

FIRST REGULAR SESSION

[PERFECTED]

HOUSE COMMITTEE SUBSTITUTE FOR

# HOUSE BILL NO. 630

93RD GENERAL ASSEMBLY

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Reported from the Committee on Judiciary March 10, 2005 with recommendation that House Committee Substitute for House Bill No. 630 Do Pass by Consent. Referred to the Committee on Rules pursuant to Rule 25(26)(f).

Reported from the Committee on Rules March 15, 2005 with recommendation that House Committee Substitute for House Bill No. 630 Do Pass by Consent with no time limit for debate.

Perfectured by Consent March 30, 2005.

STEPHEN S. DAVIS, Chief Clerk

1666L.02P

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## AN ACT

To repeal sections 355.716 and 355.871, RSMo, and to enact in lieu thereof two new sections relating to not-for-profit corporations.

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

Section A. Sections 355.716 and 355.871, RSMo, are repealed and two new sections  
2 enacted in lieu thereof, to be known as sections 355.716 and 355.871, to read as follows:

355.716. 1. A corporation administratively dissolved under section 355.711 **or forfeited**  
2 **after 1978 for failure to file an annual report** may apply to the secretary of state for  
3 reinstatement. The application must:

4 (1) Recite the name of the corporation and the effective date of its administrative  
5 dissolution **or forfeiture**;

6 (2) State that the ground or grounds for dissolution either did not exist or have been  
7 eliminated;

8 (3) State that the corporation's name satisfies the requirements of section 355.146; and

9 (4) Contain a certificate from the director of revenue reciting that all taxes owed by the  
10 corporation have been paid if the corporation pays taxes.

11 2. If the secretary of state determines that the application contains the information

EXPLANATION — Matter enclosed in bold-faced brackets [thus] in the above bill is not enacted and is intended to be omitted from the law. Matter in **bold-face** type in the above bill is proposed language.

12 required by subsection 1 of this section and that the information is correct, the secretary of state  
13 shall cancel the certificate of dissolution **or forfeiture** and prepare a certificate of reinstatement  
14 reciting that determination and the effective date of reinstatement, file the original of the  
15 certificate, and serve a copy on the corporation under section 355.176.

16 3. When reinstatement is effective, it relates back to and takes effect as of the effective  
17 date of the administrative dissolution **or forfeiture** and the corporation shall resume carrying on  
18 its activities as if the administrative dissolution **or forfeiture** had never occurred.

355.871. **1.** The repeal of former chapter 355 does not affect:

2 (1) The operation of the statute or any action taken under it before its repeal;

3 (2) Any ratification, right, remedy, privilege, obligation or liability acquired, accrued or  
4 incurred under the statute before its repeal;

5 (3) Any violation of the statute or any penalty, forfeiture, or punishment incurred because  
6 of the violation, before its repeal;

7 (4) Any proceeding, reorganization or dissolution commenced under the statute before  
8 its repeal, and the proceeding, reorganization or dissolution may be completed in accordance  
9 with the statute as if it had not been repealed; or

10 (5) Any meeting of members or directors or action by written consent noticed or any  
11 action taken before its repeal as a result of a meeting of members or directors or action by written  
12 consent.

13 **2. Repeals and reenactments provided in this section shall not avoid or invalidate**  
14 **the provisions of section 355.716.**