

SECOND REGULAR SESSION

[P E R F E C T E D]

SENATE SUBSTITUTE FOR

SENATE BILL NO. 799

98TH GENERAL ASSEMBLY

INTRODUCED BY SENATOR KRAUS.

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ADRIANE D. CROUSE, Secretary.

4490S.04P

AN ACT

To repeal sections 347.015, 347.179, 351.015, 351.065, 354.010, 354.150, 355.021, 355.066, 357.060, 358.020, 358.440, 359.011, 359.651, 394.020, 394.250, and 417.220, RSMo, and to enact in lieu thereof sixteen new sections relating to business fees, with an existing penalty provision.

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

Section A. Sections 347.015, 347.179, 351.015, 351.065, 354.010, 354.150, 2 355.021, 355.066, 357.060, 358.020, 358.440, 359.011, 359.651, 394.020, 394.250, 3 and 417.220, RSMo, are repealed and sixteen new sections enacted in lieu thereof, 4 to be known as sections 347.015, 347.179, 351.015, 351.065, 354.010, 354.150, 5 355.021, 355.066, 357.060, 358.020, 358.440, 359.011, 359.651, 394.020, 394.250, 6 and 417.220, to read as follows:

347.015. As used in sections 347.010 to 347.187, the following terms 2 mean:

(1) "Articles of organization", the articles referred to in section 347.039, 3 4 filed with the secretary for the purpose of forming a limited liability company, as 5 the same may be amended or restated from time to time as provided in sections 6 347.010 to 347.187;

(2) "Authorized person", manager, or member, if management of the 7 8 limited liability company is vested in the members;

(3) "Bankruptcy", the entry of an order for relief by the court in a 9

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

10 proceeding under the United States Bankruptcy Code, Title 11, U.S.C., as
11 amended, or its equivalent under a state insolvency act or a similar law of other
12 jurisdictions;

13 (4) "Business" includes every trade, occupation or profession;

14 (5) "Contribution", cash, other property, the use of property, services
15 rendered, a promissory note or other binding obligation to contribute cash or
16 property or perform services or any other valuable consideration transferred by
17 a person to the limited liability company as a prerequisite for membership in the
18 limited liability company and any subsequent transfer to the limited liability
19 company by a person in his capacity as a member;

20 (6) "Court", includes every court and judge having jurisdiction in the case;

21 (7) "Domestic limited liability company" or "limited liability company", a
22 limited liability company organized and existing under sections 347.010 to
23 347.187;

24 (8) "Event of withdrawal", an event that causes a person to cease to be a
25 member as provided in section 347.123;

26 (9) "Foreign limited liability company", a limited liability company formed
27 under the laws of any jurisdiction other than the state of Missouri;

28 (10) "Manager", with respect to a limited liability company whose articles
29 of organization state that management of the limited liability company is vested
30 in one or more managers, the person or persons designated, appointed or elected
31 as such in the manner provided in subsection 2 of section 347.079;

32 (11) "Member", any person that signs in person or by an attorney in fact,
33 or otherwise is a party to the operating agreement at the time the limited liability
34 company is formed and is identified as a member in that operating agreement and
35 any person who is subsequently admitted as a member in a limited liability
36 company in accordance with sections 347.010 to 347.187 and the operating
37 agreement, until such time as an event of withdrawal occurs with respect to such
38 person;

39 (12) "Member's interest", a member's share of the profits and losses of a
40 limited liability company and the right to receive distributions of limited liability
41 company assets;

42 (13) **"Military spouse", any person who is the spouse of a**
43 **uniformed services member;**

44 (14) "Operating agreement", any valid agreement or agreements, written
45 or oral, among all members, or written declaration by the sole member concerning

46 the conduct of the business and affairs of the limited liability company and the
47 relative rights, duties and obligations of the members and managers, if any;

48 [(14)] **(15)** "Organizer", any of the signers of the articles of organization;

49 [(15)] **(16)** "Person", includes individuals, partnerships, domestic or
50 foreign limited partnerships, domestic or foreign limited liability companies,
51 domestic or foreign corporations, trusts, business trusts, employee stock
52 ownership trusts, real estate investment trusts, estates, associations, and other
53 business or not-for-profit entities;

54 [(16)] **(17)** "Real property", includes land, any interest, leasehold or
55 estate in land and any improvements thereon;

56 [(17)] **(18)** "Secretary", the secretary of state for the state of Missouri and
57 its delegates responsible for the administration of sections 347.010 to 347.187;

58 [(18)] **(19)** "Surviving entity", the surviving or resulting person pursuant
59 to a merger or consolidation in which one or more domestic limited liability
60 companies are parties;

61 **(20) "Uniformed services member", a member of the active or**
62 **reserve components of the Army, Navy, Air Force, Marine Corps, or**
63 **Coast Guard of the United States who is on active duty, or a member on**
64 **activated status of the National Guard;**

65 **(21) "Veteran", any individual defined as a veteran by the United**
66 **States Department of Veterans' Affairs or its successor agency.**

347.179. 1. The secretary shall charge and collect:

2 (1) For filing the original articles of organization, a fee of one hundred
3 dollars;

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

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

9 (4) Amendments to and restatements of articles of limited liability
10 companies to application for registration of a foreign limited liability company or
11 any other filing otherwise provided for, a fee of twenty dollars;

12 (5) Articles of termination of limited liability companies or cancellation
13 of registration of foreign limited liability companies, a fee of twenty dollars;

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

15 (7) For filing a notice of winding up, a fee of twenty dollars;

- 16 (8) For issuing a certificate of good standing, a fee of five dollars;
- 17 (9) For a notice of the abandonment of merger or consolidation, a fee of
18 twenty dollars;
- 19 (10) For furnishing a copy of any document or instrument, a fee of fifty
20 cents per page;
- 21 (11) For accepting an application for reservation of a name, or for filing
22 a notice of the transfer or cancellation of any name reservation, a fee of twenty
23 dollars;
- 24 (12) For filing a statement of change of address of registered office or
25 registered agent, or both, a fee of five dollars;
- 26 (13) For any service of notice, demand, or process upon the secretary as
27 resident agent of a limited liability company, a fee of twenty dollars, which
28 amount may be recovered as taxable costs by the party instituting such suit,
29 action, or proceeding causing such service to be made if such party prevails
30 therein;
- 31 (14) For filing an amended certificate of registration a fee of twenty
32 dollars; and
- 33 (15) For filing a statement of correction a fee of five dollars.

34 2. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section
35 and for application for reservation of a name in subdivision (11) of subsection 1
36 of this section shall be waived if an organizer who is listed as a member in the
37 operating agreement of the limited liability company is a **veteran**, a member of
38 the Missouri National Guard or any other active duty military, resides in the
39 state of Missouri, and provides proof of such service to the secretary of state.

40 **3. Fees mandated in subdivisions (1), (2), and (3) of subsection 1**
41 **of this section and for application for reservation of a name in**
42 **subdivision (11) of subsection 1 of this section shall be waived if an**
43 **organizer who is listed as a member in the operating agreement if the**
44 **limited liability company is a military spouse, and provides a copy of**
45 **a marriage certificate, and proof of his or her spouse's service to the**
46 **secretary.**

351.015. As used in this chapter, unless the context otherwise requires,
2 **the following terms mean:**

- 3 (1) "Articles of incorporation", includes the original articles of
4 incorporation and all amendments thereto, and includes articles of merger or
5 consolidation;

6 (2) "Authorized shares" [means], the aggregate number of shares of stock
7 of all classes, whether with or without par value, which the corporation is
8 authorized to issue. Shares of its own stock belonging to a corporation shall be
9 deemed to be issued shares but not outstanding shares;

10 (3) "Certificate of stock" [means], a written instrument signed by or
11 bearing the facsimile signature of the proper corporate officers, as required by
12 this chapter, evidencing the fact that the person therein named is the holder of
13 record of the share or shares therein described;

14 (4) "Control share acquisition" [means], the acquisition, directly or
15 indirectly, by any person of ownership of, or the power to direct the exercise of
16 voting power with respect to, issued and outstanding control shares. For the
17 purposes of this chapter, shares acquired within ninety days of any acquisition
18 of shares or shares acquired pursuant to a plan to make a control share
19 acquisition are considered to have been acquired in the same acquisition. For the
20 purposes of this chapter, a person who acquires shares in the ordinary course of
21 business for the benefit of others in good faith and not for the purpose of
22 circumventing this chapter has voting power only of shares in respect of which
23 that person would be able to exercise or direct the exercise of votes without
24 further instruction from others. The acquisition of any shares of an issuing
25 public corporation does not constitute a control share acquisition if the acquisition
26 is consummated in any of the following circumstances:

27 (a) Prior to June 13, 1984;

28 (b) Pursuant to a contract in existence prior to June 13, 1984;

29 (c) Pursuant to a will or other testamentary disposition, the laws of
30 descent and distribution or by intervivos gift where such gift is made in good
31 faith and not for the purpose of circumventing section 351.407;

32 (d) Pursuant to a public offering, a private placement, or any other
33 issuance of shares by an issuing public corporation;

34 (e) By, on behalf of, or pursuant to any benefit or other compensation plan
35 or arrangement of an issuing public corporation;

36 (f) Pursuant to the conversion of debt securities into shares of an issuing
37 public corporation under the terms of such debt securities;

38 (g) Pursuant to a binding contract, other than any contract created by,
39 pursuant to, or in connection with a tender offer, whereby the holders of shares
40 representing at least two-thirds of the voting power of an issuing public
41 corporation, such holders acting simultaneously, agreed to sell such shares to any

42 person;

43 (h) Pursuant to the satisfaction of a pledge or other security interest
44 created in good faith and not for the purpose of circumventing section 351.407;

45 (i) Pursuant to a merger or consolidation effected in compliance with
46 sections 351.410 to 351.458 if the issuing public corporation is a party to the
47 agreement of merger or consolidation;

48 (j) Pursuant to a binding contract or other arrangement with any
49 individual, foreign or domestic corporation (whether or not for profit),
50 partnership, limited liability company, unincorporated society or association, or
51 other entity which, at any time within one year prior to the acquisition in
52 question, owned shares representing more than fifty percent of the voting power
53 of the issuing public corporation;

54 (k) By or from any person whose shares have been previously accorded
55 voting rights pursuant to section 351.407; provided, the acquisition entitles the
56 person making the acquisition, directly or indirectly, alone or as a part of a group,
57 to exercise or direct the exercise of voting power of the corporation in the election
58 of directors within a range of the voting power not in excess of the range of voting
59 power associated with the shares to which voting rights have been previously
60 accorded;

61 (5) "Control shares" [means], shares that, except for this chapter, would
62 have voting power with respect to shares of an issuing public corporation that,
63 when added to all other shares of the issuing public corporation owned by a
64 person or in respect to which that person may exercise or direct the exercise of
65 voting power, would entitle that person, immediately after acquisition of the
66 shares, directly or indirectly, alone or as a part of a group, to exercise or direct
67 the exercise of the voting power of the issuing public corporation in the election
68 of directors within any of the following ranges of voting power:

69 (a) One-fifth or more but less than one-third of all voting power;

70 (b) One-third or more but less than a majority of all voting power;

71 (c) A majority or more of all voting power; provided, however, that shares
72 which the person or the group have owned or of which the person or the group
73 could have exercised or directed the voting for more than ten years shall not be
74 deemed to be control shares and shall not be aggregated for the purpose of
75 determining inclusion within the above-stated ranges;

76 (6) "Corporation" or "domestic corporation", includes corporations
77 organized under this chapter or subject to some or all of the provisions of this

78 chapter except a foreign corporation;

79 (7) "Foreign corporation" [means], a corporation for profit organized under
80 laws other than the laws of this state;

81 (8) "Incorporator" [means], a signer of the original articles of
82 incorporation;

83 (9) "Interested shares" [means], the shares of an issuing public
84 corporation in respect of which any of the following persons may exercise or direct
85 the exercise of the voting power of the corporation in the election of directors:

86 (a) An acquiring person or member of a group with respect to a control
87 share acquisition;

88 (b) Any officer of the issuing public corporation elected or appointed by
89 the directors of the issuing public corporation;

90 (c) Any employee of the issuing public corporation who is also a director
91 of such corporation;

92 (10) "Issuing public corporation", unless the articles of incorporation
93 provide otherwise as to the applicability of this section, [means] a corporation
94 that has a class of voting stock registered with the securities and exchange
95 commission under Section 12 of the Exchange Act and is either (a) a corporation
96 incorporated under the laws of the state of Missouri, or, (b) subdivision (2) of
97 section 351.690 notwithstanding, any insurance company organized pursuant to
98 the laws of Missouri and doing business under the provisions of chapter 376,
99 provided that the bylaws of such insurance company expressly state that such
100 insurance company shall, for the purposes of this chapter, be included within the
101 definition of "issuing public corporation";

102 (11) **"Military spouse", any person who is the spouse of a**
103 **uniformed services member;**

104 (12) "Net assets", for the purpose of determining the right of a corporation
105 to purchase its own shares and of determining the right of a corporation to
106 declare and pay dividends and the liabilities of directors therefor, shall not
107 include shares of its own stock belonging to a corporation;

108 [(12)] (13) "Paid-in surplus" [means], all that part of the consideration
109 received by the corporation for, or on account of, all shares issued which does not
110 constitute stated capital minus such formal reductions from said sum as may
111 have been effected in a manner permitted by this chapter;

112 [(13)] (14) "Person", includes, without limitation, an individual, a foreign
113 or domestic corporation whether not for profit or for profit, a partnership, a

114 limited liability company, an unincorporated society or association, two or more
115 persons having a joint or common interest, or any other entity;

116 [(14)] **(15)** "Registered office" [means], that office maintained by the
117 corporation in this state, the address of which is on file in the office of the
118 secretary of state;

119 [(15)] **(16)** "Shareholder" [means], one who is a holder of record of shares
120 in a corporation;

121 [(16)] **(17)** "Shares", are the units into which the shareholders' rights to
122 participate in the control of the corporation, in its surplus or profits, or in the
123 distribution of its assets, are divided;

124 [(17)] **(18)** "Stated capital" [means], at any particular time the sum of:

125 (a) The par value of all shares then issued having a par value; and

126 (b) The consideration received by the corporation for all shares then
127 issued without par value except such part thereof as may have been allocated
128 otherwise than to stated capital in a manner permitted by law; and

129 (c) Such amounts not included in paragraphs (a) and (b) of this
130 subdivision as may have been transferred to the stated capital account of the
131 corporation, whether upon the issue of shares as a share dividend or otherwise,
132 minus such formal reductions from said sum as may have been effected in a
133 manner permitted by this chapter;

134 [(18)] **(19)** "Subscriber" [means], one who subscribes for shares in a
135 corporation, whether before or after incorporation;

136 **(20) "Uniformed services member", a member of the active or**
137 **reserve components of the Army, Navy, Air Force, Marine Corps, or**
138 **Coast Guard of the United States who is on active duty, or a member on**
139 **activated status of the National Guard;**

140 **(21) "Veteran", any individual defined as a veteran by the United**
141 **States Department of Veterans' Affairs or its successor agency.**

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

9 five dollars for each ten thousand dollars or less of the increase in the authorized
10 shares of the corporation, and the corporation shall file a duplicate receipt issued
11 by the director of revenue for the payments required by this section to be made
12 with the secretary of state as is provided by this chapter for the filing of articles
13 of incorporation; except that the requirements of this section to pay incorporation
14 taxes and fees shall not apply to foreign railroad corporations which built their
15 lines of railway into or through this state prior to November 21, 1943.

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

19 3. Fees mandated in subsection 1 of this section shall be waived if a
20 majority shareholder, officer, or director of the organizing corporation is:

21 **(1) A military spouse, and provides a copy of a marriage**
22 **certificate, and proof of his or her spouse's service to the secretary; or**

23 **(2) A veteran,** a member of the Missouri National Guard or any other
24 active duty military, **who** resides in the state of Missouri, and provides proof of
25 such service to the secretary of state.

354.010. As used in sections 354.010 to 354.380, unless the context clearly
2 indicates otherwise, the following terms mean:

3 (1) "Corporation", a domestic health services corporation subject to the
4 provisions of sections 354.010 to 354.380;

5 (2) "Director", the director of the department of insurance, financial
6 institutions and professional registration of the state of Missouri;

7 (3) "Health services", the health care and services provided by hospitals,
8 or other health care institutions, organizations, associations or groups, and by
9 doctors of medicine, osteopathy, dentistry, chiropractic, optometry and podiatry,
10 nursing services, medical appliances, equipment and supplies, drugs, medicines,
11 ambulance services, and other therapeutic services and supplies;

12 (4) "Health services corporation", any not-for-profit corporation heretofore
13 or hereafter organized or operating for the purposes of establishing and operating
14 a nonprofit plan or plans under which prepaid hospital care, medical-surgical care
15 and other health care and services, or reimbursement therefor, may be furnished
16 to a member or beneficiary;

17 (5) "Member" or "beneficiary", a natural person who is entitled to receive
18 health services, or reimbursement therefor, pursuant to a contract made by a
19 health services corporation with or for the benefit of such person;

20 (6) "Membership contract", any agreement, contract or certificate by which
21 a health services corporation describes the health services or benefits to be
22 provided thereunder to its members or beneficiaries;

23 (7) **"Military spouse", any person who is the spouse of a uniformed**
24 **services member;**

25 (8) "Not-for-profit corporation", a nonprofit domestic corporation organized
26 under or accepting the provisions of chapter 355 or incorporated under chapter
27 352;

28 (9) **"Uniformed services member", a member of the active or**
29 **reserve components of the Army, Navy, Air Force, Marine Corps, or**
30 **Coast Guard of the United States who is on active duty, or a member on**
31 **activated status of the National Guard;**

32 (10) **"Veteran", any individual defined as a veteran by the United**
33 **States Department of Veterans' Affairs or its successor agency.**

354.150. 1. Every health services corporation subject to the provisions of
2 sections 354.010 to 354.380 shall pay the following fees to the director for the
3 administration and enforcement of the provisions of this chapter:

4 (1) For filing the declaration required on organization of each domestic
5 company, two hundred fifty dollars;

6 (2) For filing statement and certified copy of charter required of foreign
7 companies, two hundred fifty dollars;

8 (3) For filing application to renew certificate of authority, along with all
9 required annual reports, including the annual statement, actuarial statement,
10 risk-based capital report, report of valuation of policies or other obligations of
11 assurance, and audited financial report of any company doing business in this
12 state, one thousand five hundred dollars;

13 (4) For filing any paper, document, or report not filed under subdivision
14 (1), (2), or (3) of this section but required to be filed in the office of the director,
15 fifty dollars each;

16 (5) For affixing the seal of office of the director, ten dollars;

17 (6) For accepting each service of process upon the company, ten dollars.

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

23 **3. Fees mandated in subdivisions (1) and (2) of subsection 1 of**
24 **this section shall be waived if a majority shareholder, officer, or**
25 **director of the organizing corporation is a military spouse, and**
26 **provides a copy of a marriage certificate, and proof of his or her**
27 **spouse's service to the secretary.**

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

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

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

36 3. The secretary of state shall collect the following fees for copying and
37 certifying the copy of any filed document relating to a domestic or foreign
38 corporation: in a written format fifty cents per page plus five dollars for
39 certification, or in an electronic format five dollars for certification and copies.

40 4. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section
41 shall be waived if an initial officer or director of the nonprofit corporation is a
42 **veteran**, a member of the Missouri National Guard or any other active duty
43 military, resides in the state of Missouri, and provides proof of such service to the
44 secretary of state.

45 **5. Fees mandated in subdivisions (1) and (2) of subsection 1 of**
46 **this section and subsection 3 of this section shall be waived if an initial**
47 **officer or director of the nonprofit corporation is a military spouse, and**
48 **provides a copy of a marriage certificate, and proof of his or her**
49 **spouse's service to the secretary.**

355.066. Unless the context otherwise requires or unless otherwise
2 indicated, as used in this chapter the following terms mean:

3 (1) "Approved by or approval by the members", approved or ratified by the
4 affirmative vote of a majority of the voters represented and voting at a duly held
5 meeting at which a quorum is present, which affirmative votes also constitute a
6 majority of the required quorum, or by a written ballot or written consent in
7 conformity with this chapter, or by the affirmative vote, written ballot or written
8 consent of such greater proportion, including the votes of all the members of any
9 class, unit or grouping as may be provided in the articles, bylaws or this chapter
10 for any specified member action;

11 (2) "Articles of incorporation" or "articles", amended and restated articles
12 of incorporation and articles of merger;

13 (3) "Board" or "board of directors", the board of directors except that no
14 person or group of persons is the board of directors because of powers delegated
15 to that person or group pursuant to section 355.316;

16 (4) "Bylaws", the code or codes of rules, other than the articles, adopted
17 pursuant to this chapter for the regulation or management of the affairs of the
18 corporation, irrespective of the name or names by which such rules are

19 designated. Bylaws shall not include legally enforceable covenants, declarations,
20 indentures or restrictions imposed upon members by validly recorded indentures,
21 declarations, covenants, restrictions or other recorded instruments, as they apply
22 to real property;

23 (5) "Class", a group of memberships which have the same rights with
24 respect to voting, dissolution, redemption and transfer. For the purpose of this
25 section, "rights" shall be considered the same if they are determined by a formula
26 applied uniformly;

27 (6) "Corporation", public benefit and mutual benefit corporations;

28 (7) "Delegates", those persons elected or appointed to vote in a
29 representative assembly for the election of a director or directors or on other
30 matters;

31 (8) "Deliver", includes mail;

32 (9) "Directors", individuals, designated in the articles or bylaws or elected
33 by the incorporator or incorporators, and their successors and individuals elected
34 or appointed by any other name or title to act as members of the board;

35 (10) "Distribution", the payment of a dividend or any part of the income
36 or profit of a corporation to its members, directors or officers;

37 (11) "Domestic corporation", a Missouri corporation;

38 (12) "Effective date of notice", is defined in section 355.071;

39 (13) "Employee", does not include an officer or director who is not
40 otherwise employed by the corporation;

41 (14) "Entity", domestic corporations and foreign corporations, business
42 corporations and foreign business corporations, for-profit and nonprofit
43 unincorporated associations, business trusts, estates, partnerships, trusts, and
44 two or more persons having a joint or common economic interest, and a state, the
45 United States, and foreign governments;

46 (15) "File", "filed" or "filing", filed in the office of the secretary of state;

47 (16) "Foreign corporation", a corporation organized under a law other than
48 the laws of this state which would be a nonprofit corporation if formed under the
49 laws of this state;

50 (17) "Governmental subdivision", includes authority, county, district, and
51 municipality;

52 (18) "Includes", denotes a partial definition;

53 (19) "Individual", a natural person;

54 (20) "Means", denotes a complete definition;

55 (21) "Member", without regard to what a person is called in the articles
56 or bylaws, any person or persons who on more than one occasion, pursuant to a
57 provision of a corporation's articles or bylaws, have the right to vote for the
58 election of a director or directors; but a person is not a member by virtue of any
59 of the following:

60 (a) Any rights such person has as a delegate;

61 (b) Any rights such person has to designate a director or directors; or

62 (c) Any rights such person has as a director;

63 (22) "Membership", the rights and obligations a member or members have
64 pursuant to a corporation's articles, bylaws and this chapter;

65 (23) **"Military spouse", any person who is the spouse of a**
66 **uniformed services member;**

67 (24) "Mutual benefit corporation", a domestic corporation which is formed
68 as a mutual benefit corporation pursuant to sections 355.096 to 355.121 or is
69 required to be a mutual benefit corporation pursuant to section 355.881;

70 [(24)] (25) "Notice" [is defined], **as described** in section 355.071;

71 [(25)] (26) "Person", includes any individual or entity;

72 [(26)] (27) "Principal office", the office, in or out of this state, so
73 designated in the corporate registration report filed pursuant to section 355.856
74 where the principal offices of a domestic or foreign corporation are located;

75 [(27)] (28) "Proceeding", includes civil suits and criminal, administrative,
76 and investigatory actions;

77 [(28)] (29) "Public benefit corporation", a domestic corporation which is
78 formed as a public benefit corporation pursuant to sections 355.096 to 355.121,
79 or is required to be a public benefit corporation pursuant to section 355.881;

80 [(29)] (30) "Record date", the date established pursuant to sections
81 355.181 to 355.311 on which a corporation determines the identity of its members
82 for the purposes of this chapter;

83 [(30)] (31) "Resident", a full-time resident of a long-term care facility or
84 residential care facility;

85 [(31)] (32) "Secretary", the corporate officer to whom the board of
86 directors has delegated responsibility pursuant to subsection 2 of section 355.431
87 for custody of the minutes of the directors' and members' meetings and for
88 authenticating the records of the corporation;

89 [(32)] (33) "State", when referring to a part of the United States, includes
90 a state or commonwealth, and its agencies and governmental subdivisions, and

91 any territory or insular possession, and its agencies and governmental
92 subdivisions, of the United States;

93 **(34) "Uniformed services member", a member of the active or**
94 **reserve components of the Army, Navy, Air Force, Marine Corps, or**
95 **Coast Guard of the United States who is on active duty, or a member on**
96 **activated status of the National Guard;**

97 [(33)] **(35) "United States", includes any agency of the United States;**

98 **(36) "Veteran", any individual defined as a veteran by the United**
99 **States Department of Veterans' Affairs or its successor agency;**

100 [(34)] **(37) "Vote", includes authorization by written ballot and written**
101 **consent; and**

102 [(35)] **(38) "Voting power", the total number of votes entitled to be cast**
103 **for the election of directors at the time the determination of voting power is made,**
104 **excluding a vote which is contingent upon the happening of a condition or event**
105 **that has not occurred at the time. Where a class is entitled to vote as a class for**
106 **directors, the determination of voting power of the class shall be based on the**
107 **percentage of the number of directors the class is entitled to elect out of the total**
108 **number of authorized directors.**

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

7 2. Fees mandated in subsection 1 of this section shall be waived if the
8 association of persons signing the written articles of association and agreement
9 includes:

10 **(1) A military spouse, and provides a copy of a marriage**
11 **certificate, and proof of his or her spouse's service to the secretary; or**

12 **(2) A veteran, a member of the Missouri National Guard or any other**
13 **active duty military, who resides in the state of Missouri, and provides proof of**
14 **such service to the secretary of state.**

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

16 **(1) "Military spouse", any person who is the spouse of a**
17 **uniformed services member;**

18 **(2) "Uniformed services member", a member of the active or**

19 **reserve components of the Army, Navy, Air Force, Marine Corps, or**
20 **Coast Guard of the United States who is on active duty, or a member on**
21 **activated status of the National Guard;**

22 **(3) "Veteran", any individual defined as a veteran by the United**
23 **States Department of Veterans' Affairs or its successor agency.**

358.020. In this chapter:

2 (1) "Bankrupt", includes a debtor pursuant to a voluntary or involuntary
3 petition filed under the Federal Bankruptcy Code or a person or entity subject to
4 an insolvency or similar proceeding under state law;

5 (2) "Business", includes every trade, occupation, or profession;

6 (3) "Conveyance", includes every assignment, lease, mortgage, or
7 encumbrance;

8 (4) "Court", includes every court and judge having jurisdiction in the case;

9 (5) "Foreign registered limited liability partnership" [means], a limited
10 liability partnership formed pursuant to an agreement governed by the laws of
11 another jurisdiction and registered as a limited liability partnership under the
12 laws of such jurisdiction;

13 (6) **"Military spouse", any person who is the spouse of a uniformed**
14 **services member;**

15 (7) "Person", includes individuals, partnerships, domestic or foreign
16 limited partnerships, domestic or foreign limited liability companies, domestic or
17 foreign corporations, trusts, business trusts, real estate investment trusts, estates
18 and other associations or business entities;

19 [(7)] (8) "Real property", includes land and any interest or estate in land;
20 [and]

21 [(8)] (9) "Registered limited liability partnership" [means], a partnership
22 formed pursuant to an agreement governed by the laws of this state, registered
23 pursuant to section 358.440 and complying with sections 358.450 and 358.460;

24 (10) **"Uniformed services member", a member of the active or**
25 **reserve components of the Army, Navy, Air Force, Marine Corps, or**
26 **Coast Guard of the United States who is on active duty, or a member on**
27 **activated status of the National Guard;**

28 (11) **"Veteran", any individual defined as a veteran by the United**
29 **States Department of Veterans' Affairs or its successor agency.**

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

3 state. The application shall set forth:

4 (1) The name of the partnership;

5 (2) The address of a registered office and the name and address of a
6 registered agent for service of process required to be maintained by section
7 358.470;

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

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

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

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

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

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

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

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

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

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

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

36 6. An initial application filed under subsection 1 of this section by a
37 partnership registered by the secretary of state as a limited liability partnership
38 expires one year after the date of registration unless earlier withdrawn or

39 revoked or unless renewed in accordance with subsection 9 of this section.

40 7. If a person is included in the number of partners of a registered limited
41 liability partnership set forth in an application, a renewal application or a
42 certificate of amendment of an application or a renewal application, the inclusion
43 of such person shall not be admissible as evidence in any action, suit or
44 proceeding, whether civil, criminal, administrative or investigative, for the
45 purpose of determining whether such person is liable as a partner of such
46 registered limited liability partnership. The status of a partnership as a
47 registered limited liability partnership and the liability of a partner of such
48 registered limited liability partnership shall not be adversely affected if the
49 number of partners stated in an application, a renewal application or a certificate
50 of amendment of an application or a renewal application is erroneously stated
51 provided that the application, renewal application or certificate of amendment of
52 an application or a renewal application was filed in good faith.

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

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

67 10. A registration may be withdrawn by filing with the secretary of state
68 a written withdrawal notice signed on behalf of the partnership by a majority of
69 the partners or by one or more partners authorized by a majority of the partners
70 to sign the notice on behalf of the partnership. A withdrawal notice shall include
71 the name of the partnership, the date of registration of the partnership's last
72 application under this section, and a current street address of the partnership's
73 principal office in this state or outside the state, as applicable. A withdrawal
74 notice terminates the registration of the partnership as a limited liability

75 partnership as of the date of filing the notice in the office of the secretary of
76 state. The withdrawal notice shall be accompanied by a filing fee of twenty
77 dollars.

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

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

- 86 (1) The name of the partnership;
- 87 (2) The identity of the document being amended;
- 88 (3) The part of the document being amended; and
- 89 (4) The amendment or correction.

90 The articles of amendment shall be accompanied by a filing fee of twenty dollars
91 plus, if the amendment increases the number of partners, fifty dollars for each
92 partner added, but the fee shall not exceed two hundred dollars; provided that no
93 amendment of an application or a renewal application is required as a result of
94 a change after the application or renewal application is filed in the number of
95 partners of the registered limited liability partnership or in the business in which
96 the registered limited liability partnership engages. All moneys from such fees
97 shall be deposited into the general revenue fund. The status of a partnership as
98 a registered limited liability partnership shall not be affected by changes after
99 the filing of an application or a renewal application in the information stated in
100 the application or renewal application.

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

- 106 (1) A change in the name of the registered limited liability partnership;
- 107 (2) Except as provided in subsections 2 and 3 of section 358.470, a change
108 in the address of the registered office or a change in the name or address of the
109 registered agent of the registered limited liability partnership.

110 14. Unless otherwise provided in this chapter or in the certificate of

111 amendment of an application or a renewal application, a certificate of amendment
112 of an application or a renewal application or a withdrawal notice of an application
113 or a renewal application shall be effective at the time of its filing with the
114 secretary of state.

115 15. The secretary of state may provide forms for the application specified
116 in subsection 1 of this section, the renewal application specified in subsection 9
117 of this section, the withdrawal notice specified in subsection 10 of this section,
118 and the amendment or correction specified in subsection 12 of this section.

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

122 17. The secretary of state may revoke the filing of a document filed under
123 this section if the secretary of state determines that the filing fee for the
124 document was paid by an instrument that was dishonored when presented by the
125 state for payment. The secretary of state shall return the document and give
126 notice of revocation to the filing party by regular mail. Failure to give or receive
127 notice does not invalidate the revocation. A revocation of a filing does not affect
128 an earlier filing.

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

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

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

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

145 (a) That the secretary is irrevocably appointed the agent of the foreign
146 limited liability partnership for service of process if the limited liability

147 partnership fails to maintain a registered agent in this state or if the agent
148 cannot be found or served with the exercise of reasonable diligence; and

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

152 20. A partnership that registers as a limited liability partnership shall
153 not be deemed to have dissolved as a result thereof and is for all purposes the
154 same partnership that existed before the registration and continues to be a
155 partnership under the laws of this state. If a registered limited liability
156 partnership dissolves, a partnership which is a successor to such registered
157 limited liability partnership and which intends to be a registered limited liability
158 partnership shall not be required to file a new registration and shall be deemed
159 to have filed any documents required or permitted under this chapter which were
160 filed by the predecessor partnership.

161 21. Fees mandated in subsection 3 of this section shall be waived if a
162 general partner of the partnership is:

163 (1) **A military spouse, and provides a copy of a marriage**
164 **certificate, and proof of his or her spouse's service to the secretary; or**

165 (2) **A veteran**, a member of the Missouri National Guard or any other
166 active duty military, resides in the state of Missouri, and provides proof of such
167 service to the secretary of state.

359.011. As used in this chapter, the following terms mean:

2 (1) "Certificate of limited partnership", the certificate referred to in
3 section 359.091, and the certificate as amended or restated;

4 (2) "Contribution", any cash, property, services rendered, or a promissory
5 note or other binding obligation to contribute cash or property or to perform
6 services, which a partner contributes to a limited partnership in his capacity as
7 a partner;

8 (3) "Event of withdrawal of a general partner", an event that causes a
9 person to cease to be a general partner as provided in section 359.241;

10 (4) "Foreign limited partnership", a partnership formed under the laws of
11 any country or of any state other than this state and having as partners one or
12 more general partners and one or more limited partners;

13 (5) "General partner", a person who has been admitted to a limited
14 partnership as a general partner in accordance with the partnership agreement
15 and named in the certificate of limited partnership as a general partner;

16 (6) "Limited partner", a person who has been admitted to a limited
17 partnership as a limited partner in accordance with the partnership agreement;

18 (7) "Limited partnership" and "domestic limited partnership", a
19 partnership formed by two or more persons under the laws of this state and
20 having one or more general partners and one or more limited partners;

21 (8) **"Military spouse", any person who is the spouse of a uniformed**
22 **services member;**

23 (9) "Partner", a limited or general partner;

24 [(9)] (10) "Partnership agreement", any valid agreement, written or oral,
25 of the partners as to the affairs of a limited partnership and the conduct of its
26 business;

27 [(10)] (11) "Partnership interest", a partner's share of the profits and
28 losses of a limited partnership and the right to receive distributions of
29 partnership assets;

30 [(11)] (12) "Person", a natural person, partnership, limited partnership
31 (domestic or foreign), domestic or foreign limited liability company, trust, estate,
32 association, or corporation;

33 [(12)] (13) "Registered limited liability limited partnership", a limited
34 partnership complying with section 359.172;

35 [(13)] (14) "State", a state, territory, or possession of the United States,
36 the District of Columbia, or the Commonwealth of Puerto Rico;

37 (15) **"Uniformed services member", a member of the active or**
38 **reserve components of the Army, Navy, Air Force, Marine Corps, or**
39 **Coast Guard of the United States who is on active duty, or a member on**
40 **activated status of the National Guard;**

41 (16) **"Veteran", any individual defined as a veteran by the United**
42 **States Department of Veterans' Affairs or its successor agency.**

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

3 (1) Certificates of limited partnership: one hundred dollars;

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

7 (3) Amendments to and restatements of certificates of limited
8 partnerships or to applications for registration of foreign limited partnerships or
9 any other filing not otherwise provided for: twenty dollars;

10 (4) Cancellations of certificates of limited partnerships or of registration
11 of foreign limited partnerships: twenty dollars;

12 (5) A consent required to be filed under this chapter: twenty dollars;

13 (6) A change of address of registered agent, or change of registered agent,
14 or both: five dollars;

15 (7) A partner list: one dollar each page;

16 (8) Reservation of name: twenty dollars;

17 (9) Rescission fee: one hundred dollars.

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

22 **3. Fees mandated in subdivisions (1) and (2) of subsection 1 of**
23 **this section shall be waived if a general partner of the partnership is**
24 **a military spouse, and provides a copy of a marriage certificate, and**
25 **proof of his or her spouse's service to the secretary.**

394.020. In this chapter, unless the context otherwise requires, **the**
2 **following terms mean:**

3 (1) "Member" [means], each incorporator of a cooperative and each person
4 admitted to and retaining membership therein, and shall include a husband and
5 wife admitted to joint membership;

6 (2) "**Military spouse**", any person who is the spouse of a **uniformed**
7 **services member;**

8 (3) "Person", includes any natural person, firm, association, corporation,
9 business trust, partnership, federal agency, state or political subdivision or
10 agency thereof, or any body politic; [and]

11 [(3)] (4) "Rural area", shall be deemed to mean any area of the United
12 States not included within the boundaries of any city, town or village having a
13 population in excess of fifteen hundred inhabitants, and such term shall be
14 deemed to include both the farm and nonfarm population thereof;

15 (5) "**Uniformed services member**", a member of the active or
16 reserve components of the Army, Navy, Air Force, Marine Corps, or
17 Coast Guard of the United States who is on active duty, or a member on
18 activated status of the National Guard;

19 (6) "**Veteran**", any individual defined as a veteran by the United
20 States Department of Veterans' Affairs or its successor agency.

394.250. 1. There shall be charged and collected for:

- 2 (1) Filing articles of incorporation, ten dollars;
- 3 (2) Filing articles of amendment, one dollar;
- 4 (3) Filing articles of consolidation or merger, ten dollars;
- 5 (4) Filing articles of conversion, ten dollars;
- 6 (5) Filing certificate of election to dissolve, one dollar;
- 7 (6) Filing articles of dissolution, two dollars; and
- 8 (7) Filing certificate of change of principal office, two dollars.

9 2. All fees shall be made payable to and collected by the state director of
10 revenue.

11 3. Fees mandated in subdivision (1) of subsection 1 of this section shall
12 be waived if an initial member of the cooperative is:

13 **(1) A military spouse, and provides a copy of a marriage**
14 **certificate, and proof of his or her spouse's service to the secretary; or**

15 **(2) A veteran,** a member of the Missouri National Guard or any other
16 active duty military, resides in the state of Missouri, and provides proof of such
17 service to the secretary of state.

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

5 2. Fees mandated in subsection 1 of this section shall be waived if a party
6 owning any interest or part in the business is:

7 **(1) A military spouse, and provides a copy of a marriage**
8 **certificate, and proof of his or her spouse's service to the secretary; or**

9 **(2) A veteran,** a member of the Missouri National Guard or any other
10 active duty military, resides in the state of Missouri, and provides proof of such
11 service to the secretary of state.

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

13 **(1) "Military spouse", any person who is the spouse of a**
14 **uniformed services member;**

15 **(2) "Uniformed services member", a member of the active or**
16 **reserve components of the Army, Navy, Air Force, Marine Corps, or**
17 **Coast Guard of the United States who is on active duty, or a member on**
18 **activated status of the National Guard;**

19 **(3) "Veteran", any individual defined as a veteran by the United**

20 States Department of Veterans' Affairs or its successor agency.

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