

SECOND REGULAR SESSION
[CORRECTED]
HOUSE COMMITTEE SUBSTITUTE FOR
SENATE SUBSTITUTE FOR
SENATE COMMITTEE SUBSTITUTE FOR
SENATE BILL NO. 931
91ST GENERAL ASSEMBLY

Reported from the Committee on Judiciary, May 8, 2002, with recommendation that the House Committee Substitute for Senate Substitute for Senate Committee Substitute for Senate Bill No. 931 Do Pass.

TED WEDEL, Chief Clerk

3681L.09C

AN ACT

To repeal sections 347.143, 351.055, 351.120, 351.140, 351.145, 351.150, 351.155, 351.182, 351.455, 355.856, 356.211, 386.025, 392.410, 393.295, 393.700, 393.705, 393.715, 393.725, 393.740, 393.765, 400.9-102, 400.9-109, 400.9-303, 400.9-311, 400.9-313, 400.9-317, 400.9-323, 400.9-406, 400.9-407, 400.9-408, 400.9-409, 400.9-504, 400.9-509, 400.9-513, 400.9-525, 400.9-602, 400.9-608, 400.9-611, 400.9-613, 400.9-615, 400.9-625, 400.9-628, 400.9-710, 417.210, 486.225, 486.235, 486.240, 486.260, 486.265, 486.280, 486.285, 486.295, 486.300, 486.310, 486.315, 486.330, 486.335, 486.340, 486.345, 486.350, 486.385, 486.395, and 575.060, RSMo, and to enact in lieu thereof sixty-four new sections relating to persons and entities required to be registered with the secretary of state, with penalty provisions.

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

Section A. Sections 347.143, 351.055, 351.120, 351.140, 351.145, 351.150, 351.155,
2 351.182, 351.455, 355.856, 356.211, 386.025, 392.410, 393.295, 393.700, 393.705, 393.715,
3 393.725, 393.740, 393.765, 400.9-102, 400.9-109, 400.9-303, 400.9-311, 400.9-313, 400.9-317,
4 400.9-323, 400.9-406, 400.9-407, 400.9-408, 400.9-409, 400.9-504, 400.9-509, 400.9-513,
5 400.9-525, 400.9-602, 400.9-608, 400.9-611, 400.9-613, 400.9-615, 400.9-625, 400.9-628,
6 400.9-710, 417.210, 486.225, 486.235, 486.240, 486.260, 486.265, 486.280, 486.285, 486.295,

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

7 486.300, 486.310, 486.315, 486.330, 486.335, 486.340, 486.345, 486.350, 486.385, 486.395, and
8 575.060, RSMo, are repealed and sixty-four new sections enacted in lieu thereof, to be known
9 as sections 347.143, 351.055, 351.056, 351.120, 351.140, 351.145, 351.150, 351.155, 351.182,
10 351.455, 355.856, 356.211, 392.410, 393.700, 393.705, 393.715, 393.725, 393.740, 400.9-102,
11 400.9-109, 400.9-303, 400.9-311, 400.9-313, 400.9-317, 400.9-323, 400.9-406, 400.9-407,
12 400.9-408, 400.9-409, 400.9-504, 400.9-509, 400.9-513, 400.9-525, 400.9-602, 400.9-608,
13 400.9-611, 400.9-613, 400.9-615, 400.9-625, 400.9-628, 400.9-710, 417.210, 477.650, 486.225,
14 486.235, 486.240, 486.260, 486.265, 486.280, 486.285, 486.295, 486.300, 486.310, 486.315,
15 486.330, 486.335, 486.340, 486.345, 486.350, 486.385, 486.395, 488.031, 575.060, and 1, to
16 read as follows:

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

- 5 (1) Has procured its articles of organization through fraud;
- 6 (2) Has exceeded or abused the authority conferred upon it by law;
- 7 (3) Has carried on, conducted, or transacted its business in a fraudulent or illegal manner;
- 8 or
- 9 (4) By the abuse of its powers contrary to the public policy of the state, has become
10 liable to be dissolved.

11 2. On application by or for a member, the circuit court for the county in which the
12 registered office of the limited liability company is located may decree dissolution of a limited
13 liability company whenever:

- 14 (1) **The members are deadlocked in the management of the affairs of the limited**
15 **liability company and the members are unable to break the deadlock; or**
- 16 (2) It is not reasonably practicable to carry on the business in conformity with the
17 operating agreement.

351.055. The articles of incorporation shall set forth:

- 2 (1) The name of the corporation;
- 3 (2) The address, including street and number, if any, of its initial registered office in this
4 state, and the name of its initial registered agent at such address;
- 5 (3) The aggregate number of shares which the corporation shall have the authority to
6 issue, and the number of shares of each class, if any, that are to have a par value and the par
7 value of each share of each such class, and the number of shares of each class, if any, that are to
8 be without par value and also a statement of the preferences, qualifications, limitations,
9 restrictions, and the special or relative rights including convertible rights, if any, in respect of the

10 shares of each class;

11 (4) The extent, if any, to which the preemptive right of a shareholder to acquire
12 additional shares is limited or denied;

13 (5) The name and place of residence of each incorporator;

14 (6) Either (a) the number of directors to constitute the first board of directors and a
15 statement to the effect that thereafter the number of directors shall be fixed by, or in the manner
16 provided in, the bylaws of the corporation, and that any changes shall be reported to the secretary
17 of state within thirty calendar days of such change, or (b) the number of directors to constitute
18 the board of directors, except that the number of directors to constitute the board of directors
19 must be stated in the articles of incorporation if the corporation is to have less than three
20 directors. The persons to constitute the first board of directors may, but need not, be named;

21 (7) The number of years the corporation is to continue, which may be any number or
22 perpetual;

23 (8) The purposes for which the corporation is formed;

24 (9) If the incorporators, the directors pursuant to subsection 1 of section 351.090 or the
25 shareholders pursuant to subsection 2 of section 351.090 choose to do so, a provision eliminating
26 or limiting the personal liability of a director to the corporation or its shareholders for monetary
27 damages for breach of fiduciary duty as a director, provided that such provision shall not
28 eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to
29 the corporation or its shareholders, (b) for acts or omissions not in subjective good faith or which
30 involve intentional misconduct or a knowing violation of law, (c) pursuant to section 351.345
31 or (d) for any transaction from which the director derived an improper personal benefit. No such
32 provision shall eliminate or limit the liability of a director for any act or omission occurring prior
33 to the date when such provision becomes effective. **On motion to dismiss, a person
34 challenging the applicability of such a provision shall plead facts challenging such
35 applicability, and on motion for summary judgment shall have the burden of proving that
36 the provision does not apply.** All references in this subdivision to a director shall also be
37 deemed to refer (e) to a member of the governing body of a corporation which is not authorized
38 to issue capital stock and (f) to such other person or persons, if any, who, pursuant to a provision
39 of the articles of incorporation in accordance with this chapter, exercise or perform any of the
40 powers or duties otherwise conferred or imposed upon the board of directors by this chapter;
41 (10) Any other provisions, not inconsistent with law, which the incorporators, the
42 directors pursuant to subsection 1 of section 351.090 or the shareholders pursuant to subsection
43 2 of section 351.090 may choose to insert.

**351.056. Every corporation may in its articles of incorporation confer upon the
2 holders of any bonds, debentures, or other obligations issued or to be issued by the**

3 corporation the power to vote in respect to the corporate affairs and management of the
4 corporation to the extent and in the manner provided in the articles of incorporation and
5 may confer upon such holders of bonds, debentures or other obligations the same right of
6 inspection of its books, accounts and other records, and also any other rights, which the
7 shareholders of the corporation have or may have by reason of this chapter or of its articles
8 of incorporation. If the articles of incorporation so provide, such holders of bonds,
9 debentures or other obligations shall be deemed to be shareholders, and their bonds,
10 debentures or other obligations shall be deemed to be shares of stock, for the purpose of
11 any provision of this chapter which requires the vote of shareholders as a prerequisite to
12 any corporate action and the articles of incorporation may divest the holders of capital
13 stock, in whole or in part, of their right to vote on any corporate matter whatsoever, except
14 as set forth in section 351.093.

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

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

11 **3.** The annual [corporation] **corporate** registration report shall be due on the date that
12 the corporation's franchise tax report is due as required in section 147.020, RSMo, or within
13 thirty days of the date of incorporation of the corporation[; but]. Any extension of time for filing
14 the franchise tax report shall not apply to the due date of the annual corporation registration
15 report. Any corporation that is not required to file a franchise tax report shall still be required
16 to file an annual corporation registration report.

17 **4.** In the event of any change in the names and addresses of the officers and directors set
18 forth in an annual registration report following the required date of its filing and the date of the
19 next such required report, the corporation may correct such information by filing a certificate of
20 correction pursuant to section 351.049.

21 **5. A corporation may change the corporation's registered office or registered agent**
22 **with the filing of the corporation's annual registration report. To change the corporation's**
23 **registered agent with the filing of the annual registration report, the corporation must**
24 **include the new registered agent's written consent to the appointment as registered agent**

25 **and a written consent stating that such change in registered agents was authorized by**
26 **resolution duly adopted by the board of directors. The written consent must be signed by**
27 **the new registered agent and must include such agent's address. If the annual corporate**
28 **registration report is not completed correctly, the secretary of state may reject the filing**
29 **of such report.**

30 **6. A corporation's annual registration report must be filed in a format as**
31 **prescribed by the secretary of state.**

351.140. Each registration required by section 351.120 shall be on a form to be supplied
2 by the secretary of state and shall be [signed] **executed** subject to the penalties of making a false
3 declaration under section 575.060, RSMo, by the president, a vice president, the secretary, an
4 assistant secretary, the treasurer or an assistant treasurer of the corporation. Whenever any
5 corporation is in the hands of an assignee or receiver, it shall be the duty of such assignee or
6 receiver, or one of them, if there be more than one, to register such corporation and otherwise
7 comply with the requirements of this chapter. The forms shall bear a notice stating that false
8 statements made therein are punishable under section 575.060, RSMo.

351.145. It shall be the duty of the secretary of state to [provide blank corporate
2 registration forms] **send notice that the annual corporate registration report is due** to each
3 corporation in this state required to register[, addressed]. **The notice shall be directed** to its
4 registered office as disclosed originally by its articles of incorporation or by its application for
5 a certificate of authority to transact business in this state and thereafter as disclosed by its
6 registration for the year preceding, as provided by law[, or addressed to the president or a vice
7 president at the principal place of business or corporate headquarters of the corporation as the
8 same appears in the records of the secretary of state]. **The secretary of state may provide a**
9 **form of the annual corporate registration report for filing in a format and medium**
10 **prescribed by the secretary of state.**

351.150. No corporation shall be excused for its failure to comply with the provisions
2 of this chapter by reason of failure to receive the [blanks] **notice** in section 351.145 required to
3 be [mailed] **given** by the secretary of state.

351.155. It shall be the duty of the secretary of state to furnish [duplicate blanks] **forms**
2 **of annual corporate registration reports** to any corporation upon request [of its president, or
3 secretary] **to any representative of the corporation**, but no such [duplicate blanks] **form of the**
4 **annual corporate registration report** shall be furnished unless the name of the corporation for
5 which they are desired shall accompany the request.

351.182. 1. Subject to any provisions in the articles of incorporation, every corporation
2 may create and issue, whether or not in connection with the issue and sale of any shares of stock
3 or other securities of the corporation, rights or options entitling the holders thereof to purchase

4 from the corporation any shares of its capital stock of any class or classes, such rights or options
5 to be evidenced by or in such instrument or instruments as is approved by the board of directors.
6 If at the time the corporation issues rights or options, there is insufficient authorized and
7 unissued shares to provide the shares needed if and when the rights or options are exercised, the
8 granting of the rights or options shall not be invalid solely by reason of the lack of sufficient
9 authorized but unissued shares.

10 2. The terms upon which any such shares may be purchased from the corporation upon
11 the exercise of any such right or option, shall be as stated in the articles of incorporation, or in
12 a resolution adopted by the board of directors providing for the creation and issue of such rights
13 or options, and, in every case, shall be set forth or incorporated by reference in the instrument
14 or instruments evidencing such rights or options. Such terms may include, but not be limited to:

15 (1) The duration of such rights or options, which may be limited or unlimited;

16 (2) The price or prices at which any such shares may be purchased from the corporation
17 upon the exercise of any such right or option;

18 (3) The holders by whom such rights or options may be exercised;

19 (4) The conditions to or which may preclude or limit the exercise, transfer or receipt of
20 such rights or options, or which may invalidate or void such rights or options, including without
21 limitation conditions based upon a specified number or percentage of outstanding shares, rights,
22 options, convertible securities, or obligations of the corporation as to which any person or
23 persons or their transferees own or offer to acquire; and

24 (5) The conditions upon which such rights or options may be redeemed.

25

26 Such terms may be made dependent upon facts ascertainable outside the documents evidencing
27 the rights, or the resolution providing for the issue of the rights or options adopted by the board
28 of directors, if the manner in which the facts shall operate upon the exercise of the rights or
29 options is clearly and expressly set forth in the document evidencing the rights or options, or in
30 the resolution. In the absence of actual fraud in the transaction, the judgment of the directors as
31 to the consideration for the issuance of such rights or options and the sufficiency thereof and the
32 terms of such rights or options shall be conclusive. In case the shares of stock of the corporation
33 to be issued upon the exercise of such rights or options shall be shares having a par value, the
34 price or prices so to be received therefor shall not be less than the par value thereof. In case the
35 shares of stock so to be issued shall be shares of stock without par value, the consideration
36 therefor shall be determined in the manner provided in section 351.185. Nothing contained in
37 subsection 1 of section 351.180 shall be deemed to limit the authority of the board of directors
38 to determine, in its sole discretion, the terms of the rights or options issuable pursuant to this
39 section.

40 **3. The board of directors may, by a resolution adopted by the board, authorize one**
41 **or more officers of the corporation to do one or both of the following:**

42 **(1) Designate officers and employees of the corporation or any of its subsidiaries**
43 **to be recipients of such rights or options created by the corporation; and**

44 **(2) Determine the number of such rights or options to be received by such officers**
45 **and employees; provided, however, that the resolution so authorizing such officer or**
46 **officers shall specify the total number of rights or options such officer or officers may so**
47 **award. The board of directors may not authorize an officer to designate himself or herself**
48 **as a recipient of any such rights or options.**

351.455. 1. If a shareholder of a corporation which is a party to a merger or
2 consolidation [shall file with such corporation, prior to or], **and in the case of a shareholder**
3 **owning voting stock is entitled to vote** at the meeting of shareholders at which the plan of
4 merger or consolidation is submitted to a vote, **shall file with such corporation prior to or at**
5 **such meeting** a written objection to such plan of merger or consolidation, and shall not vote in
6 favor thereof, and such shareholder, within twenty days after the merger or consolidation is
7 effected, shall make written demand on the surviving or new corporation for payment of the fair
8 value of his shares as of the day prior to the date on which the vote was taken approving the
9 merger or consolidation, the surviving or new corporation shall pay to such shareholder, upon
10 surrender of his certificate or certificates representing said shares, the fair value thereof. Such
11 demand shall state the number and class of the shares owned by such dissenting shareholder.
12 Any shareholder failing to make demand within the twenty day period shall be conclusively
13 presumed to have consented to the merger or consolidation and shall be bound by the terms
14 thereof.

15 2. If within thirty days after the date on which such merger or consolidation was effected
16 the value of such shares is agreed upon between the dissenting shareholder and the surviving or
17 new corporation, payment therefor shall be made within ninety days after the date on which such
18 merger or consolidation was effected, upon the surrender of his certificate or certificates
19 representing said shares. Upon payment of the agreed value the dissenting shareholder shall
20 cease to have any interest in such shares or in the corporation.

21 3. If within such period of thirty days the shareholder and the surviving or new
22 corporation do not so agree, then the dissenting shareholder may, within sixty days after the
23 expiration of the thirty day period, file a petition in any court of competent jurisdiction within
24 the county in which the registered office of the surviving or new corporation is situated, asking
25 for a finding and determination of the fair value of such shares, and shall be entitled to judgment
26 against the surviving or new corporation for the amount of such fair value as of the day prior to
27 the date on which such vote was taken approving such merger or consolidation, together with

28 interest thereon to the date of such judgment. The judgment shall be payable only upon and
29 simultaneously with the surrender to the surviving or new corporation of the certificate or
30 certificates representing said shares. Upon the payment of the judgment, the dissenting
31 shareholder shall cease to have any interest in such shares, or in the surviving or new
32 corporation. Such shares may be held and disposed of by the surviving or new corporation as
33 it may see fit. Unless the dissenting shareholder shall file such petition within the time herein
34 limited, such shareholder and all persons claiming under him shall be conclusively presumed to
35 have approved and ratified the merger or consolidation, and shall be bound by the terms thereof.

36 4. The right of a dissenting shareholder to be paid the fair value of his shares as herein
37 provided shall cease if and when the corporation shall abandon the merger or consolidation.

38 **5. When the remedy provided for pursuant to this section is available with respect**
39 **to a transaction, it shall be the exclusive remedy of the shareholder as to that transaction**
40 **except in the case of fraud or lack of authorization for the transaction.**

355.856. 1. Each domestic corporation, and each foreign corporation authorized
2 **pursuant to this chapter** to transact business in this state, shall [deliver to] **file with** the
3 secretary of state an annual **corporate registration** report on a form prescribed and furnished
4 by the secretary of state that sets forth:

5 (1) The name of the corporation and the state or country under whose law it is
6 incorporated;

7 (2) The address of its registered office and the name of its registered agent at the office
8 in this state;

9 (3) The address of its principal office;

10 (4) The names and business or residence addresses of its directors and principal officers;

11 (5) A brief description of the nature of its activities;

12 (6) Whether or not it has members;

13 (7) If it is a domestic corporation, whether it is a public benefit or mutual benefit
14 corporation; and

15 (8) If it is a foreign corporation, whether it would be a public benefit or mutual benefit
16 corporation had it been incorporated in this state.

17 2. The information in the annual **corporate registration** report must be current on the
18 date the annual **corporate registration** report is executed on behalf of the corporation.

19 3. The first annual **corporate registration** report must be delivered to the secretary of
20 state no later than August thirty-first of the year following the calendar year in which a domestic
21 corporation was incorporated or a foreign corporation was authorized to transact business.
22 Subsequent annual **corporate registration** reports must be delivered to the secretary of state no
23 later than August thirty-first of the following calendar years. If an annual **corporate registration**

24 report is not filed within the time limits prescribed by this section, the secretary of state shall not
25 accept the report unless it is accompanied by a fifteen-dollar fee. **Failure to file the annual**
26 **registration report as required by this section will result in the administrative dissolution**
27 **of the corporation as set forth in section 355.706.**

28 4. If an annual **corporate registration** report does not contain the information required
29 by this section, the secretary of state shall promptly notify the reporting domestic or foreign
30 corporation in writing and return the report to it for correction. If the report is corrected to
31 contain the information required by this section and delivered to the secretary of state within
32 thirty days after the effective date of notice, it is deemed to be timely filed.

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

42 **6. A corporation's annual registration report must be filed in a format and medium**
43 **prescribed by the secretary of state.**

356.211. 1. Each professional corporation and each foreign professional corporation
2 shall file[, in duplicate,] with the secretary of state an annual corporation registration report
3 [simultaneously with] **at the time** the corporation's franchise tax report [setting] **is due. Any**
4 **extension of time for filing the franchise tax report shall not apply to the due date of the**
5 **annual corporation registration report. Any corporation that is not required to file a**
6 **franchise tax report shall still be required to file an annual corporation registration report.**
7 **The corporate registration report shall set forth the following information:**

8 (1) The names and residence addresses of all officers, directors and shareholders of that
9 professional corporation as of the date of the report;

10 (2) A statement that each officer, director and shareholder is or is not a qualified person
11 as defined in sections 356.011 to 356.261, and setting forth the date on which any shares of the
12 professional corporation were no longer owned by a qualified person, and any subsequent
13 disposition thereof;

14 (3) A statement as to whether or not suit has been instituted to fix the fair value of any
15 shares not owned by a qualified person, and if so, the date on which and the court in which the
16 same was filed.

17 2. The report shall be made on a form to be prescribed and furnished by the secretary of
18 state, and shall be [signed] **executed** by the president or vice president, subject to the penalties
19 of making a false declaration under section 575.060, RSMo. The form shall bear a notice stating
20 that false statements made therein are punishable under section 575.060, RSMo. A reasonable
21 filing fee to be set by the secretary of state shall be paid with the filing of each report, and no
22 other fees shall be charged therefor; except that, penalty and interest fees may be imposed by the
23 secretary of state for late filings. The report shall be filed subject to the time requirements of
24 section 351.120, RSMo. [The duplicate original copy of the annual report shall be forwarded
25 to each licensing authority that regulates the professional services for which the corporation is
26 organized to practice.]

27 3. If a professional corporation or foreign professional corporation shall fail to file a
28 report qualifying with the provisions of this section when such a filing is due, then the
29 corporation shall be subject to the provisions of chapter 351, RSMo, that are applicable to a
30 corporation that has failed to timely file the annual report required to be filed under chapter 351,
31 RSMo.

392.410. 1. A telecommunications company not possessing a certificate of public
2 convenience and necessity from the commission at the time this section goes into effect shall
3 have not more than ninety days in which to apply for a certificate of service authority from the
4 commission pursuant to this chapter unless a company holds a state charter issued in or prior to
5 the year 1913 which charter authorizes a company to engage in the telephone business. No
6 telecommunications company not exempt from this subsection shall transact any business in this
7 state until it shall have obtained a certificate of service authority from the commission pursuant
8 to the provisions of this chapter, except that any telecommunications company which is
9 providing telecommunications service on September 28, 1987, and which has not been granted
10 or denied a certificate of public convenience and necessity prior to September 28, 1987, may
11 continue to provide that service exempt from all other requirements of this chapter until a
12 certificate of service authority is granted or denied by the commission so long as the
13 telecommunications company applies for a certificate of service authority within ninety days
14 from September 28, 1987.

15 2. No telecommunications company offering or providing, or seeking to offer or provide,
16 any interexchange telecommunications service shall do so until it has applied for and received
17 a certificate of interexchange service authority pursuant to the provisions of subsection 1 of this
18 section. No telecommunications company offering or providing, or seeking to offer or provide,
19 any local exchange telecommunications service shall do so until it has applied for and received
20 a certificate of local exchange service authority pursuant to the provisions of section 392.420.

21 3. No certificate of service authority issued by the commission shall be construed as

22 granting a monopoly or exclusive privilege, immunity or franchise. The issuance of a certificate
23 of service authority to any telecommunications company shall not preclude the commission from
24 issuing additional certificates of service authority to another telecommunications company
25 providing the same or equivalent service or serving the same geographical area or customers as
26 any previously certified company, except to the extent otherwise provided by section 392.450.

27 4. Any certificate of public convenience and necessity granted by the commission to a
28 telecommunications company prior to September 28, 1987, shall remain in full force and effect
29 unless modified by the commission, and such companies need not apply for a certificate of
30 service authority in order to continue offering or providing service to the extent authorized in
31 such certificate of public convenience and necessity. Any such carrier, however, prior to
32 substantially altering the nature or scope of services provided under a certificate of public
33 convenience and necessity, or adding or expanding services beyond the authority contained in
34 such certificate, shall apply for a certificate of service authority for such alterations or additions
35 pursuant to the provisions of this section.

36 5. The commission may review and modify the terms of any certificate of public
37 convenience and necessity issued to a telecommunications company prior to September 28, 1987,
38 in order to ensure its conformity with the requirements and policies of this chapter. Any
39 certificate of service authority may be altered or modified by the commission after notice and
40 hearing, upon its own motion or upon application of the person or company affected. Unless
41 exercised within a period of one year from the issuance thereof, authority conferred by a
42 certificate of service authority or a certificate of public convenience and necessity shall be null
43 and void.

44 6. The commission may issue a temporary certificate which shall remain in force not to
45 exceed one year to assure maintenance of adequate service or to serve particular customers,
46 without notice and hearing, pending the determination of an application for a certificate.

47 7. No political subdivision of this state shall provide or offer for sale, either to the public
48 or to a telecommunications provider, a telecommunications service or telecommunications
49 facility used to provide a telecommunications service for which a certificate of service authority
50 is required pursuant to this section. Nothing in this subsection shall be construed to restrict a
51 political subdivision from allowing the nondiscriminatory use of its rights-of-way including its
52 poles, conduits, ducts and similar support structures by telecommunications providers or from
53 providing to telecommunications providers, within the geographic area in which it lawfully
54 operates as a municipal utility, telecommunications services or telecommunications
55 facilities on a nondiscriminatory, competitively-neutral basis, and at a price which covers
56 cost, including imputed costs that the political subdivision would incur if it were a for-
57 profit business. Nothing in this subsection shall restrict a political subdivision from

58 **providing** telecommunications services or facilities:

- 59 (1) For its own use;
- 60 (2) For 911, E-911 or other emergency services;
- 61 (3) For medical or educational purposes;
- 62 (4) To students by an educational institution; or
- 63 (5) Internet-type services.

64

65 [The provisions of this subsection shall expire on August 28, 2002.]

393.700. Sections 393.700 to 393.770 [and section 386.025, RSMo,] shall be known as
2 the "Joint Municipal Utility Commission Act".

393.705. As used in sections 393.700 to 393.770 [and sections 386.025, RSMo, and
2 393.295], the following terms shall, unless the context clearly indicates otherwise, have the
3 following meanings:

4 (1) "Bond" or "bonds", any bonds, interim certificates, notes, debentures or other
5 obligations of a commission issued pursuant to sections 393.700 to 393.770 [and sections
6 386.025, RSMo, and 393.295];

7 (2) "Commission", any joint municipal utility commission established by a joint contract
8 under sections 393.700 to 393.770 [and sections 386.025, RSMo, and 393.295];

9 (3) "Contracting municipality", each municipality which is a party to a joint contract
10 establishing a commission under sections 393.700 to 393.770 and sections 386.025, RSMo, and
11 393.295, a water supply district formed under the provisions of chapter 247, RSMo, or a sewer
12 district formed pursuant to the provisions of chapter 204, RSMo, or chapter 249, RSMo;

13 (4) "Joint contract", the contract entered into among or by and between two or more of
14 the following contracting entities for the purpose of establishing a commission:

- 15 (a) Municipalities;
- 16 (b) Public water supply districts;
- 17 (c) Sewer districts;
- 18 (d) Nonprofit water companies; or
- 19 (e) Nonprofit sewer companies;

20 (5) "Person", a natural person, cooperative or private corporation, association, firm,
21 partnership, or business trust of any nature whatsoever, organized and existing under the laws
22 of any state or of the United States and any municipality or other municipal corporation,
23 governmental unit, or public corporation created under the laws of this state or the United States,
24 and any person, board, or other body declared by the laws of any state or the United States to be
25 a department, agency or instrumentality thereof;

26 (6) "Project", the purchasing, construction, extending or improving of any

27 revenue-producing water, sewage, gas or electric light works, heating or power plants, including
28 all real and personal property of any nature whatsoever to be used in connection therewith,
29 together with all parts thereof and appurtenances thereto, used or useful in the generation,
30 production, transmission, distribution excluding retail sales, purchase, sale, exchange, transport
31 and treatment of sewage or interchange of water, sewage, electric power and energy, or any
32 interest therein or right to capacity thereof and the acquisition of fuel of any kind for any such
33 purposes.

393.715. 1. The general powers of a commission to the extent provided in section
2 393.710 [herein and subject to the provisions of section 393.765] herein shall include the power
3 to:

4 (1) Plan, develop, acquire, construct, reconstruct, operate, manage, dispose of, participate
5 in, maintain, repair, extend or improve one or more projects, either exclusively or jointly or by
6 participation with electric cooperative associations, municipally owned or public utilities or
7 acquire any interest in or any rights to capacity of a project, within or outside the state, and act
8 as an agent, or designate one or more other persons participating in a project to act as its agent,
9 in connection with the planning, acquisition, construction, operation, maintenance, repair,
10 extension or improvement of such project;

11 (2) Acquire, sell, distribute and process fuels necessary to the production of electric
12 power and energy; provided, however, the commission shall not have the power or authority to
13 erect, own, use or maintain a transmission line which is parallel or generally parallel to another
14 transmission line in place within a distance of two miles, which serves the same general area
15 sought to be served by the commission unless the public service commission finds that it is not
16 feasible to utilize the transmission line which is in place;

17 (3) Acquire by purchase or lease, construct, install, and operate reservoirs, pipelines,
18 wells, check dams, pumping stations, water purification plants, and other facilities for the
19 production, wholesale distribution, and utilization of water and to own and hold such real and
20 personal property as may be necessary to carry out the purposes of its organization; provided,
21 however, that a commission shall not sell or distribute water, at retail or wholesale, within the
22 certificated area of a water corporation which is subject to the jurisdiction of the public service
23 commission unless the sale or distribution of water is within the boundaries of a public water
24 supply district or municipality which is a contracting municipality in the commission and the
25 commission has obtained the approval of the public service commission prior to commencing
26 such said sale or distribution of water;

27 (4) Acquire by purchase or lease, construct, install, and operate lagoons, pipelines, wells,
28 pumping stations, sewage treatment plants and other facilities for the treatment and
29 transportation of sewage and to own and hold such real and personal property as may be

30 necessary to carry out the purposes of its organization;

31 (5) Enter into operating, franchises, exchange, interchange, pooling, wheeling,
32 transmission and other similar agreements with any person;

33 (6) Make and execute contracts and other instruments necessary or convenient to the
34 exercise of the powers of the commission;

35 (7) Employ agents and employees;

36 (8) Contract with any person, within or outside the state, for the construction of any
37 project or for any interest therein or any right to capacity thereof, without advertising for bids,
38 preparing final plans and specifications in advance of construction, or securing performance and
39 payment of bonds, except to the extent and on such terms as its board of directors shall
40 determine. Any contract entered into pursuant to this subdivision shall contain a provision that
41 the requirements of sections 290.210 to 290.340, RSMo, shall apply;

42 (9) Purchase, sell, exchange, transmit, treat, dispose or distribute water, sewage, gas, heat
43 or electric power and energy, or any by-product resulting therefrom, within and outside the state,
44 in such amounts as it shall determine to be necessary and appropriate to make the most effective
45 use of its powers and to meet its responsibilities, and to enter into agreements with any person
46 with respect to such purchase, sale, exchange, treatment, disposal or transmission, on such terms
47 and for such period of time as its board of directors shall determine. A commission may not sell
48 or distribute water, gas, heat or power and energy, or sell sewage service at retail to ultimate
49 customers outside the boundary limits of its contracting municipalities except pursuant to
50 subsection 2 or 3 of this section;

51 (10) Acquire, own, hold, use, lease, as lessor or lessee, sell or otherwise dispose of,
52 mortgage, pledge, or grant a security interest in any real or personal property, commodity or
53 service or interest therein;

54 (11) Exercise the powers of eminent domain for public use as provided in chapter 523,
55 RSMo, except that the power of eminent domain shall not be exercised against any electric
56 cooperative association, municipally owned or public utility;

57 (12) Incur debts, liabilities or obligations including the issuance of bonds pursuant to the
58 authority granted in section 27 of article VI of the Missouri Constitution;

59 (13) Sue and be sued in its own name;

60 (14) Have and use a corporate seal;

61 (15) Fix, maintain and revise fees, rates, rents and charges for functions, services,
62 facilities or commodities provided by the commission;

63 (16) Make, and from time to time, amend and repeal, bylaws, rules and regulations not
64 inconsistent with this section to carry into effect the powers and purposes of the commission;

65 (17) Notwithstanding the provisions of any other law, invest any funds held in reserve

66 or sinking funds, or any funds not required for immediate disbursement, including the proceeds
67 from the sale of any bonds, in such obligations, securities and other investments as the
68 commission deems proper;

69 (18) Join organizations, membership in which is deemed by the board of directors to be
70 beneficial to accomplishment of the commission's purposes;

71 (19) Exercise any other powers which are deemed necessary and convenient by the
72 commission to effectuate the purposes of the commission; and

73 (20) Do and perform any acts and things authorized by this section under, through or by
74 means of an agent or by contracts with any person.

75 2. When a municipality purchases a privately owned water utility and a commission is
76 created pursuant to sections 393.700 to 393.770, the commission may continue to serve those
77 locations previously receiving water from the private utility even though the location receives
78 such service outside the geographical area of the municipalities forming the commission. New
79 water service may be provided in such areas if the site to receive such service is located within
80 one-fourth of a mile from a site serviced by the privately owned water utility.

81 3. When a commission created by any of the contracting entities listed in subdivision (4)
82 of section 393.705 becomes a successor to any nonprofit water corporation, nonprofit sewer
83 corporation or other nonprofit agency or entity organized to provide water or sewer service, the
84 commission may continue to serve, as well as provide new service to, those locations and areas
85 previously receiving water or sewer service from such nonprofit entity, regardless of whether or
86 not such location receives such service outside the geographical service area of the contracting
87 entities forming such commission; provided that such locations and areas previously receiving
88 water and sewer service from such nonprofit entity are not located within:

89 (1) Any county of the first classification with a population of more than six hundred
90 thousand and less than nine hundred thousand;

91 (2) The boundaries of any sewer district established pursuant to article VI, section 30(a)
92 of the Missouri Constitution; or

93 (3) The certificated area of a water or sewer corporation that is subject to the jurisdiction
94 of the public service commission.

393.725. 1. Bonds issued pursuant to sections 393.700 to 393.770 by a commission shall
2 be payable, as to the principal and interest, solely from the net revenues derived by the
3 commission from the operation of the commission's project or projects, after providing for the
4 costs of operation and maintenance of the commission's project or projects, or from any other
5 funds made available to the commission from sources other than from proceeds of taxation.

6 2. Each bond issued pursuant to the provisions of sections 393.700 to 393.770 shall
7 contain a statement that such bond is not an indebtedness of the state, or of any political

8 subdivision thereof, other than the joint municipal utility commission, or of the contracting
9 municipalities, the contracting public water supply districts or the contracting sewer districts, but
10 shall be special obligations of the commission only and that neither the faith and credit nor the
11 taxing power of the state or of any political subdivision thereof, or of the contracting
12 municipalities, contracting public water supply districts or contracting sewer districts is pledged
13 to the payment of or the interest on such bonds. The bonds shall not be deemed to be an
14 indebtedness within the meaning of any constitutional or statutory limitation upon the incurring
15 of indebtedness. Neither the members of the board of directors of a commission nor any person
16 executing the bonds shall be liable personally on the bonds by reason of the lawful issuance
17 thereof.

18 3. A commission, subject to the provisions of section 393.760, may from time to time
19 issue its bonds in such principal amounts as it deems necessary to provide sufficient funds to
20 purchase, construct, extend or improve a project, including the establishment or increase of
21 reserves, interest accrued during construction of such project and for a period not exceeding one
22 year after the completion of construction of such project, and the payment of all other costs or
23 expenses of the commission incident to and necessary or convenient to carry out its corporate
24 purposes and powers.

25 4. Bonds of a commission shall be authorized by resolution of the board of directors and
26 may be issued under such resolution or under a trust indenture or other security instrument, as
27 authorized by the resolution, in one or more series and shall bear such date or dates, mature at
28 such time or times, bear interest at such rate or rates, be in such denomination or denominations,
29 be in such form, either coupon, registered or both, carry such conversion or registration
30 privileges, have such rank or priority, be executed in such manner, be payable in such medium
31 of payment, at such place or places within or without the state, and be subject to such terms of
32 redemption, with or without premium, as such resolution, trust indenture or other security
33 instrument may provide, and without limitation by the provisions of any other law limiting
34 amounts, maturities or interest rates.

35 5. The bonds shall be sold at public sale [and in the event of a rejection of all bids by the
36 commission, the bonds may be sold] **or** at private sale as the commission may provide and at
37 such price or prices as the commission shall determine [or for a joint municipal utility
38 commission within a fifteen-county area being served with water from a lake constructed by the
39 U.S. Army Corps of Engineers and located north of the Missouri River, if the commission
40 determines it is in the best interest of the commission, at private sale. The reason or reasons why
41 private sale is in the best interest of the people served shall be set forth in the order or resolution
42 authorizing the private sale]. The decision of the commission shall be conclusive.

43 6. The bonds may be signed by manual or facsimile signatures as determined by

44 resolution of the board. In case any of the officers whose signatures appear on any bonds or
45 coupons shall cease to be such officers before the delivery of such obligations, such signatures
46 shall, nevertheless, be valid and sufficient for all purposes, the same as if the officers had
47 remained in office until such delivery.

48 7. Pending preparation of definitive bonds, a commission may issue temporary bonds
49 which shall be exchanged for the definitive bonds when such bonds shall have been executed and
50 are available for delivery.

51 8. All bonds issued under the provisions of sections 393.700 to 393.770 shall be
52 negotiable instruments under the provisions of the uniform commercial code of the state.

393.740. 1. All bonds issued pursuant to sections 393.700 to 393.770 and all income
2 or interest thereon shall be exempt from all state taxes, except estate and transfer taxes.

3 2. All property, real and tangible personal, **except for properties acquired exclusively**
4 **for water supply districts**, acquired by the bonds issued pursuant to sections 393.700 and
5 393.770 or otherwise acquired by a commission shall be subject to taxation for state, county, and
6 municipal and other local purposes **only** to the same extent as [bridge and public utility
7 companies under the provisions of sections 153.030, RSMo, and 138.420, RSMo, except for
8 those properties acquired exclusively for water supply districts] **if such property was owned**
9 **directly by each participating municipality in proportion to the percentage each**
10 **municipality's interest or participation in the facility or property.**

400.9-102. (a) In this article:

2 (1) "Accession" means goods that are physically united with other goods in such a
3 manner that the identity of the original goods is not lost;

4 (2) "Account", except as used in "account for", means a right to payment of a monetary
5 obligation, whether or not earned by performance, (i) for property that has been or is to be sold,
6 leased, licensed, assigned, or otherwise disposed of, (ii) for services rendered or to be rendered,
7 (iii) for a policy of insurance issued or to be issued, (iv) for a secondary obligation incurred or
8 to be incurred, (v) for energy provided or to be provided, (vi) for the use or hire of a vessel under
9 a charter or other contract, (vii) arising out of the use of a credit or charge card or information
10 contained on or for use with the card, or (viii) as winnings in a lottery or other game of chance
11 operated or sponsored by a state, governmental unit of a state, or person licensed or authorized
12 to operate the game by a state or governmental unit of a state. The term includes
13 health-care-insurance receivables. The term does not include (i) rights to payment evidenced by
14 chattel paper or an instrument, (ii) commercial tort claims, (iii) deposit accounts, (iv) investment
15 property, (v) letter-of-credit rights or letters of credit, or (vi) rights to payment for money or
16 funds advanced or sold, other than rights arising out of the use of a credit or charge card or
17 information contained on or for use with the card;

18 (3) "Account debtor" means a person obligated on an account, chattel paper, or general
19 intangible. The term does not include persons obligated to pay a negotiable instrument, even if
20 the instrument constitutes part of chattel paper;

21 (4) "Accounting", except as used in "accounting for", means a record:

22 (A) Authenticated by a secured party;

23 (B) Indicating the aggregate unpaid secured obligations as of a date not more than
24 thirty-five days earlier or thirty-five days later than the date of the record; and

25 (C) Identifying the components of the obligations in reasonable detail;

26 (5) "Agricultural lien" means an interest, other than a security interest, in farm products:

27 (A) Which secures payment or performance of an obligation for:

28 (I) Goods or services furnished in connection with a debtor's farming operation; or

29 (ii) Rent on real property leased by a debtor in connection with its farming operation;

30 (B) Which is created by statute in favor of a person that:

31 (I) In the ordinary course of its business furnished goods or services to a debtor in
32 connection with a debtor's farming operation; or

33 (ii) Leased real property to a debtor in connection with the debtor's farming operation;

34 and

35 (C) Whose effectiveness does not depend on the person's possession of the personal
36 property;

37 (6) "As-extracted collateral" means:

38 (A) Oil, gas, or other minerals that are subject to a security interest that:

39 (I) Is created by a debtor having an interest in the minerals before extraction; and

40 (ii) Attaches to the minerals as extracted; or

41 (B) Accounts arising out of the sale at the wellhead or Manihot of oil, gas, or other
42 minerals in which the debtor had an interest before extraction;

43 (7) "Authenticate" means:

44 (A) To sign; or

45 (B) To execute or otherwise adopt a symbol, or encrypt or similarly process a record in
46 whole or in part, with the present intent of the authenticating person to identify the person and
47 adopt or accept a record;

48 (8) "Bank" means an organization that is engaged in the business of banking. The term
49 includes savings banks, savings and loan associations, credit unions, and trust companies;

50 (9) "Cash proceeds" means proceeds that are money, checks, deposit accounts, or the
51 like;

52 (10) "Certificate of title" means a certificate of title with respect to which a statute
53 provides for the security interest in question to be indicated on the certificate as a condition or

54 result of the security interest's obtaining priority over the rights of a lien creditor with respect to
55 the collateral;

56 (11) "Chattel paper" means a record or records that evidence both a monetary obligation
57 and a security interest in specific goods, a security interest in specific goods and software used
58 in the goods, **a security interest in specific goods and license of software used in the goods,**
59 **a lease of specific goods,** or a lease of specific goods **and license of software used in the**
60 **goods. In this paragraph, "monetary obligation" means a monetary obligation secured by**
61 **the goods or owed under a lease of the goods and includes a monetary obligation with**
62 **respect to software used in the goods.** The term does not include (I) charters or other contracts
63 involving the use or hire of a vessel or (ii) records that evidence a right to payment arising
64 out of the use of a credit or charge card or information contained on or for use with the
65 card. If a transaction is evidenced [both by a security agreement or lease and] by records that
66 include an instrument or series of instruments, the group of records taken together constitutes
67 chattel paper;

68 (12) "Collateral" means the property subject to a security interest or agricultural lien.
69 The term includes:

70 (A) Proceeds to which a security interest attaches;

71 (B) Accounts, chattel paper, payment intangibles, and promissory notes that have been
72 sold; and

73 (C) Goods that are the subject of a consignment;

74 (13) "Commercial tort claim" means a claim arising in tort with respect to which:

75 (A) The claimant is an organization; or

76 (B) The claimant is an individual and the claim:

77 (I) Arose in the course of the claimant's business or profession; and

78 (ii) Does not include damages arising out of personal injury to or the death of an
79 individual;

80 (14) "Commodity account" means an account maintained by a commodity intermediary
81 in which a commodity contract is carried for a commodity customer;

82 (15) "Commodity contract" means a commodity futures contract, an option on a
83 commodity futures contract, a commodity option, or another contract if the contract or option is:

84 (A) Traded on or subject to the rules of a board of trade that has been designated as a
85 contract market for such a contract pursuant to federal commodities laws; or

86 (B) Traded on a foreign commodity board of trade, exchange, or market, and is carried
87 on the books of a commodity intermediary for a commodity customer;

88 (16) "Commodity customer" means a person for which a commodity intermediary carries
89 a commodity contract on its books;

90 (17) "Commodity intermediary" means a person that:

91 (A) Is registered as a futures commission merchant under federal commodities law; or

92 (B) In the ordinary course of its business provides clearance or settlement services for
93 a board of trade that has been designated as a contract market pursuant to federal commodities
94 law;

95 (18) "Communicate" means:

96 (A) To send a written or other tangible record;

97 (B) To transmit a record by any means agreed upon by the persons sending and receiving
98 the record; or

99 (C) In the case of transmission of a record to or by a filing office, to transmit a record
100 by any means prescribed by filing-office rule;

101 (19) "Consignee" means a merchant to which goods are delivered in a consignment;

102 (20) "Consignment" means a transaction, regardless of its form, in which a person
103 delivers goods to a merchant for the purpose of sale and:

104 (A) The merchant:

105 (i) Deals in goods of that kind under a name other than the name of the person making
106 delivery;

107 (ii) Is not an auctioneer; and

108 (iii) Is not generally known by its creditors to be substantially engaged in selling the
109 goods of others;

110 (B) With respect to each delivery, the aggregate value of the goods is one thousand
111 dollars or more at the time of delivery;

112 (C) The goods are not consumer goods immediately before delivery; and

113 (D) The transaction does not create a security interest that secures an obligation;

114 (21) "Consignor" means a person that delivers goods to a consignee in a consignment;

115 (22) "Consumer debtor" means a debtor in a consumer transaction;

116 (23) "Consumer goods" means goods that are used or bought for use primarily for
117 personal, family, or household purposes;

118 (24) "Consumer-goods transaction" means a consumer transaction in which:

119 (A) An individual incurs an obligation primarily for personal, family, or household
120 purposes; and

121 (B) A security interest in consumer goods secures the obligation;

122 (25) "Consumer obligor" means an obligor who is an individual and who incurred the
123 obligation as part of a transaction entered into primarily for personal, family, or household
124 purposes;

125 (26) "Consumer transaction" means a transaction in which (i) an individual incurs an

126 obligation primarily for personal, family, or household purposes, (ii) a security interest secures
127 the obligation, and (iii) the collateral is held or acquired primarily for personal, family, or
128 household purposes. The term includes consumer-goods transactions;

129 (27) "Continuation statement" means an amendment of a financing statement which:

130 (A) Identifies, by its file number, the initial financing statement to which it relates; and

131 (B) Indicates that it is a continuation statement for, or that it is filed to continue the
132 effectiveness of, the identified financing statement;

133 (28) "Debtor" means:

134 (A) A person having an interest, other than a security interest or other lien, in the
135 collateral, whether or not the person is an obligor;

136 (B) A seller of accounts, chattel paper, payment intangibles, or promissory notes; or

137 (C) A consignee;

138 (29) "Deposit account" means a demand, time, savings, passbook, or similar account
139 maintained with a bank. The term does not include investment property or accounts evidenced
140 by an instrument;

141 (30) "Document" means a document of title or a receipt of the type described in section
142 400.7-201(2);

143 (31) "Electronic chattel paper" means chattel paper evidenced by a record or records
144 consisting of information stored in an electronic medium;

145 (32) "Encumbrance" means a right, other than an ownership interest, in real property.
146 The term includes mortgages and other liens on real property;

147 (33) "Equipment" means goods other than inventory, farm products, or consumer goods;

148 (34) "Farm products" means goods, other than standing timber, with respect to which
149 the debtor is engaged in a farming operation and which are:

150 (A) Crops grown, growing, or to be grown, including:

151 (I) Crops produced on trees, vines, and bushes; and

152 (ii) Aquatic goods produced in aquacultural operations;

153 (B) Livestock, born or unborn, including aquatic goods produced in aquacultural
154 operations;

155 (C) Supplies used or produced in a farming operation; or

156 (D) Products of crops or livestock in their unmanufactured states;

157 (35) "Farming operation" means raising, cultivating, propagating, fattening, grazing, or
158 any other farming, livestock, or aquacultural operation;

159 (36) "File number" means the number assigned to an initial financing statement pursuant
160 to section 400.9-519(a);

161 (37) "Filing office" means an office designated in section 400.9-501 as the place to file

162 a financing statement;

163 (38) "Filing-office rule" means a rule adopted pursuant to section 400.9-526;

164 (39) "Financing statement" means a record or records composed of an initial financing
165 statement and any filed record relating to the initial financing statement;

166 (40) "Fixture filing" means the filing of a financing statement covering goods that are
167 or are to become fixtures and satisfying section 400.9-502(a) and (b). The term includes the
168 filing of a financing statement covering goods of a transmitting utility which are or are to become
169 fixtures;

170 (41) "Fixtures" means goods that have become so related to particular real property that
171 an interest in them arises under real property law;

172 (42) "General intangible" means any personal property, including things in action, other
173 than accounts, chattel paper, commercial tort claims, deposit accounts, documents, goods,
174 instruments, investment property, letter-of-credit rights, letters of credit, money, and oil, gas, or
175 other minerals before extraction. The term includes payment intangibles and software;

176 (43) "Good faith" means honesty in fact;

177 (44) "Goods" means all things that are movable when a security interest attaches. The
178 term includes (I) fixtures, (ii) standing timber that is to be cut and removed under a conveyance
179 or contract for sale, (iii) the unborn young of animals, (iv) crops grown, growing, or to be grown,
180 even if the crops are produced on trees, vines, or bushes, and (v) manufactured homes. The term
181 also includes a computer program embedded in goods and any supporting information provided
182 in connection with a transaction relating to the program if (I) the program is associated with the
183 goods in such a manner that it customarily is considered part of the goods, or (ii) by becoming
184 the owner of the goods, a person acquires a right to use the program in connection with the
185 goods. The term does not include a computer program embedded in goods that consist solely
186 of the medium in which the program is embedded. The term also does not include accounts,
187 chattel paper, commercial tort claims, deposit accounts, documents, general intangibles,
188 instruments, investment property, letter-of-credit rights, letters of credit, money, or oil, gas, or
189 other minerals before extraction;

190 (45) "Governmental unit" means a subdivision, agency, department, county, parish,
191 municipality, or other unit of the government of the United States, a state, or a foreign country.
192 The term includes an organization having a separate corporate existence if the organization is
193 eligible to issue debt on which interest is exempt from income taxation under the laws of the
194 United States;

195 (46) "Health-care-insurance receivable" means an interest in or claim under a policy of
196 insurance which is a right to payment of a monetary obligation for health-care goods or services
197 provided;

198 (47) "Instrument" means a negotiable instrument or any other writing that evidences a
199 right to the payment of a monetary obligation, is not itself a security agreement or lease, and is
200 of a type that in ordinary course of business is transferred by delivery with any necessary
201 indorsement or assignment. The term does not include (I) investment property, (ii) letters of
202 credit, or (iii) writings that evidence a right to payment arising out of the use of a credit or charge
203 card or information contained on or for use with the card;

204 (48) "Inventory" means goods, other than farm products, which:

205 (A) Are leased by a person as lessor;

206 (B) Are held by a person for sale or lease or to be furnished under a contract of service;

207 (C) Are furnished by a person under a contract of service; or

208 (D) Consist of raw materials, work in process, or materials used or consumed in a
209 business;

210 (49) "Investment property" means a security, whether certificated or uncertificated,
211 security entitlement, securities account, commodity contract, or commodity account;

212 (50) "Jurisdiction of organization", with respect to a registered organization, means the
213 jurisdiction under whose law the organization is organized;

214 (51) "Letter-of-credit right" means a right to payment or performance under a letter of
215 credit, whether or not the beneficiary has demanded or is at the time entitled to demand payment
216 or performance. The term does not include the right of a beneficiary to demand payment or
217 performance under a letter of credit;

218 (52) "Lien creditor" means:

219 (A) A creditor that has acquired a lien on the property involved by attachment, levy, or
220 the like;

221 (B) An assignee for benefit of creditors from the time of assignment;

222 (C) A trustee in bankruptcy from the date of the filing of the petition; or

223 (D) A receiver in equity from the time of appointment;

224 (53) "Manufactured home" means a structure, transportable in one or more sections,
225 which, in the traveling mode, is eight body feet or more in width or forty body feet or more in
226 length, or, when erected on site, is three hundred twenty or more square feet, and which is built
227 on a permanent chassis and designed to be used as a dwelling with or without a permanent
228 foundation when connected to the required utilities, and includes the plumbing, heating,
229 air-conditioning, and electrical systems contained therein. The term includes any structure that
230 meets all of the requirements of this paragraph except the size requirements and with respect to
231 which the manufacturer voluntarily files a certification required by the United States Secretary
232 of Housing and Urban Development and complies with the standards established under Title 42
233 of the United States Code;

- 234 (54) "Manufactured-home transaction" means a secured transaction:
235 (A) That creates a purchase-money security interest in a manufactured home, other than
236 a manufactured home held as inventory; or
237 (B) In which a manufactured home, other than a manufactured home held as inventory,
238 is the primary collateral;
- 239 (55) "Mortgage" means a consensual interest in real property, including fixtures, which
240 secures payment or performance of an obligation;
- 241 (56) "New debtor" means a person that becomes bound as debtor under section
242 400.9-203(d) by a security agreement previously entered into by another person;
- 243 (57) "New value" means (I) money, (ii) money's worth in property, services, or new
244 credit, or (iii) release by a transferee of an interest in property previously transferred to the
245 transferee. The term does not include an obligation substituted for another obligation;
- 246 (58) "Noncash proceeds" means proceeds other than cash proceeds;
- 247 (59) ["Notice" means a properly filed financing statement;
- 248 (60)] "Obligor" means a person that, with respect to an obligation secured by a security
249 interest in or an agricultural lien on the collateral, (I) owes payment or other performance of the
250 obligation, (ii) has provided property other than the collateral to secure payment or other
251 performance of the obligation, or (iii) is otherwise accountable in whole or in part for payment
252 or other performance of the obligation. The term does not include issuers or nominated persons
253 under a letter of credit;
- 254 [(61)] **(60)** "Original debtor", **except as used in section 400.9-310(c)**, means a person
255 that, as debtor, entered into a security agreement to which a new debtor has become bound under
256 section 400.9-203(d);
- 257 [(62)] **(61)** "Payment intangible" means a general intangible under which the account
258 debtor's principal obligation is a monetary obligation;
- 259 [(63)] **(62)** "Person related to", with respect to an individual, means:
260 (A) The spouse of the individual;
261 (B) A brother, brother-in-law, sister, or sister-in-law of the individual;
262 (C) An ancestor or lineal descendant of the individual or the individual's spouse; or
263 (D) Any other relative, by blood or marriage, of the individual or the individual's spouse
264 who shares the same home with the individual;
- 265 [(64)] **(63)** "Person related to", with respect to an organization, means:
266 (A) A person directly or indirectly controlling, controlled by, or under common control
267 with the organization;
268 (B) An officer or director of, or a person performing similar functions with respect to,
269 the organization;

270 (C) An officer or director of, or a person performing similar functions with respect to,
271 a person described in subparagraph (A);

272 (D) The spouse of an individual described in subparagraph (A), (B), or (C); or

273 (E) An individual who is related by blood or marriage to an individual described in
274 subparagraph (A), (B), (C), or (D) and shares the same home with the individual;

275 [(65)] **(64)** "Proceeds", **except as used in section 400.9-609(b)**, means the following
276 property:

277 (A) Whatever is acquired upon the sale, lease, license, exchange, or other disposition of
278 collateral;

279 (B) Whatever is collected on, or distributed on account of, collateral;

280 (C) Rights arising out of collateral;

281 (D) To the extent of the value of collateral, claims arising out of the loss, nonconformity,
282 or interference with the use of, defects or infringement of rights in, or damage to, the collateral;
283 or

284 (E) To the extent of the value of collateral and to the extent payable to the debtor or the
285 secured party, insurance payable by reason of the loss or nonconformity of, defects or
286 infringement of rights in, or damage to, the collateral;

287 [(66)] **(65)** "Promissory note" means an instrument that evidences a promise to pay a
288 monetary obligation, does not evidence an order to pay, and does not contain an acknowledgment
289 by a bank that the bank has received for deposit a sum of money or funds;

290 [(67)] **(66)** "Proposal" means a record authenticated by a secured party which includes
291 the terms on which the secured party is willing to accept collateral in full or partial satisfaction
292 of the obligation it secures pursuant to sections 400.9-620, 400.9-621 and 400.9-622;

293 [(68)] **(67)** "Pursuant to commitment", with respect to an advance made or other value
294 given by a secured party, means pursuant to the secured party's obligation, whether or not a
295 subsequent event of default or other event not within the secured party's control has relieved or
296 may relieve the secured party from its obligation;

297 [(69)] **(68)** "Record", except as used in "for record", "of record", "record or legal title",
298 and "record owner", means information that is inscribed on a tangible medium or which is stored
299 in an electronic or other medium and is retrievable in perceivable form;

300 [(70)] **(69)** "Registered organization" means an organization organized solely under the
301 law of a single state or the United States and as to which the state or the United States must
302 maintain a public record showing the organization to have been organized;

303 [(71)] **(70)** "Secondary obligor" means an obligor to the extent that:

304 (A) The obligor's obligation is secondary; or

305 (B) The obligor has a right of recourse with respect to an obligation secured by collateral

- 306 against the debtor, another obligor, or property of either;
- 307 [(72)] **(71)** "Secured party" means:
- 308 (A) A person in whose favor a security interest is created or provided for under a security
- 309 agreement, whether or not any obligation to be secured is outstanding;
- 310 (B) A person that holds an agricultural lien;
- 311 (C) A consignor;
- 312 (D) A person to which accounts, chattel paper, payment intangibles, or promissory notes
- 313 have been sold;
- 314 (E) A trustee, indenture trustee, agent, collateral agent, or other representative in whose
- 315 favor a security interest or agricultural lien is created or provided for; or
- 316 (F) A person that holds a security interest arising under sections 400.2-401, 400.2-505,
- 317 400.2-711(3), 400.2A-508(5), 400.4-210 or 400.5-118;
- 318 [(73)] **(72)** "Security agreement" means an agreement that creates or provides for a
- 319 security interest;
- 320 [(74)] **(73)** "Send", in connection with a record or notification, means:
- 321 (A) To deposit in the mail, deliver for transmission, or transmit by any other usual means
- 322 of communication, with postage or cost of transmission provided for, addressed to any address
- 323 reasonable under the circumstances; or
- 324 (B) To cause the record or notification to be received within the time that it would have
- 325 been received if properly sent under subparagraph (A);
- 326 [(75)] **(74)** "Software" means a computer program and any supporting information
- 327 provided in connection with a transaction relating to the program. The term does not include a
- 328 computer program that is included in the definition of goods;
- 329 [(76)] **(75)** "State" means a state of the United States, the District of Columbia, Puerto
- 330 Rico, the United States Virgin Islands, or any territory or insular possession subject to the
- 331 jurisdiction of the United States;
- 332 [(77)] **(76)** "Supporting obligation" means a letter-of-credit right or secondary obligation
- 333 that supports the payment or performance of an account, chattel paper, a document, a general
- 334 intangible, an instrument, or investment property;
- 335 [(78)] **(77)** "Tangible chattel paper" means chattel paper evidenced by a record or records
- 336 consisting of information that is inscribed on a tangible medium;
- 337 [(79)] **(78)** "Termination statement" means an amendment of a financing statement
- 338 which:
- 339 (A) Identifies, by its file number, the initial financing statement to which it relates; and
- 340 (B) Indicates either that it is a termination statement or that the identified financing
- 341 statement is no longer effective;

342	[(80)] (79) "Transmitting utility" means a person primarily engaged in the business of:	
343	(A) Operating a railroad, subway, street railway, or trolley bus;	
344	(B) Transmitting communications electrically, electromagnetically, or by light;	
345	(C) Transmitting goods by pipeline or sewer; or	
346	(D) Transmitting or producing and transmitting electricity, steam, gas, or water.	
347	(b) The following definitions in other articles apply to this article:	
348	"Applicant"	Section 400.5-102.
349	"Beneficiary"	Section 400.5-102.
350	"Broker"	Section 400.8-102.
351	"Certificated security"	Section 400.8-102.
352	"Check"	Section 400.3-104.
353	"Clearing corporation"	Section 400.8-102.
354	"Contract for sale"	Section 400.2-106.
355	"Customer"	Section 400.4-104.
356	"Entitlement holder"	Section 400.8-102.
357	"Financial asset"	Section 400.8-102.
358	"Holder in due course"	Section 400.3-302.
359	"Issuer" (with respect to a letter of	
360	credit or letter-of-credit right)	Section 400.5-102.
361	"Issuer" (with respect to a security)	Section 400.8-201.
362	"Lease"	Section 400.2A-103.
363	"Lease agreement"	Section 400.2A-103.
364	"Lease contract"	Section 400.2A-103.
365	"Leasehold interest"	Section 400.2A-103.
366	"Lessee"	Section 400.2A-103.
367	"Lessee in ordinary course of	
368	business"	Section 400.2A-103.
369	"Lessor"	Section 400.2A-103.
370	"Lessor's residual interest"	Section 400.2A-103.
371	"Letter of credit"	Section 400.5-102.
372	"Merchant"	Section 400.2-104.
373	"Negotiable instrument"	Section 400.3-104.
374	"Nominated person"	Section 400.5-102.
375	"Note"	Section 400.3-104.
376	"Proceeds of a letter of credit"	Section 400.5-114.
377	"Prove"	Section 400.3-103.

- 378 "Sale" Section 400.2-106.
- 379 "Securities account" Section 400.8-501.
- 380 "Securities intermediary" Section 400.8-102.
- 381 "Security" Section 400.8-102.
- 382 "Security certificate" Section 400.8-102.
- 383 "Security entitlement" Section 400.8-102.
- 384 "Uncertificated security" Section 400.8-102.
- 385 (c) This section contains general definitions and principles of construction and
- 386 interpretation applicable throughout sections 400.9-103 to 400.9-708.
- 400.9-109. (a) Except as otherwise provided in subsections (c) and (d), this article
- 2 applies to:
- 3 (1) A transaction, regardless of its form, that creates a security interest in personal
- 4 property or fixtures by contract;
- 5 (2) An agricultural lien;
- 6 (3) A sale of accounts, chattel paper, payment intangibles, or promissory notes;
- 7 (4) A consignment;
- 8 (5) A security interest arising under section 400.2-401, 400.2-505, 400.2-711(3) or
- 9 400.2A-508(5), as provided in section 400.9-110; and
- 10 (6) A security interest arising under section 400.4-210 or 400.5-118.
- 11 (b) The application of this article to a security interest in a secured obligation is not
- 12 affected by the fact that the obligation is itself secured by a transaction or interest to which this
- 13 article does not apply.
- 14 (c) This article does not apply to the extent that:
- 15 (1) A statute, regulation, or treaty of the United States preempts this article;
- 16 (2) **Another statute of this state expressly governs the creation, perfection, priority,**
- 17 **or enforcement of a security interest created by this state or a governmental unit of this**
- 18 **state;**
- 19 (3) A statute of another state, a foreign country, or a governmental unit of another state
- 20 or a foreign country, other than a statute generally applicable to security interests, expressly
- 21 governs creation, perfection, priority, or enforcement of a security interest created by the state,
- 22 country, or governmental unit; or
- 23 [(3)] (4) The rights of a transferee beneficiary or nominated person under a letter of
- 24 credit are independent and superior under section 400.5-114.
- 25 (d) This article does not apply to:
- 26 (1) A landlord's lien, other than an agricultural lien;
- 27 (2) A lien, other than an agricultural lien, given by statute or other rule of law for

28 services or materials, but section 400.9-333 applies with respect to priority of the lien;

29 (3) An assignment of a claim for wages, salary, or other compensation of an employee;

30 (4) A sale of accounts, chattel paper, payment intangibles, or promissory notes as part
31 of a sale of the business out of which they arose;

32 (5) An assignment of accounts, chattel paper, payment intangibles, or promissory notes
33 which is for the purpose of collection only;

34 (6) An assignment of a right to payment under a contract to an assignee that is also
35 obligated to perform under the contract;

36 (7) An assignment of a single account, payment intangible, or promissory note to an
37 assignee in full or partial satisfaction of a preexisting indebtedness;

38 (8) A transfer of an interest in or an assignment of a claim under a policy of insurance,
39 other than an assignment by or to a health-care provider of a health-care-insurance receivable and
40 any subsequent assignment of the right to payment, but sections 400.9-315 and 400.9-322 apply
41 with respect to proceeds and priorities in proceeds;

42 (9) An assignment of a right represented by a judgment, other than a judgment taken on
43 a right to payment that was collateral;

44 (10) A right of recoupment or set-off, but:

45 (A) Section 400.9-340 applies with respect to the effectiveness of rights of recoupment
46 or set-off against deposit accounts; and

47 (B) Section 400.9-404 applies with respect to defenses or claims of an account debtor;

48 (11) The creation or transfer of an interest in or lien on real property, including a lease
49 or rents thereunder, except to the extent that provision is made for:

50 (A) Liens on real property in sections 400.9-203 and 400.9-308;

51 (B) Fixtures in section 400.9-334;

52 (C) Fixture filings in sections 400.9-501, 400.9-502, 400.9-512, 400.9-516 and
53 400.9-519; and

54 (D) Security agreements covering personal and real property in section 400.9-604;

55 (12) An assignment of a claim arising in tort, other than a commercial tort claim, but
56 sections 400.9-315 and 400.9-322 apply with respect to proceeds and priorities in proceeds; **or**

57 (13) An assignment of a deposit account in a consumer transaction, but sections
58 400.9-315 and 400.9-322 apply with respect to proceeds and priorities in proceeds[; or

59 (14) An assignment of a claim or right to receive compensation for injuries or sickness
60 as described in 26 U.S.C. Section 104(a)(1) or (2), as amended from time to time; or

61 (15) An assignment of a claim or right to receive benefits under a special needs trust as
62 described in 42 U.S.C. Section 1396p(d)(4), as amended from time to time; or

63 (16) A transfer by a government or governmental subdivision or agency].

400.9-303. (a) This section applies to goods covered by a certificate of title, even if there
2 is no other relationship between the jurisdiction under whose certificate of title the goods are
3 covered and the goods or the debtor.

4 (b) Goods become covered by a certificate of title when a valid application for the
5 certificate of title and the applicable fee are delivered to the appropriate authority. Goods cease
6 to be covered by a certificate of title at the earlier of the time the certificate of title ceases to be
7 effective under the law of the issuing jurisdiction or the time the goods become covered
8 subsequently by a certificate of title issued by another jurisdiction.

9 (c) The local law of the jurisdiction under whose certificate of title the goods are covered
10 governs perfection, the effect of perfection or nonperfection, and the priority of a security interest
11 in goods covered by a certificate of title from the time the goods become covered by the
12 certificate of title until the goods cease to be covered by the certificate of title.

13 (d) When a notice of lien is filed in accordance with chapter 301 [or], 306 **or 700**,
14 RSMo, then the lien is perfected and this chapter shall not govern perfection or nonperfection
15 or the priority of the lien even though a valid application for a certificate of title and the
16 applicable fee was not delivered to the appropriate authority or the certificate of title was not
17 issued by such authority.

400.9-311. (a) Except as otherwise provided in subsection (d), the filing of a financing
2 statement is not necessary or effective to perfect a security interest in property subject to:

3 (1) A statute, regulation, or treaty of the United States whose requirements for a security
4 interest's obtaining priority over the rights of a lien creditor with respect to the property preempt
5 section 400.9-310(a);

6 (2) Sections 301.600 to 301.661, RSMo, and section 400.2A-304; or

7 (3) A certificate-of-title statute of another jurisdiction which provides for a security
8 interest to be indicated on the certificate as a condition or result of the security interest's
9 obtaining priority over the rights of a lien creditor with respect to the property.

10 (b) Compliance with the requirements of a statute, regulation, or treaty described in
11 subsection (a) for obtaining priority over the rights of a lien creditor is equivalent to the filing
12 of a financing statement under this article. Except as otherwise provided in subsection (d) and
13 sections 400.9-313 and 400.9-316(d) and (e) for goods covered by a certificate of title, a security
14 interest in property subject to a statute, regulation, or treaty described in subsection (a) may be
15 perfected only by compliance with those requirements, and a security interest so perfected
16 remains perfected notwithstanding a change in the use or transfer of possession of the collateral.

17 (c) Except as otherwise provided in subsection (d) and section 400.9-316(d) and (e),
18 duration and renewal of perfection of a security interest perfected by compliance with the
19 requirements prescribed by a statute, regulation, or treaty described in subsection (a) are

20 governed by the statute, regulation, or treaty. In other respects, the security interest is subject to
21 this article.

22 (d) During any period in which collateral **subject to a statute specified in subsection**
23 **(a)(2)** is inventory held for sale or lease by a person or leased by that person as lessor and that
24 person is in the business of selling [or leasing] goods of that kind, this section does not apply to
25 a security interest in that collateral created by that person [as debtor].

400.9-313. (a) Except as otherwise provided in subsection (b), a secured party may
2 perfect a security interest in negotiable documents, goods, instruments, money, or tangible
3 chattel paper by taking possession of the collateral. A secured party may perfect a security
4 interest in certificated securities by taking delivery of the certificated securities under section
5 [400.8-301] **400.9-301**.

6 (b) With respect to goods covered by a certificate of title issued by this state, a secured
7 party may perfect a security interest in the goods by taking possession of the goods only in the
8 circumstances described in section 400.9-316(d).

9 (c) With respect to collateral other than certificated securities and goods covered by a
10 document, a secured party takes possession of collateral in the possession of a person other than
11 the debtor, the secured party, or a lessee of the collateral from the debtor in the ordinary course
12 of the debtor's business, when:

13 (1) The person in possession authenticates a record acknowledging that it holds
14 possession of the collateral for the secured party's benefit; or

15 (2) The person takes possession of the collateral after having authenticated a record
16 acknowledging that it will hold possession of collateral for the secured party's benefit.

17 (d) If perfection of a security interest depends upon possession of the collateral by a
18 secured party, perfection occurs no earlier than the time the secured party takes possession and
19 continues only while the secured party retains possession.

20 (e) A security interest in a certificated security in registered form is perfected by delivery
21 when delivery of the certificated security occurs under section 400.8-301 and remains perfected
22 by delivery until the debtor obtains possession of the security certificate.

23 (f) A person in possession of collateral is not required to acknowledge that it holds
24 possession for a secured party's benefit.

25 (g) If a person acknowledges that it holds possession for the secured party's benefit:

26 (1) The acknowledgment is effective under subsection (c) or section 400.8-301(a), even
27 if the acknowledgment violates the rights of a debtor; and

28 (2) Unless the person otherwise agrees or law other than this article otherwise provides,
29 the person does not owe any duty to the secured party and is not required to confirm the
30 acknowledgment to another person.

31 (h) A secured party having possession of collateral does not relinquish possession by
32 delivering the collateral to a person other than the debtor or a lessee of the collateral from the
33 debtor in the ordinary course of the debtor's business if the person was instructed before the
34 delivery or is instructed contemporaneously with the delivery:

35 (1) To hold possession of the collateral for the secured party's benefit; or

36 (2) To redeliver the collateral to the secured party.

37 (I) A secured party does not relinquish possession, even if a delivery under subsection
38 (h) violates the rights of a debtor. A person to which collateral is delivered under subsection (h)
39 does not owe any duty to the secured party and is not required to confirm the delivery to another
40 person unless the person otherwise agrees or law other than this article otherwise provides.

400.9-317. (a) [An unperfected] A security interest or agricultural lien is subordinate
2 to the rights of:

3 (1) A person entitled to priority under section 400.9-322; and

4 (2) **Except as otherwise provided in subsection (e)**, a person that becomes a lien
5 creditor before the earlier of the time:

6 (A) The security interest or agricultural lien is perfected; or

7 (B) **One of the conditions specified in section 400.9-203(b)(3) is met and** a financing
8 statement covering the collateral is filed.

9 (b) Except as otherwise provided in subsection (e), a buyer, other than a secured party,
10 of tangible chattel paper, documents, goods, instruments, or a security certificate takes free of
11 a security interest or agricultural lien if the buyer gives value and receives delivery of the
12 collateral without knowledge of the security interest or agricultural lien and before it is perfected.

13 (c) Except as otherwise provided in subsection (e), a lessee of goods takes free of a
14 security interest or agricultural lien if the lessee gives value and receives delivery of the collateral
15 without knowledge of the security interest or agricultural lien and before it is perfected.

16 (d) A licensee of a general intangible or a buyer, other than a secured party, of accounts,
17 electronic chattel paper, general intangibles, or investment property other than a certificated
18 security takes free of a security interest if the licensee or buyer gives value without knowledge
19 of the security interest and before it is perfected.

20 (e) Except as otherwise provided in sections 400.9-320 and 400.9-321, if a person files
21 a financing statement with respect to a purchase-money security interest before or within twenty
22 days after the debtor receives delivery of the collateral, the security interest takes priority over
23 the rights of a buyer, lessee, or lien creditor which arise between the time the security interest
24 attaches and the time of filing.

400.9-323. (a) Except as otherwise provided in subsection (c), for purposes of
2 determining the priority of a perfected security interest under section 400.9-322(a)(1), perfection

3 of the security interest dates from the time an advance is made to the extent that the security
4 interest secures an advance that:

5 (1) Is made while the security interest is perfected only:

6 (A) Under section 400.9-309 when it attaches; or

7 (B) Temporarily under section 400.9-312(e), (f), or (g); and

8 (2) Is not made pursuant to a commitment entered into before or while the security
9 interest is perfected by a method other than under section 400.9-309 or 400.9-312(e), (f), or (g).

10 (b) Except as otherwise provided in subsection (c), a security interest is subordinate to
11 the rights of a person that becomes a lien creditor [while the security interest is perfected only]
12 to the extent that [it] **the security interest** secures [advances] **an advance** made more than
13 forty-five days after the person becomes a lien creditor unless the advance is made:

14 (1) Without knowledge of the lien; or

15 (2) Pursuant to a commitment entered into without knowledge of the lien.

16 (c) Subsections (a) and (b) do not apply to a security interest held by a secured party that
17 is a buyer of accounts, chattel paper, payment intangibles, or promissory notes or a consignor.

18 (d) Except as otherwise provided in subsection (e), a buyer of goods other than a buyer
19 in ordinary course of business takes free of a security interest to the extent that it secures
20 advances made after the earlier of:

21 (1) The time the secured party acquires knowledge of the buyer's purchase; or

22 (2) Forty-five days after the purchase.

23 (e) Subsection (d) does not apply if the advance is made pursuant to a commitment
24 entered into without knowledge of the buyer's purchase and before the expiration of the
25 forty-five-day period.

26 (f) Except as otherwise provided in subsection (g), a lessee of goods, other than a lessee
27 in ordinary course of business, takes the leasehold interest free of a security interest to the extent
28 that it secures advances made after the earlier of:

29 (1) The time the secured party acquires knowledge of the lease; or

30 (2) Forty-five days after the lease contract becomes enforceable.

31 (g) Subsection (f) does not apply if the advance is made pursuant to a commitment
32 entered into without knowledge of the lease and before the expiration of the forty-five-day
33 period.

400.9-406. (a) Subject to subsections (b) through (I), an account debtor on an account,
2 chattel paper, or a payment intangible may discharge its obligation by paying the assignor until,
3 but not after, the account debtor receives a notification, authenticated by the assignor or the
4 assignee, that the amount due or to become due has been assigned and that payment is to be
5 made to the assignee. After receipt of the notification, the account debtor may discharge its

6 obligation by paying the assignee and may not discharge the obligation by paying the assignor.

7 (b) Subject to subsection (h), notification is ineffective under subsection (a):

8 (1) If it does not reasonably identify the rights assigned;

9 (2) To the extent that an agreement between an account debtor and a seller of a payment
10 intangible limits the account debtor's duty to pay a person other than the seller and the limitation
11 is effective under law other than this article; or

12 (3) At the option of an account debtor, if the notification notifies the account debtor to
13 make less than the full amount of any installment or other periodic payment to the assignee, even
14 if:

15 (A) Only a portion of the account, chattel paper, or general intangible has been assigned
16 to that assignee;

17 (B) A portion has been assigned to another assignee; or

18 (C) The account debtor knows that the assignment to that assignee is limited.

19 (c) Subject to subsection (h), if requested by the account debtor, an assignee shall
20 seasonably furnish reasonable proof that the assignment has been made. Unless the assignee
21 complies, the account debtor may discharge its obligation by paying the assignor, even if the
22 account debtor has received a notification under subsection (a).

23 (d) Except as otherwise provided in subsection (e) and sections 400.2A-303 and
24 400.9-407, and subject to subsection (h), a term in an agreement between an account debtor and
25 an assignor or in a promissory note is ineffective to the extent that it:

26 (1) Prohibits, restricts, or requires the consent of the account debtor or person obligated
27 on the promissory note to the assignment or transfer of, or the creation, attachment, perfection,
28 or enforcement of a security interest in, the account, chattel paper, payment intangible, or
29 promissory note; or

30 (2) Provides that the **assignment or transfer or the** creation, attachment, perfection, or
31 enforcement of the security interest may give rise to a default, breach, right of recoupment,
32 claim, defense, termination, right of termination, or remedy under the account, chattel paper,
33 payment intangible, or promissory note.

34 (e) Subsection (d) does not apply to the sale of a payment intangible or promissory note.

35 (f) Except as otherwise provided in sections 400.2A-303 and 400.9-407, and subject to
36 subsections (h) and (I), a rule of law, statute, or regulation, that prohibits, restricts, or requires
37 the consent of a government, governmental body or official, or account debtor to the assignment
38 or transfer of, or creation of a security interest in, an account or chattel paper is ineffective to the
39 extent that the rule of law, statute, or regulation:

40 (1) Prohibits, restricts, or requires the consent of the government, governmental body
41 or official, or account debtor to the assignment or transfer of, or the creation, attachment,

42 perfection, or enforcement of a security interest in, the account or chattel paper; or

43 (2) Provides that the **assignment or transfer or the** creation, attachment, perfection, or
44 enforcement of the security interest may give rise to a default, breach, right of recoupment,
45 claim, defense, termination, right of termination, or remedy under the account or chattel paper.

46 (g) Subject to subsection (h), an account debtor may not waive or vary its option under
47 subsection (b)(3).

48 (h) This section is subject to law other than this article which establishes a different rule
49 for an account debtor who is an individual and who incurred the obligation primarily for
50 personal, family, or household purposes.

51 (I) This section does not apply to an assignment of a health-care-insurance receivable.

52 (j) This section prevails over any inconsistent provisions of any statutes, rules, and
53 regulations.

400.9-407. (a) Except as otherwise provided in subsection (b), a term in a lease
2 agreement is ineffective to the extent that it:

3 (1) Prohibits, restricts, or requires the consent of a party to the lease to the **assignment**
4 **or transfer of, or the** creation, attachment, perfection, or enforcement of a security interest in
5 an interest of a party under the lease contract or in the lessor's residual interest in the goods; or

6 (2) Provides that the **assignment or transfer or the** creation, attachment, perfection, or
7 enforcement of the security interest may give rise to a default, breach, right of recoupment,
8 claim, defense, termination, right of termination, or remedy under the lease.

9 (b) Except as otherwise provided in section 400.2A-303(7), a term described in
10 subsection (a)(2) is effective to the extent that there is:

11 (1) A transfer by the lessee of the lessee's right of possession or use of the goods in
12 violation of the term; or

13 (2) A delegation of a material performance of either party to the lease contract in
14 violation of the term.

15 (c) The creation, attachment, perfection, or enforcement of a security interest in the
16 lessor's interest under the lease contract or the lessor's residual interest in the goods is not a
17 transfer that materially impairs the lessee's prospect of obtaining return performance or materially
18 changes the duty of or materially increases the burden or risk imposed on the lessee within the
19 purview of section 400.2A-303(4) unless, and then only to the extent that, enforcement actually
20 results in a delegation of material performance of the lessor. [Even in that event, the creation,
21 attachment, perfection, and enforcement of the security interest remain effective.]

400.9-408. (a) Except as otherwise provided in subsection (b), a term in a promissory
2 note or in an agreement between an account debtor and a debtor which relates to a
3 health-care-insurance receivable or a general intangible, including a contract, permit, license, or

4 franchise, and which term prohibits, restricts, or requires the consent of the person obligated on
5 the promissory note or the account debtor to, the assignment or transfer of, or creation,
6 attachment, or perfection of a security interest in, the promissory note, health-care-insurance
7 receivable, or general intangible, is ineffective to the extent that the term:

8 (1) Would impair the creation, attachment, or perfection of a security interest; or

9 (2) Provides that the **assignment or transfer or the** creation, attachment, or perfection
10 of the security interest may give rise to a default, breach, right of recoupment, claim, defense,
11 termination, right of termination, or remedy under the promissory note, health-care-insurance
12 receivable, or general intangible.

13 (b) Subsection (a) applies to a security interest in a payment intangible or promissory
14 note only if the security interest arises out of a sale of the payment intangible or promissory note.

15 (c) A rule of law, statute, or regulation that prohibits, restricts, or requires the consent
16 of a government, governmental body or official, person obligated on a promissory note, or
17 account debtor to the assignment or transfer of, or creation of a security interest in, a promissory
18 note, health-care-insurance receivable, or general intangible, including a contract, permit, license,
19 or franchise between an account debtor and a debtor, is ineffective to the extent that the rule of
20 law, statute, or regulation:

21 (1) Would impair the creation, attachment, or perfection of a security interest; or

22 (2) Provides that the **assignment or transfer or the** creation, attachment, or perfection
23 of the security interest may give rise to a default, breach, right of recoupment, claim, defense,
24 termination, right of termination, or remedy under the promissory note, health-care-insurance
25 receivable, or general intangible.

26 (d) To the extent that a term in a promissory note or in an agreement between an account
27 debtor and a debtor which relates to a health-care-insurance receivable or general intangible or
28 a rule of law, statute, or regulation described in subsection (c) would be effective under law other
29 than this article but is ineffective under subsection (a) or (c), the creation, attachment, or
30 perfection of a security interest in the promissory note, health-care-insurance receivable, or
31 general intangible:

32 (1) Is not enforceable against the person obligated on the promissory note or the account
33 debtor;

34 (2) Does not impose a duty or obligation on the person obligated on the promissory note
35 or the account debtor;

36 (3) Does not require the person obligated on the promissory note or the account debtor
37 to recognize the security interest, pay or render performance to the secured party, or accept
38 payment or performance from the secured party;

39 (4) Does not entitle the secured party to use or assign the debtor's rights under the

40 promissory note, health-care-insurance receivable, or general intangible, including any related
41 information or materials furnished to the debtor in the transaction giving rise to the promissory
42 note, health-care-insurance receivable, or general intangible;

43 (5) Does not entitle the secured party to use, assign, possess, or have access to any trade
44 secrets or confidential information of the person obligated on the promissory note or the account
45 debtor; and

46 (6) Does not entitle the secured party to enforce the security interest in the promissory
47 note, health-care-insurance receivable, or general intangible.

48 (e) This section prevails over any inconsistent provisions of any statutes, rules, and
49 regulations.

400.9-409. (a) A term in a letter of credit or a rule of law, statute, regulation, custom,
2 or practice applicable to the letter of credit which prohibits, restricts, or requires the consent of
3 an applicant, issuer, or nominated person to a beneficiary's assignment of or creation of a security
4 interest in a letter-of-credit right is ineffective to the extent that the term or rule of law, statute,
5 regulation, custom, or practice:

6 (1) Would impair the creation, attachment, or perfection of a security interest in the
7 letter-of-credit right; or

8 (2) Provides that the **assignment or the** creation, attachment, or perfection of the
9 security interest may give rise to a default, breach, right of recoupment, claim, defense,
10 termination, right of termination, or remedy under the letter-of-credit right.

11 (b) To the extent that a term in a letter of credit is ineffective under subsection (a) but
12 would be effective under law other than this article or a custom or practice applicable to the letter
13 of credit, to the transfer of a right to draw or otherwise demand performance under the letter of
14 credit, or to the assignment of a right to proceeds of the letter of credit, the creation, attachment,
15 or perfection of a security interest in the letter-of-credit right:

16 (1) Is not enforceable against the applicant, issuer, nominated person, or transferee
17 beneficiary;

18 (2) Imposes no duties or obligations on the applicant, issuer, nominated person, or
19 transferee beneficiary; and

20 (3) Does not require the applicant, issuer, nominated person, or transferee beneficiary
21 to recognize the security interest, pay or render performance to the secured party, or accept
22 payment or other performance from the secured party.

400.9-504. A financing statement sufficiently indicates the collateral that it covers [only]
2 if the financing statement provides:

3 (1) A description of the collateral pursuant to section 400.9-108; or

4 (2) An indication that the financing statement covers all assets or all personal property.

400.9-509. (a) A person may file an initial financing statement, amendment that adds collateral covered by a financing statement, or amendment that adds a debtor to a financing statement only if:

(1) The debtor authorizes the filing in an authenticated record **or pursuant to subsection (b) or (c)**; or

(2) The person holds an agricultural lien that has become effective at the time of filing and the financing statement covers only collateral in which the person holds an agricultural lien.

(b) By authenticating or becoming bound as debtor by a security agreement, a debtor or new debtor authorizes the filing of an initial financing statement, and an amendment, covering:

(1) The collateral described in the security agreement; and

(2) Property that becomes collateral under section 400.9-315(a)(2), whether or not the security agreement expressly covers proceeds.

(c) By acquiring collateral in which a security interest or agricultural lien continues under section 400.9-315(a)(1), a debtor authorizes the filing of an initial financing statement, and an amendment, covering the collateral and property that becomes collateral under section 400.9-315(a)(2).

(d) A person may file an amendment other than an amendment that adds collateral covered by a financing statement or an amendment that adds a debtor to a financing statement only if:

(1) The secured party of record authorizes the filing; or

(2) The amendment is a termination statement for a financing statement as to which the secured party of record has failed to file or send a termination statement as required by section 400.9-513(a) or (c), the debtor authorizes the filing, and the termination statement indicates that the debtor authorized it to be filed.

[(d)] (e) If there is more than one secured party of record for a financing statement, each secured party of record may authorize the filing of an amendment under subsection [(c)] (d).

400.9-513. (a) A secured party shall cause the secured party of record for a financing statement to file a termination statement for the financing statement if the financing statement covers consumer goods and:

(1) There is no obligation secured by the collateral covered by the financing statement and no commitment to make an advance, incur an obligation, or otherwise give value; or

(2) The debtor did not authorize the filing of the initial financing statement.

(b) To comply with subsection (a), a secured party shall cause the secured party of record to file the termination statement:

(1) Within one month after there is no obligation secured by the collateral covered by the financing statement and no commitment to make an advance, incur an obligation, or

11 otherwise give value; or

12 (2) If earlier, within twenty days after the secured party receives an authenticated demand
13 from a debtor.

14 (c) In cases not governed by subsection (a), within twenty days after a secured party
15 receives an authenticated demand from a debtor, the secured party shall cause the secured party
16 of record for a financing statement to send to the debtor a termination statement for the financing
17 statement or file the termination statement in the filing office if:

18 (1) Except in the case of a financing statement covering accounts or chattel paper that
19 has been sold or goods that are the subject of a consignment, there is no obligation secured by
20 the collateral covered by the financing statement and no commitment to make an advance, incur
21 an obligation, or otherwise give value;

22 (2) The financing statement covers accounts or chattel paper that has been sold but as
23 to which the account debtor or other person obligated has discharged its obligation;

24 (3) The financing statement covers goods that were the subject of a consignment to the
25 debtor but are not in the debtor's possession; or

26 (4) The debtor did not authorize the filing of the initial financing statement.

27 (d) Except as otherwise provided in section 400.9-510, upon the filing of a termination
28 statement with the filing office, the financing statement to which the termination statement
29 relates ceases to be effective. Except as otherwise provided in section 400.9-510, for purposes
30 of sections 400.9-519(g), 400.9-522(a), and 400.9-523(c), [upon] the filing **with the filing office**
31 of a termination statement [with the filing office, a financing statement indicating that the debtor
32 is a transmitting utility to which the termination statement relates ceases to be effective] **relating**
33 **to a financing statement that indicates that the debtor is a transmitting utility also causes**
34 **the effectiveness of the financing statement to lapse.**

400.9-525. (a) Except as otherwise provided in subsection (e), the fee for filing and
2 indexing a record under this part, other than an initial financing statement of the kind described
3 in section 400.9-502(c), is [the amount specified in subsection (c), if applicable, plus]:

4 (1) If the filing office is the secretary of state's office, then twelve dollars for the first
5 page and one dollar for each subsequent page if the record is communicated in writing or by
6 another medium authorized by filing-office rule, of which fee seven dollars is received and
7 collected by the secretary of state on behalf of the **counties of this state for deposit with the**
8 county employees' retirement fund established pursuant to section 50.1010, RSMo, provided,
9 however, that in any charter county or city not within a county whose employees are not
10 members of the county employees' retirement fund, the fee collected for the county employees'
11 retirement fund established pursuant to section 50.1010, RSMo, shall go to the general revenue
12 fund of that charter county or city not within a county; or

13 (2) If the filing office is other than the secretary of state's office, then the fee otherwise
14 allowed by law.

15 (b) Except as otherwise provided in subsection (e), the fee for filing and indexing an
16 initial financing statement of the kind described in section 400.9-502(c) is [the amount specified
17 in subsection (c), if applicable, plus]:

18 (1) If the filing office is the secretary of state's office, then twelve dollars for the first
19 page and one dollar for each subsequent page if the record is communicated in writing or by
20 another medium authorized by filing-office rule, of which fee seven dollars is received and
21 collected by the secretary of state on behalf of the **counties of this state for deposit with the**
22 county employees' retirement fund established pursuant to section 50.1010, RSMo, provided,
23 however, that in any charter county or city not within a county whose employees are not
24 members of the county employees' retirement fund, the fee collected for the county employees'
25 retirement fund established pursuant to section 50.1010, RSMo, shall go to the general revenue
26 fund of that charter county or city not within a county; or

27 (2) If the filing office is other than the secretary of state's office, then the fee otherwise
28 allowed by law.

29 (c) The number of names required to be indexed does not affect the amount of the fee
30 in subsections (a) and (b).

31 (d) The fee for responding to a request for information from the filing office, including
32 for communicating whether there is on file any financing statement naming a particular debtor,
33 is:

34 (1) If the filing office is the secretary of state's office, then twenty-two dollars for the first
35 page and one dollar for each subsequent page if the record is communicated in writing or by
36 another medium authorized by filing-office rule, of which fee seven dollars is received and
37 collected by the secretary of state on behalf of the **counties of this state for deposit with** county
38 employees' retirement fund established pursuant to section 50.1010, RSMo, provided, however,
39 that in any charter county or city not within a county whose employees are not members of the
40 county employees' retirement fund, the fee collected for the county employees' retirement fund
41 established pursuant to section 50.1010, RSMo, shall go to the general revenue fund of that
42 charter county or city not within a county; or

43 (2) If the filing office is other than the secretary of state's office, then the fee otherwise
44 allowed by law.

45 (e) This section does not require a fee with respect to a record of a mortgage which is
46 effective as a financing statement filed as a fixture filing or as a financing statement covering
47 as-extracted collateral or timber to be cut under section 400.9-502(c). However, the recording
48 and satisfaction fees that otherwise would be applicable to the record of the mortgage apply.

49 (f) The [secretary of state] **department of revenue** shall administer a special trust fund,
50 which is hereby established, to be known as the "Uniform Commercial Code Transition Fee
51 Trust Fund", and which shall be funded by seven dollars of each of the fees received and
52 collected pursuant to subdivisions (a), (b) and [(c)] **(d)** of this section on behalf of the **counties**
53 **of this state for deposit with the** county employees' retirement fund established pursuant to
54 section 50.1010, RSMo, or the general revenue fund of any charter county or city not within a
55 county whose employees are not members of the county employees' retirement fund.

56 (1) The secretary of state shall keep **and provide to the department of revenue**
57 accurate record of the moneys **to be deposited** in the uniform commercial code transition fee
58 trust fund allocated to each county and city not within a county on the basis of where such
59 record, financing statement or other document would have been filed prior to July 1, 2001, and
60 **the department of revenue** shall distribute the moneys pursuant to subdivision (2) of this
61 subsection on that basis.

62 (2) The moneys in the uniform commercial code transition fee trust fund shall be
63 distributed to the county employees' retirement fund established pursuant to section 50.1010,
64 RSMo, or the general revenue fund of any charter county or city not within a county whose
65 employees are not members of the county employees' retirement fund

66 (3) The moneys in the uniform commercial code transition fee trust fund shall [not] be
67 deemed to be [state funds] **"nonstate funds" to be administered by the department of**
68 **revenue**, provided, however that interest, if any, earned by the money in the trust fund shall be
69 deposited into the general revenue fund in the state treasury.

400.9-602. Except as otherwise provided in section 400.9-624, to the extent that they
2 give rights to a debtor or obligor and impose duties on a secured party, [a secured party may not
3 require] the debtor or obligor [to] **may not** waive or vary the rules stated in the following listed
4 sections:

5 (1) Section 400.9-207(b)(4)(C), which deals with use and operation of the collateral by
6 the secured party;

7 (2) Section 400.9-210, which deals with requests for an accounting and requests
8 concerning a list of collateral and statement of account;

9 (3) Section 400.9-607(c), which deals with collection and enforcement of collateral;

10 (4) Sections 400.9-608(a) and 400.9-615(c) to the extent that they deal with application
11 or payment of noncash proceeds of collection, enforcement, or disposition;

12 (5) Sections 400.9-608(a) and 400.9-615(d) to the extent that they require accounting for
13 or payment of surplus proceeds of collateral;

14 (6) Section 400.9-609 to the extent that it imposes upon a secured party that takes
15 possession of collateral without judicial process the duty to do so without breach of the peace;

16 (7) Sections 400.9-610(b), 400.9-611, 400.9-613 and 400.9-614, which deal with
17 disposition of collateral;

18 (8) **Section 400.9-615(f), which deals with calculation of a deficiency or surplus**
19 **when a disposition is made to the secured party, a person related to the secured party, or**
20 **a secondary obligor;**

21 (9) Section 400.9-616, which deals with explanation of the calculation of a surplus or
22 deficiency;

23 [(9)] (10) Sections 400.9-620, 400.9-621 and 400.9-622, which deal with acceptance
24 of collateral in satisfaction of obligation;

25 [(10)] (11) Section 400.9-623, which deals with redemption of collateral;

26 [(11)] (12) Section 400.9-624, which deals with permissible waivers; and

27 [(12)] (13) Sections 400.9-625 and 400.9-626, which deal with the secured party's
28 liability for failure to comply with this article.

400.9-608. (a) If a security interest or agricultural lien secures payment or performance
2 of an obligation, the following rules apply:

3 (1) A secured party shall apply or pay over for application the cash proceeds of collection
4 or enforcement under [this] section **400.9-607** in the following order to:

5 (A) The reasonable expenses of collection and enforcement and, to the extent provided
6 for by agreement and not prohibited by law, reasonable attorney's fees and legal expenses
7 incurred by the secured party;

8 (B) The satisfaction of obligations secured by the security interest or agricultural lien
9 under which the collection or enforcement is made; and

10 (C) The satisfaction of obligations secured by any subordinate security interest in or
11 other lien on the collateral subject to the security interest or agricultural lien under which the
12 collection or enforcement is made if the secured party receives an authenticated demand for
13 proceeds before distribution of the proceeds is completed;

14 (2) If requested by a secured party, a holder of a subordinate security interest or other lien
15 shall furnish reasonable proof of the interest or lien within a reasonable time. Unless the holder
16 complies, the secured party need not comply with the holder's demand under paragraph (1)(C);

17 (3) A secured party need not apply or pay over for application noncash proceeds of
18 collection and enforcement under [this] section **400.9-607** unless the failure to do so would be
19 commercially unreasonable. A secured party that applies or pays over for application noncash
20 proceeds shall do so in a commercially reasonable manner;

21 (4) A secured party shall account to and pay a debtor for any surplus, and the obligor is
22 liable for any deficiency.

23 (b) If the underlying transaction is a sale of accounts, chattel paper, payment intangibles,

24 or promissory notes, the debtor is not entitled to any surplus, and the obligor is not liable for any
25 deficiency.

400.9-611. (a) In this section, "notification date" means the earlier of the date on which:

2 (1) A secured party sends to the debtor and any secondary obligor an authenticated
3 notification of disposition; or

4 (2) The debtor and any secondary obligor waive the right to notification.

5 (b) Except as otherwise provided in subsection (d), a secured party that disposes of
6 collateral under section 400.9-610 shall send to the persons specified in subsection (c) a
7 reasonable authenticated notification of disposition.

8 (c) To comply with subsection (b), the secured party shall send an authenticated
9 notification of disposition to:

10 (1) The debtor;

11 (2) Any secondary obligor; and

12 (3) If the collateral is other than consumer goods:

13 (A) Any other person from which the secured party has received, before the notification
14 date, an authenticated notification of a claim of an interest in the collateral;

15 (B) Any other secured party or lienholder that, ten days before the notification date, held
16 a security interest in or other lien on the collateral perfected by the filing of a financing statement
17 that:

18 (I) Identified the collateral;

19 (ii) Was indexed under the debtor's name as of that date; and

20 (iii) Was filed in the office in which to file a financing statement against the debtor
21 covering the collateral as of that date; and

22 (C) Any other secured party that, ten days before the notification date, held a security
23 interest in the collateral perfected by compliance with a statute, regulation, or treaty described
24 in section 400.9-311(a).

25 (d) Subsection (b) does not apply if the collateral is perishable or threatens to decline
26 speedily in value or is of a type customarily sold on a recognized market.

27 (e) A secured party complies with the requirement for notification prescribed by
28 subsection (c)(3)(B) if:

29 (1) Not later than twenty days or earlier than thirty days before the notification date, the
30 secured party requests, in a commercially reasonable manner, information concerning financing
31 statements indexed under the debtor's name in the office indicated in subsection (c)(3)(B); and

32 (2) Before the notification date, the secured party:

33 (A) Did not receive a response to the request for information; or

34 (B) Received a response to the request for information and sent an authenticated

35 notification of disposition to each secured party **or other lienholder** named in that response
36 whose financing statement covered the collateral.

400.9-613. Except in a consumer-goods transaction, the following rules apply:

2 (1) The contents of a notification of disposition are sufficient if the notification:

3 (A) Describes the debtor and the secured party;

4 (B) Describes the collateral that is the subject of the intended disposition;

5 (C) States the method of intended disposition;

6 (D) States that the debtor is entitled to an accounting of the unpaid indebtedness and
7 states the charge, if any, for an accounting; and

8 (E) States the time and place of a public [sale] **disposition** or the time after which any
9 other disposition is to be made;

10 (2) Whether the contents of a notification that lacks any of the information specified in
11 paragraph (1) are nevertheless sufficient is a question of fact;

12 (3) The contents of a notification providing substantially the information specified in
13 paragraph (1) are sufficient, even if the notification includes:

14 (A) Information not specified by that paragraph; or

15 (B) Minor errors that are not seriously misleading;

16 (4) A particular phrasing of the notification is not required;

17 (5) The following form of notification and the form appearing in section 400.9-614(3),
18 when completed, each provides sufficient information:

19 NOTIFICATION OF DISPOSITION OF COLLATERAL

20 To: (Name of debtor, obligor, or other person to which the notification is sent)

21 From: (Name, address, and telephone number of secured party)

22 Name of Debtor(s): (Include only if debtor(s) are not an addressee)

23 (For a public disposition:)

24 We will sell (or lease or license, as applicable) the (describe collateral) (to the highest
25 qualified bidder) in public as follows:

26 Day and Date: _____

27 Time: _____

28 Place: _____

29 (For a private disposition:)

30 We will sell (or lease or license, as applicable) the (describe collateral) privately
31 sometime after (day and date).

32 You are entitled to an accounting of the unpaid indebtedness secured by the property that
33 we intend to sell (or lease or license, as applicable) (for a charge of \$ _____). You may request
34 an accounting by calling us at (telephone number)

35 (End of Form)

400.9-615. (a) A secured party shall apply or pay over for application the cash proceeds
2 of disposition **under section 400.9-610** in the following order to:

3 (1) The reasonable expenses of retaking, holding, preparing for disposition, processing,
4 and disposing, and, to the extent provided for by agreement and not prohibited by law,
5 reasonable attorney's fees and legal expenses incurred by the secured party;

6 (2) The satisfaction of obligations secured by the security interest or agricultural lien
7 under which the disposition is made;

8 (3) The satisfaction of obligations secured by any subordinate security interest in or other
9 subordinate lien on the collateral if:

10 (A) The secured party receives from the holder of the subordinate security interest or
11 other lien an authenticated demand for proceeds before distribution of the proceeds is completed;
12 and

13 (B) In a case in which a consignor has an interest in the collateral, the subordinate
14 security interest or other lien is senior to the interest of the consignor; and

15 (4) A secured party that is a consignor of the collateral if the secured party receives from
16 the consignor an authenticated demand for proceeds before distribution of the proceeds is
17 completed.

18 (b) If requested by a secured party, a holder of a subordinate security interest or other lien
19 shall furnish reasonable proof of the interest or lien within a reasonable time. Unless the holder
20 does so, the secured party need not comply with the holder's demand under subsection (a)(3).

21 (c) A secured party need not apply or pay over for application noncash proceeds of
22 disposition under [this] section **400.9-610** unless the failure to do so would be commercially
23 unreasonable. A secured party that applies or pays over for application noncash proceeds shall
24 do so in a commercially reasonable manner.

25 (d) If the security interest under which a disposition is made secures payment or
26 performance of an obligation, after making the payments and applications required by subsection
27 (a) and permitted by subsection (c):

28 (1) Unless subsection (a)(4) requires the secured party to apply or pay over cash proceeds
29 to a consignor, the secured party shall account to and pay a debtor for any surplus; and

30 (2) The obligor is liable for any deficiency.

31 (e) If the underlying transaction is a sale of accounts, chattel paper, payment intangibles,
32 or promissory notes:

33 (1) The debtor is not entitled to any surplus; and

34 (2) The obligor is not liable for any deficiency.

35 (f) The surplus or deficiency following a disposition is calculated based on the amount

36 of proceeds that would have been realized in a disposition complying with this part to a
37 transferee other than the secured party, a person related to the secured party, or a secondary
38 obligor if:

39 (1) The transferee in the disposition is the secured party, a person related to the secured
40 party, or a secondary obligor; and

41 (2) The amount of proceeds of the disposition is significantly below the range of
42 proceeds that a complying disposition to a person other than the secured party, a person related
43 to the secured party, or a secondary obligor would have brought.

44 (g) A secured party that receives cash proceeds of a disposition in good faith and without
45 notice that the receipt violates the rights of the holder of a security interest or other lien that is
46 not subordinate to the security interest under which the disposition is made:

47 (1) Takes the cash proceeds free of the security interest or other lien;

48 (2) Is not obligated to apply the proceeds of the disposition to the satisfaction of
49 obligations secured by the security interest or other lien; and

50 (3) Is not obligated to account to or pay the holder of the security interest or other lien
51 for any surplus.

400.9-625. (a) If it is established that a secured party is not proceeding in accordance
2 with this article, a court may order or restrain collection, enforcement, or disposition of collateral
3 on appropriate terms and conditions.

4 (b) Subject to subsections (c), (d), and (f), a person is liable for damages in the amount
5 of any loss caused by a failure to comply with this article. Loss caused by a failure to comply
6 [with a request under section 400.9-210] may include loss resulting from the debtor's inability
7 to obtain, or increased costs of, alternative financing.

8 (c) Except as otherwise provided in section 400.9-628:

9 (1) A person that, at the time of the failure, was a debtor, was an obligor, or held a
10 security interest in or other lien on the collateral may recover damages under subsection (b) for
11 its loss; and

12 (2) If the collateral is consumer goods, a person that was a debtor or a secondary obligor
13 at the time a secured party failed to comply with this part may recover for that failure in any
14 event an amount not less than the credit service charge plus ten percent of the principal amount
15 of the obligation or the time-price differential plus ten percent of the cash price.

16 (d) A debtor whose deficiency is eliminated under section 400.9-626 may recover
17 damages for the loss of any surplus. However, a debtor or secondary obligor whose deficiency
18 is eliminated or reduced under section 400.9-626 may not otherwise recover under subsection
19 (b) for noncompliance with the provisions of this part relating to collection, enforcement,
20 disposition, or acceptance.

21 (e) In addition to any damages recoverable under subsection (b), the debtor, consumer
22 obligor, or person named as a debtor in a filed record, as applicable, may recover five hundred
23 dollars in each case from a person that:

24 (1) Fails to comply with section 400.9-208;

25 (2) Fails to comply with section 400.9-209;

26 (3) Files a record that the person is not entitled to file under section 400.9-509(a);

27 (4) Fails to cause the secured party of record to file or send a termination statement as
28 required by section 400.9-513(a) or (c);

29 (5) Fails to comply with section 400.9-616(b)(1) and whose failure is part of a pattern,
30 or consistent with a practice, of noncompliance; or

31 (6) Fails to comply with section 400.9-616(b)(2).

32 (f) A debtor or consumer obligor may recover damages under subsection (b) and, in
33 addition, five hundred dollars in each case from a person that, without reasonable cause, fails to
34 comply with a request under section 400.9-210. A recipient of a request under section 400.9-210
35 which never claimed an interest in the collateral or obligations that are the subject of a request
36 under that section has a reasonable excuse for failure to comply with the request within the
37 meaning of this subsection.

38 (g) If a secured party fails to comply with a request regarding a list of collateral or a
39 statement of account under section 400.9-210, the secured party may claim a security interest
40 only as shown in the **list or** statement included in the request as against a person that is
41 reasonably misled by the failure.

42 (h) This section shall apply on and after January 1, 2003.

400.9-628. (a) Unless a secured party knows that a person is a debtor or obligor, knows
2 the identity of the person, and knows how to communicate with the person:

3 (1) The secured party is not liable to the person, or to a secured party or lienholder that
4 has filed a financing statement against the person, for failure to comply with this article; and

5 (2) The secured party's failure to comply with this article does not affect the liability of
6 the person for a deficiency.

7 (b) A secured party is not liable because of its status as secured party:

8 (1) To a person that is a debtor or obligor, unless the secured party knows:

9 (A) That the person is a debtor or obligor;

10 (B) The identity of the person; and

11 (C) How to communicate with the person; or

12 (2) To a secured party or lienholder that has filed a financing statement against a person,
13 unless the secured party knows:

14 (A) That the person is a debtor; and

15 (B) The identity of the person.

16 (c) A secured party is not liable to any person, and a person's liability for a deficiency
17 is not affected, because of any act or omission arising out of the secured party's reasonable belief
18 that a transaction is not a consumer-goods transaction or a consumer transaction or that goods
19 are not consumer goods, if the secured party's belief is based on its reasonable reliance on:

20 (1) A debtor's representation concerning the purpose for which collateral was to be used,
21 acquired, or held; or

22 (2) An obligor's representation concerning the purpose for which a secured obligation
23 was incurred.

24 (d) **A secured party is not liable to any person under section 400.9-625(c)(2) for its**
25 **failure to comply with section 400.9-616.**

26 (e) A secured party is not liable under section 400.9-625(c)(2) more than once with
27 respect to any one secured obligation.

400.9-710. (a) In this section:

2 (1) "Former article 9 records" means:

3 a. Financing statements and other records that have been filed in the local-filing office
4 before July 1, 2001, and that are, or upon processing and indexing will be, reflected in the index
5 maintained, as of July 1, 2001, by the local-filing office for financing statements and other
6 records filed in the local-filing office before July 1, 2001; and

7 b. The index as of July 1, 2001.

8 The term does not include records presented to a local-filing office for filing after July 1, 2001,
9 whether or not the records relate to financing statements filed in the local-filing office before
10 July 1, 2001.

11 (2) "Local-filing office" means a filing office, other than the office of the secretary of
12 state, that is designated as the proper place to file a financing statement under 400.9-401 of
13 former article 9. The term applies only with respect to a record that covers a type of collateral
14 as to which the filing office is designated in that section as the proper place to file.

15 (b) **Except for a record terminating a former article 9 record, a local filing office**
16 **shall not accept a record presented after June 30, 2001, whether or not the record relates**
17 **to a financing statement filed in the local filing office before July 1, 2001. If the record**
18 **terminating such former article 9 record is in the standard form prescribed by the**
19 **secretary of state, the uniform fee for filing and indexing the termination statement in the**
20 **office of a county recorder shall be the same fee as set out in the former article 9 before the**
21 **effective date of this act.**

22 (c) Until June 30, [2006] **2008**, each local-filing office must maintain all former article
23 9 records in accordance with former article 9. A former article 9 record that is not reflected on

24 the index maintained on July 1, 2001, by the local-filing office must be processed and indexed,
25 and reflected on the index as of July 1, 2001, as soon as practicable but in any event no later than
26 thirty days after July 1, 2001.

27 [(c)] (d) Until at least June 30, 2008, each local-filing office must respond to requests
28 for information with respect to former article 9 records relating to a debtor and issue certificates,
29 in accordance with former article 9. The fees charged for responding to requests for information
30 relating to a debtor and issuing certificates with respect to former article 9 records must be the
31 fees in effect under former article 9 on July 1, 2001.

32 [(d)] (e) After June 30, [2006] **2008**, each local-filing office may remove and destroy,
33 in accordance with any then applicable record retention law of this state, all former article 9
34 records, including the related index.

35 [(e)] (f) This section does not apply, with respect to financing statements and other
36 records, to a filing office in which mortgages or records of mortgages on real property are
37 required to be filed or recorded, if:

38 (1) The collateral is timber to be cut or as-extracted collateral; or

39 (2) The record is or relates to a financing statement filed as a fixture and the collateral
40 is goods that are or are to become fixtures.

417.210. 1. Every person, general partnership, corporation, or other business
2 organization who engages in business in this state under a fictitious name or under any name
3 other than the true name of such person, general partnership, corporation, or other business
4 organization shall, within five days after the beginning or engaging in business under such
5 fictitious name, [register by verified statement of all parties concerned,] **execute the form**
6 **required in this section, and shall be subject to the penalties of making a false declaration**
7 **pursuant to section 575.060, RSMo, that the facts stated therein are true and that all**
8 **parties concerned are duly authorized to execute such document and are otherwise**
9 **required to file such document pursuant to this section** upon [blanks] **fictitious name forms**
10 furnished by the secretary of state, such partnership or other fictitious name in the office of the
11 secretary of state, together with the name or names and the residence of each and every person,
12 partnership, corporation, or other business organization interested in or owning any part of the
13 business; provided, that if the interest of any owner shall cease to exist, or any other person,
14 partnership, corporation, or other entity shall become an owner, such fictitious name shall be
15 reregistered within five days after any such change shall take place in the ownership of the
16 business or any part thereof as set forth in the original registration, and such reregistration shall
17 in all respects be made as in the case of an original registration of such fictitious name; provided,
18 that the provisions of this section shall not apply to farmers' mutual insurance companies nor
19 farmers' mutual telephone companies.

20 2. If the interest of any owner of a business conducted under a fictitious name registered
21 as provided in this section is such that such owner may claim not to be jointly and severally
22 liable to third parties with respect to debts and obligations incurred by such business, the
23 registration relating to such business shall reflect the respective exact ownership interests of each
24 owner of such business. In the case of any other business registered as provided in this section,
25 disclosure of the respective exact ownership interests shall be optional.

26 3. For purposes of this section, a partnership or other entity formed for the practice of
27 a licensed profession shall not be deemed to be engaged in the conduct of business,
28 notwithstanding the transaction by such entity of business ancillary to the practice of such
29 licensed profession.

**477.650. 1. There is hereby established a "Basic Civil Legal Services Fund" to be
2 administered by, or under the direction of, the Missouri supreme court. All moneys
3 collected pursuant to section 488.031, RSMo, shall be credited to the fund. In addition to
4 the court filing surcharges, funds from other public or private sources also may be
5 deposited into the fund and all earnings of the fund shall be credited to the fund. Fund
6 moneys shall not be considered to be state funds or subject to appropriation. The purpose
7 of this section is to increase the funding available for basic civil legal services to eligible
8 low-income persons as such persons are defined by the Federal Legal Services'
9 Corporation Income Eligibility Guidelines.**

10 **2. Funds in the basic civil legal services fund shall be allocated annually and
11 expended to provide legal representation to eligible low-income persons in the state in civil
12 matters. Moneys, funds, or payments paid to the credit of the basic civil legal services fund
13 shall, at least as often as annually, be distributed to the legal services organizations in
14 Missouri which qualify for federal Legal Services Corporation funding. The funds so
15 distributed shall be used by legal services organizations in Missouri solely to provide legal
16 services to eligible low-income persons as such persons are defined by the federal Legal
17 Services' Corporation Income Eligibility Guidelines. Fund money shall be subject to all
18 restrictions imposed on such legal services organizations by law. Funds shall be allocated
19 to the programs according to the funding formula employed by the Legal Services
20 Corporation for the distribution of funds to Missouri. Moneys in the basic civil legal
21 services fund shall be considered nonstate funds under the provisions of article IV, section
22 15 of the Missouri Constitution.**

23 **3. The Missouri supreme court, or a person or organization designated by the
24 court, is the administrator and shall administer the fund in such manner as determined by
25 the Missouri supreme court, including in accordance with any rules and policies adopted
26 by the Missouri supreme court for such purpose. Costs associated with the administration**

27 of the fund as provided herein shall be paid from proceeds deposited in the fund.

28 **4. Each recipient of funds from the basic civil legal services fund shall maintain**
29 **appropriate records accounting for the receipt and expenditure of all funds distributed and**
30 **received pursuant to this section. These records must be maintained for a period of five**
31 **years from the close of the fiscal year in which such funds are distributed or received or**
32 **until audited, whichever is sooner. All funds distributed or received under this section are**
33 **subject to audit by the Missouri supreme court or the state auditor.**

486.225. 1. Upon a form prepared by the secretary of state, each applicant for
2 appointment and commission as a notary public shall swear, under penalty of perjury, that the
3 answers to all questions on the application are true and complete to the best of the applicant's
4 knowledge and that the applicant is qualified to be appointed and commissioned as a notary
5 public. The Social Security number of the applicant shall be recorded on the application. The
6 completed application form shall be filed with the secretary of state.

7 2. With the person's application, each applicant for appointment and commission as a
8 notary public shall submit to the secretary of state endorsements from two registered voters of
9 this state in substantially the following form:

10 I, (name of endorser), a registered voter of this state and
11 County, believe to the best of my knowledge, the applicant is a person of good
12 moral character and integrity and capable of performing notarial acts.

13
14 (Endorser's signature and residence address)

15 3. With the person's application, each applicant for appointment and commission as a
16 notary public shall submit to the secretary of state, payable to the director of revenue, a
17 commission fee of fifteen dollars.

18 4. Each applicant for appointment and commission as a notary public shall state in the
19 application whether or not the applicant has ever been convicted of or pled guilty or nolo
20 contendere to any felony involving fraud, misrepresentation or theft, and if so, shall attach a list
21 of such convictions or pleas of guilt or nolo contendere.

22 **5. Each applicant for a renewal appointment and commission as a notary public**
23 **may apply for such renewal appointment in a manner prescribed by the secretary of state.**

24 **6. The secretary of state may prohibit, for a period of not less than thirty days and**
25 **not more than one year, an applicant from reapplying for an appointment and commission**
26 **as a notary public following the rejection of such applicant's application by the secretary**
27 **of state.**

28 **7. Prior to submitting an application to the secretary of state, each new applicant**
29 **for appointment and commission as a notary public shall have read the Missouri notary**

30 **public handbook and completed a computer-based notary training or other notary training**
 31 **in a manner prescribed by the secretary of state. Each new applicant shall attest to reading**
 32 **the Missouri notary public handbook and receiving training pursuant to this subsection**
 33 **at the time of submitting the applicant's application for appointment and commission as**
 34 **a notary public.**

486.235. 1. During his term of office each notary public shall maintain a surety bond
 2 in the sum of ten thousand dollars with, as surety thereon, a company qualified to write surety
 3 bonds in this state. The bond shall be conditioned upon the faithful performance of all notarial
 4 acts in accordance with this chapter. Each notary public shall notify the secretary of state of
 5 changes on or riders to the bond.

6 2. Before receiving his commission, each applicant shall submit to the county clerk of
 7 the county within and for which he is to be commissioned, an executed bond commencing at
 8 least [thirty] **ninety** days after the date he submitted his application to the secretary of state with
 9 a term of four years **which shall consist of the dates specified on the applicant's commission.**

10 3. Before receiving his commission, each applicant shall take the following oath in the
 11 presence of the county clerk:

12 I, (name of applicant), solemnly swear, under the penalty of perjury, that I have carefully
 13 read the notary law of this state, and if appointed and commissioned as a notary public, I will
 14 uphold the Constitution of the United States and of this state and will faithfully perform to the
 15 best of my ability all notarial acts in conformance with the law.
 16(signature of applicant) Subscribed and sworn to before me this day
 17 of, [19] **20**...(signature of county clerk)

18 4. Before receiving his commission, each applicant shall submit to the county clerk a
 19 handwritten specimen of his official signature which contains his surname and at least the initial
 20 of his first name.

21 5. Immediately after receiving the bond and official signature and witnessing the oath,
 22 the county clerk shall award to the applicant his commission as a notary public.

486.240. If the person for whom a commission is issued fails to appear and qualify
 2 within ninety days after the commission is issued, the county clerk shall note the failure on the
 3 commission and return it **within thirty days of such failure** to the secretary of state. The
 4 secretary of state shall immediately cancel and annul the commission.

486.260. Each notary public shall provide and keep a permanently bound journal of his
 2 notarial acts containing numbered pages. **Each notary public shall record in such journal:**
 3 **the month, day, and year of notarization; type of notarization such as acknowledgment or**
 4 **jurat; type of document; name and address of signer; identification used by signer; notary**
 5 **fee; and signature of signer.**

486.265. Every notary shall keep a true and perfect record of his official acts, except
2 those connected with judicial proceedings, [and those for whose public record the law provides,]
3 and if required, shall give a certified copy of any record in his office, upon the payment of the
4 fees therefor. Every notary shall make and keep an exact minute, in a book kept by him for that
5 purpose, of each of his official acts, except as herein provided.

486.280. On every notary certificate, a notary public shall indicate clearly and legibly,
2 **in print not smaller than eight-point type** by means of rubber stamp, typewriting or printing,
3 so that it is capable of photographic reproduction:

4 (1) His name exactly as it appears on his commission;

5 (2) The words "Notary Public", "State of Missouri", and "My commission expires ..
6 (commission expiration date)";

7 (3) The name of the county within which he is commissioned; **and**

8 (4) **A commission number; provided that the notary public has been issued a**
9 **commission number by the secretary of state. Effective August 28, 2002, the secretary of**
10 **state shall issue a commission number for all new and renewal notary appointments.**

486.285. 1. Each notary public shall provide, keep, and use a seal which is either an
2 engraved embosser seal or a black inked rubber stamp seal to be used on the document being
3 notarized. The seal shall contain, **in print not smaller than eight-point type**, the notary's name
4 exactly as indicated on the commission and the words "Notary Seal", "Notary Public", and "State
5 of Missouri".

6 2. The indentations made by the seal embosser or printed by the black inked rubber
7 stamp seal shall not be applied on the notarial certificate or document to be notarized in a manner
8 that will render illegible or incapable of photographic reproduction any of the printed marks or
9 writing on the certificate or document.

10 3. Every notary shall keep an official notarial seal that is the exclusive property of the
11 notary and the seal may not be used by any other person or surrendered to an employer upon
12 termination of employment.

486.295. Any notary public who changes the address of his residence in the county
2 within and for which he is commissioned shall forthwith mail or deliver **within thirty days of**
3 **such change** a notice of the fact to the secretary of state including his old address and his current
4 address. The secretary of state shall notify the county clerk of the change of address. The
5 notary's commission shall remain in effect until its expiration date, unless sooner revoked.

486.300. Any notary public who lawfully changes his name shall forthwith request
2 **within thirty days of such change** an amended commission from the secretary of state and shall
3 send him five dollars, his current commission, and a notice of change form provided by the
4 secretary of state, which shall include his new name and contain a specimen of his official

5 signature. The secretary of state shall issue an amended commission to him in his new name and
6 shall notify the clerk of the county within and for which the notary is commissioned. After
7 requesting an amended commission, the notary may continue to perform notarial acts in his
8 former name, until he receives the amended commission.

486.310. If any notary public no longer desires to be a notary public, he shall forthwith
2 mail or deliver to the secretary of state a letter of resignation, and his commission shall thereupon
3 cease to be in effect. **If a notary public resigns as a result of the receipt of a complaint by**
4 **the secretary of state regarding the notary public's conduct, the secretary of state may deny**
5 **any later applications by such person for appointment and commission as a notary public.**

486.315. If a notary public has ceased to have a residence address in the county within
2 and for which he is commissioned, his commission shall thereupon cease to be in effect, unless
3 the secretary of state issues an amended commission. When a notary public, who has established
4 a residence address in a county of the state other than the county in which he was first
5 commissioned, requests an amended commission **within thirty days of changing the notary's**
6 **county of residence**, delivers his current commission, notice of change form, and five dollars
7 to the secretary of state, the secretary of state shall issue an amended commission to him, for the
8 county in which his new residence is located and shall notify the county clerk of the county
9 where the notary's new address is located. After requesting an amended commission **within**
10 **thirty days of changing the notary's county of residence**, the notary may continue to perform
11 notarial acts with certificates showing the county within and for which he is commissioned, until
12 he receives his amended commission.

486.330. Except as otherwise provided in section 442.210, RSMo, certificates of
2 acknowledgment shall be in **print not smaller than eight-point type and in** substantially the
3 following form:

4 (1) By an Individual.

5 State of, County (and/or City) of, On this day of in the year before me,
6 (name of notary), a Notary Public in and for said state, personally appeared (name of
7 individual), known to me to be the person who executed the within (type of document), and
8 acknowledged to me that (he) executed the same for the purposes therein stated.

9 (2) By a Partner.

10 State of, County (and/or City) of, On this day of in the year before me,
11 (name of notary), a Notary Public in and for said state, personally appeared (name of
12 partner) of (name of partnership), known to me to be the person who executed the within
13 (type of document) in behalf of said partnership and acknowledged to me that he executed the
14 same for the purposes therein stated. (official signature and official seal of notary.)

15 (3) By a Corporate Officer.

16 State of, County (and/or City) of, On this day of in the year before me,
17 (name of notary), a Notary Public in and for said state, personally appeared (name of
18 officer), (title of person, president, vice president, etc.), (name of corporation), known
19 to me to be the person who executed the within (type of document) in behalf of said
20 corporation and acknowledged to me that he executed the same for the purposes therein stated.
21 (official signature and official seal of notary.)

22 (4) By an Attorney in Fact for Principal or Surety.

23 State of, County (and/or City) of, On this day of, in the year before me,
24 (name of notary), a Notary Public in and for said state, personally appeared (name of
25 attorney in fact), Attorney in Fact for (name of principal or surety), known to me to be the
26 person who executed the within (type of document) in behalf of said principal (or surety),
27 and acknowledged to me that he executed the same for the purposes therein stated. (official
28 signature and official seal of notary.)

29 (5) By a Public Officer, Deputy, Trustee, Administrator, Guardian or Executor.

30 State of, County (and/or City) of, On this day of, in the year, before me
31 (name of notary), a Notary Public in and for said state, personally appeared (name of
32 person),, (person's official title) known to me to be the person who executed the within
33 (type of document) in behalf of (public corporation, agency, political subdivision or estate)
34 and acknowledged to me that he executed the same for the purposes therein stated. (official
35 signature and official seal of notary.)

36 (6) By a United States Citizen Who is Outside of the United States. (description or
37 location of place where acknowledgment is taken)

38 On this day of, in the year, before me (name and title of person acting as
39 a notary and refer to law or authority granting power to act as a notary), personally appeared
40 (name of citizen) known to me to be the person who executed the within (type of document)
41 and acknowledged to me that (he) executed the same for the purposes therein stated.
42 (official signature and official seal of person acting as a notary and refer to law or authority
43 granting power to act as a notary).

44 (7) By An Individual Who Cannot Write His Name.

45 State of, County (and/or City) of, On this day of in the year, before me
46 (name of notary), a Notary Public in and for said state, personally appeared (name of
47 individual), known to me to be the person who, being unable to write his name, made his mark
48 in my presence. I signed his name at his request and in his presence on the within (type of
49 document) and he acknowledged to me that he made his mark on the same for the purposes
50 therein stated. (official signature and official seal of notary.)

51 (8) By a Manager or Member.

52 State of, County (and/or City) of, On this day of in the year before me,
 53 (name of notary), a Notary Public in and for said state, personally appeared (name of
 54 manager or member) of (name of limited liability company), known to me to be the person
 55 who executed the within (type of document) in behalf of said limited liability company and
 56 acknowledged to me that he executed the same for the purposes therein stated. (official
 57 signature and official seal of notary.)

486.335. Affirmations shall be in **type not smaller than eight-point and in**
 2 substantially the following form:

3 (1) If the affirmation to be administered by the notary public is in writing and the person
 4 who took the affirmation has signed his name thereto, the notary public shall write or print under
 5 the text of the affirmation the following:

6 "Subscribed and affirmed before me this day of, [19] **20**...." (official
 7 signature and official seal of notary.)

8 (2) If the affirmation to be administered by the notary public is not in writing, the notary
 9 public shall address the affirmant substantially as follows:

10 "You do solemnly affirm, under the penalty of perjury, that the testimony you shall give
 11 in the matter in issue, pending between and, shall be the truth, the whole truth, and
 12 nothing but the truth."

486.340. 1. As used in this section, the words "executing witness" means an individual
 2 who acts in the place of a notary.

3 2. An executing witness may not be related by blood or marriage or have a disqualifying
 4 interest as defined in section 486.255.

5 3. The affidavit of executing witness for acknowledgment by an individual who does not
 6 appear before a notary shall be in **type not smaller than eight-point and in** substantially the
 7 following form:

8 I, (name of executing witness), do solemnly affirm under the penalty of perjury, that
 9 (name of person who does not appear before a notary), personally known to me, has executed
 10 the within (type of document) in my presence, and has acknowledged to me that (he)
 11 executed the same for the purposes therein stated and requested that I sign my name on the
 12 within document as an executing witness. (signature of executing witness)

13 Subscribed and affirmed before me this day of, [19] **20**.... (official
 14 signature and official seal of notary.)

486.345. 1. A notary public may certify a facsimile of a document if he receives a signed
 2 written request stating that a certified copy or facsimile, preparation of a copy, or certification
 3 of a copy of the document does not violate any state or federal law.

4 2. Each notary public shall retain a facsimile of each document he has certified as a

5 facsimile of another document, together with other papers or copies relating to his notarial acts.

6 3. The certification of a facsimile shall be in **type not smaller than eight-point and in**
7 substantially the following form:

8 State of County (and/or City) of I, (name of notary), a Notary Public
9 in and for said state, do certify that on (date) I carefully compared the attached facsimile
10 of (type of document) and the facsimile I now hold in my possession. They are complete,
11 full, true and exact facsimiles of the document they purport to reproduce. (official
12 signature and official seal of notary.)

486.350. 1. The maximum fee in this state for notarization of each signature and the
2 proper recording thereof in the journal of notarial acts is two dollars for each signature notarized.

3 2. The maximum fee in this state for certification of a facsimile of a document, and the
4 proper recordation thereof in the journal of notarial acts is two dollars for each 8 ½ x 11 inch
5 page retained in the notary's file.

6 3. The maximum fee in this state is one dollar for any other notarial act performed.

7 4. No notary shall charge or collect a fee for notarizing the signature on any absentee
8 ballot or absentee voter registration.

9 5. A notary public who charges more than the maximum fee specified or who charges
10 or collects a fee for notarizing the signature on any absentee ballot or absentee voter registration
11 is guilty of official misconduct.

12 **6. A notary public may charge a travel fee, not to exceed the approved federal**
13 **mileage rate, when traveling to perform a notarial act, provided that:**

14 **(1) The notary explains to the person requesting the notarial act that the travel fee**
15 **is separate from the notarial fee and is not specified or mandated by law; and**

16 **(2) The notary and the person requesting the notarial act agree upon the travel fee**
17 **in advance.**

486.385. 1. The secretary of state may revoke the commission of any notary public who
2 during the current term of appointment:

3 (1) Submits an application for commission and appointment as a notary public which
4 contains substantial and material misstatement of facts;

5 (2) Is convicted of any felony or official misconduct under this chapter;

6 (3) Fails to exercise the powers or perform the duties of a notary public in accordance
7 with this chapter, **or fails otherwise to comply with the provisions of this chapter;**

8 (4) Is adjudged liable or agrees in a settlement to pay damages in any suit grounded in
9 fraud, misrepresentation, impersonation, or violation of the state regulatory laws of this state, if
10 his liability is not solely by virtue of his agency or employment relationship with another who
11 engaged in the act for which the suit was brought;

12 (5) Uses false or misleading advertising wherein he represents or implies, by virtue of
13 his title of notary public, that he has qualifications, powers, duties, rights, or privileges that he
14 does not possess by law;

15 (6) Engages in the unauthorized practice of law;

16 (7) Ceases to be a citizen of the United States;

17 (8) Ceases to be a registered voter of the county within and for which he is
18 commissioned;

19 (9) Ceases to have a residence address in the county within and for which he is
20 commissioned, unless he has been issued an amended commission;

21 (10) Becomes incapable of reading or writing the English language;

22 (11) Fails to maintain the surety bond required by section 486.235.

23 2. A notary's commission may be revoked under the provisions of this section only if
24 action is taken subject to the rights of the notary public to notice, hearing, adjudication and
25 appeal.

486.395. Upon the receipt of a written request, the notarized document and a fee of ten
2 dollars payable to the director of revenue, the secretary of state shall provide a certificate of
3 authority in **type not smaller than eight-point and in** substantially the following form:

4 I, (appointing state official, or local or district office designated by appointing state
5 official, name and title) of the State of (name of state) which office is an office of record having
6 a seal, certify that (notary's name), by whom the foregoing or annexed document was
7 notarized, was, at the time of the notarization of the same, a Notary Public authorized by the laws
8 of this State to act in this State and to notarize the within (type of document), and I further
9 certify that the Notary's signature on the document is genuine to the best of my knowledge,
10 information, and belief and that such notarization was executed in accordance with the laws of
11 this State.

12 In testimony whereof, I have affixed my signature and seal of this office this day of
13, [19] **20**..... (secretary of state's signature, title,
14 jurisdiction, address and the seal affixed near the signature.)

**488.031. 1. In addition to other fees authorized by law, the clerk of each court shall
2 collect the following fees on the filing of any civil or criminal action or proceeding,
3 including an appeal:**

- 4 **Supreme court and courts of appeals \$20.00;**
- 5 **Circuit courts \$10.00;**
- 6 **Associate circuit courts \$ 5.50;**
- 7 **Small claims courts no additional fee.**
- 8 **2. Court filing surcharges under this section shall be collected in the same manner**

9 as other fees, fines, or costs in the case. The amounts so collected shall be paid by the clerk
10 to the office of the state court administrator and credited to the special fund designated as
11 the basic civil legal services fund. However, the additional fees prescribed by this section
12 shall not be collected when a criminal proceeding or defendant has been dismissed by the
13 court or when costs are waived or are to be paid by the state, county, municipality, or other
14 political subdivision of the state.

575.060. 1. A person commits the crime of making a false declaration if, with the
2 purpose to mislead a public servant in the performance of his duty, he:

3 (1) Submits any written false statement, which he does not believe to be true

4 (a) In an application for any pecuniary benefit or other consideration; or

5 (b) On a form bearing notice, authorized by law, that false statements made therein are
6 punishable; or

7 (2) Submits or invites reliance on

8 (a) Any writing which he knows to be forged, altered or otherwise lacking in
9 authenticity; or

10 (b) Any sample, specimen, map, boundary mark, or other object which he knows to be
11 false.

12 2. The falsity of the statement or the item under subsection 1 of this section must be as
13 to a fact which is material to the purposes for which the statement is made or the item submitted;
14 and the provisions of subsections 2 and 3 of section 575.040 shall apply to prosecutions under
15 subsection 1 of this section.

16 3. It is a defense to a prosecution under subsection 1 of this section that the actor
17 retracted the false statement or item but this defense shall not apply if the retraction was made
18 after:

19 (1) The falsity of the statement or item was exposed; or

20 (2) The public servant took substantial action in reliance on the statement or item.

21 4. The defendant shall have the burden of injecting the issue of retraction under
22 subsection 3 of this section.

23 5. **For the purpose of this section, "written" shall include filings submitted in an**
24 **electronic or other format or medium approved or prescribed by the secretary of state.**

25 6. Making a false declaration is a class B misdemeanor.

Section 1. 1. Notwithstanding any other provision of law to the contrary, in any
2 **action construing a consumer service contract which contains an automatic renewal**
3 **provision for a period longer than one year, such provision shall be deemed unconscionable**
4 **and the court shall strike the provision from the underlying service contract.**

5 2. As used herein, the term "consumer service contract" is a contract for the

6 **purchase of work, labor or services from a corporation or other business entity, including**
7 **services furnished in connection with the sale, maintenance, lease, rent, or repair of goods**
8 **or equipment; but shall not include prepaid service contracts.**

2 [386.025. Any joint municipal utility commission established by contract for
3 the purpose of owning, operating, controlling or managing all or part of any gas or
4 electric light works, heating or power plants, or gas or electrical production,
5 distribution or transmission facilities shall be considered a gas corporation or
6 electrical corporation, as the case may be, as those terms are defined in this chapter.]

2 [393.295. All provisions of this chapter and chapter 386, RSMo, concerning
3 court proceedings and the jurisdiction, supervision, powers and duties of the public
4 service commission with reference to gas corporations and electrical corporations,
5 including, but not limiting by enumeration those provisions concerning supervision,
6 investigations, complaints, hearings, reports, approval of certificates of franchises,
7 granting of certificates, approval of issues of stocks, bonds, notes and other evidence
8 of indebtedness, keeping of accounts, fixing of just and reasonable rates, which shall
9 be based on costs associated with any property of such corporations, shall be and are
10 hereby made fully applicable to any joint municipal utility commission which owns,
11 operates, controls or manages all or part of any gas or electric light works, heating or
12 power plants, electrical energy resources or gas or electrical production, distribution
13 or transmission facilities in this state. Nothing contained herein, however, shall
14 affect the rights, privileges or duties of existing corporations pursuant to this chapter,
including the construction of facilities within an existing certificated area.]

2 [393.765. All provisions of chapters 386, RSMo, and 393 in reference to the
3 jurisdiction, supervision, powers and duties of the public service commission with
4 reference to gas and electrical corporations are hereby made applicable to any
5 commission proposed to be created pursuant to sections 393.700 to 393.770 which
6 commission proposes to own, operate, control or manage any gas or electrical light
7 works, heating or power plant in this state, and such provisions shall have full
application thereto.]

2 Section B. No new development plans or development projects may be approved under
the provisions of sections 99.915 to 99.984 after August 28, 2007.