

SECOND REGULAR SESSION

HOUSE BILL NO. 1937

98TH GENERAL ASSEMBLY

INTRODUCED BY REPRESENTATIVE MCCAHERTY.

5495H.011

D. ADAM CRUMBLISS, Chief Clerk

AN ACT

To repeal sections 274.170, 274.190, 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, 392.010, 417.016, 417.018, 417.021, 417.026, 417.031, 417.170, 417.175, and 417.220, RSMo, and to enact in lieu thereof forty-six new sections relating to business filing fees collected by the secretary of state, with an existing penalty provision.

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

Section A. Sections 274.170, 274.190, 347.055, 347.160, 347.179, 347.740, 351.049, 2 351.065, 351.120, 351.122, 351.125, 351.127, 351.522, 351.576, 351.657, 351.658, 351.1015, 3 351.1018, 351.1213, 355.011, 355.021, 355.023, 355.703, 355.857, 356.211, 356.233, 357.010, 4 357.030, 357.060, 358.440, 358.460, 358.470, 358.501, 359.145, 359.531, 359.641, 359.651, 5 359.653, 392.010, 417.016, 417.018, 417.021, 417.026, 417.031, 417.170, 417.175, and 417.220, 6 RSMo, are repealed and forty-six new sections enacted in lieu thereof, to be known as sections 7 274.190, 347.055, 347.160, 347.179, 347.740, 351.049, 351.065, 351.120, 351.122, 351.125, 8 351.127, 351.522, 351.576, 351.657, 351.658, 351.1015, 351.1018, 351.1213, 355.011, 355.021, 9 355.023, 355.703, 355.857, 356.211, 356.233, 357.010, 357.030, 357.060, 358.440, 358.460, 10 358.470, 358.501, 359.145, 359.531, 359.641, 359.651, 359.653, 392.010, 417.016, 417.018, 11 417.021, 417.026, 417.031, 417.170, 417.175, and 417.220, to read as follows:

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

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.

3 chapter by limiting its membership and adopting the other restrictions as provided herein. It
4 shall 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.]

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
8 sixty 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] **for**
30 **filing articles of organization or for the reservation of a name** shall be waived if an organizer
31 who is listed as a member in the operating agreement of the limited liability company is a
32 member of the Missouri National Guard or any other active duty military, resides in the state of
33 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 **2016, except in the case of fees on the filing of articles of organization. The secretary of**

4 **state may also collect a fee of five dollars on each and every fee required in this chapter as**
5 **of August 28, 2016.** All fees collected as provided in this section shall be deposited in the state
6 treasury and credited to the secretary of state's technology trust fund account. The provisions of
7 this section shall expire on December 31, [2017] **2021.**

8 **2. All fees required by this chapter as of August 1, 2016, and as of the effective date**
9 **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] **for filing articles of incorporation**
18 shall be waived if a majority shareholder, officer, or director of the organizing corporation is a
19 member of the Missouri National Guard or any other active duty military, resides in the state of
20 Missouri, and provides 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
14 July 1, 2003, shall file the corporate registration report on the month indicated on the
15 corporation's last corporate registration report. Corporations formed on or after July 1, 2003,
16 shall file a corporate registration report within thirty days of the date of incorporation or
17 qualification and every year thereafter, except as provided in section 351.122, in the month that
18 they were incorporated or qualified, unless such month is changed by the corporation under
19 subsection 8 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
26 registered agent with the filing of the corporate registration report, the corporation must include
27 the new registered agent's written consent to the appointment as registered agent and a written
28 consent stating that such change in registered agents was authorized by resolution duly adopted
29 by the board of directors. The written consent must be signed by the new registered agent and
30 must include such agent's address. If the corporate registration report is not completed correctly,
31 the 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[, provided that]
3 **as of August 28, 2016, except in the case of fees on the filing of articles of incorporation.**
4 The secretary of state may collect [an additional] a fee of ten dollars on each corporate
5 registration report [fee] filed under section 351.122. **The secretary of state may also collect**
6 **a fee of five dollars on each and every fee required in this chapter as of August 28, 2016.**
7 All fees collected as provided in this section shall be deposited in the state treasury and credited
8 to the secretary of state's technology trust fund account. The provisions of this section shall
9 expire on December 31, [2017] **2021.**

10 **2. All fees required by this chapter as of August 1, 2016, 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
2 secretary of state's office when it has disposed of all claims filed against it pursuant to sections
3 351.478 and 351.482 and all remaining assets have been distributed to its shareholders. The
4 request for termination shall state:

- 5 (1) The name of the corporation;
 - 6 (2) The date of its dissolution;
 - 7 (3) A statement that it has disposed of all claims filed against it pursuant to sections
8 351.478 and 351.482;
 - 9 (4) A statement that all remaining assets have been distributed to its shareholders.
- 10 2. [The filing fee for filing a request for termination is twenty dollars.]

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

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

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

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

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

8 (4) The street address of its principal office;

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

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

12 (7) Such other information as the secretary of state shall determine is necessary to
13 calculate any fees or taxes associated with the issuance of a certificate of authority under section
14 351.572.

15 2. The foreign corporation shall deliver with the completed application a certificate of
16 existence, or a document of similar import, duly authenticated by the secretary of state or other
17 official having custody of corporate records in the state or country under whose law it is
18 incorporated. [Such corporation shall be required to pay into the state treasury a fee of one
19 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
2 [and a fee of five dollars], furnish to the person or governmental agency so requesting an abstract
3 of the corporate or registration record of any business entity registered in the secretary of state's
4 office. Such abstract shall be in concise form and may contain the information contained in one
5 or more annual corporation registration reports or any other document filed by the corporation.
6 The abstract shall contain:

7 (1) The name of the business entity;

8 (2) The principal place of business, if known;

9 (3) The registered agent and registered office; and

10 (4) The current status of the business entity.

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

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

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

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

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

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

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

3 (1) [Filing application for reservation of a corporate name, twenty dollars;

4 (2) Filing amendment to articles of incorporation or certificate of authority and issuing
5 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
62 provided 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
14 corporation, 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 **or her** 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 [mandated in subdivisions (1) and (2) of subsection 1 of this section] **for filing**
37 **articles of incorporation or an application for a reserved name** shall be waived if an initial
38 officer or director of the nonprofit corporation is a member of the Missouri National Guard or
39 any other active duty military, resides in the state of Missouri, and provides proof of such service
40 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 **2016, except in the case of fees on the filing of articles of incorporation. The secretary of**
4 **state may also collect a fee of five dollars on each and every fee required in this chapter as**
5 **of August 28, 2016.** All fees collected as provided in this section shall be deposited in the state

6 treasury and credited to the secretary of state's technology trust fund account. The provisions of
7 this section shall expire on December 31, [2017] **2021**.

8 **2. All fees required by this chapter as of August 1, 2016, and as of the effective date**
9 **of this section shall be reflected in a schedule of fees published on the website of the**
10 **secretary of state.**

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 **2016. 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, 2016.** 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, 2016, 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
4 housing, or for the purpose of conducting any agricultural or mercantile business on the
5 cooperative plan, including the buying, selling, manufacturing, storage, transportation or other
6 handling or dealing in or with, by associations of agriculturists, of agricultural, dairy or similar
7 products, and including the manufacturing transformation of such articles into products derived
8 therefrom, and for the purpose of the purchasing of or selling to all shareholders and others
9 groceries, provisions 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.]

357.060. [1. For incorporation under this chapter as herein provided, there shall be paid
2 to and collected by the state director of revenue a fee of fifty dollars for the first fifty thousand

3 dollars or less of capital stock, and the further sum of five dollars for each additional ten
4 thousand dollars of its capital stock. The limitation upon the aggregate amount of capital stock
5 shall be the same as in respect to other corporations.

6 2.] Fees [mandated in subsection 1 of this section] **for incorporation** shall be waived
7 if the association of persons signing the written articles of association and agreement includes
8 a member of the Missouri National Guard or any other active duty military, who resides in the
9 state of Missouri, and provides proof of such service to 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
55 continues an effective registration for one year after the date the effective registration would
56 otherwise 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] **5 or 9** of this section, that fact shall not affect the
68 status of the partnership as a registered limited liability partnership prior to the date the
69 partnership ceased to be registered pursuant to this section.

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

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

77

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
95 registered 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 a
105 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 deemed
134 to have dissolved as a result thereof and is for all purposes the same partnership that existed
135 before the registration and continues to be a partnership under the laws of this state. If a
136 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.] **20.** Fees [mandated in subsection 3 of this section] **for filing an application for**
142 **a limited liability partnership** shall be waived if a general partner of the partnership is a
143 member of the Missouri National Guard or any other active duty military, resides in the state of
144 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 sixty
12 days. A name reservation shall not exceed a period of one hundred eighty days from the date of
13 the first name reservation application. Upon the one hundred eighty-first day the name shall
14 cease reserve status and shall not be placed back in such status. The right to the exclusive use
15 of a reserved name may be transferred to any other person by filing in the office of the secretary
16 of state a notice of the transfer, executed by the applicant for whom the name was reserved,
17 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

41 of 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, **except in the case of the fee for filing an application. The**
4 **secretary of state may also collect a fee of five dollars on each and every fee required in this**
5 **chapter as of August 28, 2016.** All fees collected as provided in this section shall be deposited
6 in the state treasury and credited to the secretary of state's technology trust fund account.

7 **2. All fees required by this chapter as of August 1, 2016, 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.]

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

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

16 2.] Fees [mandated in subdivision (1) of subsection 1 of this section] **for filing**
 17 **certificates of limited partnership** shall be waived if a general partner of the partnership is a
 18 member of the Missouri National Guard or any other active duty military, resides in the state of
 19 Missouri, and provides proof of such service to the secretary of state.

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 **2016, except in the case of fees for the filing of certificates of limited partnership. The**
 4 **secretary of state may also collect a fee of five dollars on each and every fee required in this**
 5 **chapter as of August 28, 2016.** All fees collected as provided in this section shall be deposited
 6 in the state treasury and credited to the secretary of state's technology trust fund account. The
 7 provisions of this section shall expire on December 31, [2017] **2021.**

8 **2. All fees required by this chapter as of August 1, 2016, and as of the effective date**
 9 **of this section shall be published on the website of the secretary of state.**

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].

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 **or her** 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 with
28 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 **2016, except in the case of the fee on an application for registration. The secretary of state**
4 **may also collect a fee of five dollars on each and every fee required in this chapter as of**
5 **August 28, 2016.** All fees collected as provided in this section shall be deposited in the state
6 treasury and credited to the secretary of state's technology trust fund account. The provisions of
7 this section shall expire on December 31, [2017] **2021.**

8 **2. All fees required by this chapter as of August 1, 2016, and as of the effective date**
9 **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] **or her** within six months
14 prior 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.

417.220. [1. For the registration or renewal of each fictitious name under sections
2 417.200 to 417.230 there shall be paid to the state director of revenue a fee of two dollars if filed
3 electronically in a format prescribed by the secretary of state or if filed in a written format
4 prescribed by the secretary of state.

5 2.] Fees [mandated in subsection 1 of this section] **for the registration or renewal of**
6 **fictitious name** shall be waived if a party owning any interest or part in the business is a member
7 of the Missouri National Guard or any other active duty military, resides in the state of Missouri,
8 and provides proof of such service to the secretary of state.

[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.]

✓