

SECOND REGULAR SESSION
[TRULY AGREED TO AND FINALLY PASSED]

SENATE BILL NO. 664

98TH GENERAL ASSEMBLY

2016

4840S.01T

AN ACT

To repeal section 351.120, RSMo, and to enact in lieu thereof one new section relating to corporate registration reports for farm corporations.

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

Section A. Section 351.120, RSMo, is repealed and one new section
2 enacted in lieu thereof, to be known as section 351.120, to read as follows:

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

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

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

21 section 351.122, in the month that they were incorporated or qualified, unless
22 such month is changed by the corporation under subsection 8 of this section.

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

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

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

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

41 8. A corporation may change the month of its corporate registration
42 report in the corporation's initial corporate registration report or a subsequent
43 report.

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

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

57 **articles of incorporation or most recent corporate registration report,**
58 **whichever is applicable.**

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