

FIRST REGULAR SESSION

# HOUSE BILL NO. 916

## 97TH GENERAL ASSEMBLY

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INTRODUCED BY REPRESENTATIVES SCHUPP (Sponsor) AND HUMMEL (Co-sponsor).

2187L.011

D. ADAM CRUMBLISS, Chief Clerk

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### AN ACT

To repeal sections 347.179, 351.125, 355.021, 358.440, and 359.651, RSMo, and to enact in lieu thereof five new sections relating to business fees, with a penalty provision.

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

Section A. Sections 347.179, 351.125, 355.021, 358.440, and 359.651, RSMo, are  
2 repealed and five new sections enacted in lieu thereof, to be known as sections 347.179, 351.125,  
3 355.021, 358.440, and 359.651, to read as follows:

347.179. **1.** The secretary shall charge and collect:

- 2 (1) For filing the original articles of organization, a fee of one hundred dollars;
- 3 (2) For filing the original articles of organization online, in an electronic format  
4 prescribed by the secretary of state, a fee of forty-five dollars;
- 5 (3) Applications for registration of foreign limited liability companies and issuance of  
6 a certificate of registration to transact business in this state, a fee of one hundred dollars;
- 7 (4) Amendments to and restatements of articles of limited liability companies to  
8 application for registration of a foreign limited liability company or any other filing otherwise  
9 provided for, a fee of twenty dollars;
- 10 (5) Articles of termination of limited liability companies or cancellation of registration  
11 of foreign limited liability companies, a fee of twenty dollars;
- 12 (6) For filing notice of merger or consolidation, a fee of twenty dollars;
- 13 (7) For filing a notice of winding up, a fee of twenty dollars;
- 14 (8) For issuing a certificate of good standing, a fee of five dollars;
- 15 (9) For a notice of the abandonment of merger or consolidation, a fee of twenty dollars;
- 16 (10) For furnishing a copy of any document or instrument, a fee of fifty cents per page;

EXPLANATION — Matter enclosed in bold-faced brackets [thus] in the above bill is not enacted and is intended to be omitted from the law. Matter in **bold-face** type in the above bill is proposed language.

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

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

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

25 (14) For filing an amended certificate of registration a fee of twenty dollars; and

26 (15) For filing a statement of correction a fee of five dollars.

27 **2. Any changes to fees enumerated in subsection 1 of this section shall only be**  
28 **considered between the first Wednesday after the first Monday of January and the first**  
29 **Friday following the second Monday in May every four years beginning in 2014, and**  
30 **following every four years after. If any such changes are made, such changes shall be**  
31 **implemented beginning August twenty-eighth of that year.**

351.125. 1. Every corporation required to register under the provisions of this chapter  
2 shall pay to the state a fee of forty dollars for its corporate registration if the report is filed in a  
3 written format. The fee is fifteen dollars for each corporate registration report filed via an  
4 electronic format prescribed by the secretary of state. Biennial corporate registration reports filed  
5 under section 351.122 shall require the fee prescribed in that section.

6  
7 If a corporation fails to file a corporation registration report when due, it shall be assessed, in  
8 addition to its regular registration fee, a late fee of fifteen dollars for each thirty-day period  
9 within which the registration report is filed whether in writing or in an electronic format. If the  
10 registration report is not filed within ninety days, the secretary of state may proceed with  
11 administrative dissolution of such corporation under sections 351.484 and 351.486.

12 **2. Any changes to fees enumerated in subsection 1 of this section shall only be**  
13 **considered between the first Wednesday after the first Monday of January and the first**  
14 **Friday following the second Monday in May every four years beginning in 2014, and**  
15 **following every four years after. If any such changes are made, such changes shall be**  
16 **implemented beginning August twenty-eighth of that year.**

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

3 (1) Articles of incorporation, twenty dollars;

4 (2) Application for reserved name, twenty dollars;

5 (3) Notice of transfer of reserved name, two dollars;

- 6 (4) Application for renewal of reserved name, twenty dollars;
- 7 (5) Corporation's statement of change of registered agent or registered office or both, five  
8 dollars;
- 9 (6) Agent's statement of change of registered office for each affected corporation, five  
10 dollars;
- 11 (7) Agent's statement of resignation, five dollars;
- 12 (8) Amendment of articles of incorporation, five dollars;
- 13 (9) Restatement of articles of incorporation with amendments, five dollars;
- 14 (10) Articles of merger, five dollars;
- 15 (11) Articles of dissolution, five dollars;
- 16 (12) Articles of revocation of dissolution, five dollars;
- 17 (13) Application for reinstatement following administrative dissolution, twenty dollars;
- 18 (14) Application for certificate of authority, twenty dollars;
- 19 (15) Application for amended certificate of authority, five dollars;
- 20 (16) Application for certificate of withdrawal, five dollars;
- 21 (17) Corporate registration report filed annually, ten dollars if filed in a written format  
22 or five dollars if filed electronically in a format prescribed by the secretary of state;
- 23 (18) Corporate registration report filed biennially, twenty dollars if filed in a written  
24 format or ten dollars if filed electronically in a format prescribed by the secretary of state;
- 25 (19) Articles of correction, five dollars;
- 26 (20) Certificate of existence or authorization, five dollars;
- 27 (21) Any other document required or permitted to be filed by this chapter, five dollars.
- 28 2. The secretary of state shall collect a fee of ten dollars upon being served with process  
29 under this chapter. The party to a proceeding causing service of process is entitled to recover the  
30 fee paid the secretary of state as costs if the party prevails in the proceeding.
- 31 3. The secretary of state shall collect the following fees for copying and certifying the  
32 copy of any filed document relating to a domestic or foreign corporation: in a written format  
33 fifty cents per page plus five dollars for certification, or in an electronic format five dollars for  
34 certification and copies.
- 35 **4. Any changes to fees enumerated in subsection 1 of this section shall only be**  
36 **considered between the first Wednesday after the first Monday of January and the first**  
37 **Friday following the second Monday in May every four years beginning in 2014, and**  
38 **following every four years after. If any such changes are made, such changes shall be**  
39 **implemented beginning August twenty-eighth of that year.**

358.440. 1. To register as a limited liability partnership pursuant to this section, a written application shall be filed with the office of the secretary of state. The application shall set forth:

(1) The name of the partnership;

(2) The address of a registered office and the name and address of a registered agent for service of process required to be maintained by section 358.470;

(3) The number of partners in the partnership at the date of application;

(4) A brief statement of the principal business in which the partnership engages;

(5) That the partnership thereby applies for registration as a registered limited liability partnership; and

(6) Any other information the partnership determines to include in the application.

2. The application shall be signed on behalf of the partnership by a majority of the partners or by one or more partners authorized by a majority in interest of the partners to sign the application on behalf of the partnership.

3. The application shall be accompanied by a fee payable to the secretary of state of twenty-five dollars for each partner of the partnership, but the fee shall not exceed one hundred dollars. All moneys from the payment of this fee shall be deposited into the general revenue fund.

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

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

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

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

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

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

7. If a person is included in the number of partners of a registered limited liability partnership set forth in an application, a renewal application or a certificate of amendment of an application or a renewal application, the inclusion of such person shall not be admissible as

37 evidence in any action, suit or proceeding, whether civil, criminal, administrative or  
38 investigative, for the purpose of determining whether such person is liable as a partner of such  
39 registered limited liability partnership. The status of a partnership as a registered limited liability  
40 partnership and the liability of a partner of such registered limited liability partnership shall not  
41 be adversely affected if the number of partners stated in an application, a renewal application or  
42 a certificate of amendment of an application or a renewal application is erroneously stated  
43 provided that the application, renewal application or certificate of amendment of an application  
44 or a renewal application was filed in good faith.

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

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

56         10. A registration may be withdrawn by filing with the secretary of state a written  
57 withdrawal notice signed on behalf of the partnership by a majority of the partners or by one or  
58 more partners authorized by a majority of the partners to sign the notice on behalf of the  
59 partnership. A withdrawal notice shall include the name of the partnership, the date of  
60 registration of the partnership's last application under this section, and a current street address  
61 of the partnership's principal office in this state or outside the state, as applicable. A withdrawal  
62 notice terminates the registration of the partnership as a limited liability partnership as of the date  
63 of filing the notice in the office of the secretary of state. The withdrawal notice shall be  
64 accompanied by a filing fee of twenty dollars.

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

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

72         (1) The name of the partnership;

- 73           (2) The identity of the document being amended;  
74           (3) The part of the document being amended; and  
75           (4) The amendment or correction.

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77 The articles of amendment shall be accompanied by a filing fee of twenty dollars plus, if the  
78 amendment increases the number of partners, fifty dollars for each partner added, but the fee  
79 shall not exceed two hundred dollars; provided that no amendment of an application or a renewal  
80 application is required as a result of a change after the application or renewal application is filed  
81 in the number of partners of the registered limited liability partnership or in the business in which  
82 the registered limited liability partnership engages. All moneys from such fees shall be deposited  
83 into the general revenue fund. The status of a partnership as a registered limited liability  
84 partnership shall not be affected by changes after the filing of an application or a renewal  
85 application in the information stated in the application or renewal application.

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

91           (1) A change in the name of the registered limited liability partnership;

92           (2) Except as provided in subsections 2 and 3 of section 358.470, a change in the address  
93 of the registered office or a change in the name or address of the registered agent of the registered  
94 limited liability partnership.

95           14. Unless otherwise provided in this chapter or in the certificate of amendment of an  
96 application or a renewal application, a certificate of amendment of an application or a renewal  
97 application or a withdrawal notice of an application or a renewal application shall be effective  
98 at the time of its filing with the secretary of state.

99           15. The secretary of state may provide forms for the application specified in subsection  
100 1 of this section, the renewal application specified in subsection 9 of this section, the withdrawal  
101 notice specified in subsection 10 of this section, and the amendment or correction specified in  
102 subsection 12 of this section.

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

105           17. The secretary of state may revoke the filing of a document filed under this section  
106 if the secretary of state determines that the filing fee for the document was paid by an instrument  
107 that was dishonored when presented by the state for payment. The secretary of state shall return  
108 the document and give notice of revocation to the filing party by regular mail. Failure to give

109 or receive notice does not invalidate the revocation. A revocation of a filing does not affect an  
110 earlier filing.

111 18. If any person signs a document required or permitted to be filed pursuant to sections  
112 358.440 to 358.500 which the person knows is false in any material respect with the intent that  
113 the document be delivered on behalf of a partnership to the secretary of state for filing, such  
114 person shall be guilty of a class A misdemeanor. Unintentional errors in the information set forth  
115 in an application filed pursuant to subsection 1 of this section, or changes in the information after  
116 the filing of the application, shall not affect the status of a partnership as a registered limited  
117 liability partnership.

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

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

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

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

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

132 20. A partnership that registers as a limited liability partnership shall not be deemed to  
133 have dissolved as a result thereof and is for all purposes the same partnership that existed before  
134 the registration and continues to be a partnership under the laws of this state. If a registered  
135 limited liability partnership dissolves, a partnership which is a successor to such registered  
136 limited liability partnership and which intends to be a registered limited liability partnership shall  
137 not be required to file a new registration and shall be deemed to have filed any documents  
138 required or permitted under this chapter which were filed by the predecessor partnership.

139 **21. Any changes to fees enumerated in subsections 3, 9, and 12 of this section shall**  
140 **only be considered between the first Wednesday after the first Monday of January and the**  
141 **first Friday following the second Monday in May every four years beginning in 2014, and**  
142 **following every four years after. If any such changes are made, such changes shall be**  
143 **implemented beginning August twenty-eighth of that year.**

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

- 2 (1) Certificates of limited partnership: One hundred dollars;
- 3 (2) Applications for registration of foreign limited partnerships and issuance of a  
4 certificate of registration to transact business in this state: One hundred dollars;
- 5 (3) Amendments to and restatements of certificates of limited partnerships or to  
6 applications for registration of foreign limited partnerships or any other filing not otherwise  
7 provided for: Twenty dollars;
- 8 (4) Cancellations of certificates of limited partnerships or of registration of foreign  
9 limited partnerships: Twenty dollars;
- 10 (5) A consent required to be filed under this chapter: Twenty dollars;
- 11 (6) A change of address of registered agent, or change of registered agent, or both: Five  
12 dollars;
- 13 (7) A partner list: One dollar each page;
- 14 (8) Reservation of name: Twenty dollars;
- 15 (9) Rescission fee: One hundred dollars.

16 **2. Any changes to fees enumerated in subsection 1 of this section shall only be**  
17 **considered between the first Wednesday after the first Monday of January and the first**  
18 **Friday following the second Monday in May every four years beginning in 2014, and**  
19 **following every four years after. If any such changes are made, such changes shall be**  
20 **implemented beginning August twenty-eighth of that year.**

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