

FIRST REGULAR SESSION
HOUSE COMMITTEE SUBSTITUTE FOR
SENATE BILL NO. 148
98TH GENERAL ASSEMBLY

0934H.03C

D. ADAM CRUMBLISS, Chief Clerk

AN ACT

To repeal sections 67.617, 108.140, 108.170, 137.076, 274.170, 274.190, 311.730, 319.114, 347.048, 347.055, 347.160, 347.179, 347.740, 351.049, 351.065, 351.120, 351.122, 351.125, 351.127, 351.522, 351.576, 351.657, 351.658, 351.1015, 351.1018, 351.1213, 355.011, 355.021, 355.023, 355.703, 355.857, 356.211, 356.233, 357.010, 357.030, 357.060, 358.440, 358.460, 358.470, 358.501, 359.145, 359.531, 359.641, 359.651, 359.653, 381.022, 381.058, 392.010, 414.036, 414.255, 417.016, 417.018, 417.021, 417.026, 417.031, 417.170, 417.175, 417.220, 456.950, 534.350, 534.360, 535.030, 535.110, 535.160, and 535.300, RSMo, and to enact in lieu thereof seventy new sections relating to business regulations, with an emergency clause for a certain section.

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

Section A. Sections 67.617, 108.140, 108.170, 137.076, 274.170, 274.190, 311.730, 319.114, 347.048, 347.055, 347.160, 347.179, 347.740, 351.049, 351.065, 351.120, 351.122, 351.125, 351.127, 351.522, 351.576, 351.657, 351.658, 351.1015, 351.1018, 351.1213, 355.011, 355.021, 355.023, 355.703, 355.857, 356.211, 356.233, 357.010, 357.030, 357.060, 358.440, 358.460, 358.470, 358.501, 359.145, 359.531, 359.641, 359.651, 359.653, 381.022, 381.058, 392.010, 414.036, 414.255, 417.016, 417.018, 417.021, 417.026, 417.031, 417.170, 417.175, 417.220, 456.950, 534.350, 534.360, 535.030, 535.110, 535.160, and 535.300, RSMo, are repealed and seventy new sections enacted in lieu thereof, to be known as sections 49.130, 67.617, 108.140, 108.170, 108.171, 137.076, 274.190, 311.201, 311.730, 311.735, 319.114, 347.048, 347.055, 347.160, 347.179, 347.740, 351.049, 351.065, 351.120, 351.122, 351.125, 351.127, 351.522, 351.576, 351.657, 351.658, 351.1015, 351.1018, 351.1213, 355.011, 355.021, 355.023, 355.703, 355.857, 356.211, 356.233, 357.010, 357.030, 358.440, 358.460, 358.470, 358.501, 359.145, 359.531, 359.641, 359.653, 376.1110, 381.022, 381.058, 392.010, 414.036,

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.

14 414.255, 417.016, 417.018, 417.021, 417.026, 417.031, 417.170, 417.175, 456.950, 456.1-113,
15 534.350, 535.030, 535.110, 535.160, 535.300, 537.601, 620.3150, 660.755, and 1, to read as
16 follows:

**49.130. If the clerk of the court in the circuit in which the county is located does not
2 offer passport service as provided under section 483.537, the recorder of deeds shall be the
3 default office to offer such services. Should the recorder be unable to provide passport
4 services, the county commission may take or process applications for passports or their
5 renewal or may designate by order or ordinance any county officer to provide the service.
6 Fees charged for the service shall be retained by the county office that provides the service.**

67.617. 1. Each regional convention and visitors commission shall, before the second
2 Monday in October, make an annual report to the chief executive officers and governing bodies
3 of the city and county, respectively, and to the general assembly stating the condition of the
4 commission on the first day of July of that year, and the various sums of money received and
5 distributed by it during the preceding calendar year. The fiscal year for each regional convention
6 and visitors commission shall begin on the first day of July and end on the thirtieth day of June
7 of the following calendar year.

8 2. Before the close of the first fiscal year of such commission, and at the close of every
9 third fiscal year thereafter, the chief executives of the city and county, jointly, shall appoint one
10 or more certified public accountants, who shall annually examine the books, accounts, and
11 vouchers of the regional convention and visitors commission, and who shall make due report
12 thereof to the chief executives and the board of the district. The commission shall produce and
13 submit to the accountants for examination all books, papers, documents, vouchers, and accounts
14 of their office belonging or pertaining to the office, and shall in every way assist the accountants
15 in their work. In the report to be made by the accountants they may make any recommendation
16 they deem proper as to the business methods of the officers and employees. A reasonable
17 compensation for the services of the accountants shall be paid by the commission.

18 **3. In addition to the exceptions available under sections 610.010 to 610.225, RSMo,
19 the leases, agreements, contracts or subleases, and any amendments thereto, for space,
20 usage or services in any convention center or related facilities owned or operated by a
21 regional convention and visitors commission, or any drafts or unexecuted versions of such
22 documents, shall not be considered public records within the meaning of subdivision (6)
23 of section 610.010 when, in the reasonable judgment of the commission, the disclosure of
24 the information in the records may endanger the competitiveness of the business or
25 prospects of the commission or provide an unfair advantage to its competitors; provided,
26 however, that the foregoing may not be deemed to include any leases, agreements, contracts
27 or subleases involving a professional sports franchise.**

108.140. 1. The various counties in this state for themselves, as well as for and on behalf
2 of any township, or other political subdivision for which the counties may have issued any
3 general obligation bonds, and the several cities, school districts or other political corporations
4 or subdivisions of the state, are hereby authorized to refund, extend, and unify the whole or part
5 of their valid general obligation bonded indebtedness, or judgment indebtedness, and for such
6 purpose may issue, negotiate, sell and deliver refunding general obligation bonds and with the
7 proceeds therefrom pay off, redeem and cancel the bonds to be refunded in advance of their
8 maturity or redemption or as the same mature or are called for redemption, or pay and cancel
9 such judgment indebtedness, or such refunding general obligation bonds may be issued and
10 delivered in exchange for and upon surrender and cancellation of the bonds refunded thereby,
11 or such judgment indebtedness. School districts may pay costs and expenses related to issuing
12 such refunding general obligation bonds from proceeds from the sale of such bonds. In no case
13 shall the refunding general obligation bonds exceed the amount of the principal of the
14 outstanding bond or judgment indebtedness to be refunded and the interest accrued thereon to
15 the date of such refunding bonds. No refunding bond issued as provided in this subsection shall
16 be payable in more than twenty years from the date thereof and such refunding bonds shall bear
17 interest not to exceed the same rate as the bonds refunded, or judgment indebtedness; provided,
18 that nothing in this section shall be so construed as to prohibit any county, city, school district,
19 or other political corporation or subdivision of the state from refunding its general obligation
20 bonded indebtedness without the submission of the question to a popular vote. **Any municipal**
21 **advisor involved with any sale of bonds shall not underwrite the issue.**

22 2. The various counties in this state for themselves, as well as for and on behalf of any
23 township, or other political subdivision for which the counties may have issued any revenue
24 bonds, notes or other obligations, and the several cities, school districts or other political
25 corporations or subdivisions of the state, are hereby authorized to refund, extend, and unify the
26 whole or part of their valid outstanding revenue bonds, notes or other obligations, and for such
27 purpose may issue, negotiate, sell and deliver refunding revenue bonds, notes or other obligations
28 and with the proceeds therefrom pay off, redeem and cancel the obligations to be refunded in
29 advance of their maturity or redemption or as the same mature or are called for redemption, or
30 such refunding revenue bonds, notes or other obligations may be issued and delivered in
31 exchange for and upon surrender and cancellation of the obligations refunded thereby. In no case
32 shall the refunding revenue bonds, notes or other obligations exceed the amount determined by
33 the governing body of the issuing political corporation or subdivision to be necessary to pay or
34 provide for the payment of the principal of the outstanding obligations to be refunded, together
35 with the interest accrued thereon to the date of such refunding obligations and the interest to
36 accrue thereon to the date of maturity or redemption of such obligations to be refunded and any

37 premium which may be due under the terms of such obligations to be refunded and any amounts
38 necessary for the payment of costs and expenses related to issuing such refunding obligations and
39 to fund a debt service reserve fund for the obligations. All such refunding revenue bonds, notes
40 or other obligations shall bear interest at such rates as the governing body of the issuing political
41 subdivision shall provide, which rates of interest may exceed the rates of interest on the
42 obligations being refunded but shall not exceed the maximum legal rate established by section
43 108.170. The refunding revenue bonds, notes or other obligations may be payable from the same
44 sources as were pledged to the payment of the obligations refunded and, in the discretion of the
45 governing body of the issuing political subdivision, may be payable from any other source which
46 may be pledged to the payment of revenue bonds, notes or other obligations under any provision
47 of law relating to the issuance of the obligations refunded. Nothing in this section shall be so
48 construed as to prohibit any county, city, school district, or other political corporation or
49 subdivision of the state from refunding its revenue bonded indebtedness without the submission
50 of the question to a popular vote.

51 **3. Any person who is engaged as a municipal advisor by a political corporation or**
52 **subdivision with respect to a particular issue of securities shall be independent of the**
53 **underwriter of that issue of securities. For the purposes of this section, "municipal**
54 **advisor" shall mean a person registered as a municipal advisor under the rules of the**
55 **United States Securities and Exchange Commission, and "independent" shall mean as**
56 **defined by the rules of the Securities and Exchange Commission. In determining the**
57 **individuals or entities that may serve as a municipal advisor, nothing in this section shall**
58 **be construed to be more restrictive than the definition of a municipal advisor as established**
59 **by the United States Securities and Exchange Commission.**

108.170. 1. Notwithstanding any other provisions of any law or charter to the contrary,
2 any issue of bonds, notes, or other evidences of indebtedness, including bonds, notes, or other
3 evidences of indebtedness payable solely from revenues derived from any revenue-producing
4 facility, hereafter issued under any law of this state by any county, city, town, village, school
5 district, educational institution, drainage district, levee district, nursing home district, hospital
6 district, library district, road district, fire protection district, water supply district, sewer district,
7 housing authority, land clearance for redevelopment authority, special authority created under
8 section 64.920, authority created pursuant to the provisions of chapter 238, or other municipality,
9 political subdivision or district of this state shall be negotiable, may be issued in bearer form or
10 registered form with or without coupons to evidence interest payable thereon, may be issued in
11 any denomination, and may bear interest at a rate not exceeding ten percent per annum, and may
12 be sold, at any sale, at the best price obtainable, not less than ninety-five percent of the par value
13 thereof, anything in any proceedings heretofore had authorizing such bonds, notes, or other

14 evidence of indebtedness, or in any law of this state or charter provision to the contrary
15 notwithstanding. Such issue of bonds, notes, or other evidence of indebtedness may bear interest
16 at a rate not exceeding fourteen percent per annum if sold at public sale after giving reasonable
17 notice of such sale, at the best price obtainable, not less than ninety-five percent of the par value
18 thereof; provided, that such bonds, notes, or other evidence of indebtedness may be sold to any
19 agency or corporate or other instrumentality of the state of Missouri or of the federal government
20 at private sale at a rate not exceeding fourteen percent per annum.

21 2. Notwithstanding the provisions of subsection 1 of this section to the contrary, the sale
22 of bonds, notes, or other evidence of indebtedness issued by the state board of public buildings
23 created under section 8.010, the state board of fund commissioners created under section 33.300,
24 any port authority created under section 68.010, the bi-state metropolitan development district
25 authorized under section 70.370, any special business district created under section 71.790, any
26 county, as defined in section 108.465, exercising the powers granted by sections 108.450 to
27 108.470, the industrial development board created under section 100.265, any planned industrial
28 expansion authority created under section 100.320, the higher education loan authority created
29 under section 173.360, the Missouri housing development commission created under section
30 215.020, the state environmental improvement and energy resources authority created under
31 section 260.010, the agricultural and small business development authority created under section
32 348.020, any industrial development corporation created under section 349.035, or the health and
33 educational facilities authority created under section 360.020 shall, with respect to the sales
34 price, manner of sale and interest rate, be governed by the specific sections applicable to each
35 of these entities.

36 3. **Any person who is engaged as a municipal advisor by a political corporation or**
37 **subdivision with respect to a particular issue of securities shall be independent of the**
38 **underwriter of that issue of securities. For the purposes of this section, "municipal**
39 **advisor" shall mean a person registered as a municipal advisor under the rules of the**
40 **United States Securities and Exchange Commission, and "independent" shall mean as**
41 **defined by the rules of the Securities and Exchange Commission. In determining the**
42 **individuals or entities that may serve as a municipal advisor, nothing in this section shall**
43 **be construed to be more restrictive than the definition of a municipal advisor as established**
44 **by the United States Securities and Exchange Commission.**

45 4. Notwithstanding other provisions of this section or other law, the sale of bonds, notes
46 or other evidence of indebtedness issued by any housing authority created under section 99.040
47 may be sold at any sale, at the best price obtainable, not less than ninety-five percent of the par
48 value thereof, and may bear interest at a rate not exceeding fourteen percent per annum. The sale
49 shall be a public sale unless the issuing jurisdiction adopts a resolution setting forth clear

50 justification why the sale should be a private sale except that private activity bonds may be sold
51 either at public or private sale.

52 [4.] 5. Notwithstanding other provisions of this section or law, industrial development
53 revenue bonds may be sold at private sale and bear interest at a rate not exceeding fourteen
54 percent per annum at the best price obtainable, not less than ninety-five percent of the par value
55 thereof.

56 [5.] 6. Notwithstanding other provisions in subsection 1 of this section to the contrary,
57 revenue bonds issued for airport purposes by any constitutional charter city in this state which
58 now has or may hereafter acquire a population of more than three hundred thousand but less than
59 six hundred thousand inhabitants, according to the last federal decennial census, may bear
60 interest at a rate not exceeding fourteen percent per annum if sold at public sale after giving
61 reasonable notice, at the best price obtainable, not less than ninety-five percent of the par value
62 thereof.

63 [6.] 7. For purposes of the interest rate limitations set forth in this section, the interest
64 rate on bonds, notes or other evidence of indebtedness described in this section means the rate
65 at which the present value of the debt service payments on an issue of bonds, notes or other
66 evidence of indebtedness, discounted to the date of issuance, equals the original price at which
67 such bonds, notes or other evidence of indebtedness are sold by the issuer. Interest on bonds,
68 notes or other evidence of indebtedness may be paid periodically at such times as shall be
69 determined by the governing body of the issuer and may be compounded in accordance with
70 section 408.080.

71 [7.] 8. Notwithstanding any provision of law or charter to the contrary:

72 (1) Any entity referenced in subsection 1 or 2 of this section and any other political
73 corporation of the state which entity or political corporation has an annual operating budget for
74 the current year exceeding twenty-five million dollars may, in connection with managing the cost
75 to such entity or political corporation of purchasing fuel, electricity, natural gas, and other
76 commodities used in the ordinary course of its lawful operations, enter into agreements providing
77 for fixing the cost of such commodity, including without limitation agreements commonly
78 referred to as hedges, futures, and options; provided that as of the date of such agreement, such
79 entity or political corporation shall have complied with subdivision (3) of this subsection; and
80 further provided that no eligible school, as defined in section 393.310, shall be authorized by this
81 subsection to enter into such agreements in connection with the purchase of natural gas while the
82 tariffs required under section 393.310 are in effect;

83 (2) Any entity referenced in subsection 1 or 2 of this section and any other political
84 corporation of the state may, in connection with its bonds, notes, or other obligations then
85 outstanding or to be issued and bearing interest at a fixed or variable rate, enter into agreements

86 providing for payments based on levels of or changes in interest rates, including without
87 limitation certain derivative agreements commonly referred to as interest rate swaps, hedges,
88 caps, floors, and collars, provided that:

89 (a) As of the date of issuance of the bonds, notes, or other obligations to which such
90 agreement relates, such entity or political corporation will have bonds, notes, or other obligations
91 outstanding in an aggregate principal amount of at least fifty million dollars; and

92 (b) As of the date of such agreement, such entity's or political corporation's bonds, notes,
93 or other obligations then outstanding or to be issued have received a stand-alone credit rating in
94 one of the two highest categories, without regard to any gradation within such categories, from
95 at least one nationally recognized credit rating agency, or such entity or political corporation has
96 an issuer or general credit rating, in one of the two highest categories, without regard to any
97 gradation within such categories, from at least one nationally recognized credit rating agency;
98 and

99 (c) As of the date of such agreement, such entity or political corporation shall have
100 complied with subdivision (3) of this subsection;

101 (3) Prior to entering into any agreements pursuant to subdivision (1) or (2) of this
102 subsection, the governing body of the entity or political corporations entering into such
103 agreements shall have adopted a written policy governing such agreements. Such policy shall
104 be prepared by integrating the recommended practices published by the Government Finance
105 Officers Association or comparable nationally recognized professional organization and shall
106 provide guidance with respect to the permitted purposes, authorization process, mitigation of risk
107 factors, ongoing oversight responsibilities, market disclosure, financial strategy, and any other
108 factors in connection with such agreements determined to be relevant by the governing body of
109 such entity or political corporation. Such entity or political corporation may enter into such
110 agreements at such times and such agreements may contain such payment, security, default,
111 remedy, and other terms and conditions as shall be consistent with the written policy adopted
112 under this subdivision and as may be approved by the governing body of such entity or other
113 obligated party, including any rating by any nationally recognized rating agency and any other
114 criteria as may be appropriate;

115 (4) Nothing in this subsection shall be applied or interpreted to authorize any such entity
116 or political corporation to enter into any such agreement for investment purposes or to diminish
117 or alter the special or general power any such entity or political corporation may otherwise have
118 under any other provisions of law including the special or general power of any interstate
119 transportation authority.

**108.171. The office of administration may provide technical and advisory assistance
2 regarding the issuance of bonds, notes, or other evidences of indebtedness in order to**

3 **obtain the lowest possible net interest costs to those political corporations or subdivisions**
4 **whose governing bodies request such assistance. The assistance may include, but need not**
5 **be limited to:**

6 **(1) Advice on the structuring and marketing of bonds, notes, or other evidences of**
7 **indebtedness;**

8 **(2) Training in debt management; and**

9 **(3) Promotion of the use of such tools for sound financial management as adequate**
10 **systems of budgeting, accounting, auditing, and reporting.**

137.076. In establishing the value of a parcel of real property the county assessor shall
2 consider current market conditions and previous decisions of the county board of equalization,
3 the state tax commission or a court of competent jurisdiction that affected the value of such
4 parcel. For purposes of this section, the term "current market conditions", shall include:

5 **(1) The impact upon the housing market of foreclosures and bank sales;**

6 **(2) Existing use of the property, including any restrictions or limitations on the use**
7 **of the property resulting from state or federal law or rules and regulations adopted**
8 **pursuant to the authority of state or federal law;**

9 **(3) Existing covenants or restrictions in deed dedicating the property to a particular**
10 **use;**

11 **(4) Rent limitations, operational requirements, and any other restrictions imposed**
12 **upon the property in connection with the property being eligible for any income tax credits**
13 **under section 42 of the Internal Revenue Code of 1986 as amended or receiving any other**
14 **state or federal subsidies provided with respect to use of the property as residential rental**
15 **property.**

274.190. 1. Any corporation or association, organized under previously existing statutes,
2 may, by a majority vote of its stockholders or members, be brought under the provisions of this
3 chapter by limiting its membership and adopting the other restrictions as provided herein. It shall
4 make out in duplicate a statement signed and sworn to by its directors to the effect that the
5 corporation or association has, by a majority vote of the stockholders or members, decided to
6 accept the benefits and be bound by the provisions of this chapter and has authorized all changes
7 accordingly.

8 2. Articles of incorporation shall be filed as required in section 274.070, except that they
9 shall be signed by the members of the then board of directors. [The filing fee shall be the same
10 as for filing an amendment to articles of incorporation.]

311.201. 1. Any person who is licensed to sell intoxicating liquor in the original
2 **package at retail as provided in subsection 1 of section 311.200 may sell between thirty-two**
3 **to one hundred twenty-eight fluid ounces of draft beer to customers in containers filled by**

4 any employee of the retailer on the premises for consumption off such premises. Before
5 such beer may be sold, an employee of the licensee shall first close the filled container with
6 a one-time-use tamper-proof seal. Any employee of the licensee shall be at least twenty-one
7 years of age to fill containers with draft beer.

8 **2. No provision of law or rule or regulation of the supervisor of alcohol and tobacco**
9 **control shall be interpreted to allow any wholesaler, distributor, or manufacturer of**
10 **intoxicating liquor to furnish dispensing or cooling equipment, or containers that are filled**
11 **or refilled under subsection 1 of this section, to any person who is licensed to sell**
12 **intoxicating liquor in the original package at retail as provided in subsection 1 of section**
13 **311.200.**

14 **3. (1) Containers that are filled or refilled under subsection 1 of this section shall**
15 **be affixed with a label or a tag that shall contain the following information in type not**
16 **smaller than three millimeters in height and not more than twelve characters per inch:**

17 **(a) Brand name of the product dispensed;**

18 **(b) Name of brewer or bottler;**

19 **(c) Class of product, such as beer, ale, lager, bock, stout, or other brewed or**
20 **fermented beverage;**

21 **(d) Net contents;**

22 **(e) Name and address of business that filled or refilled the growler;**

23 **(f) Date of fill or refill;**

24 **(g) The following statement: "This product may be unfiltered and unpasteurized.**
25 **Keep refrigerated at all times."**

26 **(2) Containers that are filled or refilled under subsection 1 of this section shall be**
27 **affixed with the alcoholic beverage health warning statement as required by the Federal**
28 **Alcohol Administration Act, 27 CFR Sections 16.20 to 16.22.**

29 **4. (1) Filling and refilling containers shall only occur on demand by a customer**
30 **and shall not be prefilled by the retailer or its employee.**

31 **(2) Containers shall only be filled or refilled by an employee of the retailer.**

32 **(3) Containers shall be filled or refilled as follows:**

33 **(a) Filling or refilling a container with a tube referenced in subdivision (4) of this**
34 **subsection and:**

35 **a. Food grade sanitizer shall be used in accordance with the Environment**
36 **Protection Agency registered label use instructions;**

37 **b. A container of liquid food-grade sanitizer shall be maintained for no more than**
38 **ten malt beverage taps that will be used for filling and refilling containers;**

- 39 c. Each container shall contain no less than five tubes that will be used only for
40 filling and refilling containers;
- 41 d. The container is inspected visually for contamination;
- 42 e. After each filling or refilling of a container, the tube shall be immersed in the
43 container with the liquid food-grade sanitizer; and
- 44 f. A different tube from the container shall be used for each fill or refill of a
45 container; or
- 46 (b) Filling a container with a contamination-free process:
- 47 a. The container is inspected visually for contamination;
- 48 b. The container shall only be filled or refilled by the retailer's employee; and
- 49 c. Is otherwise in compliance with the Food and Drug Administration Code 2009,
50 Section 3-304.17(c).
- 51 (4) Containers shall be filled or refilled from the bottom of the container to the top
52 with a tube that is attached to the malt beverage faucet and extends to the bottom of the
53 container or with a commercial filling machine.
- 54 (5) When not in use, tubes to fill or refill shall be immersed and stored in a
55 container with liquid food-grade sanitizer.
- 56 (6) After filling or refilling a container, the container shall be sealed as set forth in
57 subsection 1 of this section.

311.730. 1. Except as otherwise provided under subsection 2 of this section, all fees
2 collected by the director of revenue as provided for in this chapter, including licenses, inspection
3 and gauging fees, shall be paid into the state treasury, to the credit of the ordinary state revenue
4 fund.

5 2. Seventy percent of all fees for licenses and permits collected under this chapter
6 shall be paid to the credit of the division of alcohol and tobacco control fund established
7 under section 311.735.

311.735. 1. There is hereby created in the state treasury the "Division of Alcohol
2 and Tobacco Control Fund". The state treasurer shall be custodian of the fund. In
3 accordance with sections 30.170 and 30.180, the state treasurer may approve
4 disbursements. The fund shall be a dedicated fund and, upon appropriation, money in the
5 fund shall be used solely by the division of alcohol and tobacco control for the
6 administration of this chapter and sections 407.925 to 407.934, and any duties under such
7 chapter and sections relating to licensing, training, technical assistance, and regulations.

8 2. Notwithstanding the provisions of section 33.080 to the contrary, any moneys
9 remaining in the fund at the end of the biennium shall not revert to the credit of the
10 general revenue fund.

11 **3. Appropriation of funds by the general assembly from the fund shall be used to**
12 **support the division of alcohol and tobacco control for the purposes provided under**
13 **subsection 1 of this section.**

 319.114. 1. The department shall establish rules requiring the owner or operator to
2 maintain evidence of financial responsibility in an amount and form sufficient for taking
3 corrective action and compensating third parties for bodily injury and property damage caused
4 by sudden and nonsudden accidental releases arising from the operation of an underground
5 storage tank.

6 2. The form of the evidence of financial responsibility required by this section may be
7 by any one, or any combination, of the following methods: cash trust fund, guarantee, insurance,
8 surety or performance bond, letter of credit, qualification as a self-insurer, or any other method
9 satisfactory to the department. In adopting requirements under this section, the department may
10 specify policy or other contractual terms, conditions, or defenses which are necessary or are
11 unacceptable in establishing the evidence of financial responsibility.

12 3. The amount of financial responsibility required shall not exceed the amount required
13 for compliance with section 9003 of subtitle I of the federal Resource Conservation and
14 Recovery Act of 1976 (P.L. 94-580), as amended.

15 4. The total liability of a guarantor shall be limited to the aggregate amount which the
16 guarantor has provided as evidence of financial responsibility to the owner or operator under this
17 section. Nothing in this subsection shall be construed to limit any other state or federal statutory,
18 contractual, or common law liability of a guarantor to its owner or operator, including, but not
19 limited to, the liability of such guarantor for bad faith either in negotiating or in failing to
20 negotiate the settlement of any claim. Nothing in this subsection shall be construed to diminish
21 the liability of any person under section 107 or 111 of the Comprehensive Environmental
22 Response, Compensation and Liability Act of 1980 (P.L. 96-510), as amended, or other
23 applicable law.

24 **5. Except in cases of fraud or misrepresentation on the application for coverage,**
25 **no owner or operator shall be denied benefits by the petroleum storage tank insurance**
26 **fund or other provider of financial responsibility required by this section solely because**
27 **the owner or operator's claim arises from a release of a regulated petroleum substance**
28 **deemed incompatible with the motor fuel storage tank system.**

 347.048. 1. (1) Any limited liability company that owns and rents or leases real
2 property, or owns unoccupied real property, located within any home rule city with a population
3 of more than four hundred thousand inhabitants which is located in more than one county, shall
4 file with that city's clerk an affidavit listing the name and **street** address of at least one **natural**
5 person who has management control and responsibility for the real property owned and leased

6 or rented by the limited liability company, or owned by the limited liability company and
7 unoccupied.

8 **(2) Except as provided in subdivision (1) of this subsection, any city, town, village,**
9 **or county may enact an ordinance requiring that any limited liability company that owns**
10 **and rents or leases real property, or owns unoccupied real property located within the city,**
11 **town, village, or county to file with the city, town, village, or county clerk an affidavit**
12 **listing the name and street address of at least one natural person who has management**
13 **control and responsibility for the real property owned by the limited liability company and**
14 **leased or rented to another entity or owned by the limited liability company and**
15 **unoccupied.**

16 **(3) Within thirty days following the cessation of management control and**
17 **responsibility of any natural person named in an affidavit described in this section, the**
18 **limited liability company shall file a successor affidavit listing the name and street address**
19 **of a natural person successor.**

20 **2. No limited liability company shall be charged a fee for filing an affidavit or**
21 **successor affidavit required under this section.**

22 **3. If a limited liability company required by this section to file an affidavit or a**
23 **successor affidavit fails or refuses to file said completed affidavit with the appropriate**
24 **clerk, any person who is adversely affected by the failure or refusal, or the home rule city,**
25 **other city, town, village, or county, may petition the circuit court in the county where the**
26 **property is located to direct the execution and filing of such document.**

347.055. 1. A domestic or foreign limited liability company may file a statement of
2 correction in a format prescribed by the secretary of state, if the filed document contains an
3 incorrect statement as of the date such document was filed.

4 2. The statement of correction shall:

5 (1) State the name of the limited liability company;

6 (2) State the type of document being corrected;

7 (3) State the name of the jurisdiction under the law of organization;

8 (4) Describe the incorrect statement and the reason for the correction;

9 (5) If the correction is for a foreign liability company with regard to an incorrect name,
10 provide a certificate of existence or document of similar import duly authenticated by the
11 secretary of state or other official having custody of the records in the state or country under
12 whose laws it is registered.

13 3. Articles of correction are effective on the effective date of the document they correct
14 except as to persons relying on the uncorrected document and adversely affected by the
15 correction. As to those persons, articles of correction are effective when filed.

16 4. [The secretary of state shall collect a filing fee of five dollars upon filing the statement
17 of correction.

18 5.] The statement of correction shall be signed by an authorized person of the limited
19 liability company.

347.160. 1. A foreign limited liability company authorized to transact business in the
2 state shall obtain an amended certificate of registration from the secretary of state if it changes:

3 (1) The name of the limited liability company;

4 (2) The state or country of its registration.

5 2. The amendment shall include a certificate of existence or document of similar import
6 duly authenticated by the secretary of state or other official having custody of the records in the
7 state or country under whose laws it is registered, such document should be dated within sixty
8 calendar days from filing for acceptance.

9 [3. The fee for filing an amended certificate of registration shall be twenty dollars.]

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;

17 **and**

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

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

22 (13)] (2) For any service of notice, demand, or process upon the secretary as resident
23 agent of a limited liability company, a fee of twenty dollars, which amount may be recovered as

24 taxable costs by the party instituting such suit, action, or proceeding causing such service to be
25 made if such party prevails therein];

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

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

28 2. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section [and for
29 application for reservation of a name in subdivision (11) of subsection 1 of this section] shall be
30 waived if an organizer who is listed as a member in the operating agreement of the limited
31 liability company is a member of the Missouri National Guard or any other active duty military,
32 resides in the state of Missouri, and provides proof of such service to the secretary of state.

347.740. 1. The secretary of state may collect [an additional] a fee of five dollars [on]
2 **in lieu of** each and every fee [required in] **that was removed from this chapter as of August 28,**
3 **2015. The secretary of state may also collect a fee of five dollars on each and every fee**
4 **required in this chapter as of August 28, 2015.** All fees collected as provided in this section
5 shall be deposited in the state treasury and credited to the secretary of state's technology trust
6 fund account. The provisions of this section shall expire on December 31, [2017] **2021.**

7 **2. All fees required by this chapter as of August 1, 2015, and as of the effective date**
8 **of this section shall be published on the website of the secretary of state.**

351.049. 1. A domestic or foreign corporation may correct a document filed by the
2 secretary of state if the document contains an incorrect statement, or was defectively executed,
3 attested, sealed, verified or acknowledged.

4 2. A document is corrected:

5 (1) By preparing articles of correction that describe the document, including its filing
6 date, or attaching a copy of it to the articles, specifying the incorrect statement and the reason it
7 is incorrect or the manner in which the execution was defective, and correcting the incorrect
8 statement or defective execution; and

9 (2) By delivering the articles to the secretary of state for filing.

10 3. Articles of correction are effective on the effective date of the document they correct
11 except as to persons relying on the uncorrected document and adversely affected by the
12 correction. As to those persons, articles of correction are effective when filed.

13 [4. The secretary of state shall charge and collect a fee of five dollars when articles of
14 correction are delivered to him for filing.]

351.065. 1. No corporation shall be organized under the general and business
2 corporation law of Missouri unless the persons named as incorporators shall at or before the
3 filing of the articles of incorporation pay to the director of revenue three dollars for the issuance
4 of the certificate and [fifty dollars for the first thirty thousand dollars or less of the authorized
5 shares of the corporation and a further sum of five dollars for each additional ten thousand

6 dollars of its authorized shares, and no increase in the authorized shares of the corporation shall
7 be valid or effectual unless the corporation has paid the director of revenue five dollars for each
8 ten thousand dollars or less of the increase in the authorized shares of the corporation, and the
9 corporation shall] file a duplicate receipt issued by the director of revenue for the payments
10 required by this section to be made with the secretary of state as is provided by this chapter for
11 the filing of articles of incorporation; except that the requirements of this section to pay
12 incorporation taxes and fees shall not apply to foreign railroad corporations which built their
13 lines of railway into or through this state prior to November 21, 1943.

14 2. [For the purpose of this section, the dollar amount of authorized shares is the par value
15 thereof in the case of shares with par value and is one dollar per share in the case of shares
16 without par value.

17 3.] Fees mandated in subsection 1 of this section shall be waived if a majority
18 shareholder, officer, or director of the organizing corporation is a member of the Missouri
19 National Guard or any other active duty military, resides in the state of Missouri, and provides
20 proof of such service to the secretary of state.

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 a corporate registration report.

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

11 3. The corporate registration report shall be filed annually, except as provided in section
12 351.122, and shall be due the month that the corporation incorporated or qualified, unless
13 changed by the corporation under subsection 8 of this section. Corporations existing prior to July
14 1, 2003, shall file the corporate registration report on the month indicated on the corporation's
15 last corporate registration report. Corporations formed on or after July 1, 2003, shall file a
16 corporate registration report within thirty days of the date of incorporation or qualification and
17 every year thereafter, except as provided in section 351.122, in the month that they were
18 incorporated or qualified, unless such month is changed by the corporation under subsection 8
19 of this section.

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

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

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

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

34 8. A corporation may change the month of its corporate registration report in the
35 corporation's initial corporate registration report or a subsequent report. To change its filing
36 month, a corporation shall designate the desired month in its corporate registration report [and
37 include with that report an additional fee of twenty dollars]. After a corporation registration
38 report designating a new filing month is filed by the secretary of state, the corporation's next
39 corporate registration report shall be filed in the newly designated month in the next year in
40 which a report is due under subsection 3 of this section or under section 351.122. This subsection
41 shall become effective January 1, 2010.

351.122. 1. Notwithstanding the provisions of section 351.120 to the contrary,
2 beginning January 1, 2010, the secretary of state may provide corporations the option of
3 biennially filing corporate registration reports. Any corporation incorporated or qualified in an
4 even-numbered year may file a biennial corporate registration report only in an even-numbered
5 calendar year, and any corporation incorporated or qualified in an odd-numbered year may file
6 a biennial corporate registration report only in an odd-numbered calendar year, subject to the
7 following requirements:

8 (1) [The fee paid at the time of biennial registration shall be eighty dollars if the report
9 is filed in a written format. The fee shall be thirty dollars if the report is filed via an electronic
10 format prescribed by the secretary of state;

11 (2)] A corporation's biennial corporate registration report shall be filed in a format as
12 prescribed by the secretary of state; **and**

13 [(3)] **(2)** The secretary of state may collect [an additional] **a** fee of ten dollars for each
14 biennial corporate registration report filed under this section. Such fee shall be deposited into
15 the state treasury and credited to the secretary of state's technology trust fund account.

16 2. Once a corporation chooses the option of biennial registration, such registration shall
17 be maintained for the full twenty-four-month period. Once the twenty-four-month period has
18 expired and another corporate registration report is due, a corporation may choose to file an
19 annual registration report under section 351.120. However, upon making such choice the
20 corporation may later only choose to file a biennial corporate registration report in a year
21 appropriate under subsection 1 of this section, based on the year in which the corporation was
22 incorporated.

23 3. The secretary of state may promulgate rules for the effective administration of this
24 section. Any rule or portion of a rule, as that term is defined in section 536.010, that is created
25 under the authority delegated in this section shall become effective only if it complies with and
26 is subject to all of the provisions of chapter 536 and, if applicable, section 536.028. This section
27 and chapter 536 are nonseverable and if any of the powers vested with the general assembly
28 pursuant to chapter 536 to review, to delay the effective date, or to disapprove and annul a rule
29 are subsequently held unconstitutional, then the grant of rulemaking authority and any rule
30 proposed or adopted after August 28, 2009, shall be invalid and void.

 351.125. [Every corporation required to register under the provisions of this chapter shall
2 pay to the state a fee of forty dollars for its corporate registration if the report is filed in a written
3 format. The fee is fifteen dollars for each corporate registration report filed via an electronic
4 format prescribed by the secretary of state. Biennial corporate registration reports filed under
5 section 351.122 shall require the fee prescribed in that section.] If a corporation fails to file a
6 corporation registration report when due, it shall be assessed[, in addition to its regular
7 registration fee,] a late fee of fifteen dollars for each thirty-day period within which the
8 registration report is filed whether in writing or in an electronic format. If the registration report
9 is not filed within ninety days, the secretary of state may proceed with administrative dissolution
10 of such corporation under sections 351.484 and 351.486.

 351.127. **1.** The secretary of state may collect [an additional] a fee of five dollars [on]
2 **in lieu of** each and every fee [required in] **that was removed from this chapter as of August 28,**
3 **2015,** provided that the secretary of state may collect [an additional] a fee of ten dollars on each
4 corporate registration report [fee] filed under section 351.122. **The secretary of state may also**
5 **collect a fee of five dollars on each and every fee required in this chapter as of August 28,**
6 **2015, except in the case of corporate registration reports filed under section 351.122.** All
7 fees collected as provided in this section shall be deposited in the state treasury and credited to
8 the secretary of state's technology trust fund account. The provisions of this section shall expire
9 on December 31, [2017] **2021.**

10 **2.** All fees required by this chapter as of August 1, 2015, and as of the effective date
11 **of this section shall be published on the website of the secretary of state.**

351.522. 1. A dissolved corporation shall file a request for termination with the secretary of state's office when it has disposed of all claims filed against it pursuant to sections 351.478 and 351.482 and all remaining assets have been distributed to its shareholders. The request for termination shall state:

(1) The name of the corporation;

(2) The date of its dissolution;

(3) A statement that it has disposed of all claims filed against it pursuant to sections 351.478 and 351.482;

(4) A statement that all remaining assets have been distributed to its shareholders.

2. [The filing fee for filing a request for termination is twenty dollars.

3.] If the secretary of state finds that the request for termination conforms to law and the necessary fees have been paid, he shall issue a certificate of termination which will state that the corporation no longer exists and thus can not be recognized as a separate legal entity with rights and privileges. Upon the date of the issuance of the certificate of termination the corporation will cease existence and its name will be immediately available if not already available by subdivision (8) of subsection 2 of section 351.476.

351.576. 1. A foreign corporation may apply for a certificate of authority to transact business in this state by delivering an application to the secretary of state for filing. The application must set forth:

(1) The name of the foreign corporation or, if its name is unavailable for use in this state, a corporate name that satisfies the requirements of section 351.584;

(2) The name of the state or country under whose law it is incorporated;

(3) Its date of incorporation and period of duration;

(4) The street address of its principal office;

(5) The address of its registered office in this state and the name of its registered agent at that office;

(6) The names and usual business addresses of its current directors and officers; and

(7) Such other information as the secretary of state shall determine is necessary to calculate any fees or taxes associated with the issuance of a certificate of authority under section 351.572.

2. The foreign corporation shall deliver with the completed application a certificate of existence, or a document of similar import, duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated. [Such corporation shall be required to pay into the state treasury a fee of one hundred fifty dollars for issuing the certificate of authority to do business in this state.]

351.657. 1. The secretary of state shall, upon receipt of a written or electronic request [and a fee of five dollars], furnish to the person or governmental agency so requesting an abstract of the corporate or registration record of any business entity registered in the secretary of state's office. Such abstract shall be in concise form and may contain the information contained in one or more annual corporation registration reports or any other document filed by the corporation.

The abstract shall contain:

- (1) The name of the business entity;
- (2) The principal place of business, if known;
- (3) The registered agent and registered office; and
- (4) The current status of the business entity.

2. The secretary of state shall certify an abstract of such record upon written request therefor. [The fee for such certification shall be five dollars in addition to the fee required for furnishing an abstract record as provided in subsection 1 of this section.] The certification shall be made under the seal of the office of the secretary of state.

3. The secretary of state shall also, in accordance with rules promulgated by him, make available for public inspection and copying during regular office hours all papers filed in the office of secretary of state relative to any corporation or business concern the filings of which are administered by him.

4. No fee as herein provided shall apply to any agency or department of the state of Missouri.

5. The secretary of state shall furnish without charge information over the phone concerning corporate status, registered agent and incorporation date and withdrawal date only of any corporation licensed to do business in this state.

6. The secretary of state may in his discretion make a preclearance examination and report upon any document proposed to be filed with the secretary of state, and may charge a fee therefor not in excess of [fifty] **twenty** dollars.

7. After initial incorporation the secretary of state may at his discretion permit the filing of any certificate or other paper without first requiring payment of the fees required by any provision of this chapter.

351.658. Except as otherwise provided in this chapter, the secretary of state shall charge and collect for:

- (1) [Filing application for reservation of a corporate name, twenty dollars;
- (2) Filing amendment to articles of incorporation or certificate of authority and issuing a certificate of amendment or amended certificate of authority, twenty dollars;

- 6 (3) Filing articles of merger or consolidation, twenty-five dollars plus five dollars for
 7 each merging or consolidating Missouri corporation or foreign corporation authorized to do
 8 business in Missouri over two in number;
- 9 (4) Filing articles of dissolution, twenty dollars; filing articles of liquidation, twenty
 10 dollars;
- 11 (5) Filing of revocation of articles of dissolution, twenty dollars;
- 12 (6) Filing of restated articles of incorporation, twenty dollars;
- 13 (7) Filing an application for withdrawal of a foreign corporation and issuing a certificate
 14 of withdrawal, twenty dollars;
- 15 (8) Filing statement of change of address of registered office or change of registered
 16 agent, or both, five dollars;
- 17 (9) Filing resignation of registered agent, five dollars;
- 18 (10)] Certified copy of corporate record, in a written format fifty cents per page plus five
 19 dollars for certification, or in an electronic format five dollars for certification and copies;
- 20 [(11)] **(2)** Furnishing certificate of corporate existence, five dollars; **and**
- 21 [(12)] **(3)** Furnishing certificate--others, [twenty] **five** dollars];
- 22 (13) Filing evidence of merger by a foreign corporation, twenty dollars plus one dollar
 23 for each additional foreign corporation authorized to do business in Missouri over two;
- 24 (14) Filing evidence of dissolution by a foreign corporation, twenty dollars;
- 25 (15) Filing certificate of conversion to a corporation under section 351.408, fifty-three
 26 dollars;
- 27 (16) Filing certificate of conversion from a corporation under section 351.409, fifty
 28 dollars].

351.1015. 1. (1) The articles shall include:

- 2 (a) The name of the cooperative;
- 3 (b) The purpose of the cooperative, which may be or may include the transaction of any
 4 lawful business for which a cooperative may be organized under sections 351.1000 to 351.1228;
- 5 (c) The name and physical business or residence address of each organizer;
- 6 (d) The effective date of the articles if other than the date of filing, provided that such
 7 effective date can be no longer than ninety days after the date of filing;
- 8 (e) The address, including street and number, of the cooperative's registered office,
 9 which address may not be a post office box, and the name of the cooperative's registered agent
 10 at such address; and
- 11 (f) The period of duration for the cooperative, if not perpetual.
- 12 (2) The articles may contain any other lawful provision.
- 13 (3) The articles shall be signed by the organizers.

14 2. The articles shall be filed with the secretary of state. [The fee for filing the articles
15 with the secretary of state is one hundred dollars.

16 3.] A cooperative shall be formed when the articles, and appropriate filing fee, are filed
17 with and stamped "Filed" by the secretary of state. In the case of all articles which are accepted
18 and stamped "Filed" by the secretary of state, it shall be presumed that:

19 (1) All conditions precedent that are required to be performed by the organizer or
20 organizers have been so performed;

21 (2) The organization of the cooperative has been chartered by the state as a separate legal
22 entity; and

23 (3) The secretary of state shall issue a certificate of organization to the cooperative.

24 [4.] 3. A cooperative shall not transact business prior to formation. A cooperative shall
25 not transact business in this state as an entity under sections 351.1000 to 351.1228 until the
26 articles have been stamped "Filed" by the secretary of state, whether on the date of filing or at
27 a later effective date as specified in the articles.

 351.1018. 1. Unless otherwise set forth in the articles or bylaws, the articles may be
2 amended as follows:

3 (1) The board, by majority vote, shall pass a resolution stating the text of the proposed
4 amendment, a copy of which shall be forwarded by mail or otherwise distributed with a regular
5 or special members' meeting notice to each member. The notice shall designate the time and
6 place of the members' meeting at which the proposed amendment is to be considered and voted
7 on by the members;

8 (2) At a meeting where a quorum of the members is registered as being present or
9 represented by alternative ballot, the proposed amendment shall be adopted:

10 (a) If approved by a majority of the votes cast; or

11 (b) For a cooperative with articles or bylaws requiring more than majority approval or
12 other conditions for approval, the amendment is approved by a proportion of the votes cast or
13 a number of total members as required by the articles or bylaws and the conditions for approval
14 as set forth in the articles or bylaws, if any, have been satisfied.

15 2. (1) Upon approval of an amendment under subsection 1 of this section, articles of
16 amendment shall then be prepared stating:

17 (a) The name of the cooperative;

18 (b) The effective date of the amendment, if the effective date is not the date of filing with
19 the secretary of state;

20 (c) The text of the amendment; and

21 (d) A statement that the amendment has been duly authorized in accordance with the
22 cooperative's articles and bylaws and sections 351.1000 to 351.1228.

23 (2) The articles of amendment shall be signed by an authorized officer of the cooperative
24 or a member of the board.

25 3. The articles of amendment shall be filed with the secretary of state [with a filing fee
26 of twenty dollars], and provided such articles of amendment shall meet the requirements found
27 in this section, shall be effective as of the date of filing, unless a later date is specified therein.
28 Upon acceptance and filing by the secretary of state, the secretary of state shall stamp the articles
29 of amendment as "Filed" and shall cause the issuance of a certificate of amendment, which shall
30 then be forwarded to the party filing the articles of amendment and held and filed by the secretary
31 of state with the records of the cooperative.

351.1213. 1. (1) Subject to the constitution of this state, the laws of the jurisdiction
2 under which a foreign cooperative is organized govern its organization and internal affairs and
3 the liability of its members. A foreign cooperative shall not be denied a certificate of authority
4 to transact business in this state by reason of any difference between those laws and the laws of
5 this state.

6 (2) A foreign cooperative holding a valid certificate of authority in this state has no
7 greater rights or privileges than a domestic cooperative. The certificate of authority does not
8 authorize the foreign cooperative to exercise any of its powers or purposes that a domestic
9 cooperative is forbidden by law to exercise in this state.

10 (3) A foreign cooperative may apply for a certificate of authority under any name that
11 would be available to a cooperative, whether or not the name is the name under which it is
12 authorized in its jurisdiction of organization.

13 (4) Nothing contained herein shall be interpreted to require a foreign business entity
14 which is not formed as a cooperative association under the laws of any foreign jurisdiction but
15 is otherwise operating on a cooperative basis to comply with the provisions of sections 351.1000
16 to 351.1228, including but not limited to obtaining a certificate of authority as set forth in
17 subsection 2 of this section. Such an entity shall, however, remain obligated to comply with the
18 revised statutes of Missouri, as applicable to such entity.

19 2. (1) Before transacting business in this state, a foreign cooperative shall obtain a
20 certificate of authority from the secretary of state. An applicant for the certificate shall submit
21 to the secretary of state an application for registration as a foreign cooperative, signed by an
22 authorized person and setting forth:

23 (a) The name of the foreign cooperative and, if different, the name under which it
24 proposes to register and transact business in this state;

25 (b) The jurisdiction of its organization or formation, and the date of such organization
26 or formation;

27 (c) The name and business address, which may not be a post office box, of the proposed
28 registered agent in this state, which agent shall be an individual resident of this state, a domestic
29 business entity, or a foreign cooperative having a place of business in, and authorized to do
30 business in, this state;

31 (d) The address of the registered office required to be maintained in the jurisdiction of
32 its organization by the laws of that jurisdiction or, if not so required, of the principal place of
33 business of the foreign cooperative;

34 (e) The date the foreign cooperative expires in the jurisdiction of its organization; and

35 (f) A statement that the secretary of state is appointed as the agent of the foreign
36 cooperative for service of process if the foreign cooperative fails to maintain a registered agent
37 in this state or if the agent cannot be found or served with the exercise of reasonable diligence.

38 (2) [The application shall be accompanied by a filing fee of one hundred dollars.

39 (3) The application shall [also] be accompanied by a certificate of good standing or
40 certificate of existence issued by the secretary of state of the foreign cooperative's state of
41 domicile, which certificate shall be dated within sixty days of the date of filing.

42 [(4)] (3) If the secretary of state finds that an application for a certificate of authority
43 conforms to law and all fees have been paid, the secretary of state shall:

44 (a) File the original application; and

45 (b) Return a copy of the original application to the person who filed it with a certificate
46 of authority issued by the secretary of state.

47 [(5)] (4) A certificate of authority issued under this section is effective from the date the
48 application is filed with the secretary of state accompanied by the payment of the requisite fees.

49 [(6)] (5) If any statement in the application for a certificate of authority by a foreign
50 cooperative was false when made or any arrangements or other facts described have changed,
51 making the application inaccurate in any respect, the foreign cooperative shall promptly file with
52 the secretary of state[:

53 (a)] **a certificate to that effect authenticated by the proper officer of the state or**
54 **country under the laws of which the foreign cooperative is organized.**

55 (6) In the case of a change in its name, a termination, or a merger, a certificate to that
56 effect authenticated by the proper officer of the state or country under the laws of which the
57 foreign cooperative is organized]; and

58 (b) A fee for the document, which is the same as the fee for filing an amendment] **shall**
59 **be promptly filed with the secretary of state.**

60 3. A foreign cooperative authorized to transact business in this state shall:

61 (1) Appoint and continuously maintain a registered agent in the same manner as provided
62 in section 351.1027; or

63 (2) File a report upon any change in the name or business address of its registered agent
64 in the same manner as provided in section 351.1027.

65 4. (1) A foreign cooperative authorized to transact business in this state may cancel its
66 registration by filing articles of cancellation with the secretary of state, which articles of
67 cancellation shall set forth:

68 (a) The name of the foreign cooperative and the state or country under the laws of which
69 it is organized;

70 (b) That the foreign cooperative is not transacting business in this state;

71 (c) That the foreign cooperative surrenders its authority to transact business in this state;

72 (d) That the foreign cooperative revokes the authority of its registered agent in this state
73 to accept service of process and consents to that service of process in any action, suit, or
74 proceeding based upon any cause of action arising in this state out of the transaction of the
75 foreign cooperative in this state;

76 (e) A post office address to which a person may mail a copy of any process against the
77 foreign cooperative; and

78 (f) That the authority of the secretary of state to accept service of process in this state for
79 any cause of action arising out of the transactions of the foreign cooperative in this state remains
80 in full force and effect.

81 (2) The filing with the secretary of state of a certificate of termination or a certificate of
82 merger if the foreign cooperative is not the surviving organization from the proper officer of the
83 state or country under the laws of which the foreign cooperative is organized constitutes a valid
84 application of withdrawal and the authority of the foreign cooperative to transact business in this
85 state shall cease upon the filing of the certificate.

86 (3) The certificate of authority of a foreign cooperative to transact business in this state
87 may be revoked by the secretary of state upon the occurrence of any of the following events:

88 (a) The foreign cooperative has failed to appoint and maintain a registered agent as
89 required by sections 351.1000 to 351.1228, file a report upon any change in the name or business
90 address of the registered agent, or file in the office of the secretary of state any amendment to its
91 application for a certificate of authority as specified in subdivision (6) of subsection 2 of this
92 section; or

93 (b) A misrepresentation has been made of any material matter in any application, report,
94 affidavit, or other document submitted by the foreign cooperative under sections 351.1000 to
95 351.1228.

96 (4) No certificate of authority of a foreign cooperative shall be revoked by the secretary
97 of state unless:

98 (a) The secretary of state has given the foreign cooperative not less than sixty days'
99 notice by mail addressed to its registered office in this state or, if the foreign cooperative fails
100 to appoint and maintain a registered agent in this state, addressed to the office address in the
101 jurisdiction of organization; and

102 (b) During the sixty-day period, the foreign cooperative has failed to file the report of
103 change regarding the registered agent, to file any amendment, or to correct the misrepresentation.

104 (5) Sixty days after the mailing of the notice without the foreign cooperative taking the
105 action set forth in paragraph (b) of subdivision (4) of this subsection, the authority of the foreign
106 cooperative to transact business in this state shall cease. The secretary of state shall issue a
107 certificate of revocation and shall mail the certificate to the address of the registered agent in this
108 state or if there is none, then to the principal place of business or the registered office required
109 to be maintained in the jurisdiction of organization of the foreign cooperative.

110 5. (1) A foreign cooperative transacting business in this state shall not maintain any
111 action, suit, or proceeding in any court of this state until it possesses a certificate of authority.

112 (2) The failure of a foreign cooperative to obtain a certificate of authority does not impair
113 the validity of any contract or act of the foreign cooperative or prevent the foreign cooperative
114 from defending any action, suit, or proceeding in any court of this state.

115 (3) A foreign cooperative, by transacting business in this state without a certificate of
116 authority, appoints the secretary of state as its agent upon whom any notice, process, or demand
117 may be served.

118 (4) A foreign cooperative that transacts business in this state without a valid certificate
119 of authority is liable to the state for the years or parts of years during which it transacted business
120 in this state without the certificate in any amount equal to all fees that would have been imposed
121 by sections 351.1000 to 351.1228 upon the foreign cooperative had it duly obtained the
122 certificate, filed all reports required by sections 351.1000 to 351.1228, and paid all penalties
123 imposed by sections 351.1000 to 351.1228. The attorney general shall bring proceedings to
124 recover all amounts due this state under the provisions of this section.

125 (5) A foreign cooperative that transacts business in this state without a valid certificate
126 of authority shall be subject to a civil penalty, payable to the state, not to exceed five thousand
127 dollars. Each director or in the absence of directors, each member or agent who authorizes,
128 directs, or participates in the transaction of business in this state on behalf of a foreign
129 cooperative that does not have a certificate shall be subject to a civil penalty, payable to the state,
130 not to exceed one thousand dollars.

131 (6) The civil penalties set forth in subdivision (5) of this subsection may be recovered
132 in an action brought in this state by the attorney general. Upon a finding by the court that a
133 foreign cooperative or any of its members, directors, or agents have transacted business in this

134 state in violation of sections 351.1000 to 351.1228, the court shall issue, in addition to the
135 imposition of a civil penalty, an injunction restraining the further transaction of the business of
136 the foreign cooperative and the further exercise of the foreign cooperative's rights and privileges
137 in this state. The foreign cooperative shall be enjoined from transacting business in this state
138 until all civil penalties plus any interest and court costs that the court may assess have been paid
139 and until the foreign cooperative has otherwise complied with the provisions of sections
140 351.1000 to 351.1228.

141 (7) A member of a foreign cooperative shall not be liable for the debts and obligations
142 of the foreign cooperative solely by reason of foreign cooperative's having transacted business
143 in this state without a valid certificate of authority.

144 6. (1) The following activities of a foreign cooperative, among others, shall not
145 constitute transacting business within the meaning of this section:

146 (a) Maintaining or defending any action or suit or any administrative arbitration
147 proceeding, or settling any proceeding, claim, or dispute;

148 (b) Holding meetings of its members or carrying on any other activities concerning its
149 internal affairs;

150 (c) Maintaining bank accounts;

151 (d) Having members that are residents of this state or such members having retail
152 locations in this state;

153 (e) Selling through independent contractors;

154 (f) Soliciting or obtaining orders, whether by mail or through employees or agents or
155 otherwise, if the orders require acceptance outside this state before they become contracts;

156 (g) Creating or acquiring indebtedness, mortgages, and security interests in real or
157 personal property;

158 (h) Securing or collecting debts or enforcing mortgages and security interests in property
159 securing the debts;

160 (i) Selling or transferring title to property in this state to any person; or

161 (j) Conducting an isolated transaction that is completed within thirty days and that is not
162 one in the course of repeated transactions of a like manner.

163 (2) For purposes of this section, any foreign cooperative that owns income-producing
164 real or tangible personal property in this state, other than property exempted under subdivision
165 (1) of this subsection, shall be considered to be transacting business in this state.

166 (3) The list of activities in subdivision (1) of this subsection shall not be exhaustive.
167 This subsection shall not apply in determining the contracts or activities that may subject a
168 foreign cooperative to service of process or taxation in this state or to regulation under any other
169 law of this state.

170 7. The secretary of state, the attorney general, or both, may bring an action to restrain a
171 foreign cooperative from transacting business in this state in violation of sections 351.1000 to
172 351.1228 or other laws of this state.

173 8. Service of process on a foreign cooperative shall be as provided under Missouri law.
355.011. 1. A document must satisfy the requirements of this section, and of any other
2 section that adds to or varies these requirements, to be entitled to filing by the secretary of state.

3 2. No document shall be entitled to filing by the secretary of state unless this chapter
4 requires or permits filing the document in the office of the secretary of state.

5 3. The document must contain the information required by this chapter. It may contain
6 other information as well.

7 4. The document must be typewritten or printed.

8 5. The document must be in the English language. However, a corporate name need not
9 be in English if written in English letters or Arabic or Roman numerals, and the certificate of
10 existence required of foreign corporations need not be in English if accompanied by a reasonably
11 authenticated English translation.

12 6. The document must be executed:

13 (1) By the presiding officer of the board of directors of a domestic or foreign corporation,
14 its president, or by another of its officers;

15 (2) If directors have not been selected or the corporation has not been formed, by an
16 incorporator; or

17 (3) If the corporation is in the hands of a receiver, trustee, or other court-appointed
18 fiduciary, by that fiduciary.

19 7. The person executing a document shall sign it and state beneath or opposite the
20 signature his name and the capacity in which he signs. The document may, but need not,
21 contain:

22 (1) The corporate seal;

23 (2) An attestation by the secretary or an assistant secretary; or

24 (3) An acknowledgment, verification, or proof.

25 8. If the secretary of state has prescribed a mandatory form for a document under section
26 355.016, the document must be in or on the prescribed form.

27 9. The document must be delivered to the office of the secretary of state for filing and
28 must be accompanied by one exact or conformed copy, except as provided in sections 355.171
29 and 355.791, [the correct filing fee,] and any license fee or penalty required by this chapter or
30 other law.

31 10. Any statement or document filed under this chapter represents that the signer
32 believes the statements are true and correct to the best knowledge and belief of the person
33 signing, subject to the penalties of section 557.040.

 355.021. 1. The secretary of state shall collect [the following fees] **a twenty dollar fee
2 for an application for reinstatement following administrative dissolution** when the
3 documents [described in this subsection] are delivered for filing[:

- 4 (1) Articles of incorporation, twenty dollars;
- 5 (2) Application for reserved name, twenty dollars;
- 6 (3) Notice of transfer of reserved name, two dollars;
- 7 (4) Application for renewal of reserved name, twenty dollars;
- 8 (5) Corporation's statement of change of registered agent or registered office or both, five
9 dollars;
- 10 (6) Agent's statement of change of registered office for each affected corporation, five
11 dollars;
- 12 (7) Agent's statement of resignation, five dollars;
- 13 (8) Amendment of articles of incorporation, five dollars;
- 14 (9) Restatement of articles of incorporation with amendments, five dollars;
- 15 (10) Articles of merger, five dollars;
- 16 (11) Articles of dissolution, five dollars;
- 17 (12) Articles of revocation of dissolution, five dollars;
- 18 (13) Application for reinstatement following administrative dissolution, twenty dollars;
- 19 (14) Application for certificate of authority, twenty dollars;
- 20 (15) Application for amended certificate of authority, five dollars;
- 21 (16) Application for certificate of withdrawal, five dollars;
- 22 (17) Corporate registration report filed annually, ten dollars if filed in a written format
23 or five dollars if filed electronically in a format prescribed by the secretary of state;
- 24 (18) Corporate registration report filed biennially, twenty dollars if filed in a written
25 format or ten dollars if filed electronically in a format prescribed by the secretary of state;
- 26 (19) Articles of correction, five dollars;
- 27 (20) Certificate of existence or authorization, five dollars;
- 28 (21) Any other document required or permitted to be filed by this chapter, five dollars].

29 2. The secretary of state shall collect a fee of ten dollars upon being served with process
30 under this chapter. The party to a proceeding causing service of process is entitled to recover the
31 fee paid the secretary of state as costs if the party prevails in the proceeding.

32 3. The secretary of state shall collect the following fees for copying and certifying the
33 copy of any filed document relating to a domestic or foreign corporation: in a written format

34 fifty cents per page plus five dollars for certification, or in an electronic format five dollars for
35 certification and copies.

36 4. [Fees] **The fee** mandated in [subdivisions (1) and (2) of] subsection 1 of this section
37 shall be waived if an initial officer or director of the nonprofit corporation is a member of the
38 Missouri National Guard or any other active duty military, resides in the state of Missouri, and
39 provides proof of such service to the secretary of state.

355.023. 1. The secretary of state may collect [an additional] a fee of five dollars [on]
2 **in lieu of** each and every fee [required in] **that was removed from** this chapter **as of August 28,**
3 **2015.** All fees collected as provided in this section shall be deposited in the state treasury and
4 credited to the secretary of state's technology trust fund account. The provisions of this section
5 shall expire on December 31, [2017] **2021.**

6 **2. All fees required as of August 28, 2015, shall be reflected in a schedule of fees**
7 **published on the website of the secretary of state. The secretary of state may also collect**
8 **a fee of five dollars on each and every fee required in this chapter as of August 28, 2015.**

355.703. 1. A voluntarily dissolved corporation shall file its articles of termination with
2 the secretary of state's office when it has disposed of all claims filed against it pursuant to this
3 chapter. The articles of termination shall state:

4 (1) The name of the corporation;

5 (2) The date of its dissolution;

6 (3) A statement that it has disposed of all claims filed against it pursuant to this chapter;

7 (4) A statement that all debts, obligations and liabilities of the corporation have been
8 paid and discharged, or adequate provision has been made therefor.

9 2. [The filing fee for filing articles of termination is five dollars.

10 3.] If the secretary of state finds that the articles of termination conform to law and the
11 necessary fees have been paid, he shall issue a certificate of termination which will state that the
12 corporation no longer exists and this cannot be recognized as a separate legal entity with rights
13 and privileges. Upon the effective date of the articles of termination, the corporation will cease
14 existence and its name will be immediately available.

355.857. 1. Notwithstanding the provisions of section 355.856 to the contrary,
2 beginning January 1, 2010, the secretary of state may provide corporations the option of
3 biennially filing corporate registration reports. Any corporation incorporated or qualified in an
4 even-numbered year may file a biennial corporate registration report only in an even-numbered
5 calendar year, and any corporation incorporated or qualified in an odd-numbered year may file
6 a biennial corporate registration report only in an odd-numbered calendar year, subject to the
7 following requirements:

8 (1) [The fee paid at the time of biennial registration shall be that specified in section
9 355.021;

10 (2)] A corporation's biennial corporate registration report shall be filed in a format as
11 prescribed by the secretary of state; **and**

12 [(3)] (2) The secretary of state may collect [an additional] a fee of ten dollars on each
13 biennial corporate registration report filed under this section. Such fee shall be deposited into
14 the state treasury and credited to the secretary of state's technology trust fund account.

15 2. Once a corporation chooses the option of biennial registration, such registration shall
16 be maintained for the full twenty-four-month period. Once the twenty-four-month period has
17 expired and another corporate registration report is due, a corporation may choose to file an
18 annual registration report under section 355.856. However, upon making such choice the
19 corporation may later only choose to file a biennial corporate registration report in a year
20 appropriate under subsection 1 of this section, based on the year in which the corporation was
21 incorporated.

22 3. The secretary of state may promulgate rules for the effective administration of this
23 section. Any rule or portion of a rule, as that term is defined in section 536.010, that is created
24 under the authority delegated in this section shall become effective only if it complies with and
25 is subject to all of the provisions of chapter 536 and, if applicable, section 536.028. This section
26 and chapter 536 are nonseverable and if any of the powers vested with the general assembly
27 pursuant to chapter 536 to review, to delay the effective date, or to disapprove and annul a rule
28 are subsequently held unconstitutional, then the grant of rulemaking authority and any rule
29 proposed or adopted after August 28, 2009, shall be invalid and void.

356.211. 1. Each professional corporation and each foreign professional corporation
2 shall file with the secretary of state a corporate registration report pursuant to section 351.120
3 or 351.122. The corporate registration report shall set forth the following information: the names
4 and residence or physical business addresses of all officers, directors and shareholders of that
5 professional corporation as of the date of the report.

6 2. The report shall be made on a form to be prescribed and furnished by the secretary of
7 state, and shall be executed by an officer of the corporation or authorized person.

8 3. [A filing fee in the amount set out in section 351.122 or 351.125 shall be paid with
9 the filing of each report, and no other fees shall be charged therefor; except that,] Penalty fees
10 may be imposed by the secretary of state for late filings. The report shall be filed subject to the
11 time requirements of section 351.120 or 351.122.

12 4. If a professional corporation or foreign professional corporation shall fail to file a
13 report qualifying with the provisions of this section when such a filing is due, then the
14 corporation shall be subject to the provisions of chapter 351 that are applicable to a corporation

15 that has failed to timely file the corporate registration report required to be filed under chapter
16 351.

356.233. **1.** The secretary of state may collect [an additional] a fee of five dollars [on]
2 **in lieu of** each and every fee [required in] **that was removed from this chapter as of August 28,**
3 **2015. The secretary of state may also collect a fee of five dollars on each and every fee**
4 **required in this chapter as of August 28, 2015.** All fees collected as provided in this section
5 shall be deposited in the state treasury and credited to the secretary of state's technology trust
6 fund account. The provisions of this section shall expire on December 31, [2017] **2021.**

7 **2. All fees required by this chapter as of August 1, 2015, and as of the effective date**
8 **of this section shall be published on the website of the secretary of state.**

357.010. 1. Any number of persons, not less than twelve, may associate themselves
2 together as a cooperative association, society or exchange, having all the incidents, powers and
3 privileges of corporations, for the purpose of producing or furnishing goods, services, or housing,
4 or for the purpose of conducting any agricultural or mercantile business on the cooperative plan,
5 including the buying, selling, manufacturing, storage, transportation or other handling or dealing
6 in or with, by associations of agriculturists, of agricultural, dairy or similar products, and
7 including the manufacturing transformation of such articles into products derived therefrom, and
8 for the purpose of the purchasing of or selling to all shareholders and others groceries, provisions
9 and all other articles of merchandise.

10 2. For the purposes of this section the words "association", "company", "corporation",
11 "society" or "exchange" shall be construed to mean the same.

12 3. A corporation, other than a cooperative incorporated under this chapter, may convert
13 itself into a cooperative, if such corporation can qualify as a cooperative under the provisions of
14 this chapter, by adopting an amendment to its articles of incorporation by which it elects to
15 become subject to the provisions of this chapter. Such amendment shall include all information
16 required by section 357.020 and may include any desirable changes permitted by this chapter.
17 Such amendment shall be adopted, filed and recorded in the manner provided by law applicable
18 to the corporation prior to such conversion[, except that the fee for such amendment shall be that
19 amount required of a newly formed cooperative as set forth in section 357.060].

357.030. Any such association may amend its articles of incorporation by a majority vote
2 of its shareholders at any regular shareholders' meeting or at any special shareholders' meeting
3 called for that purpose on sixty days' written notice by mail to all shareholders. Said power to
4 amend shall include the power to increase or diminish the amount of capital stock and the
5 number of shares, but the amount of capital stock shall not be so diminished below the amount
6 of paid-up capital at the time the amendment is adopted. Within thirty days after the adoption
7 of an amendment to its articles of incorporation, such association shall cause a copy of such

8 amendment to be recorded in the office of the recorder of deeds of the county or city wherein its
9 principal place of business is located, and a certified copy thereof in the office of the secretary
10 of state. [The fee of the secretary of state for filing an article of amendment shall be one dollar,
11 and no increase in the authorized shares of the corporation shall be valid or effectual unless the
12 corporation has paid the director of revenue five dollars for each ten thousand dollars or less of
13 the increase in the authorized shares of the corporation, and the corporation shall file a duplicate
14 receipt issued by the director of revenue for the payments required by this section to be made
15 with the secretary of state.]

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

- 4 (1) The name of the partnership;
- 5 (2) The address of a registered office and the name and address of a registered agent for
6 service of process required to be maintained by section 358.470;
- 7 (3) The number of partners in the partnership at the date of application;
- 8 (4) A brief statement of the principal business in which the partnership engages;
- 9 (5) That the partnership thereby applies for registration as a registered limited liability
10 partnership; and
- 11 (6) Any other information the partnership determines to include in the application.

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

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

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

- 23 (1) Endorse on the copy the word "Filed" and the month, day and year of the filing;
- 24 (2) File the original in the secretary of state's office; and
- 25 (3) Return the copy to the person who filed it or to the person's representative.

26 [5.] 4. A partnership becomes a registered limited liability partnership on the date of the
27 filing in the office of the secretary of state of an application that, as to form, meets the

28 requirements of subsections 1 and 2 of this section [and that is accompanied by the fee specified
29 in subsection 3 of this section,] or at any later time specified in the application.

30 [6.] 5. An initial application filed under subsection 1 of this section by a partnership
31 registered by the secretary of state as a limited liability partnership expires one year after the date
32 of registration unless earlier withdrawn or revoked or unless renewed in accordance with
33 subsection [9] 8 of this section.

34 [7.] 6. If a person is included in the number of partners of a registered limited liability
35 partnership set forth in an application, a renewal application or a certificate of amendment of an
36 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.] 7. 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.] 8. An effective registration may be renewed before its expiration by filing in
49 duplicate with the secretary of state an application containing current information of the kind
50 required in an initial application, including the registration number as assigned by the secretary
51 of state. [The renewal application shall be accompanied by a fee of one hundred dollars on the
52 date of renewal plus, if the renewal increases the number of partners, fifty dollars for each partner
53 added, but the fee shall not exceed two hundred dollars. All moneys from such fees shall be
54 deposited into the general revenue fund.] A renewal application filed under this section continues
55 an effective registration for one year after the date the effective registration would otherwise
56 expire.

57 [10.] 9. A registration may be withdrawn by filing with the secretary of state a written
58 withdrawal notice signed on behalf of the partnership by a majority of the partners or by one or
59 more partners authorized by a majority of the partners to sign the notice on behalf of the
60 partnership. A withdrawal notice shall include the name of the partnership, the date of
61 registration of the partnership's last application under this section, and a current street address
62 of the partnership's principal office in this state or outside the state, as applicable. A withdrawal
63 notice terminates the registration of the partnership as a limited liability partnership as of the date

64 of filing the notice in the office of the secretary of state. [The withdrawal notice shall be
65 accompanied by a filing fee of twenty dollars.]

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

70 [12.] **11.** A document filed under this section may be amended or corrected by filing
71 with the secretary of state articles of amendment, signed by a majority of the partners or by one
72 or more partners authorized by a majority of the partners. The articles of amendment shall
73 contain:

- 74 (1) The name of the partnership;
- 75 (2) The identity of the document being amended;
- 76 (3) The part of the document being amended; and
- 77 (4) The amendment or correction.

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

87 [13.] **12.** No later than ninety days after the happening of any of the following events,
88 an amendment to an application or a renewal application reflecting the occurrence of the event
89 or events shall be executed and filed by a majority in interest of the partners or by one or more
90 partners authorized by a majority of the partners to execute an amendment to the application or
91 renewal application:

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

96 [14.] **13.** Unless otherwise provided in this chapter or in the certificate of amendment
97 of an application or a renewal application, a certificate of amendment of an application or a
98 renewal application or a withdrawal notice of an application or a renewal application shall be
99 effective at the time of its filing with the secretary of state.

100 [15.] **14.** The secretary of state may provide forms for the application specified in
101 subsection 1 of this section, the renewal application specified in subsection [9] **8** of this section,
102 the withdrawal notice specified in subsection [10] **9** of this section, and the amendment or
103 correction specified in subsection [12] **11** of this section.

104 [16.] **15.** The secretary of state may remove from its active records the registration of
105 a partnership whose registration has been withdrawn, revoked or has expired.

106 [17.] **16.** The secretary of state may revoke the filing of a document filed under this
107 section if the secretary of state determines that the [filing] **accompanying** fee for the document
108 was paid by an instrument that was dishonored when presented by the state for payment. The
109 secretary of state shall return the document and give notice of revocation to the filing party by
110 regular mail. Failure to give or receive notice does not invalidate the revocation. A revocation
111 of a filing does not affect an earlier filing.

112 [18.] **17.** If any person signs a document required or permitted to be filed pursuant to
113 sections 358.440 to 358.500 which the person knows is false in any material respect with the
114 intent that the document be delivered on behalf of a partnership to the secretary of state for filing,
115 such person shall be guilty of a class A misdemeanor. Unintentional errors in the information
116 set forth in an application filed pursuant to subsection 1 of this section, or changes in the
117 information after the filing of the application, shall not affect the status of a partnership as a
118 registered limited liability partnership.

119 [19.] **18.** Before transacting business in this state, a foreign registered limited liability
120 partnership shall:

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

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

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

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

133 [20.] **19.** A partnership that registers as a limited liability partnership shall not be
134 deemed to have dissolved as a result thereof and is for all purposes the same partnership that
135 existed before the registration and continues to be a partnership under the laws of this state. If

136 a registered limited liability partnership dissolves, a partnership which is a successor to such
137 registered limited liability partnership and which intends to be a registered limited liability
138 partnership shall not be required to file a new registration and shall be deemed to have filed any
139 documents required or permitted under this chapter which were filed by the predecessor
140 partnership.

141 [21. Fees mandated in subsection 3 of this section shall be waived if a general partner
142 of the partnership is a member of the Missouri National Guard or any other active duty military,
143 resides in the state of Missouri, and provides proof of such service to the secretary of state.]

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

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

5 (2) Any registered limited liability partnership or foreign registered limited liability
6 partnership which proposes to change its name.

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

21 [3. A fee in the amount of twenty-five dollars shall be paid to the secretary of state upon
22 receipt for filing of an application for reservation of name, an application for renewal of
23 reservation or a notice of transfer or cancellation pursuant to this section. All moneys from the
24 payment of this fee shall be deposited into the general revenue fund.]

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

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

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

12 2. A registered agent may change the address of the registered office of the registered
13 limited liability partnerships or foreign registered limited liability partnerships for which the
14 agent is the registered agent to another address in the state of Missouri by [paying a fee in the
15 amount of ten dollars, and a further fee in the amount of two dollars for each registered limited
16 liability partnership or foreign registered limited liability partnership affected thereby, to the
17 secretary of state and] filing with the secretary of state a certificate, executed by such registered
18 agent, setting forth the names of all the registered limited liability partnerships or foreign
19 registered limited liability partnerships represented by such registered agent, and the address at
20 which such registered agent has maintained the registered office for each of such registered
21 limited liability partnerships or foreign registered limited liability partnerships, and further
22 certifying to the new address to which such registered office will be changed on a given day, and
23 at which new address such registered agent will thereafter maintain the registered office for each
24 of the registered limited liability partnerships or foreign registered limited liability partnerships
25 recited in the certificate. Upon the filing of such certificate, the secretary of state shall furnish
26 to the registered agent a certified copy of the same under the secretary of state's hand and seal
27 of office, and thereafter, or until further change of address, as authorized by law, the registered
28 office in the state of Missouri of each of the registered limited liability partnerships or foreign
29 registered limited liability partnerships recited in the certificate shall be located at the new
30 address of the registered agent thereof as given in the certificate. In the event of a change of
31 name of any person acting as a registered agent of a registered limited liability partnership or
32 foreign registered limited liability partnership, such registered agent shall file with the secretary
33 of state a certificate, executed by such registered agent, setting forth the new name of such
34 registered agent, the name of such registered agent before it was changed, the names of all the
35 registered limited liability partnerships or foreign registered limited liability partnerships
36 represented by such registered agent, and the address at which such registered agent has
37 maintained the registered office for each of such registered limited liability partnerships or
38 foreign registered limited liability partnerships[, and shall pay a fee in the amount of twenty-five
39 dollars, and a further fee in the amount of two dollars for each registered limited liability
40 partnership or foreign registered limited liability partnership affected thereby, to the secretary of

41 state]. Upon the filing of such certificate, the secretary of state shall furnish to the registered
42 agent a certified copy of the same under the secretary of state's hand and seal of office. Filing
43 a certificate under this section shall be deemed to be an amendment of the application, renewal
44 application or notice filed pursuant to subsection [19] **18** of section 358.440, as the case may be,
45 of each registered limited liability partnership or foreign registered limited liability partnership
46 affected thereby, and each such registered limited liability partnership or foreign registered
47 limited liability partnership shall not be required to take any further action with respect thereto
48 to amend its application, renewal application or notice filed, as the case may be, pursuant to
49 section 358.440. Any registered agent filing a certificate under this section shall promptly, upon
50 such filing, deliver a copy of any such certificate to each registered limited liability partnership
51 or foreign registered limited liability partnership affected thereby.

52 3. The registered agent of one or more registered limited liability partnerships or foreign
53 registered limited liability partnerships may resign and appoint a successor registered agent by
54 [paying a fee in the amount of fifty dollars, and a further fee in the amount of two dollars for
55 each registered limited liability partnership or foreign registered limited liability partnership
56 affected thereby, to the secretary of state and] filing a certificate with the secretary of state,
57 stating that it resigns and the name and address of the successor registered agent. There shall be
58 attached to such certificate a statement executed by each affected registered limited liability
59 partnership or foreign registered limited liability partnership ratifying and approving such change
60 of registered agent. Upon such filing, the successor registered agent shall become the registered
61 agent of such registered limited liability partnerships or foreign registered limited liability
62 partnerships as have ratified and approved such substitution and the successor registered agent's
63 address, as stated in such certificate, shall become the address of each such registered limited
64 liability partnership's or foreign registered limited liability partnership's registered office in the
65 state of Missouri. The secretary of state shall furnish to the successor registered agent a certified
66 copy of the certificate of resignation. Filing of such certificate of resignation shall be deemed
67 to be an amendment of the application, renewal application or notice filed pursuant to subsection
68 [19] **18** of section 358.440, as the case may be, of each registered limited liability partnership or
69 foreign registered limited liability partnership affected thereby, and each such registered limited
70 liability partnership or foreign registered limited liability partnership shall not be required to take
71 any further action with respect thereto, to amend its application, renewal application or notice
72 filed pursuant to subsection [19] **18** of section 358.440, as the case may be, pursuant to section
73 358.440.

74 4. The registered agent of a registered limited liability partnership or foreign registered
75 limited liability partnership may resign without appointing a successor registered agent by
76 [paying a fee in the amount of ten dollars to the secretary of state and] filing a certificate with

77 the secretary of state stating that it resigns as registered agent for the registered limited liability
78 partnership or foreign registered limited liability partnership identified in the certificate, but such
79 resignation shall not become effective until one hundred twenty days after the certificate is filed.
80 There shall be attached to such certificate an affidavit of such registered agent, if an individual,
81 or the president, a vice president or the secretary thereof if a corporation, that at least thirty days
82 prior to and on or about the date of the filing of the certificate, notices were sent by certified or
83 registered mail to the registered limited liability partnership or foreign registered limited liability
84 partnership for which such registered agent is resigning as registered agent, at the principal office
85 thereof within or outside the state of Missouri, if known to such registered agent or, if not, to the
86 last known address of the attorney or other individual at whose request such registered agent was
87 appointed for such registered limited liability partnership or foreign registered limited liability
88 partnership, of the resignation of such registered agent. After receipt of the notice of the
89 resignation of its registered agent, the registered limited liability partnership or foreign registered
90 limited liability partnership for which such registered agent was acting shall obtain and designate
91 a new registered agent, to take the place of the registered agent so resigning. If such registered
92 limited liability partnership or foreign registered limited liability partnership fails to obtain and
93 designate a new registered agent prior to the expiration of the period of one hundred twenty days
94 after the filing by the registered agent of the certificate of resignation, the application, renewal
95 application or notice filed pursuant to subsection [19] **18** of section 358.440 of such registered
96 limited liability partnership or foreign registered limited liability partnership shall be deemed to
97 be cancelled.

358.501. **1.** The secretary of state may collect [an additional] a fee of five dollars [on]
2 **in lieu of** each and every fee [required in] **that was removed from** this chapter relating to
3 limited liability partnerships **as of August 28, 2015. The secretary of state may also collect**
4 **a fee of five dollars on each and every fee required in this chapter as of August 28, 2015.**
5 All fees collected as provided in this section shall be deposited in the state treasury and credited
6 to the secretary of state's technology trust fund account.

7 **2. All fees required by this chapter as of August 1, 2015, and as of the effective date**
8 **of this section shall be published on the website of the secretary of state.**

359.145. 1. A domestic or foreign limited partnership may file a statement of correction
2 in a format prescribed by the secretary of state, if the document contains an incorrect statement
3 as of the date such document was filed.

4 2. The statement of correction shall:

- 5 (1) State the name of the limited partnership;
- 6 (2) State the type of document being corrected;
- 7 (3) State the name of the jurisdiction under the law of organization;

8 (4) Describe the incorrect statement and the reason for the correction;

9 (5) If the correction is for a foreign limited partnership with regard to an incorrect name,
10 provide a certificate of existence, or document of similar import, duly authenticated by the
11 secretary of state or other official having custody of the records in the state or country under
12 whose laws it is registered.

13 3. Articles of correction are effective on the effective date of the document they correct
14 except as to persons relying on the uncorrected document and adversely affected by the
15 correction. As to those persons articles of correction are effective when filed.

16 4. [The secretary of state shall collect a filing fee of five dollars upon filing the statement
17 of correction.

18 5.] The statement of correction shall be signed by an authorized person of the limited
19 liability partnership.

359.531. 1. A foreign limited partnership authorized to transact business in this state
2 shall obtain an amended certificate of registration from the secretary of state if it changes:

3 (1) The name of the limited partnership;

4 (2) The state or country of its registration;

5 (3) The address of the office required to be maintained in the state of its organization by
6 the laws of that state or if not so required of the principal office of the foreign limited
7 partnership;

8 (4) The name and business address of any general partner; and

9 (5) The address of the office at which is kept a list of the names and addresses and
10 capital contributions of the limited partners.

11 2. The amendment shall include a certificate of existence or document of similar import
12 duly authenticated by the secretary of state or other official having custody of the records in the
13 state or country under whose laws it is registered, such document should be dated within sixty
14 calendar days from filing for acceptance.

15 [3. The fee for filing an amended certificate of registration shall be twenty dollars.]

359.641. 1. All domestic limited partnerships formed on or after January 1, 1987, and
2 all foreign limited partnerships doing business in Missouri after January 1, 1987, shall be
3 governed by the provisions of this act.

4 2. All domestic limited partnerships formed prior to January 1, 1987, shall have until
5 January 1, 1989, to elect to be governed by the provisions of this act. Those domestic limited
6 partnerships not electing to comply with this act will be subject to the sanctions of section
7 359.691.

8 3. All domestic limited partnerships formed prior to January 1, 1987, which elect to be
9 governed by this act shall file with the secretary of state a certificate of partnership as required

10 by section 359.091, or file with the secretary of state the original certificate of partnership and
11 its amendments, if any, plus a designation of registered office and registered agent. [All those
12 domestic limited partnerships formed prior to January 1, 1987, will be charged a filing fee of
13 fifty dollars by the secretary of state when complying with this section.]

359.653. **1.** The secretary of state may collect [an additional] a fee of five dollars [on]
2 **in lieu of** each and every fee [required in] **that was removed from** this chapter **as of August 28,**
3 **2015. The secretary of state may also collect a fee of five dollars on each and every fee**
4 **required in this chapter as of August 28, 2015.** All fees collected as provided in this section
5 shall be deposited in the state treasury and credited to the secretary of state's technology trust
6 fund account. The provisions of this section shall expire on December 31, [2017] **2021.**

7 **2. All fees required by this chapter as of August 1, 2015, and as of the effective date**
8 **of this section shall be published on the website of the secretary of state.**

376.1110. 1. No insurance company licensed to transact business in this state shall
2 **deliver or issue for delivery in this state any policy or certificate of long-term care**
3 **insurance, unless the classification of risks and the premium rates pertaining to such policy**
4 **or certificate have been filed with and approved by the director of the department of**
5 **insurance, financial institutions and professional registration.**

6 **2. Rates for long-term care insurance shall not be excessive, inadequate, or unfairly**
7 **discriminatory. In no event shall the rates charged to any policyholder or certificate holder**
8 **increase by more than ten percent during any annual period, unless the insurer clearly**
9 **documents a material and significant change in the risk characteristics of all its in-force**
10 **long-term care insurance policies or certificates. All rates for long-term care insurance**
11 **shall be made in accordance with the following provisions and due consideration shall be**
12 **given to:**

- 13 **(1) Past and prospective loss experience;**
- 14 **(2) Past and prospective expenses;**
- 15 **(3) Adequate contingency reserves; and**
- 16 **(4) All other relevant factors within and without the state.**

17 **3. The director shall approve or disapprove a rate filing within forty-five days after**
18 **the filing and submission thereof. The failure of the director to take action approving or**
19 **disapproving a submitted rate filing within the stipulated time shall be deemed an approval**
20 **thereof until such time as the director shall notify the submitting company of his or her**
21 **disapproval thereof. If a rate filing is disapproved, the reasons therefor shall be stated in**
22 **writing. Any notice of disapproval shall state that a hearing shall be granted, if so**
23 **requested.**

381.022. **1.** As used in sections 381.011 to 381.412, the following terms mean:

2 (1) "Escrow", written instruments, money or other items deposited by one party with a
3 depository, escrow agent, or escrowee for delivery to another party upon the performance of a
4 specified condition or the happening of a certain event;

5 (2) "Qualified depository institution", an institution that is:

6 (a) Organized or, in the case of a United States branch or agency office of a foreign
7 banking organization, licensed under the laws of the United States or any state and has been
8 granted authority to operate with fiduciary powers;

9 (b) Regulated, supervised, and examined by federal or state authorities having regulatory
10 authority over banks and trust companies;

11 (c) Insured by the appropriate federal entity; and

12 (d) Qualified under any additional rules established by the director;

13 (3) "Security" or "security deposit", funds or other property received by the title insurer
14 as collateral to secure an indemnitor's obligation under an indemnity agreement under which the
15 insurer is granted a perfected security interest in the collateral in exchange for agreeing to
16 provide coverage in a title insurance policy for a specific title exception to coverage.

17 2. A title insurer, title agency, or title agent not affiliated with a title agency may operate
18 as an escrow, security, settlement, or closing agent, provided that all funds deposited with the
19 title insurer, title agency, or title agent not affiliated with a title agency, pursuant to written
20 instructions in connection with any escrow, settlement, closing, or security deposit shall be
21 submitted for collection to or deposited in a separate fiduciary trust account or accounts in a
22 qualified depository institution no later than the close of the second business day after receipt,
23 in accordance with the following requirements:

24 (1) The funds regulated under this section shall be the property of the person or persons
25 entitled to them under the provisions of the escrow, settlement, security deposit, or closing
26 agreement and shall be segregated for each depository by escrow, settlement, security deposit,
27 or closing in the records of the title insurer, title agency, or title agent not affiliated with a title
28 agency, in a manner that permits the funds to be identified on an individual basis and in
29 accordance with the terms of the individual written instructions or agreements under which the
30 funds were accepted; and

31 (2) The funds shall be applied only in accordance with the terms of the individual written
32 instructions or agreements under which the funds were accepted.

33 3. It is unlawful for any person to:

34 (1) Commingle personal or any other moneys with escrow funds regulated under this
35 section;

36 (2) Use such escrow funds to pay or indemnify against debts of the title insurance agent
37 or of any other person;

38 (3) Use such escrow funds for any purpose other than to fulfill the terms of the individual
39 written escrow instructions after the necessary conditions of the written escrow instructions have
40 been met;

41 (4) Disburse any funds held in an escrow account unless the disbursement is made under
42 a written instruction or agreement specifying under what conditions and to whom such funds
43 may be disbursed or under an order of a court of competent jurisdiction; or

44 (5) Disburse any funds held in a security deposit account unless the disbursement is
45 made under a written agreement specifying:

46 (a) What actions the indemnitor shall take to satisfy his or her obligation under the
47 agreement;

48 (b) The duties of the title insurer, title agency, or title agent not affiliated with a title
49 agency with respect to disposition of the funds held, including a requirement to maintain
50 evidence of the disposition of the title exception before any balance may be paid over to the
51 depositing party or his or her designee; and

52 (c) Any other provisions the director may require by rule or order.

53 4. Notwithstanding the provisions of subsection 3 of this section, any bank credits, bank
54 services, interest, or similar consideration received on funds deposited in connection with any
55 escrow, settlement, security deposit, or closing may be retained by the title insurer, title agency,
56 or title agent not affiliated with a title agency as compensation for administration of the escrow
57 or security deposit, unless the specific written instructions for the funds or a governing statute
58 provides otherwise.

59 5. Notwithstanding the provisions of subsection 2 of this section, a title insurer, title
60 agency, or title agent is not authorized to provide such services as an escrow, security, settlement,
61 or closing agent in a residential real estate transaction unless as part of the same transaction the
62 title insurer, title agency, or title agent issues a commitment, binder, or title insurance policy and
63 closing protection letters have been issued protecting the buyer's, **lender's**, and the seller's
64 interests, or **if a title insurance policy is not being issued by the title insurer, title agency, or**
65 **title agent, the title insurer**, the title agency, or **title agent** has given written notice to the
66 affected person in a title insurance commitment or on a form approved by rule promulgated by
67 the director that the person's interest in the closing or settlement is not protected by the title
68 insurer, title agency, or title agent.

69 6. It is unlawful for any **title insurer**, title agency, or agent to engage in the handling of
70 an escrow, settlement or closing of a residential real estate transaction unless the escrow
71 handling, settlement or closing is conducted or performed in contemplation of and in conjunction
72 with the issuance of a title insurance policy [or] **and** a closing protection letter, or **if a title**
73 **insurance policy is not being issued by the title insurer, title agency, or title agent**, prior to

74 the receipt of any funds, the **title insurer**, title agency, or **title** agent clearly discloses to the
75 seller, buyer or lender involved in such escrow, settlement or closing, that no title insurer is
76 providing any protection for closing or settlement funds received by the title agency or agent.

77 7. A violation of any provision under this section is a level three violation under section
78 374.049.

381.058. 1. No insurer that transacts any class, type, or kind of business other than title
2 insurance shall be eligible for the issuance or renewal of a license to transact the business of title
3 insurance in this state nor shall title insurance be transacted, underwritten, or issued by any
4 insurer transacting or licensed to transact any other class, type, or kind of business.

5 2. A title insurer shall not engage in the business of guaranteeing payment of the
6 principal or the interest of bonds or mortgages.

7 3. (1) Notwithstanding subsection 1 of this section or anything else to the contrary in
8 sections 381.011 to 381.405, a title insurer is expressly authorized to issue closing or settlement
9 protection letters (and to collect a fee for such issuance) in all transactions where its title
10 insurance policies are issued and where its issuing agent or agency is performing settlement
11 services and shall do so in favor of [and upon request by] the applicable buyer, lender, or seller
12 in [such transaction] **all residential real estate transactions**. Such closing or settlement
13 protection letter form shall be filed with the director under section 381.085 and shall conform
14 to the terms of coverage and form of instrument as required by rule of the director and shall
15 indemnify a buyer, lender, or seller solely against losses not to exceed the amount of the
16 settlement funds only because of the following acts of the title insurer's named issuing title
17 agency or title agent:

18 (a) Acts of theft of settlement funds or fraud with regard to settlement funds; and

19 (b) Failure to comply with written closing instructions by the proposed insured when
20 agreed to by the title agency or title agent relating to title insurance coverage.

21 (2) The rate for issuance of a closing or settlement protection letter in a residential real
22 estate transaction indemnifying a lessee or purchaser of an interest in land, a borrower, or a
23 lender secured by a mortgage, including any other security instrument, of an interest in land shall
24 be filed as a rate with the director.

25 (3) The rate for issuance of a closing or settlement protection letter in a residential real
26 estate transaction indemnifying a seller of an interest in land shall be filed as a separate rate with
27 the director.

28 (4) Such filed rate shall not be excessive or inadequate. The entire rate for the closing
29 or settlement protection letter shall be retained by the title insurer.

30 (5) Except as provided under this section or section 381.403, a title insurer shall not
31 provide any other coverage which purports to indemnify against improper acts or omissions of
32 a person with regard to escrow, settlement, or closing services.

392.010. Any number of persons, not less than five, being subscribers to the stock of any
2 contemplated telephone or magnetic telegraph company, may be formed into a corporation for
3 the purpose of constructing, owning, operating and maintaining lines of telephone or magnetic
4 telegraph, upon complying with the following requirements: Whenever stock to the amount of
5 not less than twenty thousand dollars shall have been subscribed for the purpose of forming a
6 telegraph company, or five hundred dollars for the purpose of forming a telephone company, the
7 subscribers to such stock shall elect such number of directors, not less than three nor more than
8 twenty-one, as they may determine, and shall severally subscribe articles of association, which
9 shall set forth the name of the corporation, the amount of the capital stock of the company, the
10 number of directors, the amount of each share of stock, the number and names of the subscribers
11 to the stock of the company, and the number of shares of stock taken by each subscriber, the
12 location of the principal office or place of business of the company, and the names of its
13 authorized agents thereat, which shall be verified by the affidavit of at least three of the
14 subscribers thereto[, and shall pay into the state treasury fifty dollars for the first fifty thousand
15 dollars or less of its capital stock, and the further sum of five dollars for every additional ten
16 thousand dollars thereof].

414.036. 1. After December 31, 2010, the owner or operator of an aboveground storage
2 tank defined in subsection 2 of this section shall maintain evidence of financial responsibility in
3 an amount equal to or greater than one million dollars per occurrence and two million dollars
4 annual aggregate for the costs of taking corrective action and compensating third parties for
5 bodily injury and property damage caused by sudden and nonsudden accidental releases arising
6 from the operation of the tank.

7 2. For the purposes of this section, "aboveground storage tank" is defined as any one or
8 a combination of tanks, including pipes connected thereto, used to contain an accumulation of
9 petroleum and the volume of which, including the volume of the aboveground pipes connected
10 thereto, is ninety percent or more above the surface of the ground, which is utilized for the sale
11 of products regulated by this chapter. The term does not include those tanks described in
12 paragraphs (a) to (k) of subdivision (16) of section 319.100, nor does it include aboveground
13 storage tanks at refineries, petroleum pipeline terminals, or marine terminals.

14 3. Owners and operators may meet the requirements of this section by participating in
15 the petroleum storage tank insurance fund created in section 319.129 or by any other method
16 approved by the department.

17 4. The department shall promulgate rules to implement the provisions of this section.
18 Any rule or portion of a rule, as that term is defined in section 536.010, that is created under the
19 authority delegated in this section shall become effective only if it complies with and is subject
20 to all of the provisions of chapter 536 and, if applicable, section 536.028. This section and
21 chapter 536 are nonseverable and if any of the powers vested with the general assembly pursuant
22 to chapter 536 to review, to delay the effective date, or to disapprove and annul a rule are
23 subsequently held unconstitutional, then the grant of rulemaking authority and any rule proposed
24 or adopted after August 28, 2008, shall be invalid and void.

25 **5. Except in cases of fraud or misrepresentation on the application for coverage,**
26 **no owner or operator shall be denied benefits by the petroleum storage tank insurance**
27 **fund or other provider of financial responsibility required by this section solely because**
28 **the owner or operator's claim arises from a release of a regulated motor fuel deemed**
29 **incompatible with the motor fuel storage tank system.**

 414.255. 1. This section shall be known and may be cited as the "Missouri Renewable
2 Fuel Standard Act".

3 2. For purposes of this section, the following terms shall mean:

4 (1) "Aviation fuel", any motor fuel specifically compounded for use in reciprocating
5 aircraft engines;

6 (2) "Distributor", a person who either produces, refines, blends, compounds or
7 manufactures motor fuel, imports motor fuel into a state or exports motor fuel out of a state, or
8 who is engaged in distribution of motor fuel;

9 (3) "Fuel ethanol-blended gasoline", a mixture of ninety percent gasoline and ten percent
10 fuel ethanol in which the fuel ethanol meets ASTM International Specification D4806, as
11 amended. The ten percent fuel ethanol portion may be derived from any agricultural source;

12 (4) "Position holder", the person who holds the inventory position in motor fuel in a
13 terminal, as reflected on the records of the terminal operator. A person holds the inventory
14 position in motor fuel when that person has a contract with the terminal operator for the use of
15 storage facilities and terminating services for motor fuel at the terminal. The term includes a
16 terminal operator who owns motor fuel in the terminal;

17 (5) "Premium gasoline", gasoline with an antiknock index number of ninety-one or
18 greater;

19 (6) "Price", the cost of the fuel ethanol plus fuel taxes and transportation expenses less
20 tax credits, if any; or the cost of the fuel ethanol-blended gasoline plus fuel taxes and
21 transportation expenses less tax credits, if any; or the cost of the unblended gasoline plus fuel
22 taxes and transportation expenses less tax credits, if any;

23 (7) "Qualified terminal", a terminal that has been assigned a terminal control number
24 (tcn) by the Internal Revenue Service;

25 (8) "Supplier", a person that is:

26 (a) Registered or required to be registered pursuant to 26 U.S.C., Section 4101, for
27 transactions in motor fuels in the bulk transfer/terminal distribution system; and

28 (b) One or more of the following:

29 a. The position holder in a terminal or refinery in this state;

30 b. Imports motor fuel into this state from a foreign country;

31 c. Acquires motor fuel from a terminal or refinery in this state from a position holder
32 pursuant to either a two-party exchange or a qualified buy-sell arrangement which is treated as
33 an exchange and appears on the records of the terminal operator; or

34 d. The position holder in a terminal or refinery outside this state with respect to motor
35 fuel which that person imports into this state. A terminal operator shall not be considered a
36 supplier based solely on the fact that the terminal operator handles motor fuel consigned to it
37 within a terminal. "Supplier" also means a person that produces fuel grade alcohol or
38 alcohol-derivative substances in this state, produces fuel grade alcohol or alcohol-derivative
39 substances for import to this state into a terminal, or acquires upon import by truck, rail car or
40 barge into a terminal, fuel grade alcohol or alcohol-derivative substances. "Supplier" includes
41 a permissive supplier unless specifically provided otherwise;

42 (9) "Terminal", a bulk storage and distribution facility which includes:

43 (a) For the purposes of motor fuel, is a qualified terminal;

44 (b) For the purposes of fuel grade alcohol, is supplied by truck, rail car, boat, barge or
45 pipeline and the products are removed at a rack; and

46 (10) "Unblended gasoline", gasoline that has not been blended with fuel ethanol.

47 3. Except as otherwise provided under subsections 4 and 5 of this section, on and after
48 January 1, 2008, all gasoline sold or offered for sale in Missouri at retail shall be fuel
49 ethanol-blended gasoline.

50 4. If a distributor is unable to obtain fuel ethanol or fuel ethanol-blended gasoline from
51 a position holder or supplier at the terminal at the same or lower price as unblended gasoline,
52 then the purchase of unblended gasoline by the distributor and the sale of the unblended gasoline
53 at retail shall not be deemed a violation of this section. The position holder, supplier, distributor,
54 and ultimate vendor shall, upon request, provide the required documentation regarding the sales
55 transaction and price of fuel ethanol, fuel ethanol-blended gasoline, and unblended gasoline to
56 the department of agriculture and the department of revenue. All information obtained by the
57 departments from such sources shall be confidential and not disclosed except by court order or
58 as otherwise provided by law.

59 5. The following shall be exempt from the provisions of this section:

60 (1) Aviation fuel and automotive gasoline used in aircraft;

61 (2) Premium gasoline;

62 (3) E75-E85 fuel ethanol;

63 (4) Any specific exemptions declared by the United States Environmental Protection
64 Agency; and

65 (5) Bulk transfers between terminals. The director of the department of agriculture may
66 by rule exempt or rescind additional gasoline uses from the requirements of this section. The
67 governor may by executive order waive the requirements of this section or any part thereof in
68 part or in whole for all or any portion of this state for reasons related to air quality. Any regional
69 waiver shall be issued and implemented in such a way as to minimize putting any region of the
70 state at a competitive advantage or disadvantage with any other region of the state.

71 6. The provisions of section 414.152 shall apply for purposes of enforcement of this
72 section.

73 7. The department of agriculture is hereby authorized to promulgate rules to ensure
74 implementation of, and compliance and consistency with, this section. Any rule or portion of
75 a rule, as that term is defined in section 536.010, that is created under the authority delegated in
76 this section shall become effective only if it complies with and is subject to all of the provisions
77 of chapter 536 and, if applicable, section 536.028. This section and chapter 536 are nonseverable
78 and if any of the powers vested with the general assembly pursuant to chapter 536 to review, to
79 delay the effective date, or to disapprove and annul a rule are subsequently held unconstitutional,
80 then the grant of rulemaking authority and any rule proposed or adopted after August 28, 2006,
81 shall be invalid and void.

82 8. All terminals in Missouri that sell gasoline shall offer for sale, in cooperation with
83 position holders and suppliers, fuel ethanol-blended gasoline, fuel ethanol, and unblended
84 gasoline. Terminals that only offer for sale federal reformulated gasolines, in cooperation with
85 position holders and suppliers, shall not be required to offer for sale unblended gasoline.

86 9. Notwithstanding any other law to the contrary, all fuel retailers, wholesalers,
87 distributors, and marketers shall be allowed to purchase fuel ethanol from any terminal, position
88 holder, fuel ethanol producer, fuel ethanol wholesaler, or supplier. In the event a court of
89 competent jurisdiction finds that this subsection does not apply to or improperly impairs existing
90 contractual relationships, then this subsection shall only apply to and impact future contractual
91 relationships.

92 **10. No motor vehicle manufacturer, distributor, or dealer or refiner, supplier,**
93 **wholesaler, distributor, retailer, or other vendor of motor fuel that contains or is blended**
94 **with any amount of ethanol, biodiesel, or other renewable fuel or biofuel and that complies**

95 **with labeling and motor fuel quality laws shall be liable for any property damages related**
96 **to a customer's purchase or use of such motor fuel from the vendor so long as the selection**
97 **of motor fuel was made by the customer and not the vendor. No motor fuel that contains**
98 **or is blended with any amount of ethanol, biodiesel, or other renewable fuel or biofuel shall**
99 **be considered a defective product for the purposes of a claim for property damage if such**
100 **motor fuel complies with motor fuel quality laws.**

417.016. 1. Subject to the limitations set forth in sections 417.005 to 417.066, any
2 person who adopts and uses a mark in this state may file in the office of the secretary of state,
3 on a form to be authorized or furnished by the secretary of state, an application for registration
4 of that mark setting forth, but not limited to, the following information:

5 (1) The name and business address of the person applying for such registration; and, if
6 a corporation, the state of incorporation;

7 (2) The goods or services in connection with which the mark is used and the mode or
8 manner in which the mark is used in connection with such goods or services and the class in
9 which such goods or services fall;

10 (3) The date when the mark was first used anywhere and the date when it was first used
11 in this state by the applicant or his predecessor in business; and

12 (4) A statement that the applicant is the owner of the mark and that no other person has
13 the right to use such mark in this state either in the identical form thereof or in such near
14 resemblance thereto as might be calculated to deceive or to be mistaken therefor.

15 2. The application shall be signed and verified by the applicant or by a member of the
16 firm or an officer of the corporation or association applying.

17 3. The application shall be accompanied by a specimen or facsimile of such mark in
18 triplicate.

19 4. [The application for registration shall be accompanied by a fee of fifty dollars, payable
20 to the director of revenue.

21 5.] The secretary of state may also require a statement as to whether an application to
22 register the mark, or portions or a composite thereof, has been filed by the applicant or a
23 predecessor in interest in the United States Patent and Trademark Office; and, if so, the applicant
24 shall provide full particulars with respect thereof including the filing date and serial number of
25 each application, the status thereof and, if any application was finally refused registration or has
26 otherwise not resulted in a registration, the reasons therefor.

27 [6.] 5. The secretary of state may also require that a drawing of the mark, complying
28 with such requirements as the secretary of state may specify, accompany the application.

29 [7.] 6. Upon the filing of an application for registration and payment of the application
30 fee, the secretary of state may cause the application to be examined for conformity with sections
31 417.005 to 417.066.

32 [8.] 7. The applicant shall provide any additional pertinent information requested by the
33 secretary of state including a description of a design mark and may make, or authorize the
34 secretary of state to make, such amendments to the application as may be reasonably requested
35 by the secretary of state or deemed by the applicant to be advisable to respond to any rejection
36 or objection.

37 [9.] 8. The secretary of state may require the applicant to disclaim an unregistrable
38 component of a mark otherwise registrable, and an applicant may voluntarily disclaim a
39 component of a mark sought to be registered. No disclaimer shall prejudice or affect the
40 applicant's or registrant's rights then existing or thereafter arising in the disclaimed matter, or the
41 applicant's or registrant's rights of registration on another application if the disclaimed matter be
42 or shall have become distinctive of the applicant's or registrant's goods or services.

43 [10.] 9. Amendments may be made by the secretary of state upon the application
44 submitted by the applicant with the applicant's agreement; or a fresh application may be required
45 to be submitted.

46 [11.] 10. If the applicant is found not to be entitled to registration, the secretary of state
47 shall advise the applicant thereof and of the reasons therefor. The applicant shall have a
48 reasonable period of time specified by the secretary of state in which to reply or to amend the
49 application, in which event the application shall then be reexamined. This procedure may be
50 repeated until:

51 (1) The secretary of state finally refuses registration of the mark; or

52 (2) The applicant fails to reply or amend within the specified period, whereupon the
53 application shall be deemed to have been abandoned.

54 [12.] 11. If the secretary of state finally refuses registration of the mark, the applicant
55 may seek, in the circuit court of Cole County, an extraordinary writ to compel such registration.
56 Such injunction may be granted, but without costs to the secretary of state, on proof that all the
57 statements in the application are true and that the mark is otherwise entitled to registration.

58 [13.] 12. In the instance of applications concurrently being processed by the secretary
59 of state seeking registration of the same or confusingly similar marks for the same or related
60 goods or services, the secretary of state shall grant priority to the applications in order of filing.
61 If a prior-filed application is granted a registration, the other application or applications shall
62 then be rejected. Any rejected applicant may bring an action for cancellation of the registration
63 upon grounds of prior or superior rights to the mark, in accordance with the provisions of section
64 417.041.

417.018. 1. The secretary of state may collect [an additional] a fee of five dollars [on] 2 **in lieu of** each and every fee [required in] **that was removed from this chapter as of August 28,** 3 **2015. The secretary of state may also collect a fee of five dollars on each and every fee** 4 **required in this chapter as of August 28, 2015.** All fees collected as provided in this section 5 shall be deposited in the state treasury and credited to the secretary of state's technology trust 6 fund account. The provisions of this section shall expire on December 31, [2017] **2021.**

7 **2. All fees required by this chapter as of August 1, 2015, and as of the effective date** 8 **of this section shall be published on the website of the secretary of state.**

417.021. 1. Upon compliance by the applicant with the requirements of sections 417.005 2 to 417.066, the secretary of state shall cause a certificate of registration to be issued and 3 delivered to the applicant. The certificate of registration shall be issued under the signature of 4 the secretary of state and the seal of the state, and it shall show the name and business address 5 and, if a corporation, the state of incorporation, of the person claiming ownership of the mark, 6 the date claimed for the first use of the mark anywhere and the date claimed for the first use of 7 the mark in this state, the class of goods or services and a description of the goods or services 8 on which the mark is used, a reproduction of the mark, the registration date and the term of the 9 registration.

10 2. Any certificate of registration issued by the secretary of state under the provisions 11 hereof or a copy thereof duly certified by the secretary of state shall be admissible in evidence 12 as competent and sufficient proof of the registration of such mark in any action or judicial 13 proceedings in any court of this state.

14 3. A registrant shall receive a duplicate of a certificate upon application for such 15 duplicate on a form authorized or furnished by the secretary of state [and the payment of a fee 16 of ten dollars].

17 4. A registrant shall receive an abstract of a mark upon application for such abstract on 18 a form authorized or furnished by the secretary of state [and the payment of a fee of five dollars].

417.026. 1. Registration of a mark hereunder shall be effective for a term of ten years 2 from the date of registration and, upon application filed within six months prior to the expiration 3 of such term, on a form to be authorized or furnished by the secretary of state, the registration 4 may be renewed for a like term. [A renewal fee of ten dollars, payable to the director of revenue, 5 shall accompany the application for renewal of the registration.] A mark registration may be 6 renewed for successive periods of ten years in like manner.

7 2. The secretary of state shall notify registrants of marks hereunder of the necessity of 8 renewal within the year next preceding the expiration of the ten years from the date of 9 registration, by writing to the last known address of the registrants.

10 3. Any registration in force on September 28, 1973, shall expire ten years from the date
11 of the registration or of the last renewal thereof or September 28, 1974, whichever is later, and
12 may be renewed by filing an application with the secretary of state on a form authorized or
13 furnished by him [and paying the aforementioned renewal fee therefor] within six months prior
14 to the expiration of the registration.

15 4. All applications for renewals under sections 417.005 to 417.066 whether of
16 registrations made under sections 417.005 to 417.066 or of registrations effected under any prior
17 act, shall include a statement that the mark is still in use in this state.

18 5. The secretary of state shall within six months after September 28, 1973, notify all
19 registrants of marks under previous acts of the date of expiration of such registrations unless
20 renewed in accordance with the provisions of sections 417.005 to 417.066, by writing to the last
21 known address of the registrants.

 417.031. 1. Any mark and its registration hereunder shall be assignable with the
2 goodwill of the business in which the mark is used, or with that part of the goodwill of the
3 business connected with the use of and symbolized by the mark. Assignment shall be in writing
4 upon transmittal forms authorized or furnished by the secretary of state and may be recorded with
5 the secretary of state [upon the payment of a fee of fifty dollars payable to] . The director of
6 revenue [who], upon recording of the assignment, shall issue in the name of the assignee a new
7 certificate for the remainder of the term of the registration or of the last renewal thereof. An
8 assignment of any registration under sections 417.005 to 417.066 shall be void as against any
9 subsequent purchaser for valuable consideration without notice, unless it is recorded with the
10 secretary of state within three months after the date thereof or prior to such subsequent purchase.

11 2. Any registrant or applicant effecting a change of the name of the person to whom the
12 mark was issued or for whom an application was filed may record, upon a transmittal form
13 authorized or furnished by the secretary of state, a certificate of change of name of the registrant
14 or applicant with the secretary of state upon the payment of the recording fee. The secretary of
15 state may issue in the name of the assignee a certificate of registration of an assigned application.
16 The secretary of state may issue in the name of the assignee, a new certificate or registration for
17 the remainder of the term of the registration or last renewal thereof.

18 3. Acknowledgment shall be prima facie evidence of the execution of an assignment or
19 other instrument and, when recorded by the secretary of state, the record shall be prima facie
20 evidence of execution.

 417.170. 1. Every person, society, association or corporation, assuming, adopting or
2 using the name of a military, ex-military, patriotic, benevolent, humane, fraternal or charitable
3 organization incorporated or organized under the laws of this or any other state or of the United
4 States, and members whereof may wear or exhibit the recognized or established badge, button,

5 emblem, decoration, insignia or charm thereof, or any emblem, insignia or charm representing
6 a component part of the recognized or established badge, button, emblem, decoration, insignia
7 or charm, may file in the office of the secretary of state, on a form to be furnished by the
8 secretary of state, an application for registration of the name of such military, ex-military,
9 patriotic, benevolent, humane, fraternal or charitable organization, together with a description
10 of such recognized and established badge, button, emblem, decoration, insignia or charm, and
11 the component parts of such badge, button, emblem, decoration, insignia or charm. The
12 application shall be accompanied by the actual, recognized and established badge, button,
13 emblem, decoration, insignia or charm [and the required fee of fifty dollars].

14 2. Upon compliance by the applicant with the requirements of sections 417.150 to
15 417.180, the secretary of state shall deliver to such person, society, association or corporation
16 so filing the same a duly attested certificate of registration of the same.

17 3. Such certificate shall, in all suits and prosecutions under sections 417.150 to 417.180,
18 be sufficient proof of the adoption of such badge, button, emblem, decoration, insignia or charm,
19 and the component parts thereof, and of the right of such person, society, association or
20 corporation to adopt the same.

21 [4. Applications for assignments, renewals, duplicate certificates and abstracts of
22 emblems shall be accompanied by a fee in the same amount as required for such application with
23 respect to a trademark as established under sections 417.005 to 417.066.]

417.175. 1. Registration of an emblem hereunder shall be effective for a term of five
2 years from the date of registration and, upon application filed within six months prior to the
3 expiration of such term, on a form to be furnished by the secretary of state, the registration may
4 be renewed for a like term. [The required renewal fee of twenty-five dollars shall accompany
5 the application for renewal of the registration.] An emblem registration may be renewed for
6 successive periods of five years in a like manner.

7 2. All applications for renewals under sections 417.170 to 417.180, whether for
8 registrations made under sections 417.170 to 417.180 or for registrations effected under any prior
9 act, shall include a statement that the emblem is still in use in this state.

456.950. 1. As used in this section, "qualified spousal trust" means a trust:

2 (1) The settlors of which are [husband and wife] **married to each other** at the time of
3 the creation of the trust; and

4 (2) The terms of which provide that during the joint lives of the settlors all property [or
5 interests in property] transferred to, or held by, the trustee are:

6 (a) Held and administered in one trust for the benefit of both settlors, revocable by either
7 **settlor** or both settlors [acting together] while either or both are alive, and each settlor having
8 the right to receive distributions of income or principal, whether mandatory or within the

9 discretion of the trustee, from the entire trust for the joint lives of the settlors and for the
10 survivor's life; or

11 (b) Held and administered in two separate shares of one trust for the benefit of each of
12 the settlors, with the trust revocable by each settlor with respect to that settlor's separate share
13 of that trust without the participation or consent of the other settlor, and each settlor having the
14 right to receive distributions of income or principal, whether mandatory or within the discretion
15 of the trustee, from that settlor's separate share for that settlor's life; or

16 (c) Held and administered under the terms and conditions contained in paragraphs (a)
17 and (b) of this subdivision.

18 2. A qualified spousal trust may contain any other trust terms that are not inconsistent
19 with the provisions of this section, **including, without limitation, a discretionary power to**
20 **distribute trust property to a person in addition to a settlor.**

21 3. [Any property or interests in property that are at any time transferred to the trustee of
22 a qualified spousal trust of which the husband and wife are the settlors, shall thereafter be
23 administered as provided by the trust terms in accordance with paragraph (a), (b), or (c) of
24 subdivision (2) of subsection 1 of this section. All trust property and interests in property that
25 is deemed for purposes of this section to be held as tenants by the entirety, including the proceeds
26 thereof, the income thereon, and any property into which such property, proceeds, or income may
27 be converted, shall have the same immunity from the claims of the separate creditors of the
28 settlors as would have existed if the settlors had continued to hold that property as husband and
29 wife as tenants by the entirety. Property or interests in property held by a husband and wife as
30 tenants by the entirety or as joint tenants or other form of joint ownership with right of
31 survivorship shall be conclusively deemed for purposes of this section to be held as tenants by
32 the entirety upon its transfer to the qualified spousal trust. All such transfers shall retain said
33 immunity, so long as:

34 (1) Both settlors are alive and remain married; and

35 (2) The property, proceeds, or income continue to be held in trust by the trustee of the
36 qualified spousal trust] **All property at any time held in a qualified spousal trust, without**
37 **regard to how such property was titled prior to it being so held, shall have the same**
38 **immunity from the claims of a separate creditor of either settlor as if such property were**
39 **held outside the trust by the settlors as tenants by the entirety, unless otherwise provided**
40 **in writing by the settlor or settlors who transferred such property to the trust, and such**
41 **property shall be treated for that purpose, including without limitation, federal and state**
42 **bankruptcy laws, as tenants by the entirety property. Property held in a qualified spousal**
43 **trust shall cease to receive immunity from the claims of creditors upon the dissolution of**
44 **marriage of the settlors by a court.**

45 4. [Property or interests in property held by a husband and wife or held in the sole name
46 of a husband or wife that are not held as tenants by the entirety or deemed held as tenants by the
47 entirety for purposes of this section and are transferred to a qualified spousal trust shall be held
48 as directed in the qualified spousal trust's governing instrument or in the instrument of transfer
49 and the rights of any claimant to any interest in that property shall not be affected by this section]
50 **As used in this section, "property" means any interest in any type of property held in a**
51 **qualified spousal trust, the income thereon, and any property into which such interest,**
52 **proceeds, or income may be converted.**

53 5. Upon the death of each settlor, all property [and interests in property] held by the
54 trustee of the qualified spousal trust shall be distributed as directed by the then current terms of
55 the governing instrument of such trust. Upon the death of the first settlor to die, if immediately
56 prior to death the predeceased settlor's interest in the qualified spousal trust was then held in such
57 settlor's separate share, the property [or interests in property] **held** in such settlor's separate share
58 may pass into an irrevocable trust for the benefit of the surviving settlor upon such terms as the
59 governing instrument shall direct, including without limitation a spendthrift provision as
60 provided in section 456.5-502.

61 6. **The respective rights of settlors who are married to each other in any property**
62 **for purposes of a dissolution of the settlors' marriage shall not be affected or changed by**
63 **reason of the transfer of that property to, or its subsequent administration as an asset of,**
64 **a qualified spousal trust during the marriage of the settlors, unless both settlors expressly**
65 **agree otherwise in writing.**

66 7. No transfer [by a husband and wife as settlors] to a qualified spousal trust shall [affect
67 or change either settlor's marital property rights to the transferred property or interest therein
68 immediately prior to such transfer in the event of dissolution of marriage of the spouses, unless
69 both spouses otherwise expressly agree in writing] **avoid or defeat the Missouri uniform**
70 **transfer act in chapter 428.**

71 [7.] **8.** This section shall apply to all trusts which fulfill the criteria set forth in this
72 section for a qualified spousal trust regardless of whether such trust was created before, **on,** or
73 after August 28, 2011.

456.1-113. Any transfer of an asset to a trustee of a trust, to such trust itself, or to
2 **a share of such trust, in a manner that is reasonably calculated to identify such trust or**
3 **that share of such trust, subjects that asset to the terms of such trust or that share.**

534.350. The judge rendering judgment in any such cause may issue execution at any
2 time after judgment, but such execution shall not be levied until after the expiration of the time
3 allowed for the taking of an appeal, except [as in the next succeeding section is provided]:

4 **(1) Execution for the purpose of restoring possession shall be issued no sooner than**
5 **ten days after the judgment. However, the execution for purposes of restoring possession**
6 **shall be stayed pending an appeal if the losing party posts an appeal bond; and**

7 **(2) If it shall appear to the officer having charge of the execution that the defendant**
8 **therein is about to remove, conceal, or dispose of his or her property, so as to hinder or**
9 **delay the levy, the rents and profits, damages and costs may be levied before the expiration**
10 **of the time allowed for taking an appeal.**

535.030. 1. Such summons shall be served as in other civil cases at least four days
2 before the court date in the summons. The summons shall include a court date which shall not
3 be more than twenty-one business days from the date the summons is issued unless at the time
4 of filing the affidavit the plaintiff or plaintiff's attorney consents in writing to a later date.

5 2. In addition to attempted personal service, the plaintiff may request, and thereupon the
6 clerk of the court shall make an order directing that the officer, or other person empowered to
7 execute the summons, shall also serve the same by securely affixing a copy of such summons and
8 the complaint in a conspicuous place on the dwelling of the premises in question at least ten days
9 before the court date in such summons, and by also mailing a copy of the summons and
10 complaint to the defendant at the defendant's last known address by ordinary mail at least ten
11 days before the court date. If the officer, or other person empowered to execute the summons,
12 shall return that the defendant is not found, or that the defendant has absconded or vacated his
13 or her usual place of abode in this state, and if proof be made by affidavit of the posting and of
14 the mailing of a copy of the summons and complaint, the judge shall at the request of the plaintiff
15 proceed to hear the case as if there had been personal service, and judgment shall be rendered
16 and proceedings had as in other cases, except that no money judgment shall be granted the
17 plaintiff where the defendant is in default and service is by the posting and mailing procedure
18 set forth in this section.

19 3. If the plaintiff does not request service of the original summons by posting and
20 mailing as provided in subsection 2 of this section, and if the officer, or other person empowered
21 to execute the summons, makes return that the defendant is not found, or that the defendant has
22 absconded or vacated the defendant's usual place of abode in this state, the plaintiff may request
23 the issuance of an alias summons and service of the same by posting and mailing in the time and
24 manner provided in subsection 2 of this section. In addition, the plaintiff or an agent of the
25 plaintiff who is at least eighteen years of age may serve the summons by posting and mailing a
26 copy of the summons in the time and manner provided in subsection 2 of this section. Upon
27 proof by affidavit of the posting and of the mailing of a copy of the summons or alias summons
28 and the complaint, the judge shall proceed to hear the case as if there had been personal service,
29 and judgment shall be rendered and proceedings had as in other cases, except that no money

30 judgment shall be granted the plaintiff where the defendant is in default and service is by the
31 posting and mailing procedure provided in subsection 2 of this section.

32 4. [On the date judgment is rendered as provided in this section where the defendant is
33 in default, the clerk of the court shall mail to the defendant at the defendant's last known address
34 by ordinary mail a notice informing the defendant of the judgment and the date it was entered,
35 and stating that] The defendant has ten days from the date of the judgment to file a motion to set
36 aside the judgment [in the circuit court, as the case may be,] and [that] unless the judgment is set
37 aside within ten days, the judgment **for possession** will become final and the defendant will be
38 subject to eviction from the premises without further notice. **On the date judgment is**
39 **rendered, if the defendant is in default, the clerk of the court shall mail to the defendant**
40 **at the defendant's last known address by ordinary mail a notice informing the defendant**
41 **of the foregoing.**

535.110. Applications for appeals shall be allowed and conducted in the manner
2 provided as in other civil cases; but no application for an appeal shall stay execution unless the
3 defendant [give] **gives** bond, with security sufficient to secure the payment of all damages, costs
4 and rent then due, and with condition to stay waste and to pay all subsequently accruing rent, if
5 any, into court within ten days [after it becomes due,] **after an entry of the judgment by the**
6 **trial court, all other provisions of law to the contrary notwithstanding,** pending
7 determination of the appeal. **Execution for the purpose of restoring possession shall be stayed**
8 **pending an appeal if the losing party posts a sufficient appeal bond.**

535.160. If the defendant, on the date any money judgment is given in any action
2 pursuant to this chapter, either tenders to the landlord, or brings into the court where the suit is
3 pending, all the rent then in arrears, and all the costs, further proceedings in the action shall cease
4 and be stayed. If on any date after the date of any original trial, **but before the judgment**
5 **becomes final,** the defendant shall satisfy such money judgment and pay all costs, any execution
6 for possession of the subject premises shall cease and be stayed; except that the landlord shall
7 not thereby be precluded from making application for appeal from such money judgment. If for
8 any reason no money judgment is entered against the defendant and judgment for the plaintiff
9 is limited only to possession of the subject premises, no stay of execution shall be had, except
10 as provided by the provisions of section 535.110 or the rules of civil procedure or by agreement
11 of the parties.

535.300. 1. A landlord may not demand or receive a security deposit in excess of two
2 months' rent.

3 2. Within thirty days after the date of termination of the tenancy, the landlord shall:

4 (1) Return the full amount of the security deposit; or

5 (2) Furnish to the tenant a written itemized list of the damages for which the security
6 deposit or any portion thereof is withheld, along with the balance of the security deposit. The
7 landlord shall have complied with this subsection by mailing such statement and any payment
8 to the last known address of the tenant.

9 3. The landlord may withhold from the security deposit only such amounts as are
10 reasonably necessary for the following reasons:

11 (1) To remedy a tenant's default in the payment of rent due to the landlord, pursuant to
12 the rental agreement;

13 (2) To restore the dwelling unit to its condition at the commencement of the tenancy,
14 ordinary wear and tear excepted; **provided, however, that this term does not preclude a**
15 **landlord and tenant from agreeing, in the rental agreement between them, upon amounts**
16 **or fees to be charged for specific services that may be required to return the premises to**
17 **its condition at the commencement of the tenancy including, but not limited to, cleaning**
18 **of the carpet, flooring, walls, or windows; or**

19 (3) To compensate the landlord for actual damages sustained as a result of the tenant's
20 failure to give adequate notice to terminate the tenancy pursuant to law or the rental agreement;
21 provided that the landlord makes reasonable efforts to mitigate damages.

22 4. The landlord shall give the tenant or his representative reasonable notice in writing
23 at his last known address or in person of the date and time when the landlord will inspect the
24 dwelling unit following the termination of the rental agreement to determine the amount of the
25 security deposit to be withheld, and the inspection shall be held at a reasonable time. The tenant
26 shall have the right to be present at the inspection of the dwelling unit at the time and date
27 scheduled by the landlord.

28 5. If the landlord wrongfully withholds all or any portion of the security deposit in
29 violation of this section, the tenant shall recover as damages not more than twice the amount
30 wrongfully withheld.

31 6. Nothing in this section shall be construed to limit the right of the landlord to recover
32 actual damages in excess of the security deposit, or to permit a tenant to apply or deduct any
33 portion of the security deposit at any time in lieu of payment of rent.

34 7. As used in this section, the term "security deposit" means any deposit of money or
35 property, however denominated, which is furnished by a tenant to a landlord to secure the
36 performance of any part of the rental agreement, including damages to the dwelling unit. This
37 term does not include any money or property denominated as a deposit for a pet on the premises.

537.601. Such sovereign or governmental tort immunity as existed at common law
2 **in this state prior to September 12, 1977, is specifically extended to include and apply to**
3 **all private persons, firms, contractors, and entities, including all employees, agents, and**

4 representatives thereof, employed, contracted, or subcontracted to provide governmental
5 services that provide a general public benefit and serve the public health and welfare to or
6 on behalf of any state or local government entity or any nonprofit corporation formed for
7 the primary purpose of managing, operating, or maintaining a streetcar transit system
8 located in any home rule city with more than four hundred thousand inhabitants and
9 located in more than one county, in tort actions where the injury occurred on or after
10 August 28, 2015, subject to the waivers provided in subsection 1 of section 537.600.

620.3150. Notwithstanding any other provision of law, any comprehensive state
2 energy plan developed by the division of energy shall be adopted and implemented only
3 upon the approval of such plan by the general assembly by concurrent resolution. No
4 expenditure shall be made by any executive department or agency of this state in
5 furtherance of such plan until such plan is approved as described in this section.

660.755. 1. There shall be created the joint interim legislative committee on human
2 investment and social impact bonds.

3 2. The committee shall consist of the following members:

4 (1) Six members of the house of representatives, four appointed by the speaker of
5 the house and two appointed by the minority floor leader; and

6 (2) Six members of the senate, four appointed by the president pro tem of the senate
7 and two by the minority leader of the senate.

8
9 A majority of the members of the committee shall constitute a quorum. The members shall
10 select one of its members to serve as chair and one to serve as vice chair.

11 3. The committee shall:

12 (1) Research the Pay for Success federal program and similar state programs to
13 determine whether a similar program would be beneficial to Missouri;

14 (2) Determine the feasibility of whether social impact bonds would be a beneficial
15 financial tool for Missouri;

16 (3) Determine whether social impact bond agreements would use public resources
17 more efficiently and improve services for disadvantaged populations;

18 (4) Identify third party providers that create and implement prevention-based
19 social service programs and services that demonstrably result in positive impacts for
20 individuals and families that are cost beneficial and that efficiently utilize government
21 resources, such programs may focus on recidivism, homelessness, workforce development,
22 preventative health care, early childhood and home-visiting programs, or the foster care
23 system;

24 **(5) Develop and approve metrics by which to evaluate the third party provider's**
25 **fiscal impact and project efficacy;**

26 **(6) Identify third party evaluators that determine whether a social impact bond**
27 **agreement has been successfully performed; and**

28 **(7) Compile a full report on social impact bonds for the submission to the general**
29 **assembly by January thirtieth of each year that the general assembly convenes in regular**
30 **session.**

31 **4. The provisions of this section shall expire on January 30, 2020.**

Section 1. Notwithstanding any other provision of law to the contrary, any
2 **individual who holds an occupational license issued by the Missouri gaming commission**
3 **as a unarmed security guard serving on an excursion gambling boat, or a facility adjacent**
4 **to such boat, shall be exempt from any other political subdivision's licensing requirements**
5 **for unarmed security guards. This section is intended to preempt the use of multiple**
6 **standards for regulating unarmed security guards in areas subject to regulation by the**
7 **Missouri gaming commission, and the commission shall have sole authority to license and**
8 **regulate unarmed security guards on excursion gambling boats and adjacent facilities.**

 [274.170. For filing articles of incorporation, an association organized
2 hereunder shall pay ten dollars; and for filing an amendment to the article, two
3 dollars and fifty cents.]
4

 [357.060. 1. For incorporation under this chapter as herein provided,
2 there shall be paid to and collected by the state director of revenue a fee of fifty
3 dollars for the first fifty thousand dollars or less of capital stock, and the further
4 sum of five dollars for each additional ten thousand dollars of its capital stock.
5 The limitation upon the aggregate amount of capital stock shall be the same as
6 in respect to other corporations.

7 2. Fees mandated in subsection 1 of this section shall be waived if the
8 association of persons signing the written articles of association and agreement
9 includes a member of the Missouri National Guard or any other active duty
10 military, who resides in the state of Missouri, and provides proof of such service
11 to the secretary of state.]
12

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

- 3 (1) Certificates of limited partnership: one hundred dollars;
- 4 (2) Applications for registration of foreign limited partnerships and
5 issuance of a certificate of registration to transact business in this state: one
6 hundred dollars;

- 7 (3) Amendments to and restatements of certificates of limited
- 8 partnerships or to applications for registration of foreign limited partnerships or
- 9 any other filing not otherwise provided for: twenty dollars;
- 10 (4) Cancellations of certificates of limited partnerships or of registration of
- 11 foreign limited partnerships: twenty dollars;
- 12 (5) A consent required to be filed under this chapter: twenty dollars;
- 13 (6) A change of address of registered agent, or change of registered agent,
- 14 or both: five dollars;
- 15 (7) A partner list: one dollar each page;
- 16 (8) Reservation of name: twenty dollars;
- 17 (9) Rescission fee: one hundred dollars.
- 18 2. Fees mandated in subdivision (1) of subsection 1 of this section shall
- 19 be waived if a general partner of the partnership is a member of the Missouri
- 20 National Guard or any other active duty military, resides in the state of Missouri,
- 21 and provides proof of such service to the secretary of state.]
- 22

2 [417.220. 1. For the registration or renewal of each fictitious name under

3 sections 417.200 to 417.230 there shall be paid to the state director of revenue a

4 fee of two dollars if filed electronically in a format prescribed by the secretary of

5 state or if filed in a written format prescribed by the secretary of state.

6 2. Fees mandated in subsection 1 of this section shall be waived if a party

7 owning any interest or part in the business is a member of the Missouri National

8 Guard or any other active duty military, resides in the state of Missouri, and

9 provides proof of such service to the secretary of state.]

2 [534.360. If it shall appear to the officer having charge of the execution

3 that the defendant therein is about to remove, conceal or dispose of his property,

4 so as to hinder or delay the levy, the rents and profits, damages and costs may be

5 levied before the expiration of the time allowed for taking an appeal.]

2 Section B. Because of the imminent adoption of a state energy plan, section 620.3150

3 of section A of this act is deemed necessary for the immediate preservation of the public health,

4 welfare, peace, and safety, and is hereby declared to be an emergency act within the meaning of

5 the constitution, and section 620.3150 of section A of this act shall be in full force and effect

upon its passage and approval.

