.

417.170. 1. Every person, society, association or corporation, assuming,
2 adopting or using the name of a military, ex-military, patriotic, benevolent,
3 humane, fraternal or charitable organization incorporated or organized under the
4 laws of this or any other state or of the United States, and members whereof may
5 wear or exhibit the recognized or established badge, button, emblem, decoration,
6 insignia or charm thereof, or any emblem, insignia or charm representing a
7 component part of the recognized or established badge, button, emblem,
8 decoration, insignia or charm, may file in the office of the secretary of state, on
9 a form to be furnished by the secretary of state, an application for registration of
10 the name of such military, ex-military, patriotic, benevolent, humane, fraternal
11 or charitable organization, together with a description of such recognized and
12 established badge, button, emblem, decoration, insignia or charm, and the
13 component parts of such badge, button, emblem, decoration, insignia or
14 charm. The application shall be accompanied by the actual, recognized and
15 established badge, button, emblem, decoration, insignia or charm [and the
16 required fee of fifty dollars].

17 2. Upon compliance by the applicant with the requirements of sections
18 417.150 to 417.180, the secretary of state shall deliver to such person, society,
19 association or corporation so filing the same a duly attested certificate of
20 registration of the same.

21 3. Such certificate shall, in all suits and prosecutions under sections
22 417.150 to 417.180, be sufficient proof of the adoption of such badge, button,
23 emblem, decoration, insignia or charm, and the component parts thereof, and of
24 the right of such person, society, association or corporation to adopt the same.

25 [4. Applications for assignments, renewals, duplicate certificates and
26 abstracts of emblems shall be accompanied by a fee in the same amount as
27 required for such application with respect to a trademark as established under
28 sections 417.005 to 417.066.]

 417.175. 1. Registration of an emblem hereunder shall be effective for a
2 term of five years from the date of registration and, upon application filed within
3 six months prior to the expiration of such term, on a form to be furnished by the
4 secretary of state, the registration may be renewed for a like term. [The required
5 renewal fee of twenty-five dollars shall accompany the application for renewal of
6 the registration.] An emblem registration may be renewed for successive periods
7 of five years in a like manner.

8 2. All applications for renewals under sections 417.170 to 417.180,
9 whether for registrations made under sections 417.170 to 417.180 or for
10 registrations effected under any prior act, shall include a statement that the
11 emblem is still in use in this state.

 [274.170. For filing articles of incorporation, an association
2 organized hereunder shall pay ten dollars; and for filing an
3 amendment to the article, two dollars and fifty cents.]

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

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

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

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

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

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

11 (4) Cancellations of certificates of limited partnerships or
12 of registration of foreign limited partnerships: twenty dollars;

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

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

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

18 (8) Reservation of name: twenty dollars;

19 (9) Rescission fee: one hundred dollars.

20 2. Fees mandated in subdivision (1) of subsection 1 of this
21 section shall be waived if a general partner of the partnership is a
22 member of the Missouri National Guard or any other active duty
23 military, resides in the state of Missouri, and provides proof of such
24 service to the secretary of state.]

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

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

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