

# SENATE BILL NO. 286

101ST GENERAL ASSEMBLY

INTRODUCED BY SENATOR HOUGH.

1221S.01H

ADRIANE D. CROUSE, Secretary

## AN ACT

To repeal sections 347.179, 347.183, 358.460, and 358.470, RSMo, and to enact in lieu thereof five new sections relating to regulation of certain business organizations, with existing penalty provisions.

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

Section A. Sections 347.179, 347.183, 358.460, and  
2 358.470, RSMo, are repealed and five new sections enacted in  
3 lieu thereof, to be known as sections 347.044, 347.179, 347.183,  
4 358.460, and 358.470, to read as follows:

**347.044. 1. Every limited liability company organized  
2 pursuant to this chapter and every foreign limited liability  
3 company registered in this state shall file an information  
4 statement with the secretary of state.**

**2. The information statement shall include:**

**(1) The name of the limited liability company or  
7 foreign limited liability company;**

**(2) The company charter number assigned by the  
9 secretary of state;**

**(3) The address of the principal place of business;**

**(4) The address, including street and number, if any,  
12 of the registered office and the name of the registered  
13 agent at such office; and**

**(5) If a foreign limited liability company, the state  
15 or other jurisdiction under whose law the company is formed.**

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

16           3. The information statement shall be current as of  
17 the date the statement is filed with the secretary of state.

18           4. The limited liability company or foreign limited  
19 liability company shall file an information statement every  
20 five years, and the information statement shall be due on  
21 the fifteenth day of the month in which the anniversary of  
22 the date the limited liability company or foreign limited  
23 liability company organized or registered in Missouri  
24 occurs. For limited liability companies and foreign limited  
25 liability companies that organized or registered in an even-  
26 numbered year before January 1, 2022, the first information  
27 statement shall be due in 2024. For limited liability  
28 companies and foreign limited liability companies that  
29 organized or registered in an odd-numbered year before  
30 January 1, 2023, the first information statement shall be  
31 due in 2025.

32           5. The information statement shall be signed by an  
33 authorized person.

34           6. If the information statement does not contain the  
35 information required under this section, the secretary of  
36 state shall promptly notify the limited liability company or  
37 foreign limited liability company and return the information  
38 statement for completion. The entity shall return the  
39 completed information statement to the secretary within  
40 sixty days of the issuance of the notice.

41           7. Ninety days before the statement is due, the  
42 secretary of state shall send notice to each limited  
43 liability company or foreign limited liability company that  
44 the information statement is due. The notice shall be  
45 directed to the limited liability company's registered  
46 office as stated in the company's most recent filing with  
47 the secretary of state.

347.179. 1. The secretary shall charge and collect:

2 (1) For filing the original articles of organization,  
3 a fee of [one hundred] **ninety-five** dollars;

4 (2) For filing the original articles of organization  
5 online, in an electronic format prescribed by the secretary  
6 of state, a fee of [forty-five] **thirty-five** dollars;

7 (3) Applications for registration of foreign limited  
8 liability companies and issuance of a certificate of  
9 registration to transact business in this state, a fee of  
10 one hundred dollars;

11 (4) Amendments to and restatements of articles of  
12 limited liability companies to application for registration  
13 of a foreign limited liability company or any other filing  
14 otherwise provided for, a fee of twenty dollars **or, if filed**  
15 **online in an electronic format prescribed by the secretary,**  
16 **a fee of ten dollars;**

17 (5) Articles of termination of limited liability  
18 companies or cancellation of registration of foreign limited  
19 liability companies, a fee of twenty dollars **or, if filed**  
20 **online in an electronic format prescribed by the secretary,**  
21 **a fee of ten dollars;**

22 (6) For filing notice of merger or consolidation, a  
23 fee of twenty dollars;

24 (7) For filing a notice of winding up, a fee of twenty  
25 dollars **or, if filed online in an electronic format**  
26 **prescribed by the secretary, a fee of ten dollars;**

27 (8) For issuing a certificate of good standing, a fee  
28 of five dollars;

29 (9) For a notice of the abandonment of merger or  
30 consolidation, a fee of twenty dollars;

31 (10) For furnishing a copy of any document or  
32 instrument, a fee of fifty cents per page;

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

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

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

45 (14) For filing an amended certificate of registration  
46 a fee of twenty dollars; [and]

47 (15) For filing a statement of correction a fee of  
48 five dollars;

49 **(16) For filing an information statement for a**  
50 **domestic or foreign limited liability company, a fee of**  
51 **fifteen dollars or, if filing online in an electronic format**  
52 **prescribed by the secretary, a fee of five dollars;**

53 **(17) For filing a withdrawal of an erroneously or**  
54 **accidentally filed notice of winding up or articles of**  
55 **termination, a fee of ninety-five dollars; and**

56 **(18) For a filing relating to a limited liability**  
57 **series an additional fee of ten dollars for each series**  
58 **effected or, if filing online in an electronic format**  
59 **prescribed by the secretary, a fee of five dollars for each**  
60 **series effected.**

61 2. Fees mandated in subdivisions (1) and (2) of  
62 subsection 1 of this section and for application for  
63 reservation of a name in subdivision (11) of subsection 1 of  
64 this section shall be waived if an organizer who is listed

65 as a member in the operating agreement of the limited  
66 liability company is a member of the Missouri National Guard  
67 or any other active duty military, resides in the state of  
68 Missouri, and provides proof of such service to the  
69 secretary of state.

347.183. In addition to the other powers of the  
2 secretary established in sections 347.010 to 347.187, the  
3 secretary shall, as is reasonably necessary to enable the  
4 secretary to administer sections 347.010 to 347.187  
5 efficiently and to perform the secretary's duties, have the  
6 following powers including, but not limited to:

7 (1) The power to examine the books and records of any  
8 limited liability company to which sections 347.010 to  
9 347.187 apply, and it shall be the duty of any manager,  
10 member or agent of such limited liability company having  
11 possession or control of such books and records to produce  
12 such books and records for examination on demand of the  
13 secretary or his designated employee; except that no person  
14 shall be subject to any criminal prosecution on account of  
15 any matter or thing which may be disclosed by examination of  
16 any limited liability company books and records, which they  
17 may produce or exhibit for examination; or on account of any  
18 other matter or thing concerning which they may make any  
19 voluntary and truthful statement in writing to the secretary  
20 or his designated employee. All facts obtained in the  
21 examination of the books and records of any limited  
22 liability company, or through the voluntary sworn statement  
23 of any manager, member, agent or employee of any limited  
24 liability company, shall be treated as confidential, except  
25 insofar as official duty may require the disclosure of same,  
26 or when such facts are material to any issue in any legal  
27 proceeding in which the secretary or his designated employee

28 may be a party or called as witness, and, if the secretary  
29 or his designated employee shall, except as provided in this  
30 subdivision, disclose any information relative to the  
31 private accounts, affairs, and transactions of any such  
32 limited liability company, he shall be guilty of a class C  
33 misdemeanor. If any manager, member or registered agent in  
34 possession or control of such books and records of any such  
35 limited liability company shall refuse a demand of the  
36 secretary or his designated employee, to exhibit the books  
37 and records of such limited liability company for  
38 examination, such person shall be guilty of a class B  
39 misdemeanor;

40 (2) The power to cancel or disapprove any articles of  
41 organization or other filing required under sections 347.010  
42 to 347.187, if the limited liability company fails to comply  
43 with the provisions of sections 347.010 to 347.187 by  
44 failing to file required documents under sections 347.010 to  
45 347.187, by failing to maintain a registered agent, by  
46 failing to pay the required filing fees, by using fraud or  
47 deception in effecting any filing, by filing a required  
48 document containing a false statement, or by violating any  
49 section or sections of the criminal laws of Missouri, the  
50 federal government or any other state of the United States.  
51 Thirty days before such cancellation shall take effect, the  
52 secretary shall notify the limited liability company with  
53 written notice, either personally or by certified mail,  
54 deposited in the United States mail in a sealed envelope  
55 addressed to such limited liability company's last  
56 registered agent in office, or to one of the limited  
57 liability company's members or managers. Written notice of  
58 the secretary's proposed cancellation to the limited  
59 liability company, domestic or foreign, shall specify the

60 reasons for such action. The limited liability company may  
61 appeal this notice of proposed cancellation to the circuit  
62 court of the county in which the registered office of such  
63 limited liability company is or is proposed to be situated  
64 by filing with the clerk of such court a petition setting  
65 forth a copy of the articles of organization or other  
66 relevant documents and a copy of the proposed written  
67 cancellation thereof by the secretary, such petition to be  
68 filed within thirty days after notice of such cancellation  
69 shall have been given, and the matter shall be tried by the  
70 court, and the court shall either sustain the action of the  
71 secretary or direct him to take such action as the court may  
72 deem proper. An appeal from the circuit court in such a  
73 case shall be allowed as in civil action. The limited  
74 liability company may provide information to the secretary  
75 that would allow the secretary to withdraw the notice of  
76 proposed cancellation. This information may consist of, but  
77 need not be limited to, corrected statements and documents,  
78 new filings, affidavits and certified copies of other filed  
79 documents;

80 (3) The power to rescind cancellation provided for in  
81 subdivision (2) of this section upon compliance with either  
82 of the following:

83 (a) The affected limited liability company provides  
84 the necessary documents and affidavits indicating the  
85 limited liability company has corrected the conditions  
86 causing the proposed cancellation or the cancellation; or

87 (b) The limited liability company provides the correct  
88 statements or documentation that the limited liability  
89 company is not in violation of any section of the criminal  
90 code; and

91           (4) The power to charge late filing fees for any  
92 filing fee required under sections 347.010 to 347.187 and  
93 the power to impose civil penalties as provided in section  
94 347.053. Late filing fees shall be assessed at a rate of ten  
95 dollars for each thirty-day period of delinquency;

96           (5) (a) The power to administratively cancel [an]:

97           **a. Articles of organization if the limited liability**  
98 **company's period of duration stated in articles of**  
99 **organization expires or if the limited liability company**  
100 **fails to timely file its information statement; or**

101           **b. The registration of a foreign limited liability**  
102 **company if the foreign limited liability company fails to**  
103 **timely file its information statement.**

104           (b) Not less than thirty days before such  
105 administrative cancellation shall take effect, the secretary  
106 shall notify the **domestic or foreign** limited liability  
107 company with written notice, either personally or by mail.  
108 If mailed, the notice shall be deemed delivered five days  
109 after it is deposited in the United States mail in a sealed  
110 envelope addressed to such limited liability company's last  
111 registered agent and office or to one of the limited  
112 liability company's managers or members.

113           (c) If the limited liability company does not timely  
114 file an articles of amendment in accordance with section  
115 347.041 to extend the duration of the limited liability  
116 company, which may be any number of years or perpetual, or  
117 demonstrate to the reasonable satisfaction of the secretary  
118 that the period of duration determined by the secretary is  
119 incorrect, within sixty days after service of the notice is  
120 perfected by posting with the United States Postal Service,  
121 then the secretary shall cancel the articles of organization  
122 by signing an administrative cancellation that recites the



123 grounds for cancellation and its effective date. The  
124 secretary shall file the original of the administrative  
125 cancellation and serve a copy on the limited liability  
126 company as provided in section 347.051.

127 (d) A limited liability company whose articles of  
128 organization has been administratively cancelled continues  
129 its existence but may not carry on any business except that  
130 necessary to wind up and liquidate its business and affairs  
131 under section 347.147 and notify claimants under section  
132 347.141.

133 (e) The administrative cancellation of an articles of  
134 organization does not terminate the authority of its  
135 registered agent.

136 (f) If a limited liability company does not timely file  
137 an information statement in accordance with section 347.044  
138 within sixty days after service of the notice is perfected  
139 by posting with the United States Postal Service or fails to  
140 demonstrate to the reasonable satisfaction of the secretary  
141 that the information statement was timely filed, the  
142 secretary shall cancel the articles of organization by  
143 signing an administrative cancellation that states the  
144 grounds for cancellation and the effective date of the  
145 cancellation. The secretary shall file the original  
146 administrative cancellation and serve a copy to the limited  
147 liability company as provided under section 347.051.

148 (g) If a foreign limited liability company does not  
149 timely file an information statement in accordance with  
150 section 347.044 within sixty days after service of the  
151 notice is perfected by posting with the United States Postal  
152 Service or fails to demonstrate to the reasonable  
153 satisfaction of the secretary that the information statement  
154 was timely filed, the secretary shall cancel the

155 registration of the foreign limited liability company by  
156 signing an administrative cancellation that states the  
157 grounds for cancellation and the effective date of the  
158 cancellation. The secretary shall file the original  
159 administrative cancellation and serve a copy to the foreign  
160 limited liability company as provided in section 347.051. A  
161 foreign limited liability company whose registration has  
162 been administratively cancelled may continue its existence  
163 but shall not conduct any business in this state except to  
164 wind up and liquidate its business and affairs in this state.

165 (6) (a) The power to rescind an administrative  
166 cancellation and reinstate the articles of organization.

167 (b) Except as otherwise provided in the operating  
168 agreement, a limited liability company whose articles of  
169 organization has been administratively cancelled under  
170 subdivision (5) of this section may file an articles of  
171 amendment in accordance with section 347.041 to extend the  
172 duration of the limited liability company, which may be any  
173 number or perpetual.

174 (c) A limited liability company whose articles of  
175 organization has been administratively cancelled under  
176 subdivision (5) of this section may apply to the secretary  
177 for reinstatement. The applicant shall:

178 a. Recite the name of the limited liability company  
179 and the effective date of its administrative cancellation;

180 b. State that the grounds for cancellation either did  
181 not exist or have been eliminated, as applicable, and be  
182 accompanied by documentation satisfactory to the secretary  
183 evidencing the same;

184 c. State that the limited liability company's name  
185 satisfies the requirements of section 347.020;

186           d. Be accompanied by a reinstatement fee in the amount  
187 of [one hundred] **ninety-five** dollars, or such greater amount  
188 as required by state regulation, plus any delinquent fees,  
189 penalties, and other charges as determined by the secretary  
190 to then be due.

191           (d) If the secretary determines that the application  
192 contains the information and is accompanied by the fees  
193 required in paragraph (c) of this subdivision and that the  
194 information and fees are correct, the secretary shall  
195 rescind the cancellation and prepare a certificate of  
196 reinstatement that recites his or her determination and the  
197 effective date of reinstatement, file the original articles  
198 of organization, and serve a copy on the limited liability  
199 company as provided in section 347.051.

200           (e) When the reinstatement is effective, it shall  
201 relate back to and take effect as of the effective date of  
202 the administrative cancellation of the articles of  
203 organization and the limited liability company may continue  
204 carrying on its business as if the administrative  
205 cancellation had never occurred.

206           (f) In the event the name of the limited liability  
207 company was reissued by the secretary to another entity  
208 prior to the time application for reinstatement was filed,  
209 the limited liability company applying for reinstatement may  
210 elect to reinstate using a new name that complies with the  
211 requirements of section 347.020 and that has been approved  
212 by appropriate action of the limited liability company for  
213 changing the name thereof.

214           (g) If the secretary denies a limited liability  
215 company's application for reinstatement following  
216 administrative cancellation of the articles of organization,  
217 he or she shall serve the limited liability company as

218 provided in section 347.051 with a written notice that  
219 explains the reason or reasons for denial.

220 (h) The limited liability company may appeal a denial  
221 of reinstatement as provided for in subdivision (2) of this  
222 section.

223 ~~[(7)] (i) This~~ subdivision ~~[(6) of this section]~~ shall  
224 apply to any limited liability company whose articles of  
225 organization was cancelled because such limited liability  
226 company's period of duration stated in the articles of  
227 organization expired on or after August 28, 2003.

228 **(7) The power to rescind an administrative**  
229 **cancellation and reinstate the registration of a foreign**  
230 **limited liability company. The following procedures apply:**

231 **(a) A foreign limited liability company whose**  
232 **registration was administratively cancelled under**  
233 **subdivision (5) of this section may apply to the secretary**  
234 **for reinstatement. The application shall:**

235 **a. State the name of the foreign limited liability**  
236 **company and the date of the administrative cancellation;**

237 **b. State that the grounds for cancellation either did**  
238 **not exist or have been eliminated, with supporting**  
239 **documentation satisfactory to the secretary;**

240 **c. State that the foreign limited liability company's**  
241 **name satisfies the requirements of section 347.020; and**

242 **d. Include a reinstatement fee in the amount of ninety-**  
243 **five dollars, or a higher amount if required by state**  
244 **regulation, and any delinquent fees, penalties, or other**  
245 **charges as the secretary determines are due;**

246 **(b) If the secretary determines that the application**  
247 **satisfies the requirements under paragraph (a) of this**  
248 **subdivision, the secretary shall rescind the cancellation**  
249 **and prepare a certificate of reinstatement that includes the**

250 effective date of reinstatement and shall deliver a copy to  
251 the limited liability company as provided under section  
252 347.051;

253 (c) If reinstatement is granted, the administrative  
254 cancellation shall be retroactively voided, and the foreign  
255 limited liability company may conduct its business as if the  
256 administrative cancellation never occurred;

257 (d) If the name of the foreign limited liability  
258 company was issued to another entity before the application  
259 for reinstatement was filed, the foreign limited liability  
260 company applying for reinstatement may elect to reinstate  
261 using a new name that complies with the requirements under  
262 section 347.020 and is approved by appropriate action of the  
263 foreign limited liability company for changing its name;

264 (e) If the secretary denies a foreign limited  
265 liability company's application for reinstatement, the  
266 secretary shall serve the limited liability company with a  
267 written notice as provided under section 347.051 that  
268 explains the reason for denial; and

269 (f) The foreign limited liability company may appeal a  
270 denial of reinstatement by using the procedure under  
271 subdivision (2) of this section; and

272 (8) The power to reinstate a limited liability company  
273 that erroneously or accidentally filed a notice of winding  
274 up or notice of termination. The following procedures apply:

275 (a) A limited liability company whose articles of  
276 organization were terminated due to an erroneously or  
277 accidentally filed notice of winding up or notice of  
278 termination may apply to the secretary for reinstatement by  
279 filing a withdrawal of notice of winding up or withdrawal of  
280 notice of termination. The application shall:

281           a. State the name of the limited liability company and  
282 the filing date of the erroneous or accidental notice;

283           b. State the grounds for erroneously or accidentally  
284 filing the notice, with supporting documentation  
285 satisfactory to the secretary;

286           c. State that the limited liability company's name  
287 satisfies the requirements under section 347.020; and

288           d. Include a reinstatement fee in the amount of ninety-  
289 five dollars, or a higher amount if required by state  
290 regulation, and any delinquent fees, penalties, or other  
291 charges as the secretary determines are due;

292           (b) If the secretary determines that the application  
293 satisfies the requirements under paragraph (a) of this  
294 subdivision, the secretary shall rescind the notice of  
295 winding up or notice of termination and prepare a  
296 certificate of reinstatement that includes the effective  
297 notice of termination and prepare a certificate of  
298 reinstatement that includes the affected limited liability  
299 company as provided under section 347.051;

300           (c) If reinstatement is granted, the termination of  
301 the articles of organization shall be retroactively voided,  
302 and the limited liability company may conduct its business  
303 as if the administrative cancellation never occurred;

304           (d) If the name of the limited liability company was  
305 issued to another entity before the application for  
306 reinstatement was filed, the limited liability company  
307 applying for the reinstatement may elect to reinstate using  
308 a new name that complies with the requirements under section  
309 347.020 and is approved by appropriate action of the limited  
310 liability company for changing its name;

311           (e) If the secretary of state denies a limited  
312 liability company's application for reinstatement, the

313 **secretary shall serve the limited liability company with a**  
314 **written notice as provided under section 347.051 that**  
315 **explains the reason for denial; and**

316 **(f) The limited liability company may appeal a denial**  
317 **of reinstatement by using the procedure under subdivision**  
318 **(2) of this section.**

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

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

8 (2) Any registered limited liability partnership or  
9 foreign registered limited liability partnership which  
10 proposes to change its name.

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

27 the applicant for whom the name was reserved, specifying the  
28 name to be transferred and the name and address of the  
29 transferee. The reservation of a specified name may be  
30 cancelled by filing with the secretary of state a notice of  
31 cancellation, executed by the applicant or transferee,  
32 specifying the name reservation to be cancelled and the name  
33 and address of the applicant or transferee.

34 3. A fee in the amount of [twenty-five] **twenty** dollars  
35 shall be paid to the secretary of state upon receipt for  
36 filing of an application for reservation of name, an  
37 application for renewal of reservation or a notice of  
38 transfer or cancellation pursuant to this section. All  
39 moneys from the payment of this fee shall be deposited into  
40 the general revenue fund.

358.470. 1. Each registered limited liability  
2 partnership and each foreign registered limited liability  
3 partnership shall have and maintain in the state of Missouri:  
4 (1) A registered office, which may, but need not be, a  
5 place of its business in the state of Missouri; and  
6 (2) A registered agent for service of process on the  
7 registered limited liability partnership or foreign  
8 registered limited liability partnership, which agent may be  
9 either an individual resident of the state of Missouri whose  
10 business office is identical with the registered limited  
11 liability partnership's or foreign registered limited  
12 liability partnership's registered office, or a domestic  
13 corporation, or a foreign corporation authorized to do  
14 business in the state of Missouri, having a business office  
15 identical with such registered office or the registered  
16 limited liability partnership or foreign registered limited  
17 liability partnership itself.



18           2. A registered agent may change the address of the  
19 registered office of the registered limited liability  
20 partnerships or foreign registered limited liability  
21 partnerships for which the agent is the registered agent to  
22 another address in the state of Missouri by paying a fee in  
23 the amount of [ten] **five** dollars[, and a further fee in the  
24 amount of two dollars] for each registered limited liability  
25 partnership or foreign registered limited liability  
26 partnership affected thereby, to the secretary of state and  
27 filing with the secretary of state a certificate, executed  
28 by such registered agent, setting forth the names of all the  
29 registered limited liability partnerships or foreign  
30 registered limited liability partnerships represented by  
31 such registered agent, and the address at which such  
32 registered agent has maintained the registered office for  
33 each of such registered limited liability partnerships or  
34 foreign registered limited liability partnerships, and  
35 further certifying to the new address to which such  
36 registered office will be changed on a given day, and at  
37 which new address such registered agent will thereafter  
38 maintain the registered office for each of the registered  
39 limited liability partnerships or foreign registered limited  
40 liability partnerships recited in the certificate. Upon the  
41 filing of such certificate, the secretary of state shall  
42 furnish to the registered agent a certified copy of the same  
43 under the secretary of state's hand and seal of office, and  
44 thereafter, or until further change of address, as  
45 authorized by law, the registered office in the state of  
46 Missouri of each of the registered limited liability  
47 partnerships or foreign registered limited liability  
48 partnerships recited in the certificate shall be located at  
49 the new address of the registered agent thereof as given in

50 the certificate. In the event of a change of name of any  
51 person acting as a registered agent of a registered limited  
52 liability partnership or foreign registered limited  
53 liability partnership, such registered agent shall file with  
54 the secretary of state a certificate, executed by such  
55 registered agent, setting forth the new name of such  
56 registered agent, the name of such registered agent before  
57 it was changed, the names of all the registered limited  
58 liability partnerships or foreign registered limited  
59 liability partnerships represented by such registered agent,  
60 and the address at which such registered agent has  
61 maintained the registered office for each of such registered  
62 limited liability partnerships or foreign registered limited  
63 liability partnerships, and shall pay a fee in the amount of  
64 [twenty-five] **five** dollars[, and a further fee in the amount  
65 of two dollars] for each registered limited liability  
66 partnership or foreign registered limited liability  
67 partnership affected thereby, to the secretary of state.  
68 Upon the filing of such certificate, the secretary of state  
69 shall furnish to the registered agent a certified copy of  
70 the same under the secretary of state's hand and seal of  
71 office. Filing a certificate under this section shall be  
72 deemed to be an amendment of the application, renewal  
73 application or notice filed pursuant to subsection 19 of  
74 section 358.440, as the case may be, of each registered  
75 limited liability partnership or foreign registered limited  
76 liability partnership affected thereby, and each such  
77 registered limited liability partnership or foreign  
78 registered limited liability partnership shall not be  
79 required to take any further action with respect thereto to  
80 amend its application, renewal application or notice filed,  
81 as the case may be, pursuant to section 358.440. Any

82 registered agent filing a certificate under this section  
83 shall promptly, upon such filing, deliver a copy of any such  
84 certificate to each registered limited liability partnership  
85 or foreign registered limited liability partnership affected  
86 thereby.

87         3. The registered agent of one or more registered  
88 limited liability partnerships or foreign registered limited  
89 liability partnerships may resign and appoint a successor  
90 registered agent by paying a fee in the amount of [fifty]  
91 **five** dollars[, and a further fee in the amount of two  
92 dollars] for each registered limited liability partnership  
93 or foreign registered limited liability partnership affected  
94 thereby, to the secretary of state and filing a certificate  
95 with the secretary of state, stating that it resigns and the  
96 name and address of the successor registered agent. There  
97 shall be attached to such certificate a statement executed  
98 by each affected registered limited liability partnership or  
99 foreign registered limited liability partnership ratifying  
100 and approving such change of registered agent. Upon such  
101 filing, the successor registered agent shall become the  
102 registered agent of such registered limited liability  
103 partnerships or foreign registered limited liability  
104 partnerships as have ratified and approved such substitution  
105 and the successor registered agent's address, as stated in  
106 such certificate, shall become the address of each such  
107 registered limited liability partnership's or foreign  
108 registered limited liability partnership's registered office  
109 in the state of Missouri. The secretary of state shall  
110 furnish to the successor registered agent a certified copy  
111 of the certificate of resignation. Filing of such  
112 certificate of resignation shall be deemed to be an  
113 amendment of the application, renewal application or notice

114 filed pursuant to subsection 19 of section 358.440, as the  
115 case may be, of each registered limited liability  
116 partnership or foreign registered limited liability  
117 partnership affected thereby, and each such registered  
118 limited liability partnership or foreign registered limited  
119 liability partnership shall not be required to take any  
120 further action with respect thereto, to amend its  
121 application, renewal application or notice filed pursuant to  
122 subsection 19 of section 358.440, as the case may be,  
123 pursuant to section 358.440.

124 4. The registered agent of a registered limited  
125 liability partnership or foreign registered limited  
126 liability partnership may resign without appointing a  
127 successor registered agent by paying a fee in the amount of  
128 **[ten] five** dollars to the secretary of state and filing a  
129 certificate with the secretary of state stating that it  
130 resigns as registered agent for the registered limited  
131 liability partnership or foreign registered limited  
132 liability partnership identified in the certificate, but  
133 such resignation shall not become effective until one  
134 hundred twenty days after the certificate is filed. There  
135 shall be attached to such certificate an affidavit of such  
136 registered agent, if an individual, or the president, a vice  
137 president or the secretary thereof if a corporation, that at  
138 least thirty days prior to and on or about the date of the  
139 filing of the certificate, notices were sent by certified or  
140 registered mail to the registered limited liability  
141 partnership or foreign registered limited liability  
142 partnership for which such registered agent is resigning as  
143 registered agent, at the principal office thereof within or  
144 outside the state of Missouri, if known to such registered  
145 agent or, if not, to the last known address of the attorney

146 or other individual at whose request such registered agent  
147 was appointed for such registered limited liability  
148 partnership or foreign registered limited liability  
149 partnership, of the resignation of such registered agent.  
150 After receipt of the notice of the resignation of its  
151 registered agent, the registered limited liability  
152 partnership or foreign registered limited liability  
153 partnership for which such registered agent was acting shall  
154 obtain and designate a new registered agent, to take the  
155 place of the registered agent so resigning. If such  
156 registered limited liability partnership or foreign  
157 registered limited liability partnership fails to obtain and  
158 designate a new registered agent prior to the expiration of  
159 the period of one hundred twenty days after the filing by  
160 the registered agent of the certificate of resignation, the  
161 application, renewal application or notice filed pursuant to  
162 subsection 19 of section 358.440 of such registered limited  
163 liability partnership or foreign registered limited  
164 liability partnership shall be deemed to be cancelled.

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