

SECOND REGULAR SESSION

HOUSE BILL NO. 2223

100TH GENERAL ASSEMBLY

INTRODUCED BY REPRESENTATIVE VEIT.

4927H.011

DANA RADEMAN MILLER, Chief Clerk

AN ACT

To repeal section 347.143, RSMo, and to enact in lieu thereof one new section relating to limited liability companies.

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

Section A. Section 347.143, RSMo, is repealed and one new section enacted in lieu thereof, to be known as section 347.143, to read as follows:

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

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

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

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

or

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

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

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

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

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.

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

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

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

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