

SECOND REGULAR SESSION

SENATE BILL NO. 720

100TH GENERAL ASSEMBLY

INTRODUCED BY SENATOR HOUGH.

Pre-filed December 1, 2019, and ordered printed.

ADRIANE D. CROUSE, Secretary.

3480S.011

AN ACT

To repeal sections 347.179, 347.183, 358.460, and 358.470, RSMo, and to enact in lieu thereof five new sections relating to regulation of certain business organizations, with existing penalty provisions.

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

Section A. Sections 347.179, 347.183, 358.460, and 358.470, RSMo, are
2 repealed and five new sections enacted in lieu thereof, to be known as sections
3 347.044, 347.179, 347.183, 358.460, and 358.470, to read as follows:

**347.044. 1. Every limited liability company organized pursuant
2 to this chapter and every foreign limited liability company registered
3 in this state shall file an information statement with the secretary of
4 state.**

5 2. The information statement shall include:

**6 (1) The name of the limited liability company or foreign limited
7 liability company;**

**8 (2) The company charter assigned by the secretary of
9 state;**

10 (3) The address of the principal place of business;

**11 (4) The address, including street and number, if any, of the
12 registered office and the name of the registered agent at such office;
13 and**

**14 (5) If a foreign limited liability company, the state or other
15 jurisdiction under whose law the company is formed.**

**16 3. The information statement shall be current as of the date the
17 statement is filed with the secretary of state.**

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

18 4. **The limited liability company or foreign limited liability**
19 **company shall file an information statement every five years, and the**
20 **information statement shall be due on the fifteenth day of the month in**
21 **which the anniversary of the date the limited liability company or**
22 **foreign limited liability company organized or registered in Missouri**
23 **occurs. For limited liability companies and foreign limited liability**
24 **companies that organized or registered in an odd-numbered year before**
25 **January 1, 2021, the first information statement shall be due in**
26 **2024. For limited liability companies and foreign limited liability**
27 **companies that organized or registered in an even-numbered year**
28 **before January 1, 2020, the first information statement shall be due in**
29 **2023.**

30 5. **The information statement shall be signed by an authorized**
31 **person.**

32 6. **If the information statement does not contain the information**
33 **required under this section, the secretary of state shall promptly notify**
34 **the limited liability company or foreign limited liability company and**
35 **return the information statement for completion. The entity shall**
36 **return the completed information statement to the secretary within**
37 **sixty days of the issuance of the notice.**

38 7. **Ninety days before the statement is due, the secretary of state**
39 **shall send notice to each limited liability company or foreign limited**
40 **liability company that the information statement is due. The notice**
41 **shall be directed to the limited liability company's registered office as**
42 **stated in the company's most recent filing with 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 **ninety-five** 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] **thirty-five**
6 dollars;

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

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

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

18 (7) For filing a notice of winding up, a fee of twenty dollars **or, if filed**
19 **online in an electronic format prescribed by the secretary, a fee of ten**
20 **dollars;**

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

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

24 (10) For furnishing a copy of any document or instrument, a fee of fifty
25 cents per page;

26 (11) For accepting an application for reservation of a name, or for filing
27 a notice of the transfer or cancellation of any name reservation, a fee of twenty
28 dollars;

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

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

36 (14) For filing an amended certificate of registration a fee of twenty
37 dollars; [and]

38 (15) For filing a statement of correction a fee of five dollars;

39 **(16) For filing an information statement for a domestic or foreign**
40 **limited liability company, a fee of fifteen dollars or, if filing online in**
41 **an electronic format prescribed by the secretary, a fee of five dollars;**
42 **and**

43 **(17) For filing a withdrawal of an erroneously or accidentally**
44 **filed notice of winding up or articles of termination, a fee of ninety-five**
45 **dollars.**

46 2. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section
47 and for application for reservation of a name in subdivision (11) of subsection 1
48 of this section shall be waived if an organizer who is listed as a member in the

49 operating agreement of the limited liability company is a member of the Missouri
50 National Guard or any other active duty military, resides in the state of Missouri,
51 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]:

71 a. Articles of organization if the limited liability company's period of
72 duration stated in articles of organization expires **or if the limited liability**
73 **company fails to timely file its information statement; or**

74 b. **The registration of a foreign limited liability company if the**
75 **foreign limited liability company fails to timely file its information**
76 **statement.**

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

83 (c) If the limited liability company does not timely file an articles of
84 amendment in accordance with section 347.041 to extend the duration of the
85 limited liability company, which may be any number of years or perpetual, or
86 demonstrate to the reasonable satisfaction of the secretary that the period of
87 duration determined by the secretary is incorrect, within sixty days after service
88 of the notice is perfected by posting with the United States Postal Service, then
89 the secretary shall cancel the articles of organization by signing an
90 administrative cancellation that recites the grounds for cancellation and its
91 effective date. The secretary shall file the original of the administrative
92 cancellation and serve a copy on the limited liability company as provided in
93 section 347.051.

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

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

100 (f) **If a limited liability company does not timely file an**
101 **information statement in accordance with section 347.044 within sixty**
102 **days after service of the notice is perfected by posting with the United**
103 **States Postal Service or fails to demonstrate to the reasonable**
104 **satisfaction of the secretary that the information statement was timely**
105 **filed, the secretary shall cancel the articles of organization by signing**

106 **an administrative cancellation that states the grounds for cancellation**
107 **and the effective date of the cancellation. The secretary shall file the**
108 **original administrative cancellation and serve a copy to the limited**
109 **liability company as provided under section 347.051.**

110 **(g) If a foreign limited liability company does not timely file an**
111 **information statement in accordance with section 347.044 within sixty**
112 **days after service of the notice is perfected by posting with the United**
113 **States Postal Service or fails to demonstrate to the reasonable**
114 **satisfaction of the secretary that the information statement was timely**
115 **filed, the secretary shall cancel the registration of the foreign limited**
116 **liability company by signing an administrative cancellation that states**
117 **the grounds for cancellation and the effective date of the**
118 **cancellation. The secretary shall file the original administrative**
119 **cancellation and serve a copy to the foreign limited liability company**
120 **as provided in section 347.051. A foreign limited liability company**
121 **whose registration has been administratively cancelled may continue**
122 **its existence but shall not conduct any business in this state except to**
123 **wind up and liquidate its business and affairs in this state.**

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

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

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

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

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

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

141 d. Be accompanied by a reinstatement fee in the amount of [one hundred]

142 **ninety-five** dollars, or such greater amount as required by state regulation, plus
143 any delinquent fees, penalties, and other charges as determined by the secretary
144 to then be due.

145 (d) If the secretary determines that the application contains the
146 information and is accompanied by the fees required in paragraph (c) of this
147 subdivision and that the information and fees are correct, the secretary shall
148 rescind the cancellation and prepare a certificate of reinstatement that recites his
149 or her determination and the effective date of reinstatement, file the original
150 articles of organization, and serve a copy on the limited liability company as
151 provided in section 347.051.

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

156 (f) In the event the name of the limited liability company was reissued by
157 the secretary to another entity prior to the time application for reinstatement was
158 filed, the limited liability company applying for reinstatement may elect to
159 reinstate using a new name that complies with the requirements of section
160 347.020 and that has been approved by appropriate action of the limited liability
161 company for changing the name thereof.

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

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

168 **[(7)] (i) This** subdivision **[(6) of this section]** shall apply to any limited
169 liability company whose articles of organization was cancelled because such
170 limited liability company's period of duration stated in the articles of organization
171 expired on or after August 28, 2003.

172 **(7) The power to rescind an administrative cancellation and**
173 **reinstate the registration of a foreign limited liability company. The**
174 **following procedures apply:**

175 **(a) A foreign limited liability company whose registration was**
176 **administratively cancelled under subdivision (5) of this section may**
177 **apply to the secretary for reinstatement. The application shall:**

178 a. State the name of the foreign limited liability company and
179 the date of the administrative cancellation;

180 b. State that the grounds for cancellation either did not exist or
181 have been eliminated, with supporting documentation satisfactory to
182 the secretary;

183 c. State that the foreign limited liability company's name
184 satisfies the requirements of section 347.020; and

185 d. Include a reinstatement fee in the amount of ninety-five
186 dollars, or a higher amount if required by state regulation, and any
187 delinquent fees, penalties, or other charges as the secretary determines
188 are due;

189 (b) If the secretary determines that the application satisfies the
190 requirements under paragraph (a) of this subdivision, the secretary
191 shall rescind the cancellation and prepare a certificate of
192 reinstatement that includes the effective date of reinstatement and
193 shall deliver a copy to the limited liability company as provided under
194 section 347.051;

195 (c) If reinstatement is granted, the administrative cancellation
196 shall be retroactively voided, and the foreign limited liability company
197 may conduct its business as if the administrative cancellation never
198 occurred;

199 (d) If the name of the foreign limited liability company was
200 issued to another entity before the application for reinstatement was
201 filed, the foreign limited liability company applying for reinstatement
202 may elect to reinstate using a new name that complies with the
203 requirements under section 347.020 and is approved by appropriate
204 action of the foreign limited liability company for changing its name;

205 (e) If the secretary denies a foreign limited liability company's
206 application for reinstatement, the secretary shall serve the limited
207 liability company with a written notice as provided under section
208 347.051 that explains the reason for denial; and

209 (f) The foreign limited liability company may appeal a denial of
210 reinstatement by using the procedure under subdivision (2) of this
211 section; and

212 (8) The power to reinstate a limited liability company that
213 erroneously or accidentally filed a notice of winding up or notice of
214 termination. The following procedures apply:

215 **(a) A limited liability company whose articles of organization**
216 **were terminated due to an erroneously or accidentally filed notice of**
217 **winding up or notice of termination may apply to the secretary for**
218 **reinstatement by filing a withdrawal of notice of winding up or**
219 **withdrawal of notice of termination. The application shall:**

220 **a. State the name of the limited liability company and the filing**
221 **date of the erroneous or accidental notice;**

222 **b. State the grounds for erroneously or accidentally filing the**
223 **notice, with supporting documentation satisfactory to the secretary;**

224 **c. State that the limited liability company's name satisfies the**
225 **requirements under section 347.020; and**

226 **d. Include a reinstatement fee in the amount of ninety-five**
227 **dollars, or a higher amount if required by state regulation, and any**
228 **delinquent fees, penalties, or other charges as the secretary determines**
229 **are due;**

230 **(b) If the secretary determines that the application satisfies the**
231 **requirements under paragraph (a) of this subdivision, the secretary**
232 **shall rescind the notice of winding up or notice of termination and**
233 **prepare a certificate of reinstatement that includes the effective notice**
234 **of termination and prepare a certificate of reinstatement that includes**
235 **the affected limited liability company as provided under section**
236 **347.051;**

237 **(c) If reinstatement is granted, the termination of the articles of**
238 **organization shall be retroactively voided, and the limited liability**
239 **company may conduct its business as if the administrative cancellation**
240 **never occurred;**

241 **(d) If the name of the limited liability company was issued to**
242 **another entity before the application for reinstatement was filed, the**
243 **limited liability company applying for the reinstatement may elect to**
244 **reinstate using a new name that complies with the requirements under**
245 **section 347.020 and is approved by appropriate action of the limited**
246 **liability company for changing its name;**

247 **(e) If the secretary of state denies a limited liability company's**
248 **application for reinstatement, the secretary shall serve the limited**
249 **liability company with a written notice as provided under section**
250 **347.051 that explains the reason for denial;**

251 **(f) The limited liability company may appeal a denial of**

252 **reinstatement by using the procedure under subdivision (2) of this**
253 **section.**

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

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

4 (1) A registered office, which may, but need not be, a place of its business

5 in the state of Missouri; and

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

15 2. A registered agent may change the address of the registered office of
16 the registered limited liability partnerships or foreign registered limited liability
17 partnerships for which the agent is the registered agent to another address in the
18 state of Missouri by paying a fee in the amount of [ten] **five** dollars[, and a
19 further fee in the amount of two dollars] for each registered limited liability
20 partnership or foreign registered limited liability partnership affected thereby,
21 to the secretary of state and filing with the secretary of state a certificate,
22 executed by such registered agent, setting forth the names of all the registered
23 limited liability partnerships or foreign registered limited liability partnerships
24 represented by such registered agent, and the address at which such registered
25 agent has maintained the registered office for each of such registered limited
26 liability partnerships or foreign registered limited liability partnerships, and
27 further certifying to the new address to which such registered office will be
28 changed on a given day, and at which new address such registered agent will
29 thereafter 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] **five** dollars[, and a further fee in
48 the amount of two dollars] for each registered limited liability partnership or
49 foreign registered limited liability partnership affected thereby, to the secretary
50 of state. Upon the filing of such certificate, the secretary of state shall furnish
51 to the registered agent a certified copy of the same under the secretary of state's
52 hand and seal of office. Filing a certificate under this section shall be deemed to
53 be an amendment of the application, renewal application or notice filed pursuant
54 to subsection 19 of section 358.440, as the case may be, of each registered limited
55 liability partnership or foreign registered limited liability partnership affected
56 thereby, and each such registered limited liability partnership or foreign
57 registered limited liability partnership shall not be required to take any further
58 action with respect thereto to amend its application, renewal application or notice
59 filed, as the case may be, pursuant to section 358.440. Any registered agent filing
60 a certificate under this section shall promptly, upon such filing, deliver a copy of
61 any such certificate to each registered limited liability partnership or foreign
62 registered limited liability partnership affected thereby.

63 3. The registered agent of one or more registered limited liability
64 partnerships or foreign registered limited liability partnerships may resign and
65 appoint a successor registered agent by paying a fee in the amount of [fifty] **five**
66 dollars[, and a further fee in the amount of two dollars] for each registered
67 limited liability partnership or foreign registered limited liability partnership
68 affected thereby, to the secretary of state and filing a certificate with the
69 secretary of state, stating that it resigns and the name and address of the
70 successor registered agent. There shall be attached to such certificate a
71 statement executed by each affected registered limited liability partnership or
72 foreign registered limited liability partnership ratifying and approving such
73 change of registered agent. Upon such filing, the successor registered agent shall
74 become the registered agent of such registered limited liability partnerships or
75 foreign registered limited liability partnerships as have ratified and approved
76 such substitution and the successor registered agent's address, as stated in such

77 certificate, shall become the address of each such registered limited liability
78 partnership's or foreign registered limited liability partnership's registered office
79 in the state of Missouri. The secretary of state shall furnish to the successor
80 registered agent a certified copy of the certificate of resignation. Filing of such
81 certificate of resignation shall be deemed to be an amendment of the application,
82 renewal application or notice filed pursuant to subsection 19 of section 358.440,
83 as the case may be, of each registered limited liability partnership or foreign
84 registered limited liability partnership affected thereby, and each such registered
85 limited liability partnership or foreign registered limited liability partnership
86 shall not be required to take any further action with respect thereto, to amend its
87 application, renewal application or notice filed pursuant to subsection 19 of
88 section 358.440, as the case may be, pursuant to section 358.440.

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

113 expiration of the period of one hundred twenty days after the filing by the
114 registered agent of the certificate of resignation, the application, renewal
115 application or notice filed pursuant to subsection 19 of section 358.440 of such
116 registered limited liability partnership or foreign registered limited liability
117 partnership shall be deemed to be cancelled.

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Unofficial

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