

FIRST REGULAR SESSION

HOUSE BILL NO. 482

92ND GENERAL ASSEMBLY

INTRODUCED BY REPRESENTATIVE BYRD.

Read 1st time February 17, 2003, and copies ordered printed.

STEPHEN S. DAVIS, Chief Clerk

1614L.011

AN ACT

To repeal section 351.046, RSMo, and to enact in lieu thereof one new section relating to the requirements for corporate document filings with the secretary of state.

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

Section A. Section 351.046, RSMo, is repealed and one new section enacted in lieu thereof, to be known as section 351.046, to read as follows:

351.046. 1. A document shall satisfy the requirements of this section, and of any other section that adds to or varies from these requirements, to be entitled to filing by the secretary of state.

2. This chapter shall require or permit filing the document in the office of the secretary of state.

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

4. The document shall be typewritten or printed.

5. The document shall be in the English language.

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11 A corporate name need not be in English if written in English letters or Arabic or Roman
12 numerals, and the certificate of existence required of foreign corporations need not be in English
13 if accompanied by a reasonably authenticated English translation.

14 6. The document shall be executed:

15 (1) By the chairman of the board of directors of a domestic or foreign corporation, by
16 its president, or by another of its officers;

17 (2) If directors have not been selected or the corporation has not been formed, by the
18 incorporator(s); or

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

21 7. The person executing the document shall sign it and state beneath or opposite his
22 signature his name and the capacity in which he signs. The document may contain the corporate
23 seal, an attestation by the secretary or an assistant secretary, an acknowledgment, verification or
24 proof.

25 8. If the secretary of state has prescribed a mandatory form for the document under the
26 provisions of section 351.047, the document shall be in or on the prescribed form.

27 9. The document shall be delivered to the office of the secretary of state for filing and
28 must be accompanied by one exact or conformed copy, except as provided in sections 351.376
29 and 351.592, the correct filing fee, and any franchise tax, license fee, or penalty required by this
30 chapter or other law.

31 **10. In accordance with rules established by the secretary of state, any signature on**
32 **any document authorized to be filed by or with the secretary of state pursuant to this**
33 **chapter may be a facsimile, a conformed signature, or an electronically transmitted**
34 **signature.**