

FIRST REGULAR SESSION

SENATE BILL NO. 184

98TH GENERAL ASSEMBLY

INTRODUCED BY SENATOR LeVOTA.

Pre-filed January 5, 2015, and ordered printed.

ADRIANE D. CROUSE, Secretary.

1006S.011

AN ACT

To repeal sections 274.170, 347.055, 347.160, 347.179, 347.183, 347.740, 351.049, 351.127, 351.488, 351.522, 351.604, 351.658, 351.1015, 351.1018, 351.1021, 351.1213, 355.021, 355.023, 355.703, 356.233, 358.440, 358.460, 358.470, 359.145, 359.531, 359.641, 359.651, 359.653, 359.681, 417.016, 417.018, and 417.021, RSMo, and to enact in lieu thereof thirty-nine 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, 347.055, 347.160, 347.179, 347.183, 347.740, 351.049, 351.127, 351.488, 351.522, 351.604, 351.658, 351.1015, 351.1018, 351.1021, 351.1213, 355.021, 355.023, 355.703, 356.233, 358.440, 358.460, 358.470, 359.145, 359.531, 359.641, 359.651, 359.653, 359.681, 417.016, 417.018, and 417.021, RSMo, are repealed and thirty-nine new sections enacted in lieu thereof, to be known as sections 274.170, 274.320, 347.055, 347.160, 347.179, 347.183, 347.190, 347.740, 351.049, 351.127, 351.488, 351.522, 351.604, 351.658, 351.661, 351.1015, 351.1018, 351.1021, 351.1213, 355.021, 355.023, 355.703, 355.891, 356.233, 358.440, 358.460, 358.470, 358.530, 359.145, 359.531, 359.641, 359.651, 359.653, 359.681, 359.692, 417.016, 417.018, 417.021, and 417.072, to read as follows:

274.170. For filing articles of incorporation, an association organized hereunder shall pay ten dollars; and for filing an amendment to the article, two dollars and fifty cents. **For filing articles of incorporation in an electronic format prescribed by the secretary of state, an association shall pay five dollars.**

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

274.320. **The secretary of state shall implement and administer**
2 **an electronic filing system for cooperative marketing associations to**
3 **file documents required under this chapter.**

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 filing
19 the statement of correction. **Such fee shall be three dollars for filing in an**
20 **electronic format prescribed by the secretary of state.**

21 5. The statement of correction shall be signed by an authorized person of
22 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. **Such fee shall be ten dollars for filing in an electronic format**
13 **prescribed by the secretary of state.**

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, **or if filed in an electronic format prescribed by the**
9 **secretary of state, a fee of fifty dollars;**

10 (4) Amendments to and restatements of articles of limited liability
11 companies to application for registration of a foreign limited liability company or
12 any other filing otherwise provided for, a fee of twenty dollars, **or if filed in an**
13 **electronic format prescribed by the secretary of state, a fee of ten**
14 **dollars;**

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

19 (6) For filing notice of merger or consolidation, a fee of twenty dollars, **or**
20 **if filed in an electronic format prescribed by the secretary of state, a**
21 **fee of ten dollars;**

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

25 (8) For issuing a certificate of good standing, a fee of five dollars, **or if**
26 **issued in an electronic format prescribed by the secretary of state, a fee**
27 **of three dollars;**

28 (9) For a notice of the abandonment of merger or consolidation, a fee of
29 twenty dollars, **or if filed in an electronic format prescribed by the**
30 **secretary of state, a fee of ten dollars;**

31 (10) For furnishing a copy of any document or instrument, a fee of fifty
32 cents per page, **or if furnished in an electronic format prescribed by the**
33 **secretary of state, a fee of twenty-five cents per page;**

34 (11) For accepting an application for reservation of a name, or for filing

35 a notice of the transfer or cancellation of any name reservation, a fee of twenty
36 dollars, **or if filed in an electronic format prescribed by the secretary of**
37 **state, a fee of ten dollars;**

38 (12) For filing a statement of change of address of registered office or
39 registered agent, or both, a fee of five dollars, **or if filed in an electronic**
40 **format prescribed by the secretary of state, a fee of three dollars;**

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

46 (14) For filing an amended certificate of registration a fee of twenty
47 dollars, **or if filed in an electronic format prescribed by the secretary of**
48 **state, a fee of ten dollars;** and

49 (15) For filing a statement of correction a fee of five dollars, **or if filed**
50 **in an electronic format prescribed by the secretary of state, a fee of**
51 **three dollars.**

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

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

6 (1) The power to examine the books and records of any limited liability
7 company to which sections 347.010 to 347.187 apply, and it shall be the duty of
8 any manager, member or agent of such limited liability company having
9 possession or control of such books and records to produce such books and records
10 for examination on demand of the secretary or his designated employee; except
11 that no person shall be subject to any criminal prosecution on account of any
12 matter or thing which may be disclosed by examination of any limited liability
13 company books and records, which they may produce or exhibit for examination;

14 or on account of any other matter or thing concerning which they may make any
15 voluntary and truthful statement in writing to the secretary or his designated
16 employee. All facts obtained in the examination of the books and records of any
17 limited liability company, or through the voluntary sworn statement of any
18 manager, member, agent or employee of any limited liability company, shall be
19 treated as confidential, except insofar as official duty may require the disclosure
20 of same, or when such facts are material to any issue in any legal proceeding in
21 which the secretary or his designated employee may be a party or called as
22 witness, and, if the secretary or his designated employee shall, except as provided
23 in this subdivision, disclose any information relative to the private accounts,
24 affairs, and transactions of any such limited liability company, he shall be guilty
25 of a class C misdemeanor. If any manager, member or registered agent in
26 possession or control of such books and records of any such limited liability
27 company shall refuse a demand of the secretary or his designated employee, to
28 exhibit the books and records of such limited liability company for examination,
29 such person shall be guilty of a class B misdemeanor;

30 (2) The power to cancel or disapprove any articles of organization or other
31 filing required under sections 347.010 to 347.187, if the limited liability company
32 fails to comply with the provisions of sections 347.010 to 347.187 by failing to file
33 required documents under sections 347.010 to 347.187, by failing to maintain a
34 registered agent, by failing to pay the required filing fees, by using fraud or
35 deception in effecting any filing, by filing a required document containing a false
36 statement, or by violating any section or sections of the criminal laws of Missouri,
37 the federal government or any other state of the United States. Thirty days
38 before such cancellation shall take effect, the secretary shall notify the limited
39 liability company with written notice, either personally or by certified mail,
40 deposited in the United States mail in a sealed envelope addressed to such
41 limited liability company's last registered agent in office, or to one of the limited
42 liability company's members or managers. Written notice of the secretary's
43 proposed cancellation to the limited liability company, domestic or foreign, shall
44 specify the reasons for such action. The limited liability company may appeal
45 this notice of proposed cancellation to the circuit court of the county in which the
46 registered office of such limited liability company is or is proposed to be situated
47 by filing with the clerk of such court a petition setting forth a copy of the articles
48 of organization or other relevant documents and a copy of the proposed written
49 cancellation thereof by the secretary, such petition to be filed within thirty days

50 after notice of such cancellation shall have been given, and the matter shall be
51 tried by the court, and the court shall either sustain the action of the secretary
52 or direct him to take such action as the court may deem proper. An appeal from
53 the circuit court in such a case shall be allowed as in civil action. The limited
54 liability company may provide information to the secretary that would allow the
55 secretary to withdraw the notice of proposed cancellation. This information may
56 consist of, but need not be limited to, corrected statements and documents, new
57 filings, affidavits and certified copies of other filed documents;

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

60 (a) The affected limited liability company provides the necessary
61 documents and affidavits indicating the limited liability company has corrected
62 the conditions causing the proposed cancellation or the cancellation; or

63 (b) The limited liability company provides the correct statements or
64 documentation that the limited liability company is not in violation of any section
65 of the criminal code; and

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

70 (5) (a) The power to administratively cancel an articles of organization
71 if the limited liability company's period of duration stated in articles of
72 organization expires.

73 (b) Not less than thirty days before such administrative cancellation shall
74 take effect, the secretary shall notify the limited liability company with written
75 notice, either personally or by mail. If mailed, the notice shall be deemed
76 delivered five days after it is deposited in the United States mail in a sealed
77 envelope addressed to such limited liability company's last registered agent and
78 office or to one of the limited liability company's managers or members.

79 (c) If the limited liability company does not timely file an articles of
80 amendment in accordance with section 347.041 to extend the duration of the
81 limited liability company, which may be any number of years or perpetual, or
82 demonstrate to the reasonable satisfaction of the secretary that the period of
83 duration determined by the secretary is incorrect, within sixty days after service
84 of the notice is perfected by posting with the United States Postal Service, then
85 the secretary shall cancel the articles of organization by signing an

86 administrative cancellation that recites the grounds for cancellation and its
87 effective date. The secretary shall file the original of the administrative
88 cancellation and serve a copy on the limited liability company as provided in
89 section 347.051.

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

94 (e) The administrative cancellation of an articles of organization does not
95 terminate the authority of its registered agent.

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

98 (b) Except as otherwise provided in the operating agreement, a limited
99 liability company whose articles of organization has been administratively
100 cancelled under subdivision (5) of this section may file an articles of amendment
101 in accordance with section 347.041 to extend the duration of the limited liability
102 company, which may be any number or perpetual.

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

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

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

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

113 d. Be accompanied by a reinstatement fee in the amount of one hundred
114 dollars, or such greater amount as required by state regulation, plus any
115 delinquent fees, penalties, and other charges as determined by the secretary to
116 then be due. **If the application for reinstatement is filed in an electronic
117 format prescribed by the secretary of state, the reimbursement fee shall
118 be fifty dollars.**

119 (d) If the secretary determines that the application contains the
120 information and is accompanied by the fees required in paragraph (c) of this
121 subdivision and that the information and fees are correct, the secretary shall

122 rescind the cancellation and prepare a certificate of reinstatement that recites his
123 or her determination and the effective date of reinstatement, file the original
124 articles of organization, and serve a copy on the limited liability company as
125 provided in section 347.051.

126 (e) When the reinstatement is effective, it shall relate back to and take
127 effect as of the effective date of the administrative cancellation of the articles of
128 organization and the limited liability company may continue carrying on its
129 business as if the administrative cancellation had never occurred.

130 (f) In the event the name of the limited liability company was reissued by
131 the secretary to another entity prior to the time application for reinstatement was
132 filed, the limited liability company applying for reinstatement may elect to
133 reinstate using a new name that complies with the requirements of section
134 347.020 and that has been approved by appropriate action of the limited liability
135 company for changing the name thereof.

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

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

142 (7) Subdivision (6) of this section shall apply to any limited liability
143 company whose articles of organization was cancelled because such limited
144 liability company's period of duration stated in the articles of organization
145 expired on or after August 28, 2003.

**347.190. The secretary of state shall implement and administer
2 an electronic filing system for limited liability companies to file
3 documents required under this chapter.**

347.740. The secretary of state may collect an additional fee of five dollars
2 on each and every fee required in this chapter. All fees collected as provided in
3 this section shall be deposited in the state treasury and credited to the secretary
4 of state's technology trust fund account. [The provisions of this section shall
5 expire on December 31, 2017.]

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 when
16 articles of correction are delivered to him for filing. **If such articles are**
17 **delivered in an electronic format prescribed by the secretary of state,**
18 **the fee shall be three dollars.**

351.127. The secretary of state may collect an additional fee of five dollars
2 on each and every fee required in this chapter, provided that the secretary of
3 state may collect an additional fee of ten dollars on each corporate registration
4 report fee filed under section 351.122. All fees collected as provided in this
5 section shall be deposited in the state treasury and credited to the secretary of
6 state's technology trust fund account. [The provisions of this section shall expire
7 on December 31, 2017.]

351.488. 1. A corporation administratively dissolved pursuant to section
2 351.486 may apply to the secretary of state for reinstatement. The application
3 must:

4 (1) Recite the name of the corporation and the effective date of its
5 administrative dissolution;

6 (2) State that the ground or grounds for dissolution either did not exist
7 or have been eliminated;

8 (3) State that the corporation's name satisfies the requirements of section
9 351.110;

10 (4) Contain a certificate from the department of revenue reciting that all
11 taxes owed by the corporation, including all liabilities owed as determined by the
12 division of employment security pursuant to chapter 288, have been paid or that
13 a tax payback plan has been arranged with the department of revenue for
14 liabilities owed to the department of revenue and a tax payback plan has been
15 arranged with the department of labor and industrial relations division of

16 employment security for any liabilities owed as determined by the division of
17 employment security pursuant to chapter 288; and

18 (5) Be accompanied by a reinstatement fee in the amount of fifty dollars
19 plus any delinquent fees, penalties, and charges that might have accrued. **If the**
20 **application for reinstatement is filed in an electronic format prescribed**
21 **by the secretary of state, the reinstatement fee shall be twenty-five**
22 **dollars.**

23 2. If the secretary of state determines that the application contains the
24 information and is accompanied by the fees required by subsection 1 of this
25 section and that the information and fees are correct, the secretary of state shall
26 cancel the certificate of dissolution and prepare a certificate of reinstatement that
27 recites his or her determination and the effective date of reinstatement, file the
28 original of the certificate, and serve a copy on the corporation as provided in
29 section 351.380.

30 3. When the reinstatement is effective, it relates back to and takes effect
31 as of the effective date of the administrative dissolution and the corporation
32 resumes carrying on its business as if the administrative dissolution had never
33 occurred.

34 4. In the event a corporation was administratively dissolved for failure to
35 file an annual registration report, and the secretary of state determines that such
36 failure was due to military service, as described in section 41.950, the secretary
37 of state may determine to waive the requirements of subsection 1 of this section,
38 including waiver of the reinstatement fee described in subdivision (5) of
39 subsection 1 of this section, and shall, as required by subdivision (5) of subsection
40 1 of section 41.950, waive any penalties or charges as provided in subdivision (5)
41 of subsection 1 of section 41.950. Upon making the determination that failure to
42 file an annual registration report was due to military service, the secretary of
43 state shall cancel the certificate of dissolution and prepare a certificate of
44 reinstatement that recites his or her determination and the effective date of
45 reinstatement, file the original of the certificate, and serve a copy on the
46 corporation as provided in section 351.380. Nothing in this subsection shall be
47 construed so as to waive the annual registration report fees due for the year or
48 years in which no annual registration report was filed.

49 5. In the event the name was reissued prior to the time application for
50 reinstatement was filed, the corporation applying for reinstatement may elect to
51 reinstate using a new name that complies with the requirements of section

52 351.110, and that has been approved by appropriate action of the corporation for
53 changing the name thereof.

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. **If**
12 **the request for termination is filed in an electronic format prescribed**
13 **by the secretary of state, the fee shall be ten dollars.**

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

351.604. 1. A foreign corporation may apply to the secretary of state for
2 reinstatement. The application shall:

- 3 (1) Recite the name of the corporation and the effective date of its
4 administrative revocation;
- 5 (2) State that the ground or grounds for revocation either did not exist or
6 have been eliminated;
- 7 (3) State that the corporation's name satisfies the requirements of section
8 351.110;
- 9 (4) Contain a certificate from the department of revenue reciting that all
10 taxes owed by the corporation have been paid or a tax payback plan has been
11 arranged with the department of revenue; and
- 12 (5) Contain a reinstatement fee in the amount of fifty dollars plus any
13 delinquent fees, penalties and charges that might have accrued. **If the**
14 **application for reinstatement is filed in an electronic format prescribed**

15 **by the secretary of state, the reinstatement fee shall be twenty-five**
16 **dollars.**

17 2. If the secretary of state determines that the application contains the
18 information and fees required by subsection 1 of this section and that the
19 information and fees are correct, he shall cancel the certificate of revocation and
20 prepare a certificate of reinstatement that recites his determination and the
21 effective date of reinstatement, file the original of the certificate, and give notice
22 to the corporation.

23 3. A foreign corporation may appeal the secretary of state's revocation of
24 its certificate of authority as provided under section 351.670. The foreign
25 corporation appeals by petitioning the court to set aside the revocation and
26 attaching to the petition copies of its certificate of authority and the secretary of
27 state's certificate of revocation.

28 4. The court may summarily order the secretary of state to reinstate the
29 certificate of authority or may take any other action the court considers
30 appropriate.

31 5. The court's final decision may be appealed as in other civil proceedings.
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 **or if filed in an electronic format prescribed by the secretary of state,**
5 **ten dollars;**

6 (2) Filing amendment to articles of incorporation or certificate of authority
7 and issuing a certificate of amendment or amended certificate of authority,
8 twenty dollars, **or if filed in an electronic format prescribed by the**
9 **secretary of state, ten dollars;**

10 (3) Filing articles of merger or consolidation, twenty-five dollars plus five
11 dollars for each merging or consolidating Missouri corporation or foreign
12 corporation authorized to do business in Missouri over two in number, **or if filed**
13 **in an electronic format prescribed by the secretary of state, fifteen**
14 **dollars plus three dollars for each merging or consolidating Missouri**
15 **corporation or foreign corporation authorized to do business in**
16 **Missouri over two in number;**

17 (4) Filing articles of dissolution, twenty dollars; filing articles of
18 liquidation, twenty dollars, **or if filing articles of dissolution or filing**
19 **articles of liquidation in an electronic format prescribed by the**

20 **secretary of state, ten dollars;**

21 (5) Filing of revocation of articles of dissolution, twenty dollars, **or if**
22 **filed in an electronic format prescribed by the secretary of state, ten**
23 **dollars;**

24 (6) Filing of restated articles of incorporation, twenty dollars, **or if filed**
25 **in an electronic format prescribed by the secretary of state, ten dollars;**

26 (7) Filing an application for withdrawal of a foreign corporation and
27 issuing a certificate of withdrawal, twenty dollars, **or if filed in an electronic**
28 **format prescribed by the secretary of state, ten dollars;**

29 (8) Filing statement of change of address of registered office or change of
30 registered agent, or both, five dollars, **or if filed in an electronic format**
31 **prescribed by the secretary of state, three dollars;**

32 (9) Filing resignation of registered agent, five dollars, **or if filed in an**
33 **electronic format prescribed by the secretary of state, three dollars;**

34 (10) Certified copy of corporate record, in a written format fifty cents per
35 page plus five dollars for certification, or in an electronic format five dollars for
36 certification and copies;

37 (11) Furnishing certificate of corporate existence, five dollars, **or if filed**
38 **in an electronic format prescribed by the secretary of state, three**
39 **dollars;**

40 (12) Furnishing certificate-others, twenty dollars, **or if filed in an**
41 **electronic format prescribed by the secretary of state, ten dollars;**

42 (13) Filing evidence of merger by a foreign corporation, twenty dollars
43 plus one dollar for each additional foreign corporation authorized to do business
44 in Missouri over two, **or if filed in an electronic format prescribed by the**
45 **secretary of state, ten dollars plus one dollar for each additional**
46 **foreign corporation authorized to do business in Missouri over two;**

47 (14) Filing evidence of dissolution by a foreign corporation, twenty dollars,
48 **or if filed in an electronic format prescribed by the secretary of state,**
49 **ten dollars;**

50 (15) Filing certificate of conversion to a corporation under section 351.408,
51 fifty-three dollars, **or if filed in an electronic format prescribed by the**
52 **secretary of state, twenty-five dollars;**

53 (16) Filing certificate of conversion from a corporation under section
54 351.409, fifty dollars, **or if filed in an electronic format prescribed by the**
55 **secretary of state, twenty-five dollars.**

**351.661. The secretary of state shall implement and administer
2 an electronic filing system for corporations to file documents required
3 under this chapter.**

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. **If such articles
19 are filed in an electronic format prescribed by the secretary of state,
20 the fee shall be fifty dollars.**

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

- 25 (1) All conditions precedent that are required to be performed by the
26 organizer or organizers have been so performed;
- 27 (2) The organization of the cooperative has been chartered by the state as
28 a separate legal entity; and
- 29 (3) The secretary of state shall issue a certificate of organization to the
30 cooperative.

31 4. A cooperative shall not transact business prior to formation. A
32 cooperative shall not transact business in this state as an entity under sections
33 351.1000 to 351.1228 until the articles have been stamped "Filed" by the

34 secretary of state, whether on the date of filing or at a later effective date as
35 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] **if filed in written format, and ten**
31 **dollars if filed in an electronic format prescribed by the secretary of**
32 **state.** Provided such articles of amendment [shall] meet the requirements found
33 in this section, **the articles** shall be effective as of the date of filing, unless a
34 later date is specified therein. Upon acceptance and filing by the secretary of

35 state, the secretary of state shall stamp the articles of amendment as "Filed" and
36 shall cause the issuance of a certificate of amendment, which shall then be
37 forwarded to the party filing the articles of amendment and held and filed by the
38 secretary of state with the records of the cooperative.

351.1021. Upon notification that a filing by a cooperative has been made
2 in error and receipt of a court order directing him or her to do so, the secretary
3 of state shall revoke the erroneous filing and authorize a curative document to be
4 filed. A filing fee of five dollars shall be charged for any such revocation and
5 subsequent curative filing. **If such curative filing is filed in an electronic**
6 **format prescribed by the secretary of state the fee shall be three**
7 **dollars.**

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. **If the application is filed in an electronic format prescribed by**
44 **the secretary of state the fee shall be fifty dollars.**

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

49 (4) If the secretary of state finds that an application for a certificate of
50 authority conforms to law and all fees have been paid, the secretary of state 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) A certificate of authority issued under this section is effective from the
55 date the application is filed with the secretary of state accompanied by the
56 payment of the requisite fees.

57 (6) If any statement in the application for a certificate of authority by a
58 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) In the case of a change in its name, a termination, or a merger, a

62 certificate to that effect authenticated by the proper officer of the state or country
63 under the laws of which the foreign cooperative is organized; and

64 (b) A fee for the document, which is the same as the fee for filing an
65 amendment.

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

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

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

71 4. (1) A foreign cooperative authorized to transact business in this state
72 may cancel its registration by filing articles of cancellation with the secretary of
73 state, which articles of cancellation shall set forth:

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

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

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

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

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

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

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

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

97 (a) The foreign cooperative has failed to appoint and maintain a registered

98 agent as required by sections 351.1000 to 351.1228, file a report upon any change
99 in the name or business address of the registered agent, or file in the office of the
100 secretary of state any amendment to its application for a certificate of authority
101 as specified in subdivision (6) of subsection 2 of this section; or

102 (b) A misrepresentation has been made of any material matter in any
103 application, report, affidavit, or other document submitted by the foreign
104 cooperative under sections 351.1000 to 351.1228.

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

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

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

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

122 5. (1) A foreign cooperative transacting business in this state shall not
123 maintain any action, suit, or proceeding in any court of this state until it
124 possesses a certificate of authority.

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

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

132 (4) A foreign cooperative that transacts business in this state without a
133 valid certificate of authority is liable to the state for the years or parts of years

134 during which it transacted business in this state without the certificate in any
135 amount equal to all fees that would have been imposed by sections 351.1000 to
136 351.1228 upon the foreign cooperative had it duly obtained the certificate, filed
137 all reports required by sections 351.1000 to 351.1228, and paid all penalties
138 imposed by sections 351.1000 to 351.1228. The attorney general shall bring
139 proceedings to recover all amounts due this state under the provisions of this
140 section.

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

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

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

163 6. (1) The following activities of a foreign cooperative, among others, shall
164 not constitute transacting business within the meaning of this section:

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

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

169 (c) Maintaining bank accounts;

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

172 (e) Selling through independent contractors;

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

176 (g) Creating or acquiring indebtedness, mortgages, and security interests
177 in real or personal property;

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

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

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

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

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

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

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

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

3 (1) Articles of incorporation, twenty dollars, **or if filed in an electronic**
4 **format prescribed by the secretary of state, ten dollars;**

5 (2) Application for reserved name, twenty dollars, **or if filed in an**
6 **electronic format prescribed by the secretary of state, ten dollars;**

7 (3) Notice of transfer of reserved name, two dollars, **or if filed in an**
8 **electronic format prescribed by the secretary of state, one dollar;**

9 (4) Application for renewal of reserved name, twenty dollars, **or if filed**
10 **in an electronic format prescribed by the secretary of state, ten dollars;**

11 (5) Corporation's statement of change of registered agent or registered
12 office or both, five dollars, **or if filed in an electronic format prescribed by**
13 **the secretary of state, three dollars;**

14 (6) Agent's statement of change of registered office for each affected
15 corporation, five dollars, **or if filed in an electronic format prescribed by**
16 **the secretary of state, three dollars;**

17 (7) Agent's statement of resignation, five dollars, **or if filed in an**
18 **electronic format prescribed by the secretary of state, three dollars;**

19 (8) Amendment of articles of incorporation, five dollars, **or if filed in an**
20 **electronic format prescribed by the secretary of state, three dollars;**

21 (9) Restatement of articles of incorporation with amendments, five dollars,
22 **or if filed in an electronic format prescribed by the secretary of state,**
23 **three dollars;**

24 (10) Articles of merger, five dollars, **or if filed in an electronic format**
25 **prescribed by the secretary of state, three dollars;**

26 (11) Articles of dissolution, five dollars, **or if filed in an electronic**
27 **format prescribed by the secretary of state, three dollars;**

28 (12) Articles of revocation of dissolution, five dollars, **or if filed in an**
29 **electronic format prescribed by the secretary of state, three dollars;**

30 (13) Application for reinstatement following administrative dissolution,
31 twenty dollars, **or if filed in an electronic format prescribed by the**
32 **secretary of state, ten dollars;**

33 (14) Application for certificate of authority, twenty dollars, **or if filed in**
34 **an electronic format prescribed by the secretary of state, ten dollars;**

35 (15) Application for amended certificate of authority, five dollars, **or if**
36 **filed in an electronic format prescribed by the secretary of state, three**
37 **dollars;**

38 (16) Application for certificate of withdrawal, five dollars, **or if filed in**
39 **an electronic format prescribed by the secretary of state, three dollars;**

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

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

46 (19) Articles of correction, five dollars, **or if filed in an electronic**

47 **format prescribed by the secretary of state, three dollars;**

48 (20) Certificate of existence or authorization, five dollars, **or if filed in**
49 **an electronic format prescribed by the secretary of state, three dollars;**

50 (21) Any other document required or permitted to be filed by this chapter,
51 five dollars. **If such documents are filed in an electronic format**
52 **prescribed by the secretary of state, three dollars.**

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

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

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

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

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. **If the**
11 **articles of termination are filed in an electronic format prescribed by**
12 **the secretary of state the filing fee shall be three dollars.**

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

**355.891. The secretary of state shall implement and administer
2 an electronic filing system for nonprofit corporations to file documents
3 required under this chapter.**

356.233. The secretary of state may collect an additional fee of five dollars
2 on each and every fee required in this chapter. All fees collected as provided in
3 this section shall be deposited in the state treasury and credited to the secretary
4 of state's technology trust fund account. [The provisions of this section shall
5 expire on December 31, 2017.]

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]. **If the
20 application is filed in an electronic format prescribed by the secretary
21 of state the fee shall be fifteen dollars for each partner of the
22 partnership. In any event the fee shall not exceed one hundred dollars. All**

23 moneys from the payment of this fee shall be deposited into the general revenue
24 fund.

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

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

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

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

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

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

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

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

59 names.

60 9. An effective registration may be renewed before its expiration by filing
61 in duplicate with the secretary of state an application containing current
62 information of the kind required in an initial application, including the
63 registration number as assigned by the secretary of state. The renewal
64 application shall be accompanied by a fee of one hundred dollars on the date of
65 renewal plus, if the renewal increases the number of partners, fifty dollars for
66 each partner added, but the fee shall not exceed two hundred dollars. All moneys
67 from such fees shall be deposited into the general revenue fund. A renewal
68 application filed under this section continues an effective registration for one year
69 after the date the effective registration would otherwise expire.

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

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

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

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

93 The articles of amendment shall be accompanied by a filing fee of twenty dollars
94 plus, if the amendment increases the number of partners, fifty dollars for each

95 partner added[, but]. **If the articles of amendment are filed in an**
96 **electronic format prescribed by the secretary of state the filing fee**
97 **shall be ten dollars plus twenty-five dollars for each partner added. In**
98 **any event** the fee shall not exceed two hundred dollars[;], provided that no
99 amendment of an application or a renewal application is required as a result of
100 a change after the application or renewal application is filed in the number of
101 partners of the registered limited liability partnership or in the business in which
102 the registered limited liability partnership engages. All moneys from such fees
103 shall be deposited into the general revenue fund. The status of a partnership as
104 a registered limited liability partnership shall not be affected by changes after
105 the filing of an application or a renewal application in the information stated in
106 the application or renewal application.

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

- 112 (1) A change in the name of the registered limited liability partnership;
113 (2) Except as provided in subsections 2 and 3 of section 358.470, a change
114 in the address of the registered office or a change in the name or address of the
115 registered agent of the registered limited liability partnership.

116 14. Unless otherwise provided in this chapter or in the certificate of
117 amendment of an application or a renewal application, a certificate of amendment
118 of an application or a renewal application or a withdrawal notice of an application
119 or a renewal application shall be effective at the time of its filing with the
120 secretary of state.

121 15. The secretary of state may provide forms for the application specified
122 in subsection 1 of this section, the renewal application specified in subsection 9
123 of this section, the withdrawal notice specified in subsection 10 of this section,
124 and the amendment or correction specified in subsection 12 of this section.

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

128 17. The secretary of state may revoke the filing of a document filed under
129 this section if the secretary of state determines that the filing fee for the
130 document was paid by an instrument that was dishonored when presented by the

131 state for payment. The secretary of state shall return the document and give
132 notice of revocation to the filing party by regular mail. Failure to give or receive
133 notice does not invalidate the revocation. A revocation of a filing does not affect
134 an earlier filing.

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

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

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

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

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

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

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

167 21. Fees mandated in subsection 3 of this section shall be waived if a
168 general partner of the partnership is a member of the Missouri National Guard
169 or any other active duty military, resides in the state of Missouri, and provides
170 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 secretary
27 of state upon receipt for filing of an application for reservation of name, an
28 application for renewal of reservation or a notice of transfer or cancellation
29 pursuant to this section. **If such applications are filed in an electronic**
30 **format prescribed by the secretary of state the fee shall be fifteen**
31 **dollars.** All moneys from the payment of this fee shall be deposited into the
32 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 state.
50 **If such certificate is filed in an electronic format prescribed by the**
51 **secretary of state, the fee shall be fifteen dollars, and a further fee of**
52 **one dollar for each registered limited liability partnership or foreign**
53 **registered limited liability partnership affected thereby.** Upon the filing
54 of such certificate, the secretary of state shall furnish to the registered agent a
55 certified copy of the same under the secretary of state's hand and seal of
56 office. Filing a certificate under this section shall be deemed to be an amendment
57 of the application, renewal application or notice filed pursuant to subsection 19
58 of section 358.440, as the case may be, of each registered limited liability
59 partnership or foreign registered limited liability partnership affected thereby,
60 and each such registered limited liability partnership or foreign registered limited
61 liability partnership shall not be required to take any further action with respect
62 thereto to amend its application, renewal application or notice filed, as the case
63 may be, pursuant to section 358.440. Any registered agent filing a certificate
64 under this section shall promptly, upon such filing, deliver a copy of any such
65 certificate to each registered limited liability partnership or foreign registered
66 limited liability partnership affected thereby.

67 3. The registered agent of one or more registered limited liability
68 partnerships or foreign registered limited liability partnerships may resign and
69 appoint a successor registered agent by paying a fee in the amount of fifty dollars,
70 and a further fee in the amount of two dollars for each registered limited liability
71 partnership or foreign registered limited liability partnership affected thereby,
72 to the secretary of state and filing a certificate with the secretary of state, stating

73 that it resigns and the name and address of the successor registered agent. **If**
74 **such certificate is filed in an electronic format prescribed by the**
75 **secretary of state, the fee shall be twenty-five dollars plus one dollar**
76 **for each registered limited liability partnership or foreign registered**
77 **limited liability partnership affected thereby.** There shall be attached to
78 such certificate a statement executed by each affected registered limited liability
79 partnership or foreign registered limited liability partnership ratifying and
80 approving such change of registered agent. Upon such filing, the successor
81 registered agent shall become the registered agent of such registered limited
82 liability partnerships or foreign registered limited liability partnerships as have
83 ratified and approved such substitution and the successor registered agent's
84 address, as stated in such certificate, shall become the address of each such
85 registered limited liability partnership's or foreign registered limited liability
86 partnership's registered office in the state of Missouri. The secretary of state
87 shall furnish to the successor registered agent a certified copy of the certificate
88 of resignation. Filing of such certificate of resignation shall be deemed to be an
89 amendment of the application, renewal application or notice filed pursuant to
90 subsection 19 of section 358.440, as the case may be, of each registered limited
91 liability partnership or foreign registered limited liability partnership affected
92 thereby, and each such registered limited liability partnership or foreign
93 registered limited liability partnership shall not be required to take any further
94 action with respect thereto, to amend its application, renewal application or
95 notice filed pursuant to subsection 19 of section 358.440, as the case may be,
96 pursuant to section 358.440.

97 4. The registered agent of a registered limited liability partnership or
98 foreign registered limited liability partnership may resign without appointing a
99 successor registered agent by paying a fee in the amount of ten dollars to the
100 secretary of state and filing a certificate with the secretary of state stating that
101 it resigns as registered agent for the registered limited liability partnership or
102 foreign registered limited liability partnership identified in the certificate[, but].
103 **If such certificate is filed in an electronic format prescribed by the**
104 **secretary of state, the fee shall be five dollars.** Such resignation shall not
105 become effective until one hundred twenty days after the certificate is
106 filed. There shall be attached to such certificate an affidavit of such registered
107 agent, if an individual, or the president, a vice president or the secretary thereof
108 if a corporation, that at least thirty days prior to and on or about the date of the

109 filing of the certificate, notices were sent by certified or registered mail to the
110 registered limited liability partnership or foreign registered limited liability
111 partnership for which such registered agent is resigning as registered agent, at
112 the principal office thereof within or outside the state of Missouri, if known to
113 such registered agent or, if not, to the last known address of the attorney or other
114 individual at whose request such registered agent was appointed for such
115 registered limited liability partnership or foreign registered limited liability
116 partnership, of the resignation of such registered agent. After receipt of the
117 notice of the resignation of its registered agent, the registered limited liability
118 partnership or foreign registered limited liability partnership for which such
119 registered agent was acting shall obtain and designate a new registered agent,
120 to take the place of the registered agent so resigning. If such registered limited
121 liability partnership or foreign registered limited liability partnership fails to
122 obtain and designate a new registered agent prior to the expiration of the period
123 of one hundred twenty days after the filing by the registered agent of the
124 certificate of resignation, the application, renewal application or notice filed
125 pursuant to subsection 19 of section 358.440 of such registered limited liability
126 partnership or foreign registered limited liability partnership shall be deemed to
127 be cancelled.

**358.530. The secretary of state shall implement and administer
2 an electronic filing system for partnerships to file documents required
3 under this chapter.**

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 filing
18 the statement of correction. **If the statement of correction is filed in an**
19 **electronic format prescribed by the secretary of state the fee shall be**
20 **three dollars.**

21 5. The statement of correction shall be signed by an authorized person of
22 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. **If the amended certificate of registration is filed in an electronic**
19 **format prescribed by the secretary of state the fee shall be ten 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 limited
13 partnerships formed prior to January 1, 1987, will be charged a filing fee of fifty
14 dollars by the secretary of state when complying with this section. **If such**
15 **certificates are filed in an electronic format prescribed by the secretary**
16 **of state the fee shall be twenty-five dollars.**

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

3 (1) Certificates of limited partnership: one hundred dollars, **or if filed**
4 **in an electronic format prescribed by the secretary of state, fifty**
5 **dollars;**

6 (2) Applications for registration of foreign limited partnerships and
7 issuance of a certificate of registration to transact business in this state: one
8 hundred dollars, **or if filed in an electronic format prescribed by the**
9 **secretary of state, fifty dollars;**

10 (3) Amendments to and restatements of certificates of limited
11 partnerships or to applications for registration of foreign limited partnerships or
12 any other filing not otherwise provided for: twenty dollars, **or if filed in an**
13 **electronic format prescribed by the secretary of state, ten dollars;**

14 (4) Cancellations of certificates of limited partnerships or of registration
15 of foreign limited partnerships: twenty dollars;

16 (5) A consent required to be filed under this chapter: twenty dollars, **or**
17 **if filed in an electronic format prescribed by the secretary of state, ten**
18 **dollars;**

19 (6) A change of address of registered agent, or change of registered agent,
20 or both: five dollars, **or if filed in an electronic format prescribed by the**
21 **secretary of state, three dollars;**

22 (7) A partner list: one dollar each page, **or if filed in an electronic**
23 **format prescribed by the secretary of state, fifty cents per page;**

24 (8) Reservation of name: twenty dollars, **or if filed in an electronic**
25 **format prescribed by the secretary of state, ten dollars;**

26 (9) Rescission fee: one hundred dollars.

27 2. Fees mandated in subdivision (1) of subsection 1 of this section shall
28 be waived if a general partner of the partnership is a member of the Missouri
29 National Guard or any other active duty military, resides in the state of Missouri,

30 and provides proof of such service to the secretary of state.

359.653. The secretary of state may collect an additional fee of five dollars
2 on each and every fee required in this chapter. All fees collected as provided in
3 this section shall be deposited in the state treasury and credited to the secretary
4 of state's technology trust fund account. [The provisions of this section shall
5 expire on December 31, 2017.]

359.681. In addition to the power and authority given the secretary of
2 state by this chapter, the secretary of state or his designee shall have such
3 further authority as is reasonably necessary to enable the secretary of state to
4 administer this chapter efficiently and to perform the secretary of state's
5 duties. This authority shall consist of, but is not limited to, the following powers:

6 (1) (a) The power to examine the books and records of any limited
7 partnership to which this chapter applies, and it shall be the duty of any general
8 partner or agent of such limited partnership to produce such books and records
9 for examination on demand of the secretary of state or designated employee;
10 provided, that no person shall be subject to any criminal prosecution on account
11 of any matter or thing which may be disclosed by the examination of any limited
12 partnership books, or records, which they may produce or exhibit for examination;
13 or on account of any matter or thing concerning which they may make any
14 voluntary and truthful statement in writing to the secretary of state, or
15 designated employee. All facts obtained in the examination of the books and
16 records of any limited partnership, or through voluntary sworn statement of any
17 partner, agent, or employee of any limited partnership, shall be treated as
18 confidential, except insofar as official duty may require the disclosure of same; or
19 when such facts are material to any issue in any legal proceeding in which the
20 secretary of state or designated employee may be a party or called as a witness,
21 and, if the secretary of state or designated employee shall, except as herein
22 provided, disclose any information relative to the private accounts, affairs, and
23 transactions of any such limited partnership, he shall be deemed guilty of a class
24 C misdemeanor.

25 (b) If any general partner, or registered agent, of any such limited
26 partnership shall refuse the demand of the secretary of state, or designated
27 employee, to exhibit the books and records of such limited partnership for
28 examination, he, or they, shall be deemed guilty of a class B misdemeanor.

29 (2) (a) The power to cancel or disapprove any certificate of limited
30 partnership or other filing required under this chapter, if the limited partnership

31 fails to comply with the provisions of this chapter by failing to file required
32 documents under this chapter by failing to maintain a registered agent, by failing
33 to pay the required filing fees, by using fraud or deception in effecting any filing,
34 by filing a required document containing a false statement, or by violating any
35 section or sections of the criminal laws of Missouri, the federal government or any
36 other state of the United States. Thirty days before such cancellation shall take
37 effect, the secretary of state shall notify the limited partnership with written
38 notice, either personally or by mail. If mailed, the notice shall be deemed
39 delivered five days after it is deposited in the United States mail in a sealed
40 envelope addressed to such limited partnership's last registered agent and office
41 or to one of the limited partnership's general partners. The written notice of the
42 secretary of state's proposed cancellation to the limited partnership, domestic or
43 foreign, will specify the reasons for such action.

44 (b) The limited partnership may appeal this notice of proposed
45 cancellation to the circuit court of the county in which the registered office of
46 such limited partnership is or is proposed to be situated by filing with the clerk
47 of such court a petition setting forth a copy of the certificate of limited
48 partnership or other relevant documents and a copy of the proposed written
49 cancellation thereof by the secretary of state, such petition to be filed within
50 thirty days after notice of such cancellation shall have been given, and the matter
51 shall be tried by the court, and the court shall either sustain the action of the
52 secretary of state or direct him to take such action as the court may deem proper.
53 An appeal from the circuit court in such a case shall be allowed as in civil action.

54 (c) The limited partnership may provide information to the secretary of
55 state that would allow the secretary of state to withdraw the notice of proposed
56 cancellation. This information may consist of, but need not be limited to,
57 corrected statements and documents, new filings, affidavits and certified copies
58 of other filed documents.

59 (3) The power to rescind a cancellation provided for in subsection 2 of this
60 section upon compliance with either of the following:

61 (a) The affected limited partnership provides the necessary documents
62 and affidavits indicating the limited partnership has corrected the conditions
63 causing the proposed cancellation or the cancellation;

64 (b) The limited partnership provides the correct statements or
65 documentation that the limited partnership is not in violation of any section of
66 the criminal code.

67 (4) The power to charge late filing fees for any filing fee required under
68 this chapter. Late filing fees shall be assessed at a rate of ten dollars for each
69 thirty-day period of delinquency.

70 (5) (a) The power to administratively cancel a certificate of limited
71 partnership if the limited partnership's period of duration stated in the certificate
72 of limited partnership expires.

73 (b) Not less than thirty days before such administrative cancellation shall
74 take effect, the secretary of state shall notify the limited partnership with written
75 notice, either personally or by mail. If mailed, the notice shall be deemed
76 delivered five days after it is deposited in the United States mail in a sealed
77 envelope addressed to such limited partnership's last registered agent and office
78 or to one of the limited partnership's general partners.

79 (c) If the limited partnership does not timely file a certificate of
80 amendment in accordance with section 359.101 to extend the duration of the
81 limited partnership, which may be any number of years or perpetual, or
82 demonstrate to the reasonable satisfaction of the secretary of state that the period
83 of duration determined by the secretary of state is incorrect, within sixty days
84 after service of the notice is perfected by posting with the United States Postal
85 Service, then the secretary of state shall cancel the certificate of limited
86 partnership by signing a certificate of administrative cancellation that recites the
87 grounds for cancellation and its effective date. The secretary of state shall file
88 the original of the certificate and serve a copy on the limited partnership as
89 provided in section 359.141.

90 (d) A limited partnership whose certificate of limited partnership has been
91 administratively cancelled continues its existence but may not carry on any
92 business except that necessary to wind up and liquidate its business and affairs
93 under section 359.471 and notify claimants under section 359.481.

94 (e) The administrative cancellation of a certificate of limited partnership
95 does not terminate the authority of its registered agent.

96 (6) (a) The power to rescind an administrative cancellation and reinstate
97 the certificate of limited partnership.

98 (b) Except as otherwise provided in the partnership agreement, a limited
99 partnership whose certificate of limited partnership has been administratively
100 cancelled under subdivision (5) of this section may file a certificate of amendment
101 in accordance with section 359.101 to extend the duration of the limited
102 partnership, which may be any number or perpetual.

103 (c) A limited partnership whose certificate of limited partnership has been
104 administratively cancelled under subdivision (5) of this section may apply to the
105 secretary of state for reinstatement. The applicant shall:

106 a. Recite the name of the limited partnership and the effective date of its
107 administrative cancellation;

108 b. State that the grounds for cancellation either did not exist or have been
109 eliminated, as applicable, and be accompanied by documentation satisfactory to
110 the secretary of state evidencing the same;

111 c. State that the limited partnership's name satisfies the requirements of
112 section 359.021;

113 d. Be accompanied by a reinstatement fee in the amount of one hundred
114 dollars, or such greater amount as required by state regulation, plus any
115 delinquent fees, penalties, and other charges as determined by the secretary of
116 state to then be due. **If the application for reinstatement is filed in an**
117 **electronic format prescribed by the secretary of state the reinstatement**
118 **fee shall be fifty dollars.**

119 (d) If the secretary of state determines that the application contains the
120 information and is accompanied by the fees required in paragraph (c) of this
121 subdivision and that the information and fees are correct, the secretary of state
122 shall rescind the certificate of administrative cancellation and prepare a
123 certificate of reinstatement that recites his or her determination and the effective
124 date of reinstatement, file the original of the certificate, and serve a copy on the
125 limited partnership as provided in section 359.141.

126 (e) When the reinstatement is effective, it shall relate back to and take
127 effect as of the effective date of the administrative cancellation of the certificate
128 of limited partnership and the limited partnership may continue carrying on its
129 business as if the administrative cancellation had never occurred.

130 (f) In the event the name of the limited partnership was reissued by the
131 secretary of state to another entity prior to the time application for reinstatement
132 was filed, the limited partnership applying for reinstatement may elect to
133 reinstate using a new name that complies with the requirements of section
134 359.021 and that has been approved by appropriate action of the limited
135 partnership for changing the name thereof.

136 (g) If the secretary of state denies a limited partnership's application for
137 reinstatement following administrative cancellation of the certificate of limited
138 partnership, he or she shall serve the limited partnership as provided in section

139 359.141 with a written notice that explains the reason or reasons for denial.

140 (h) The limited partnership may appeal a denial of reinstatement as
141 provided for in paragraph (b) of subdivision (2) of this section.

142 (7) Subdivision (6) of this section shall apply to any limited partnership
143 whose certificate of limited partnership was cancelled because such limited
144 partnership's period of duration stated in the certificate of limited partnership
145 expired on or after August 28, 2003.

**359.692. The secretary of state shall implement and administer
2 an electronic filing system for limited partnerships to file documents
3 required under this chapter.**

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. **If the application for registration
23 is filed in an electronic format prescribed by the secretary of state the
24 fee shall be twenty-five dollars.**

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

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

32 6. The secretary of state may also require that a drawing of the mark,
33 complying with such requirements as the secretary of state may specify,
34 accompany the application.

35 7. Upon the filing of an application for registration and payment of the
36 application fee, the secretary of state may cause the application to be examined
37 for conformity with sections 417.005 to 417.066.

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

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

51 10. Amendments may be made by the secretary of state upon the
52 application submitted by the applicant with the applicant's agreement; or a fresh
53 application may be required to be submitted.

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

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

62 12. If the secretary of state finally refuses registration of the mark, the

63 applicant may seek, in the circuit court of Cole County, an extraordinary writ to
64 compel such registration. Such injunction may be granted, but without costs to
65 the secretary of state, on proof that all the statements in the application are true
66 and that the mark is otherwise entitled to registration.

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

417.018. The secretary of state may collect an additional fee of five dollars
2 on each and every fee required in this chapter. All fees collected as provided in
3 this section shall be deposited in the state treasury and credited to the secretary
4 of state's technology trust fund account. [The provisions of this section shall
5 expire on December 31, 2017.]

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 and
17 the payment of a fee of ten dollars. **If such application is made in an**
18 **electronic format prescribed by the secretary of state and such**
19 **certificate is delivered in an electronic format the fee shall be five**

20 **dollars.**

21 4. A registrant shall receive an abstract of a mark upon application for
22 such abstract on a form authorized or furnished by the secretary of state and the
23 payment of a fee of five dollars. **If such application is made in an electronic**
24 **format prescribed by the secretary of state and such abstract is**
25 **delivered in an electronic format the fee shall be three dollars.**

 417.072. **The secretary of state shall implement and administer**
2 **an electronic filing system for applicants to file documents required**
3 **under this chapter.**

Unofficial ✓

Bill

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