

SENATE BILL NO. 877

101ST GENERAL ASSEMBLY

INTRODUCED BY SENATOR BERNSKOETTER.

4021S.01H

ADRIANE D. CROUSE, Secretary

AN ACT

To repeal sections 347.143, 347.179, 347.183, 358.460, and 358.470, RSMo, and to enact in lieu thereof six new sections relating to business entities registered with 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Section A. Sections 347.143, 347.179, 347.183, 358.460, and 358.470, RSMo, are repealed and six new sections enacted in lieu thereof, to be known as sections 347.044, 347.143, 347.179, 347.183, 358.460, and 358.470, to read as follows:

347.044. 1. Each limited liability company organized under this chapter and each foreign limited liability company registered in this state shall file an information statement with the secretary of state.

2. The information statement shall include:

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

(2) The company charter number assigned by the secretary of state;

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

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

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

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

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

18 4. The limited liability company or foreign limited
19 liability company shall file an information statement every
20 five years, and the information statement shall be due on
21 the fifteenth day of the month in which the anniversary of
22 the date the limited liability company or foreign limited
23 liability company organized or registered in Missouri
24 occurs. For limited liability companies and foreign limited
25 liability companies that organized or registered in an even-
26 numbered year before January 1, 2024, the first information
27 statement shall be due in 2026. For limited liability
28 companies and foreign limited liability companies that
29 organized or registered in an odd-numbered year before
30 January 1, 2025, the first information statement shall be
31 due in 2027.

32 5. The information statement shall be signed by an
33 authorized person.

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

41 7. Ninety days before the statement is due, the
42 secretary of state shall send notice to each limited
43 liability company or foreign limited liability company that
44 the information statement is due. The notice shall be
45 directed to the limited liability company's registered
46 office as stated in the company's most recent filing with
47 the secretary of state.

347.143. 1. A limited liability company may be
2 dissolved involuntarily by a decree of the circuit court for
3 the county in which the registered office of the limited
4 liability company is situated in an action filed by the
5 attorney general when it is established that the limited
6 liability company:

7 (1) Has procured its articles of organization through
8 fraud;

9 (2) Has exceeded or abused the authority conferred
10 upon it by law;

11 (3) Has carried on, conducted, or transacted its
12 business in a fraudulent or illegal manner; or

13 (4) By the abuse of its powers contrary to the public
14 policy of the state, has become liable to be dissolved.

15 2. On application by or for a member, the circuit
16 court for the county in which the registered office of the
17 limited liability company is located may decree dissolution
18 of a limited liability company [whenever] **if the court**
19 **determines:**

20 (1) It is not reasonably practicable to carry on the
21 business in conformity with the operating agreement;

22 (2) **Dissolution is reasonably necessary for the**
23 **protection of the rights or interests of the complaining**
24 **members;**

25 (3) **The business of the limited liability company has**
26 **been abandoned;**

27 (4) **The management of the limited liability company is**
28 **deadlocked or subject to internal dissension; or**

29 (5) **Those in control of the limited liability company**
30 **have been found guilty of, or have knowingly countenanced,**
31 **persistent and pervasive fraud, mismanagement, or abuse of**
32 **authority.**

347.179. 1. The secretary shall charge and collect:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

49 **(16) For filing an information statement for a**
50 **domestic or foreign limited liability company, a fee of**
51 **fifteen dollars or, if filing online in an electronic format**
52 **prescribed by the secretary, a fee of five dollars;**

53 **(17) For filing a withdrawal of an erroneously or**
54 **accidentally filed notice of winding up or articles of**
55 **termination, a fee of ninety-five dollars; and**

56 **(18) For a filing relating to a limited liability**
57 **series, an additional fee of ten dollars for each series**
58 **effected or, if filing online in an electronic format**
59 **prescribed by the secretary, a fee of five dollars for each**
60 **series effected.**

61 2. Fees mandated in subdivisions (1) and (2) of
62 subsection 1 of this section and for application for
63 reservation of a name in subdivision (11) of subsection 1 of
64 this section shall be waived if an organizer who is listed

65 as a member in the operating agreement of the limited
66 liability company is a member of the Missouri National Guard
67 or any other active duty military, resides in the state of
68 Missouri, and provides proof of such service to the
69 secretary of state.

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

7 (1) The power to examine the books and records of any
8 limited liability company to which sections 347.010 to
9 347.187 apply, and it shall be the duty of any manager,
10 member or agent of such limited liability company having
11 possession or control of such books and records to produce
12 such books and records for examination on demand of the
13 secretary or [his] **the secretary's** designated employee;
14 except that no person shall be subject to any criminal
15 prosecution on account of any matter or thing which may be
16 disclosed by examination of any limited liability company
17 books and records, which they may produce or exhibit for
18 examination; or on account of any other matter or thing
19 concerning which they may make any voluntary and truthful
20 statement in writing to the secretary or [his] **the**
21 **secretary's** designated employee. All facts obtained in the
22 examination of the books and records of any limited
23 liability company, or through the voluntary sworn statement
24 of any manager, member, agent or employee of any limited
25 liability company, shall be treated as confidential, except
26 insofar as official duty may require the disclosure of same,
27 or when such facts are material to any issue in any legal

28 proceeding in which the secretary or [his] **the secretary's**
29 designated employee may be a party or called as witness,
30 and, if the secretary or [his] **the secretary's** designated
31 employee shall, except as provided in this subdivision,
32 disclose any information relative to the private accounts,
33 affairs, and transactions of any such limited liability
34 company, he **or she** shall be guilty of a class C
35 misdemeanor. If any manager, member or registered agent in
36 possession or control of such books and records of any such
37 limited liability company shall refuse a demand of the
38 secretary or [his] **the secretary's** designated employee, to
39 exhibit the books and records of such limited liability
40 company for examination, such person shall be guilty of a
41 class B misdemeanor;

42 (2) The power to cancel or disapprove any articles of
43 organization or other filing required under sections 347.010
44 to 347.187, if the limited liability company fails to comply
45 with the provisions of sections 347.010 to 347.187 by
46 failing to file required documents under sections 347.010 to
47 347.187, by failing to maintain a registered agent, by
48 failing to pay the required filing fees, by using fraud or
49 deception in effecting any filing, by filing a required
50 document containing a false statement, or by violating any
51 section or sections of the criminal laws of Missouri, the
52 federal government or any other state of the United States.
53 Thirty days before such cancellation shall take effect, the
54 secretary shall notify the limited liability company with
55 written notice, either personally or by certified mail,
56 deposited in the United States mail in a sealed envelope
57 addressed to such limited liability company's last
58 registered agent in office, or to one of the limited
59 liability company's members or managers. Written notice of

60 the secretary's proposed cancellation to the limited
61 liability company, domestic or foreign, shall specify the
62 reasons for such action. The limited liability company may
63 appeal this notice of proposed cancellation to the circuit
64 court of the county in which the registered office of such
65 limited liability company is or is proposed to be situated
66 by filing with the clerk of such court a petition setting
67 forth a copy of the articles of organization or other
68 relevant documents and a copy of the proposed written
69 cancellation thereof by the secretary, such petition to be
70 filed within thirty days after notice of such cancellation
71 shall have been given, and the matter shall be tried by the
72 court, and the court shall either sustain the action of the
73 secretary or direct [him] **the secretary** to take such action
74 as the court may deem proper. An appeal from the circuit
75 court in such a case shall be allowed as in civil action.
76 The limited liability company may provide information to the
77 secretary that would allow the secretary to withdraw the
78 notice of proposed cancellation. This information may
79 consist of, but need not be limited to, corrected statements
80 and documents, new filings, affidavits and certified copies
81 of other filed documents;

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

85 (a) The affected limited liability company provides
86 the necessary documents and affidavits indicating the
87 limited liability company has corrected the conditions
88 causing the proposed cancellation or the cancellation; or

89 (b) The limited liability company provides the correct
90 statements or documentation that the limited liability

91 company is not in violation of any section of the criminal
92 code; [and]

93 (4) The power to charge late filing fees for any
94 filing fee required under sections 347.010 to 347.187 and
95 the power to impose civil penalties as provided in section
96 347.053. Late filing fees shall be assessed at a rate of ten
97 dollars for each thirty-day period of delinquency;

98 (5) (a) The power to administratively cancel [an]:

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

103 b. **The registration of a foreign limited liability**
104 **company if the foreign limited liability company fails to**
105 **timely file its information statement.**

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

115 (c) If the limited liability company does not timely
116 file an articles of amendment in accordance with section
117 347.041 to extend the duration of the limited liability
118 company, which may be any number of years or perpetual, or
119 demonstrate to the reasonable satisfaction of the secretary
120 that the period of duration determined by the secretary is
121 incorrect, within sixty days after service of the notice is
122 perfected by posting with the United States Postal Service,

123 then the secretary shall cancel the articles of organization
124 by signing an administrative cancellation that recites the
125 grounds for cancellation and its effective date. The
126 secretary shall file the original of the administrative
127 cancellation and serve a copy on the limited liability
128 company as provided in section 347.051.

129 (d) A limited liability company whose articles of
130 organization has been administratively cancelled continues
131 its existence but may not carry on any business except that
132 necessary to wind up and liquidate its business and affairs
133 under section 347.147 and notify claimants under section
134 347.141.

135 (e) The administrative cancellation of an articles of
136 organization does not terminate the authority of its
137 registered agent.

138 (f) **If a limited liability company does not timely**
139 **file an information statement in accordance with section**
140 **347.044 within sixty days after service of the notice is**
141 **perfected by posting with the United States Postal Service**
142 **or fails to demonstrate to the reasonable satisfaction of**
143 **the secretary that the information statement was timely**
144 **filed, the secretary shall cancel the articles of**
145 **organization by signing an administrative cancellation that**
146 **states the grounds for cancellation and the effective date**
147 **of the cancellation. The secretary shall file the original**
148 **administrative cancellation and serve a copy on the limited**
149 **liability company as provided under section 347.051.**

150 (g) **If a foreign limited liability company does not**
151 **timely file an information statement in accordance with**
152 **section 347.044 within sixty days after service of the**
153 **notice is perfected by posting with the United States Postal**
154 **Service or fails to demonstrate to the reasonable**

155 satisfaction of the secretary that the information statement
156 was timely filed, the secretary shall cancel the
157 registration of the foreign limited liability company by
158 signing an administrative cancellation that states the
159 grounds for cancellation and the effective date of the
160 cancellation. The secretary shall file the original
161 administrative cancellation and serve a copy on the foreign
162 limited liability company as provided in section 347.051. A
163 foreign limited liability company whose registration has
164 been administratively cancelled may continue its existence
165 but shall not conduct any business in this state except to
166 wind up and liquidate its business and affairs in this state;

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

169 (b) Except as otherwise provided in the operating
170 agreement, a limited liability company whose articles of
171 organization has been administratively cancelled under
172 subdivision (5) of this section may file an articles of
173 amendment in accordance with section 347.041 to extend the
174 duration of the limited liability company, which may be any
175 number **of years** or perpetual.

176 (c) A limited liability company whose articles of
177 organization has been administratively cancelled under
178 subdivision (5) of this section may apply to the secretary
179 for reinstatement. The [applicant] **application** shall:

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

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

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

188 d. Be accompanied by a reinstatement fee in the amount
189 of [one hundred] **ninety-five** dollars, or such greater amount
190 as required by state regulation, plus any delinquent fees,
191 penalties, and other charges as determined by the secretary
192 to then be due.

193 (d) If the secretary determines that the application
194 contains the information and is accompanied by the fees
195 required in paragraph (c) of this subdivision and that the
196 information and fees are correct, the secretary shall
197 rescind the cancellation and prepare a certificate of
198 reinstatement that recites his or her determination and the
199 effective date of reinstatement, file the original articles
200 of organization, and serve a copy on the limited liability
201 company as provided in section 347.051.

202 (e) When the reinstatement is effective, it shall
203 relate back to and take effect as of the effective date of
204 the administrative cancellation of the articles of
205 organization and the limited liability company may continue
206 carrying on its business as if the administrative
207 cancellation had never occurred.

208 (f) In the event the name of the limited liability
209 company was reissued by the secretary to another entity
210 prior to the time application for reinstatement was filed,
211 the limited liability company applying for reinstatement may
212 elect to reinstate using a new name that complies with the
213 requirements of section 347.020 and that has been approved
214 by appropriate action of the limited liability company for
215 changing the name thereof.

216 (g) If the secretary denies a limited liability
217 company's application for reinstatement following

218 administrative cancellation of the articles of organization,
219 he or she shall serve the limited liability company as
220 provided in section 347.051 with a written notice that
221 explains the reason or reasons for denial.

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

225 [(7)] (i) **This** subdivision [(6) of this section] shall
226 apply to any limited liability company whose articles of
227 organization was cancelled because such limited liability
228 company's period of duration stated in the articles of
229 organization expired on or after August 28, 2003;

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

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

237 a. **State the name of the foreign limited liability**
238 **company and the date of the administrative cancellation;**

239 b. **State that the grounds for cancellation either did**
240 **not exist or have been eliminated, with supporting**
241 **documentation satisfactory to the secretary;**

242 c. **State that the foreign limited liability company's**
243 **name satisfies the requirements of section 347.020; and**

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

248 (b) **If the secretary determines that the application**
249 **satisfies the requirements under paragraph (a) of this**

250 subdivision, the secretary shall rescind the cancellation
251 and prepare a certificate of reinstatement that includes the
252 effective date of reinstatement and deliver a copy to the
253 limited liability company as provided under section 347.051;

254 (c) If reinstatement is granted, the administrative
255 cancellation shall be retroactively voided, and the foreign
256 limited liability company may conduct its business as if the
257 administrative cancellation never occurred;

258 (d) If the name of the foreign limited liability
259 company was issued to another entity before the application
260 for reinstatement was filed, the foreign limited liability
261 company applying for reinstatement may elect to reinstate
262 using a new name that complies with the requirements under
263 section 347.020 and is approved by appropriate action of the
264 foreign limited liability company for changing its name;

265 (e) If the secretary denies a foreign limited
266 liability company's application for reinstatement, the
267 secretary shall serve the limited liability company with a
268 written notice as provided under section 347.051 that
269 explains the reason for denial; and

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

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

276 (a) A limited liability company whose articles of
277 organization were terminated due to an erroneously or
278 accidentally filed notice of winding up or notice of
279 termination may apply to the secretary for reinstatement by
280 filing a withdrawal of notice of winding up or withdrawal of
281 notice of termination. The application shall:

282 a. State the name of the limited liability company and
283 the filing date of the erroneous or accidental notice;

284 b. State the grounds for erroneously or accidentally
285 filing the notice, with supporting documentation
286 satisfactory to the secretary;

287 c. State that the limited liability company's name
288 satisfies the requirements under section 347.020; and

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

293 (b) If the secretary determines that the application
294 satisfies the requirements under paragraph (a) of this
295 subdivision, the secretary shall rescind the notice of
296 winding up or notice of termination and prepare a
297 certificate of reinstatement that includes the effective
298 date of reinstatement and deliver a copy to the limited
299 liability company as provided under section 347.051;

300 (c) If reinstatement is granted, the termination of
301 the articles of organization shall be retroactively voided,
302 and the limited liability company may conduct its business
303 as if the notice of winding up or notice of termination
304 never occurred;

305 (d) If the name of the limited liability company was
306 issued to another entity before the application for
307 reinstatement was filed, the limited liability company
308 applying for the reinstatement may elect to reinstate using
309 a new name that complies with the requirements under section
310 347.020 and is approved by appropriate action of the limited
311 liability company for changing its name;

312 (e) If the secretary of state denies a limited
313 liability company's application for reinstatement, the

314 **secretary shall serve the limited liability company with a**
315 **written notice as provided under section 347.051 that**
316 **explains the reason for denial; and**

317 **(f) The limited liability company may appeal a denial**
318 **of reinstatement by using the procedure under subdivision**
319 **(2) of this section.**

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

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

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

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

27 the applicant for whom the name was reserved, specifying the
28 name to be transferred and the name and address of the
29 transferee. The reservation of a specified name may be
30 cancelled by filing with the secretary of state a notice of
31 cancellation, executed by the applicant or transferee,
32 specifying the name reservation to be cancelled and the name
33 and address of the applicant or transferee.

34 3. A fee in the amount of [twenty-five] **twenty** dollars
35 shall be paid to the secretary of state upon receipt for
36 filing of an application for reservation of name, an
37 application for renewal of reservation or a notice of
38 transfer or cancellation pursuant to this section. All
39 moneys from the payment of this fee shall be deposited into
40 the general revenue fund.

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

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

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

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

50 the certificate. In the event of a change of name of any
51 person acting as a registered agent of a registered limited
52 liability partnership or foreign registered limited
53 liability partnership, such registered agent shall file with
54 the secretary of state a certificate, executed by such
55 registered agent, setting forth the new name of such
56 registered agent, the name of such registered agent before
57 it was changed, the names of all the registered limited
58 liability partnerships or foreign registered limited
59 liability partnerships represented by such registered agent,
60 and the address at which such registered agent has
61 maintained the registered office for each of such registered
62 limited liability partnerships or foreign registered limited
63 liability partnerships, and shall pay a fee in the amount of
64 ~~[twenty-five]~~ **five** dollars[, and a further fee in the amount
65 of two dollars] for each registered limited liability
66 partnership or foreign registered limited liability
67 partnership affected thereby, to the secretary of state.
68 Upon the filing of such certificate, the secretary of state
69 shall furnish to the registered agent a certified copy of
70 the same under the secretary of state's hand and seal of
71 office. Filing a certificate under this section shall be
72 deemed to be an amendment of the application, renewal
73 application or notice filed pursuant to subsection 19 of
74 section 358.440, as the case may be, of each registered
75 limited liability partnership or foreign registered limited
76 liability partnership affected thereby, and each such
77 registered limited liability partnership or foreign
78 registered limited liability partnership shall not be
79 required to take any further action with respect thereto to
80 amend its application, renewal application or notice filed,
81 as the case may be, pursuant to section 358.440. Any

82 registered agent filing a certificate under this section
83 shall promptly, upon such filing, deliver a copy of any such
84 certificate to each registered limited liability partnership
85 or foreign registered limited liability partnership affected
86 thereby.

87 3. The registered agent of one or more registered
88 limited liability partnerships or foreign registered limited
89 liability partnerships may resign and appoint a successor
90 registered agent by paying a fee in the amount of [fifty]
91 **five** dollars[, and a further fee in the amount of two
92 dollars] for each registered limited liability partnership
93 or foreign registered limited liability partnership affected
94 thereby, to the secretary of state and filing a certificate
95 with the secretary of state, stating that it resigns and the
96 name and address of the successor registered agent. There
97 shall be attached to such certificate a statement executed
98 by each affected registered limited liability partnership or
99 foreign registered limited liability partnership ratifying
100 and approving such change of registered agent. Upon such
101 filing, the successor registered agent shall become the
102 registered agent of such registered limited liability
103 partnerships or foreign registered limited liability
104 partnerships as have ratified and approved such substitution
105 and the successor registered agent's address, as stated in
106 such certificate, shall become the address of each such
107 registered limited liability partnership's or foreign
108 registered limited liability partnership's registered office
109 in the state of Missouri. The secretary of state shall
110 furnish to the successor registered agent a certified copy
111 of the certificate of resignation. Filing of such
112 certificate of resignation shall be deemed to be an
113 amendment of the application, renewal application or notice

114 filed pursuant to subsection 19 of section 358.440, as the
115 case may be, of each registered limited liability
116 partnership or foreign registered limited liability
117 partnership affected thereby, and each such registered
118 limited liability partnership or foreign registered limited
119 liability partnership shall not be required to take any
120 further action with respect thereto, to amend its
121 application, renewal application or notice filed pursuant to
122 subsection 19 of section 358.440, as the case may be,
123 pursuant to section 358.440.

124 4. The registered agent of a registered limited
125 liability partnership or foreign registered limited
126 liability partnership may resign without appointing a
127 successor registered agent by paying a fee in the amount of
128 **[ten] five** dollars to the secretary of state and filing a
129 certificate with the secretary of state stating that it
130 resigns as registered agent for the registered limited
131 liability partnership or foreign registered limited
132 liability partnership identified in the certificate, but
133 such resignation shall not become effective until one
134 hundred twenty days after the certificate is filed. There
135 shall be attached to such certificate an affidavit of such
136 registered agent, if an individual, or the president, a vice
137 president or the secretary thereof if a corporation, that at
138 least thirty days prior to and on or about the date of the
139 filing of the certificate, notices were sent by certified or
140 registered mail to the registered limited liability
141 partnership or foreign registered limited liability
142 partnership for which such registered agent is resigning as
143 registered agent, at the principal office thereof within or
144 outside the state of Missouri, if known to such registered
145 agent or, if not, to the last known address of the attorney

146 or other individual at whose request such registered agent
147 was appointed for such registered limited liability
148 partnership or foreign registered limited liability
149 partnership, of the resignation of such registered agent.
150 After receipt of the notice of the resignation of its
151 registered agent, the registered limited liability
152 partnership or foreign registered limited liability
153 partnership for which such registered agent was acting shall
154 obtain and designate a new registered agent, to take the
155 place of the registered agent so resigning. If such
156 registered limited liability partnership or foreign
157 registered limited liability partnership fails to obtain and
158 designate a new registered agent prior to the expiration of
159 the period of one hundred twenty days after the filing by
160 the registered agent of the certificate of resignation, the
161 application, renewal application or notice filed pursuant to
162 subsection 19 of section 358.440 of such registered limited
163 liability partnership or foreign registered limited
164 liability partnership shall be deemed to be cancelled.

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