

SECOND REGULAR SESSION

HOUSE BILL NO. 2141

93RD GENERAL ASSEMBLY

INTRODUCED BY REPRESENTATIVE DONNELLY.

Read 1st time March 31, 2006 and copies ordered printed.

STEPHEN S. DAVIS, Chief Clerk

4077L.02I

AN ACT

To repeal sections 347.015, 347.030, 347.039, 347.048, 347.129, 347.189, 347.705, 347.725, 351.015, 351.055, 351.120, 351.215, 351.370, 351.375, 351.430, 351.576, 351.588, 355.066, 355.096, 355.161, 355.166, 355.556, 355.761, 355.781, 355.786, 355.801, 355.821, 355.856, 356.041, 356.211, 358.020, 358.440, 358.470, 358.520, 359.011, 359.041, 359.091, 359.165, 359.501, 359.531, 417.005, and 417.210, RSMo, and to enact in lieu thereof forty-two new sections relating to business addresses, with penalty provisions.

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

Section A. Sections 347.015, 347.030, 347.039, 347.048, 347.129, 347.189, 347.705, 2 347.725, 351.015, 351.055, 351.120, 351.215, 351.370, 351.375, 351.430, 351.576, 351.588, 3 355.066, 355.096, 355.161, 355.166, 355.556, 355.761, 355.781, 355.786, 355.801, 355.821, 4 355.856, 356.041, 356.211, 358.020, 358.440, 358.470, 358.520, 359.011, 359.041, 359.091, 5 359.165, 359.501, 359.531, 417.005, and 417.210, RSMo, are repealed and forty-two new 6 sections enacted in lieu thereof, to be known as sections 347.015, 347.030, 347.039, 347.048, 7 347.129, 347.189, 347.705, 347.725, 351.015, 351.055, 351.120, 351.215, 351.370, 351.375, 8 351.430, 351.576, 351.588, 355.066, 355.096, 355.161, 355.166, 355.556, 355.761, 355.781, 9 355.786, 355.801, 355.821, 355.856, 356.041, 356.211, 358.020, 358.440, 358.470, 358.520, 10 359.011, 359.041, 359.091, 359.165, 359.501, 359.531, 417.005, and 417.210, to read as 11 follows:

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

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.

- 2 (1) "Articles of organization", the articles referred to in section 347.039, filed with the
3 secretary for the purpose of forming a limited liability company, as the same may be amended
4 or restated from time to time as provided in sections 347.010 to 347.187;
- 5 (2) "Authorized person", manager, or member, if management of the limited liability
6 company is vested in the members;
- 7 (3) "Bankruptcy", the entry of an order for relief by the court in a proceeding under the
8 United States Bankruptcy Code, Title 11, U.S.C., as amended, or its equivalent under a state
9 insolvency act or a similar law of other jurisdictions;
- 10 (4) "Business" includes every trade, occupation or profession;
- 11 (5) "Contribution", cash, other property, the use of property, services rendered, a
12 promissory note or other binding obligation to contribute cash or property or perform services
13 or any other valuable consideration transferred by a person to the limited liability company as
14 a prerequisite for membership in the limited liability company and any subsequent transfer to the
15 limited liability company by a person in his capacity as a member;
- 16 (6) "Court" includes every court and judge having jurisdiction in the case;
- 17 (7) "Domestic limited liability company" or "limited liability company", a limited
18 liability company organized and existing under sections 347.010 to 347.187;
- 19 (8) "Event of withdrawal", an event that causes a person to cease to be a member as
20 provided in section 347.123;
- 21 (9) "Foreign limited liability company", a limited liability company formed under the
22 laws of any jurisdiction other than the state of Missouri;
- 23 (10) "Manager", with respect to a limited liability company whose articles of
24 organization state that management of the limited liability company is vested in one or more
25 managers, the person or persons designated, appointed or elected as such in the manner provided
26 in subsection 2 of section 347.079;
- 27 (11) "Member", any person that signs in person or by an attorney in fact, or otherwise
28 is a party to the operating agreement at the time the limited liability company is formed and is
29 identified as a member in that operating agreement and any person who is subsequently admitted
30 as a member in a limited liability company in accordance with sections 347.010 to 347.187 and
31 the operating agreement, until such time as an event of withdrawal occurs with respect to such
32 person;
- 33 (12) "Member's interest", a member's share of the profits and losses of a limited liability
34 company and the right to receive distributions of limited liability company assets;
- 35 (13) "Operating agreement", any valid agreement or agreements, written or oral, among
36 all members, or written declaration by the sole member concerning the conduct of the business

37 and affairs of the limited liability company and the relative rights, duties and obligations of the
38 members and managers, if any;

39 (14) "Organizer", any of the signers of the articles of organization;

40 (15) "Person" includes individuals, partnerships, domestic or foreign limited
41 partnerships, domestic or foreign limited liability companies, domestic or foreign corporations,
42 trusts, business trusts, employee stock ownership trusts, real estate investment trusts, estates,
43 associations, and other business or not-for-profit entities;

44 (16) **"Physical address", the street address of the office, building, home, or other**
45 **structure that serves as the location recognized and to which mail for the occupant or**
46 **tenant thereof may be delivered by the United States Post Office and where the registered**
47 **agent may be found; a post office box or an address with a post office box zip code or a**
48 **location where a post office box is rented is not alone sufficient to meet the meaning of the**
49 **term "physical address";**

50 (17) "Real property" includes land, any interest, leasehold or estate in land and any
51 improvements thereon;

52 [(17)] (18) "Secretary", the secretary of state for the state of Missouri and its delegates
53 responsible for the administration of sections 347.010 to 347.187;

54 [(18)] (19) "Surviving entity", the surviving or resulting person pursuant to a merger or
55 consolidation in which one or more domestic limited liability companies are parties.

347.030. 1. Each limited liability company shall have and continuously maintain in this
2 state:

3 (1) A registered office which may be, but need not be, the same as a place of its business
4 in this state;

5 (2) A registered agent for service of any process, notice or demand required or permitted
6 by law to be served upon the limited liability company, which agent may be either an individual,
7 resident of this state, whose business office **has a physical address which** is identical with such
8 registered office, or a domestic or foreign corporation authorized to do business in this state, and
9 whose business office **has a physical address which** is identical with such registered office.
10 Except as provided in this section and subdivision (5) of section 347.153, the secretary shall not
11 be appointed as the resident agent for any limited liability company.

12 2. A limited liability company may, from time to time, change its registered agent or the
13 address of its registered office. A limited liability company shall change its registered agent if
14 the office of its registered agent shall become vacant for any reason, if its registered agent
15 becomes disqualified or incapacitated to act, or if the limited liability company revokes the
16 appointment of its registered agent. A limited liability company may change its registered agent

17 or the address of its registered office, or both, by a filing with the secretary, a statement setting
18 forth:

19 (1) The name of the limited liability company;

20 (2) The **physical** address[, including street and number, if any,] of its then registered
21 office;

22 (3) If the address of its registered office is to be changed, the **physical** address[,
23 including street and number, if any,] to which the registered office is to be changed;

24 (4) The name of its then registered agent;

25 (5) If its registered agent is to be changed, the name of its successor registered agent and
26 the successor registered agent's written consent to the appointment either on the statement or
27 attached thereto;

28 (6) That the **physical** address of its registered office and the **physical** address of the
29 business office of its registered agent, as changed, will be identical; and

30 (7) That such change was authorized by the limited liability company.

31 3. The change of address of the registered office, or the change of the registered agent,
32 or both, as the case may be, shall become effective upon the filing of such statement by the
33 secretary.

34 4. If a registered agent changes the [street] **physical** address of his business office, he
35 may change the [street] **physical** address of the registered office of any limited liability company
36 for which he is the registered agent by notifying the limited liability company in writing of the
37 change and signing, either manually or in facsimile, and delivering to the secretary of state for
38 filing a statement of change that complies with the requirements of subdivisions (1) to (6) of
39 subsection 2 of this section and recites that the limited liability company has been notified of the
40 change.

41 5. The change of an address of the registered office shall become effective upon the
42 filing of the statement by the secretary.

43 6. Any registered agent of a limited liability company may resign as such agent by the
44 filing with the secretary duplicate originals of a statement, on a form approved by the secretary,
45 setting forth:

46 (1) The name of the limited liability company;

47 (2) The **physical** address[, including street and number, if any,] of its then registered
48 office;

49 (3) The name of such registered agent; and

50 (4) A representation that such registered agent has given written notice of such agent's
51 resignation and a copy of such statement to the limited liability company. Such resignation shall

52 become effective upon expiration of thirty days after receipt of such statement by the secretary,
53 or on the appointment of a new registered agent, whichever occurs earlier.

347.039. 1. The articles of organization shall set forth:

2 (1) The name of the limited liability company;

3 (2) The purpose or purposes for which the limited liability company is organized, which
4 may be stated to be, or to include, the transaction of any or all lawful business for which a
5 limited liability company may be organized under sections 347.010 to 347.187;

6 (3) The **physical** address[, including street and number, if any,] of the registered office
7 and the name of the registered agent at such office;

8 (4) A statement as to whether management of the limited liability company is vested in
9 managers or in members;

10 (5) The events by which the limited liability company is to dissolve or the number of
11 years the limited liability company is to exist, which may be any number or perpetual; and

12 (6) The name and physical **address of the** business or residence [address] of each
13 organizer.

14 2. The articles of organization may set forth any other provision, not inconsistent with
15 law or sections 347.010 to 347.187, which are in the operating agreement of the limited liability
16 company.

347.048. Any limited liability company that owns and rents or leases real property, or
2 owns unoccupied real property, located within any home rule city with a population of more than
3 four hundred thousand inhabitants which is located in more than one county, shall file with that
4 city's clerk an affidavit listing the name and **physical** address of at least one person who has
5 management control and responsibility for the real property owned and leased or rented by the
6 limited liability company, or owned by the limited liability company and unoccupied.

347.129. 1. The surviving limited liability company in the merger or the new limited
2 liability company in the consolidation shall file a notice of the merger or consolidation with the
3 secretary which shall set forth:

4 (1) The name of each party to the merger or consolidation;

5 (2) The effective date of the merger or consolidation which may not exceed ninety days
6 after the filing of the notice of merger or consolidation;

7 (3) The name of the surviving limited liability company in the merger or the new limited
8 liability company in the consolidation and the state of its formation;

9 (4) A statement that the merger or consolidation was authorized and approved by the
10 members of each party to the merger or consolidation in accordance with the laws of the
11 jurisdiction where it was organized;

12 (5) If applicable, the **physical** address of the registered office and the name of the
13 registered agent at such office for the surviving or new limited liability company;

14 (6) In the case of a merger in which a domestic limited liability company is the surviving
15 limited liability company, such amendments to the articles of organization of the surviving
16 limited liability company as are desired to be effected by the merger, or, if no such amendments
17 or changes are desired, a statement that the articles of organization of the surviving limited
18 liability company shall not be amended as a result of the merger;

19 (7) In the case of a consolidation in which a domestic limited liability company is the
20 continuing limited liability company, the articles of organization of the new domestic limited
21 liability company shall be set forth in an attachment to the notice of consolidation;

22 (8) A statement that the executed agreement of merger or consolidation is on file at the
23 principal place of business of the surviving or new limited liability company, stating the **physical**
24 address of the principal place of business; and

25 (9) A statement that a copy of the agreement of merger or consolidation will be furnished
26 by the surviving or new entity, on request and without cost, to any member of any entity that is
27 a party to the merger or consolidation.

28 2. The notice of the merger or consolidation shall be executed by at least one authorized
29 person of the domestic limited liability company and one authorized agent, or its equivalent, for
30 the other party to the merger or consolidation who is duly authorized to execute such notice.

31 3. In the event the merger or consolidation is not consummated for any reason, the
32 domestic limited liability company shall promptly file a notice of the abandonment of the merger
33 or consolidation with the secretary which shall set forth:

34 (1) The name of each party to the merger or consolidation;

35 (2) The date the notice of merger or consolidation was filed with the secretary; and

36 (3) A statement that the merger or consolidation was not consummated and has been
37 abandoned.

38 4. If the surviving or new limited liability company is a foreign limited liability
39 company, the effective date of such merger or consolidation shall be the date on which the same
40 becomes effective in the state of domicile of such surviving or new limited liability company;
41 provided a document from the state of domicile of the surviving limited liability company in the
42 case of merger or the case of consolidation certifying that the merger or consolidation has
43 become effective in such state shall be a requirement for the merger or consolidation becoming
44 effective in this state.

347.189. Any limited liability company that owns and rents or leases real property, or
2 owns unoccupied real property, located within any home rule city with a population of more than
3 four hundred thousand inhabitants which is located in more than one county, shall file with that

4 city's clerk an affidavit listing the name and **physical** address of at least one person, who has
5 management control and responsibility for the real property owned and leased or rented by the
6 limited liability company, or owned by the limited liability company and unoccupied.

347.705. As used in sections 347.700 to 347.735, the following terms mean:

2 (1) "Constituent entity", each person that is a party to a merger or consolidation subject
3 to sections 347.700 to 347.735;

4 (2) "New entity", the person into which constituent entities consolidate, as identified in
5 the agreement of consolidation or articles of consolidation provided for in sections 347.700 to
6 347.735;

7 (3) "Organizational document", with respect to a corporation, its articles of corporation
8 or their equivalent, with respect to a general partnership, its fictitious name registration or its
9 equivalent, with respect to a limited partnership, its certificate of limited partnership or its
10 equivalent, with respect to a limited liability company, its articles of organization or their
11 equivalent, with respect to a limited liability partnership, its registration as a limited liability
12 partnership or its equivalent, with respect to a limited liability limited partnership, its certificate
13 of limited partnership and its registration as a limited liability partnership or their equivalent, and
14 with respect to any other type of person, the documents, if any, necessary to form and organize
15 such person under the laws of the jurisdiction under which such person was or is formed and
16 organized;

17 (4) "Person", a domestic or foreign general partnership, limited partnership, limited
18 liability partnership, limited liability limited partnership, limited liability company, corporation,
19 trust, business trust, real estate investment trust and other association or business entity;

20 (5) "**Physical address**", **the street address of the office, building, home, or other**
21 **structure that serves as the location recognized and to which mail for the occupant or**
22 **tenant thereof may be delivered by the United States Post Office and where a registered**
23 **agent may be found; a post office box or an address with a post office box zip code or a**
24 **location where a post office box is rented is not alone sufficient to meet the meaning of the**
25 **term "physical address";**

26 (6) "Surviving entity", the constituent entity surviving a merger, as identified in the
27 agreement of merger or articles of merger provided for in sections 347.700 to 347.735.

347.725. 1. After an agreement of merger or consolidation is authorized, approved, and
2 certified in accordance with section 347.720, the surviving or new entity shall file the agreement
3 of merger or consolidation with the secretary of state or, in lieu thereof, articles of merger or
4 consolidation, duly executed, by each constituent entity setting forth:

5 (1) The name, state or country of organization and nature or type of each of the
6 constituent entities;

7 (2) That an agreement of merger or consolidation has been authorized and approved by
8 each of the constituent entities in accordance with section 347.720;

9 (3) The effective date of the merger or consolidation which may not exceed ninety days
10 after the date of filing of the agreement of merger or consolidation or the articles of merger or
11 consolidation;

12 (4) The name of the surviving or new entity;

13 (5) If applicable, the **physical** address of the registered office and the name of the
14 registered agent at such office for the surviving or new entity;

15 (6) In the case of a merger, such amendments or changes to the organizational documents
16 of the surviving entity, as are desired to be effected by the merger, or, if no such amendments or
17 changes are desired, a statement that the organizational documents of the surviving entity shall
18 be its organizational documents;

19 (7) In the case of a consolidation, that the organizational documents of the new entity
20 shall be as set forth in an attachment to such agreement or articles of merger or consolidation;

21 (8) That the executed agreement of merger or consolidation is on file at the principal
22 place of business of the surviving or new entity, stating the address thereof; and

23 (9) That a copy of the agreement of merger or consolidation will be furnished by the
24 surviving or new entity, on request and without cost, to any partner, shareholder, member, or
25 their equivalent of any entity that is a party to the merger or consolidation.

26 2. An original of the agreement of merger or consolidation or articles of merger or
27 consolidation for each domestic constituent entity to the merger or consolidation shall be
28 delivered to the secretary of state for filing. A person who executes an agreement or articles of
29 merger or consolidation as an agent or fiduciary need not exhibit evidence of authority as a
30 prerequisite to filing. Unless the secretary of state finds that the agreement or articles of merger
31 or consolidation do not conform to law, upon receipt of all filing fees required by law, the
32 secretary of state shall:

33 (1) Endorse on the document the word "Filed" and the day, month and year of the filing
34 thereof;

35 (2) File the document in the secretary of state's office;

36 (3) Issue a certificate of merger or consolidation, which shall set forth the names of all
37 constituent entities, the name of the state or country under the laws of which each was formed,
38 whether a merger or consolidation is involved, the name of the surviving or new entity, the name
39 of the state or country under the laws of which the new entity is formed, the date of filing of the
40 agreement of merger or consolidation or articles of merger or consolidation with him, and the
41 effective date of the merger or consolidation;

42 (4) Return a copy of the certificate of merger or consolidation to the person who filed
43 the agreement or articles of merger or consolidation or his representative; and

44 (5) File a copy of the certificate of merger or consolidation in the records of the secretary
45 of state for each domestic constituent entity.

46 3. A merger or consolidation shall be effective when the requirements for effectiveness
47 of the laws under which any constituent entity was formed have been met and the certificate of
48 merger or consolidation has been filed by the secretary of state, unless a later date is specified
49 in the agreement of merger or consolidation or articles of merger or consolidation, in which case,
50 the effective date of the merger or consolidation will be the date so specified which shall, in no
51 event, exceed ninety days after the date the agreement of merger or consolidation or articles of
52 merger or consolidation is delivered to the secretary of state for filing.

351.015. As used in this chapter, unless the context otherwise requires:

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

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

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

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

22 (a) Prior to June 13, 1984;

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

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

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

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

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

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

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

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

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

47 (k) By or from any person whose shares have been previously accorded voting rights
48 pursuant to section 351.407; provided, the acquisition entitles the person making the acquisition,
49 directly or indirectly, alone or as a part of a group, to exercise or direct the exercise of voting
50 power of the corporation in the election of directors within a range of the voting power not in
51 excess of the range of voting power associated with the shares to which voting rights have been
52 previously accorded;

53 (5) "Control shares" means shares that, except for this chapter, would have voting power
54 with respect to shares of an issuing public corporation that, when added to all other shares of the
55 issuing public corporation owned by a person or in respect to which that person may exercise or
56 direct the exercise of voting power, would entitle that person, immediately after acquisition of
57 the shares, directly or indirectly, alone or as a part of a group, to exercise or direct the exercise
58 of the voting power of the issuing public corporation in the election of directors within any of
59 the following ranges of voting power:

- 60 (a) One-fifth or more but less than one-third of all voting power;
- 61 (b) One-third or more but less than a majority of all voting power;
- 62 (c) A majority or more of all voting power; provided, however, that shares which the
63 person or the group have owned or of which the person or the group could have exercised or
64 directed the voting for more than ten years shall not be deemed to be "control shares" and shall
65 not be aggregated for the purpose of determining inclusion within the above-stated ranges;
- 66 (6) "Corporation" or "domestic corporation" includes corporations organized under this
67 chapter or subject to some or all of the provisions of this chapter except a foreign corporation;
- 68 (7) "Foreign corporation" means a corporation for profit organized under laws other than
69 the laws of this state;
- 70 (8) "Incorporator" means a signer of the original articles of incorporation;
- 71 (9) "Interested shares" means the shares of an issuing public corporation in respect of
72 which any of the following persons may exercise or direct the exercise of the voting power of
73 the corporation in the election of directors:
- 74 (a) An acquiring person or member of a group with respect to a control share acquisition;
- 75 (b) Any officer of the issuing public corporation elected or appointed by the directors of
76 the issuing public corporation;
- 77 (c) Any employee of the issuing public corporation who is also a director of such
78 corporation;
- 79 (10) "Issuing public corporation" means either a corporation incorporated under the laws
80 of the state of Missouri, or, subdivision (2) of section 351.690 notwithstanding, any insurance
81 company organized pursuant to the laws of Missouri and doing business under the provisions of
82 chapter 376, RSMo, provided that the bylaws of such insurance company expressly state that
83 such insurance company shall, for the purposes of this chapter, be included within the definition
84 of "issuing public corporation", that has:
- 85 (a) One hundred or more shareholders;
- 86 (b) Its principal place of business, its principal office, or substantial assets within
87 Missouri; and
- 88 (c) One of the following:
- 89 a. More than ten percent of its shareholders resident in Missouri;
- 90 b. More than ten percent of its shares owned by Missouri residents; or
- 91 c. Ten thousand shareholders resident in Missouri. The residence of a shareholder is
92 presumed to be the address appearing in the records of the corporation. Shares held by banks
93 (except as trustee or guardian), brokers or nominees shall be disregarded for purposes of
94 calculating the percentages or numbers described above;

95 (11) "Net assets", for the purpose of determining the right of a corporation to purchase
96 its own shares and of determining the right of a corporation to declare and pay dividends and the
97 liabilities of directors therefor, shall not include shares of its own stock belonging to a
98 corporation;

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

102 (13) "Person" includes, without limitation, an individual, a foreign or domestic
103 corporation whether not for profit or for profit, a partnership, a limited liability company, an
104 unincorporated society or association, two or more persons having a joint or common interest,
105 or any other entity;

106 (14) **"Physical address", the street address of the office, building, home, or other**
107 **structure that serves as the location recognized and to which mail for the occupant or**
108 **tenant thereof may be delivered by the United States Post Office and where a registered**
109 **agent may be found; a post office box or an address with a post office box zip code or a**
110 **location where a post office box is rented is not alone sufficient to meet the meaning of the**
111 **term "physical address";**

112 (15) "Registered office" means that office maintained by the corporation in this state, the
113 **physical** address of which is on file in the office of the secretary of state;

114 [(15)] (16) "Shareholder" means one who is a holder of record of shares in a corporation;

115 [(16)] (17) "Shares" are the units into which the shareholders' rights to participate in the
116 control of the corporation, in its surplus or profits, or in the distribution of its assets, are divided;

117 [(17)] (18) "Stated capital" means at any particular time the sum of:

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

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

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

126 [(18)] (19) "Subscriber" means one who subscribes for shares in a corporation, whether
127 before or after incorporation.

351.055. 1. The articles of incorporation shall set forth:

2 (1) The name of the corporation;

3 (2) The **physical** address[, including street and number, if any,] of its initial registered
4 office in this state, and the name of its initial registered agent at such address;

5 (3) If the aggregate number of shares which the corporation shall have the authority to
6 issue exceeds thirty thousand shares or the par value exceeds thirty thousand dollars the
7 corporation shall indicate the number of shares of each class, if any, that are to have a par value
8 and the par value of each share of each such class, and the number of shares of each class, if any,
9 that are to be without par value and also a statement of the preferences, qualifications,
10 limitations, restrictions, and the special or relative rights including convertible rights, if any, in
11 respect of the shares of each class;

12 (4) The name and physical **address of the** business or residence [address] of each
13 incorporator;

14 (5) The number of years the corporation is to continue, which may be any number or
15 perpetual;

16 (6) The purposes for which the corporation is formed.

17 2. The articles of incorporation may set forth:

18 (1) The number of directors to constitute the board of directors;

19 (2) The extent if any to which the preemptive right of a shareholder to acquire additional
20 shares is limited or denied;

21 (3) If the incorporators, the directors pursuant to subsection 1 of section 351.090 or the
22 shareholders pursuant to subsection 2 of section 351.090 choose to do so, a provision eliminating
23 or limiting the personal liability of a director to the corporation or its shareholders for monetary
24 damages for breach of fiduciary duty as a director, provided that such provision shall not
25 eliminate or limit the liability of a director:

26 (a) For any breach of the director's duty of loyalty to the corporation or its shareholders,

27 (b) For acts or omissions not in subjective good faith or which involve intentional
28 misconduct or a knowing violation of law,

29 (c) Pursuant to section 351.345 or

30 (d) For any transaction from which the director derived an improper personal benefit.

31

32 No such provision shall eliminate or limit the liability of a director for any act or omission
33 occurring prior to the date when such provision becomes effective. On motion to dismiss, a
34 person challenging the applicability of such a provision shall plead facts challenging such
35 applicability with particularity, and there shall be no discovery until such motion to dismiss has
36 been determined. All references in this subdivision to a director shall also be deemed to refer
37 (e) to a member of the governing body of a corporation which is not authorized to issue capital
38 stock and (f) to such other person or persons, if any, who, pursuant to a provision of the articles

39 of incorporation in accordance with this chapter, exercise or perform any of the powers or duties
40 otherwise conferred or imposed upon the board of directors by this chapter;

41 (4) Any other provisions, not inconsistent with law, which the incorporators, the
42 directors pursuant to subsection 1 of section 351.090 or the shareholders pursuant to subsection
43 2 of section 351.090 may choose to insert.

351.120. 1. Every corporation organized pursuant to the laws of this state, including
2 corporations organized pursuant to or subject to this chapter, and every foreign corporation
3 licensed to do business in this state, whether such license shall have been issued pursuant to this
4 chapter or not, other than corporations exempted from taxation by the laws of this state, shall file
5 an annual [corporation] **corporate** registration report.

6 2. The annual corporate registration report shall state the corporate name, the name of
7 its registered agent and such agent's Missouri **physical** address, [giving street and number, or
8 building and number, or both, as the case may require,] the name and correct **physical address**
9 **of the** business or residence [address] of **each of** its officers and directors, and the mailing
10 address, **which may include a post office box**, of the corporation's principal place of business
11 or corporate headquarters.

12 3. The annual corporate registration report shall be due the month that the corporation
13 incorporated or qualified. Corporations existing prior to July 1, 2003, shall file the annual
14 registration report on the month indicated on the corporation's last annual report. Corporations
15 formed on or after July 1, 2003, shall file an annual registration report within thirty days of the
16 date of incorporation or qualification and every year thereafter in the month that they were
17 incorporated or qualified.

18 4. The annual registration report shall be signed by an officer or authorized person.

19 5. In the event of any error in the names and addresses of the officers and directors set
20 forth in an annual registration report, the corporation may correct such information by filing a
21 certificate of correction pursuant to section 351.049.

22 6. A corporation may change the corporation's registered office or registered agent with
23 the filing of the corporation's annual registration report. To change the corporation's registered
24 agent with the filing of the annual registration report, the corporation must include the new
25 registered agent's written consent to the appointment as registered agent and a written consent
26 stating that such change in registered agents was authorized by resolution duly adopted by the
27 board of directors. The written consent must be signed by the new registered agent and must
28 include such agent's **physical** address. If the annual corporate registration report is not
29 completed correctly, the secretary of state may reject the filing of such report.

30 7. A corporation's annual registration report must be filed in a format as prescribed by
31 the secretary of state.

351.215. 1. Each corporation shall keep correct and complete books and records of
2 account, including the amount of its assets and liabilities, minutes of the proceedings of its
3 shareholders and board of directors, and the names and **physical address of the** business or
4 residence [addresses] of its officers; and it shall keep at its registered office or principal place of
5 business in this state, or at the office of its transfer agent in this state, if any, books and records
6 in which shall be recorded the number of shares subscribed, the names of the owners of the
7 shares, the numbers owned by them respectively, the amount of shares paid, and by whom, and
8 the transfer of such shares with the date of transfer. Each shareholder may at all proper times
9 have access to the books of the company, to examine the same, and under such regulations as
10 may be prescribed by the bylaws. Any written demand by an acquiring person to examine the
11 books and records of account of each issuing public corporation for the purpose of
12 communicating with the shareholders of an issuing public corporation in connection with a
13 meeting of shareholders called pursuant to section 351.407 shall be deemed to have been made
14 by a shareholder of the issuing public corporation for a reasonable and proper purpose.

15 2. If any officer of a corporation having charge of the books of the corporation shall,
16 upon the demand of a shareholder, refuse or neglect to exhibit and submit them to examination,
17 the officer shall, for each offense, forfeit the sum of two hundred and fifty dollars.

351.370. 1. Each corporation shall have and continuously maintain in this state:

- 2 (1) A registered office which may be, but need not be, the same as its place of business;
- 3 (2) A registered agent, which agent may be either an individual, resident in this state,
4 whose business office **has a physical address which** is identical with such registered office, or
5 a corporation authorized to transact business in this state having a business office **which has a**
6 **physical address that is** identical with such registered office.

7 2. The **physical** address[, including street and number, if any,] of the initial registered
8 office, and the name of the initial registered agent of each corporation organized under this
9 chapter shall be stated in its articles of incorporation.

351.375. 1. A corporation may from time to time change the address of its registered
2 office. A corporation shall change its registered agent if the office of registered agent shall
3 become vacant for any reason, if its registered agent becomes disqualified or incapacitated to act,
4 or if the corporation revokes the appointment of its registered agent. A corporation may change
5 the address of its registered office or change its registered agent, or both, by filing in the office
6 of the secretary of state a statement setting forth:

- 7 (1) The name of the corporation;
- 8 (2) The **physical** address[, including street and number, if any,] of its then registered
9 office;

10 (3) If the address of its registered office be changed, the **physical** address[, including
11 street and number, if any,] to which the registered office is to be changed;

12 (4) The name of its then registered agent;

13 (5) If its registered agent be changed, the name of its successor registered agent and the
14 successor registered agent's written consent to the appointment either on the statement or
15 attached thereto;

16 (6) That the **physical** address of its registered office and the **physical** address of the
17 business office of its registered agent, as changed, will be identical;

18 (7) That such change was authorized by resolution duly adopted by the board of
19 directors.

20 2. The change of address of the registered office, or the change of the registered agent,
21 or both, as the case may be, shall become effective upon the filing of such statements by the
22 secretary of state. The location or residence of any corporation shall be deemed for all purposes
23 to be in the county where its registered office is maintained.

24 3. If a registered agent changes the [street] **physical** address of his business office, he
25 may change the [street] **physical** address of the registered office of any corporation for which
26 he is the registered agent by notifying the corporation in writing of the change and signing, either
27 manually or in facsimile, and delivering to the secretary of state for filing a statement of change
28 that complies with the requirements of subdivisions (1) to (6) of subsection 1 of this section and
29 recites that the corporation has been notified of the change. The change of address of the
30 registered office shall become effective upon the filing of the statement to the secretary of state.

351.430. After a plan of merger or consolidation is authorized in accordance with
2 sections 351.420 and 351.425, the surviving corporation shall file a summary articles of merger
3 or summary articles of consolidation with the secretary of state. Such summary articles shall
4 state:

5 (1) The name and state or country of incorporation of each of the corporations;

6 (2) That a plan of merger or consolidation has been approved and authorized by each of
7 the corporations in accordance with sections 351.420 and 351.425;

8 (3) The effective date of the merger or consolidation which shall not exceed ninety days
9 after the date of filing of the summary articles of merger or summary articles of consolidation
10 by the secretary of state;

11 (4) The name of the surviving corporation (in the case of a merger) or the new corporation
12 in the case of a consolidation;

13 (5) In the case of a consolidation, the new **physical** address of the registered office and
14 the name of the registered agent at such office for the new corporation;

15 (6) In the case of a merger, such amendments or changes in the articles of the surviving
16 corporation as are desired to be effected by the merger, or, if no such amendments or changes
17 are desired, a statement that the articles of incorporation of the surviving corporation shall be the
18 articles of incorporation;

19 (7) In the case of a consolidation, that the articles of incorporation of the new corporation
20 shall be as set forth in an attachment to the summary articles;

21 (8) That the executed plan of merger or consolidation is on file at the principal place of
22 business of the surviving corporation in the case of a merger, or new corporation in the case of
23 a consolidation stating the **physical** address thereof; and

24 (9) That a copy of a plan of merger or consolidation will be furnished by the surviving
25 corporation in the case of a merger or the new corporation in the case of a consolidation, on
26 request and without cost, to any shareholder of any corporation that is a party to the merger or
27 consolidation.

351.576. 1. A foreign corporation may apply for a certificate of authority to transact
2 business in this state by delivering an application to the secretary of state for filing. The
3 application must set forth:

4 (1) The name of the foreign corporation or, if its name is unavailable for use in this state,
5 a corporate name that satisfies the requirements of section 351.584;

6 (2) The name of the state or country under whose law it is incorporated;

7 (3) Its date of incorporation and period of duration;

8 (4) The street address of its principal office;

9 (5) The **physical** address of its registered office in this state and the name of its
10 registered agent at that office;

11 (6) The names and [usual business] **physical** addresses **of the businesses of each of** its
12 current directors and officers; and

13 (7) Such other information as the secretary of state shall determine is necessary to
14 calculate any fees or taxes associated with the issuance of a certificate of authority under section
15 351.572.

16 2. The foreign corporation shall deliver with the completed application a certificate of
17 existence, or a document of similar import, duly authenticated by the secretary of state or other
18 official having custody of corporate records in the state or country under whose law it is
19 incorporated. Such corporation shall be required to pay into the state treasury a fee of one
20 hundred fifty dollars for issuing the certificate of authority to do business in this state.

351.588. 1. A foreign corporation authorized to transact business in this state may
2 change its registered office or registered agent by delivering to the secretary of state for filing a
3 statement of change that sets forth:

- 4 (1) Its name;
- 5 (2) The [street] **physical** address of its current registered office;
- 6 (3) If the current registered office is to be changed, the [street] **physical** address of its
7 new registered office;
- 8 (4) The name of its current registered agent;
- 9 (5) If the current registered agent is to be changed, the name of its new registered agent
10 and the new agent's written consent, either on the statement or attached to it, to the appointment;
11 and
- 12 (6) That after the change or changes are made, the [street] **physical** addresses of its
13 registered office and the business office of its registered agent will be identical.
- 14 2. If a registered agent changes the [street] **physical** address of his business office, he
15 may change the [street] **physical** address of the registered office of any foreign corporation for
16 which he is the registered agent by notifying the corporation in writing of the change and signing,
17 either manually or in facsimile, and delivering to the secretary of state for filing a statement of
18 change that complies with the requirements of subsection 1 of this section and recites that the
19 corporation has been notified of the change.

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

- 3 (1) "Approved by or approval by the members", approved or ratified by the affirmative
4 vote of a majority of the voters represented and voting at a duly held meeting at which a quorum
5 is present, which affirmative votes also constitute a majority of the required quorum, or by a
6 written ballot or written consent in conformity with this chapter, or by the affirmative vote,
7 written ballot or written consent of such greater proportion, including the votes of all the
8 members of any class, unit or grouping as may be provided in the articles, bylaws or this chapter
9 for any specified member action;
- 10 (2) "Articles of incorporation" or "articles", amended and restated articles of
11 incorporation and articles of merger;
- 12 (3) "Board" or "board of directors", the board of directors except that no person or group
13 of persons is the board of directors because of powers delegated to that person or group pursuant
14 to section 355.316;
- 15 (4) "Bylaws", the code or codes of rules, other than the articles, adopted pursuant to this
16 chapter for the regulation or management of the affairs of the corporation, irrespective of the
17 name or names by which such rules are designated. Bylaws shall not include legally enforceable
18 covenants, declarations, indentures or restrictions imposed upon members by validly recorded
19 indentures, declarations, covenants, restrictions or other recorded instruments, as they apply to
20 real property;

- 21 (5) "Class", a group of memberships which have the same rights with respect to voting,
22 dissolution, redemption and transfer. For the purpose of this section, "rights" shall be considered
23 the same if they are determined by a formula applied uniformly;
- 24 (6) "Corporation", public benefit and mutual benefit corporations;
- 25 (7) "Delegates", those persons elected or appointed to vote in a representative assembly
26 for the election of a director or directors or on other matters;
- 27 (8) "Deliver" includes mail;
- 28 (9) "Directors", individuals, designated in the articles or bylaws or elected by the
29 incorporator or incorporators, and their successors and individuals elected or appointed by any
30 other name or title to act as members of the board;
- 31 (10) "Distribution", the payment of a dividend or any part of the income or profit of a
32 corporation to its members, directors or officers;
- 33 (11) "Domestic corporation", a Missouri corporation;
- 34 (12) "Effective date of notice" is defined in section 355.071;
- 35 (13) "Employee" does not include an officer or director who is not otherwise employed
36 by the corporation;
- 37 (14) "Entity", domestic corporations and foreign corporations, business corporations and
38 foreign business corporations, for-profit and nonprofit unincorporated associations, business
39 trusts, estates, partnerships, trusts, and two or more persons having a joint or common economic
40 interest, and a state, the United States, and foreign governments;
- 41 (15) "File", "filed" or "filing", filed in the office of the secretary of state;
- 42 (16) "Foreign corporation", a corporation organized under a law other than the laws of
43 this state which would be a nonprofit corporation if formed under the laws of this state;
- 44 (17) "Governmental subdivision" includes authority, county, district, and municipality;
- 45 (18) "Includes" denotes a partial definition;
- 46 (19) "Individual", a natural person;
- 47 (20) "Means" denotes a complete definition;
- 48 (21) "Member", without regard to what a person is called in the articles or bylaws, any
49 person or persons who on more than one occasion, pursuant to a provision of a corporation's
50 articles or bylaws, have the right to vote for the election of a director or directors; but a person
51 is not a member by virtue of any of the following:
- 52 (a) Any rights such person has as a delegate;
- 53 (b) Any rights such person has to designate a director or directors; or
- 54 (c) Any rights such person has as a director;
- 55 (22) "Membership", the rights and obligations a member or members have pursuant to
56 a corporation's articles, bylaws and this chapter;

57 (23) "Mutual benefit corporation", a domestic corporation which is formed as a mutual
58 benefit corporation pursuant to sections 355.096 to 355.121 or is required to be a mutual benefit
59 corporation pursuant to section 355.881;

60 (24) "Notice" is defined in section 355.071;

61 (25) "Person" includes any individual or entity;

62 (26) **"Physical address", the street address of the office, building, home, or other**
63 **structure that serves as the location recognized and to which mail for the occupant or**
64 **tenant thereof may be delivered by the United States Post Office and where the registered**
65 **agent may be found; a post office box or an address with a post office box zip code or a**
66 **location where a post office box is rented is not alone sufficient to meet the meaning of the**
67 **term "physical address";**

68 (27) "Principal office", the office, in or out of this state, so designated in the annual
69 report filed pursuant to section 355.856 where the principal offices of a domestic or foreign
70 corporation are located;

71 [(27)] (28) "Proceeding" includes civil suits and criminal, administrative, and
72 investigatory actions;

73 [(28)] (29) "Public benefit corporation", a domestic corporation which is formed as a
74 public benefit corporation pursuant to sections 355.096 to 355.121, or is required to be a public
75 benefit corporation pursuant to section 355.881;

76 [(29)] (30) "Record date", the date established pursuant to sections 355.181 to 355.311
77 on which a corporation determines the identity of its members for the purposes of this chapter;

78 [(30)] (31) "Resident", a full-time resident of a long-term care facility or residential care
79 facility;

80 [(31)] (32) "Secretary", the corporate officer to whom the board of directors has
81 delegated responsibility pursuant to subsection 2 of section 355.431 for custody of the minutes
82 of the directors' and members' meetings and for authenticating the records of the corporation;

83 [(32)] (33) "State", when referring to a part of the United States, includes a state or
84 commonwealth, and its agencies and governmental subdivisions, and any territory or insular
85 possession, and its agencies and governmental subdivisions, of the United States;

86 [(33)] (34) "United States" includes any agency of the United States;

87 [(34)] (35) "Vote" includes authorization by written ballot and written consent; and

88 [(35)] (36) "Voting power", the total number of votes entitled to be cast for the election
89 of directors at the time the determination of voting power is made, excluding a vote which is
90 contingent upon the happening of a condition or event that has not occurred at the time. Where
91 a class is entitled to vote as a class for directors, the determination of voting power of the class

92 shall be based on the percentage of the number of directors the class is entitled to elect out of the
93 total number of authorized directors.

355.096. 1. One or more individuals may act as the incorporator or incorporators of a
2 corporation by delivering articles of incorporation to the secretary of state for filing.

3 2. The articles of incorporation adopted after July 1, 1995, must set forth:

4 (1) A corporate name for the corporation that satisfies the requirements of section
5 355.146;

6 (2) One of the following statements:

7 (a) This corporation is a public benefit corporation; or

8 (b) This corporation is a mutual benefit corporation;

9 (3) The [street] **physical** address of the corporation's initial registered office and the
10 name of its initial registered agent at that office;

11 (4) The name and **physical** address of each incorporator;

12 (5) Whether or not the corporation will have members; and

13 (6) Provisions not inconsistent with law regarding the distribution of assets on
14 dissolution.

15 3. The articles of incorporation may set forth:

16 (1) The purpose or purposes for which the corporation is organized, which may be, either
17 alone or in combination with other purposes, the transaction of any lawful activity;

18 (2) The names and addresses of the individuals who are to serve as the initial directors;

19 (3) Provisions not inconsistent with law regarding:

20 (a) Managing and regulating the affairs of the corporation;

21 (b) Defining, limiting, and regulating the powers of the corporation, its board of
22 directors, and members, or any class of members; and

23 (c) The characteristics, qualifications, rights, limitations and obligations attaching to
24 each or any class of members;

25 (4) Any provision that under this chapter is required or permitted to be set forth in the
26 bylaws.

355.161. Each corporation must continuously maintain in this state:

2 (1) A registered office with the same **physical** address as that of the registered agent; and

3 (2) A registered agent, who may be:

4 (a) An individual who resides in this state and whose office **has a physical address**
5 **which** is identical with the registered office;

6 (b) A domestic business or nonprofit corporation whose office **has a physical address**
7 **which** is identical with the registered office; or

8 (c) A foreign business or nonprofit corporation authorized to transact business in this
9 state whose office **has a physical address which** is identical with the registered office.

355.166. 1. A corporation may change its registered office or registered agent by
2 delivering to the secretary of state for filing a statement of change that sets forth:

3 (1) The name of the corporation;

4 (2) The [street] **physical** address of its current registered office;

5 (3) If the current registered office is to be changed, the [street] **physical** address of the
6 new registered office;

7 (4) The name of its current registered agent;

8 (5) If the current registered agent is to be changed, the name of the new registered agent
9 and the new agent's written consent, either on the statement or attached to it, to the appointment;
10 and

11 (6) That after the change or changes are made, the [street] **physical** addresses of its
12 registered office and the office of its registered agent will be identical.

13 2. If the [street] **physical** address of a registered agent's office is changed, the registered
14 agent may change the [street] **physical** address of the registered office of any corporation for
15 which the registered agent is the registered agent by notifying the corporation in writing of the
16 change and by signing, either manually or in facsimile, and delivering to the secretary of state
17 for filing a statement that complies with the requirements of subsection 1 of this section and
18 recites that the corporation has been notified of the change.

355.556. 1. Unless the articles provide otherwise, a corporation's board of directors may
2 adopt one or more amendments to the corporation's articles without member approval:

3 (1) To extend the duration of the corporation if it was incorporated at a time when limited
4 duration was required by law;

5 (2) To delete the names and addresses of the initial directors;

6 (3) To delete the name and **physical** address of the initial registered agent or registered
7 office, if a statement of change is on file with the secretary of state;

8 (4) To change the corporate name by substituting the word "corporation", "incorporated",
9 "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd.", for a similar word or
10 abbreviation in the name, or by adding, deleting or changing a geographical attribution to the
11 name; or

12 (5) To make any other change expressly permitted by this chapter to be made by director
13 action.

14 2. If a corporation has no members, its incorporators, until directors have been chosen,
15 and thereafter its board of directors may adopt one or more amendments to the corporation's
16 articles subject to any approval required pursuant to section 355.606. The corporation shall

17 provide notice of any meeting at which an amendment is to be voted upon. The notice shall be
18 in accordance with subsection 3 of section 355.386. The notice must also state that the purpose,
19 or one of the purposes, of the meeting is to consider a proposed amendment to the articles and
20 contain or be accompanied by a copy or summary of the amendment or state the general nature
21 of the amendment. The amendment must be approved by a majority of the directors in office at
22 the time the amendment is adopted.

355.761. 1. A foreign corporation may apply for a certificate of authority to transact
2 business in this state by delivering an application to the secretary of state. The application must
3 set forth:

4 (1) The name of the foreign corporation or, if its name is unavailable for use in this state,
5 a corporate name that satisfies the requirements of section 355.776;

6 (2) The name of the state or country under whose law it is incorporated;

7 (3) The date of incorporation and period of duration;

8 (4) The [street] **physical** address of its principal office;

9 (5) The **physical** address of its registered office in this state and the name of its registered
10 agent at that office;

11 (6) The name and [usual] **physical address of the** business or home [addresses] of **each**
12 **of** its current directors and officers;

13 (7) Whether the foreign corporation has members; and

14 (8) Whether the corporation, if it had been incorporated in this state, would be a public
15 benefit or mutual benefit corporation.

16 2. The foreign corporation shall deliver with the completed application a certificate of
17 existence, or a document of similar import, duly authenticated by the secretary of state or other
18 official having custody of corporate records in the state or country under whose law it is
19 incorporated.

355.781. Each foreign corporation authorized to transact business in this state must
2 continuously maintain in this state:

3 (1) A registered office with the same **physical** address as that of its registered agent; and

4 (2) A registered agent, who may be:

5 (a) An individual who resides in this state and whose office **has a physical address**
6 **which** is identical with the registered office;

7 (b) A domestic business or nonprofit corporation whose office **has a physical address**
8 **which** is identical with the registered office; or

9 (c) A foreign business or nonprofit corporation authorized to transact business in this
10 state whose office **has a physical address which** is identical with the registered office.

355.786. 1. A foreign corporation authorized to transact business in this state may
2 change its registered office or registered agent by delivering to the secretary of state for filing a
3 statement of change that sets forth:

- 4 (1) Its name;
- 5 (2) The [street] **physical** address of its current registered office;
- 6 (3) If the current registered office is to be changed, the [street] **physical** address of its
7 new registered office;
- 8 (4) If the current registered agent is to be changed, the name of its new registered agent
9 and the new agent's written consent, either on the statement or attached to it, to the appointment;
10 and
- 11 (5) That after the change or changes are made, the [street] **physical** addresses of its
12 registered office and the office of its registered agent will be identical.

13 2. If a registered agent changes the [street] **physical** address of its business office, the
14 agent may change the **physical** address of the registered office of any foreign corporation for
15 which the agent is the registered agent by notifying the corporation in writing of the change and
16 signing, either manually or in facsimile, and delivering to the secretary of state for filing a
17 statement of change that complies with the requirements of subsection 1 of this section and
18 recites that the corporation has been notified of the change.

355.801. 1. A foreign corporation authorized to transact business in this state may not
2 withdraw from this state until it obtains a certificate of withdrawal from the secretary of state.

3 2. A foreign corporation authorized to transact business in this state may apply for a
4 certificate of withdrawal by delivering an application to the secretary of state for filing. The
5 application must set forth:

- 6 (1) The name of the foreign corporation and the name of the state or country under whose
7 law it is incorporated;
- 8 (2) That it is not transacting business in this state and that it surrenders its authority to
9 transact business in this state;
- 10 (3) That it revokes the authority of its registered agent to accept service on its behalf and
11 appoints the secretary of state as its agent for service of process in any proceeding based on a
12 cause of action arising during the time it was authorized to do business in this state;
- 13 (4) A mailing address to which the secretary of state may mail a copy of any process
14 served on him under subdivision (3) of this subsection; and
- 15 (5) A commitment to notify the secretary of state in the future of any change in the
16 mailing address.

17 3. After the withdrawal of the corporation is effective, service of process on the secretary
18 of state under this section is service on the foreign corporation. Upon receipt of process, the

19 secretary of state shall mail a copy of the process to the foreign corporation at the [post office]
20 **mailing** address set forth in its application for withdrawal.

355.821. 1. A corporation shall keep as permanent records minutes of all meetings of
2 its members and board of directors, a record of all actions taken by the members or directors
3 without a meeting, and a record of all actions taken by committees of the board of directors as
4 authorized by subsection 4 of section 355.406.

5 2. A corporation shall maintain appropriate accounting records.

6 3. A corporation or its agent shall maintain a record of its members in a form that
7 permits preparation of a list of the names and addresses of all members, in alphabetical order by
8 class showing the number of votes each member is entitled to vote.

9 4. A corporation shall maintain its records in written form or in another form capable of
10 conversion into written form within a reasonable time.

11 5. A corporation shall keep a copy of the following records at its principal office:

12 (1) Its articles or restated articles of incorporation and all amendments to them currently
13 in effect;

14 (2) Its bylaws or restated bylaws and all amendments to them currently in effect;

15 (3) Resolutions adopted by its board of directors relating to the characteristics,
16 qualifications, rights, limitations and obligations of members or any class or category of
17 members;

18 (4) The minutes of all meetings of members and records of all actions approved by the
19 members for the past three years;

20 (5) All written communications to all members or any specific class of members
21 generally within the past three years, including the financial statements furnished for the past
22 three years under section 355.846;

23 (6) A list of the names and **physical address of the** business or home [addresses] **of each**
24 of its current directors and officers;

25 (7) Its most recent annual report delivered to the secretary of state under section 355.856;
26 and

27 (8) Appropriate financial statements of all income and expenses. Public benefit
28 corporations shall not be required, under this chapter, to disclose any information with respect
29 to donors, gifts, contributions or the purchase or sale of art objects.

355.856. 1. Each domestic corporation, and each foreign corporation authorized
2 pursuant to this chapter to transact business in this state, shall file with the secretary of state an
3 annual corporate registration report on a form prescribed and furnished by the secretary of state
4 that sets forth:

5 (1) The name of the corporation and the state or country under whose law it is
6 incorporated;

7 (2) The **physical** address of its registered office and the name of its registered agent at
8 the office in this state;

9 (3) The address of its principal office;

10 (4) The names and physical **address of the** business or residence [addresses] **of each** of
11 its directors and principal officers.

12 2. The information in the annual corporate registration report must be current on the date
13 the annual corporate registration report is executed on behalf of the corporation.

14 3. The first annual corporate registration report must be delivered to the secretary of state
15 no later than August thirty-first of the year following the calendar year in which a domestic
16 corporation was incorporated or a foreign corporation was authorized to transact business.
17 Subsequent annual corporate registration reports must be delivered to the secretary of state no
18 later than August thirty-first of the following calendar years. If an annual corporate registration
19 report is not filed within the time limits prescribed by this section, the secretary of state shall not
20 accept the report unless it is accompanied by a fifteen dollar fee. Failure to file the annual
21 registration report as required by this section will result in the administrative dissolution of the
22 corporation as set forth in section 355.706.

23 4. If an annual corporate registration report does not contain the information required by
24 this section, the secretary of state shall promptly notify the reporting domestic or foreign
25 corporation in writing and return the report to it for correction.

26 5. A corporation may change the corporation's registered office or registered agent with
27 the filing of the corporation's annual registration report. To change the corporation's registered
28 agent with the filing of the annual registration report, the corporation must include the new
29 registered agent's written consent to the appointment as registered agent and a written consent
30 stating that such change in registered agents was authorized by resolution duly adopted by the
31 board of directors. The written consent must be signed by the new registered agent and must
32 include such agent's **physical** address. If the annual corporate registration report is not
33 completed correctly, the secretary of state may reject the filing of such report.

34 6. A corporation's annual registration report must be filed in a format and medium
35 prescribed by the secretary of state.

36 7. The annual registration report shall be signed by an officer or authorized person and
37 pursuant to this section represents that the signer believes the statements are true and correct to
38 the best knowledge and belief of the person signing, subject to the penalties of section 575.040,
39 RSMo.

356.041. 1. One or more natural persons, each of whom is licensed to render the same
2 type of professional service within this state, may incorporate a professional corporation to
3 practice that same type of professional service by filing articles of incorporation with the
4 secretary of state; except that, if more than one type of professional service is permitted to be
5 practiced by the professional corporation pursuant to the provisions of sections 356.011 to
6 356.261, then one or more natural persons so licensed to practice any of the permitted
7 professional services may act as incorporators, and the professional corporation may be
8 incorporated to practice all of the professional services permitted to be practiced by one
9 professional corporation.

10 2. The articles of incorporation shall set forth as its purpose the type or types of
11 professional service to be practiced through the professional corporation; shall state the [street]
12 **physical** address of its initial principal place of business, if any; and shall otherwise meet the
13 requirements of chapter 351, RSMo. A certificate by the licensing authority of the profession,
14 or of each of the professions involved if more than one profession is to be practiced, shall be
15 filed in the office of the secretary of state prior to issuance of the articles of incorporation, which
16 certificate or certificates shall state that each of the incorporators is duly licensed in this state to
17 practice a professional service for which the corporation is organized to practice, that at least one
18 incorporator is licensed in this state to practice each professional service for which the
19 corporation is organized to practice; if applicable, that the professional services for which the
20 corporation is organized to practice are permitted to be practiced together in one corporate entity
21 by the licensing authority of each such professional service; and that the proposed corporate
22 name has been approved by each such licensing authority if required by the rules or regulations
23 of the licensing authority. **For purposes of this section, the term "physical address" shall**
24 **have the same meaning defined in section 351.015, RSMo.**

25 3. Any amendment to the articles of incorporation of a professional corporation that
26 changes the corporate name of the corporation shall be accompanied by, and the certificate of
27 amendment shall make reference to, the attachment of a certificate by the licensing authority of
28 the profession, or of each of the professions involved if more than one profession is to be
29 practiced, approving the change of corporate name and the use of the new corporate name by the
30 professional corporation, in addition to fulfilling all other requirements for the amendment to
31 articles of incorporation stated in chapter 351, RSMo.

32 4. Each licensing authority is hereby authorized to promulgate rules that set reasonable
33 fees for the issuance of the certificate that is required pursuant to this section.

356.211. 1. Each professional corporation and each foreign professional corporation
2 shall file with the secretary of state an annual corporation registration report pursuant to section
3 351.120, RSMo. The corporate registration report shall set forth the following information: the

4 names and **physical address of the** residence or [physical] business [addresses] of [all] **each of**
5 **the** officers, directors and shareholders of that professional corporation as of the date of the
6 report. **For purposes of this section, the term "physical address" shall have the same**
7 **meaning defined in section 351.015, RSMo.**

8 2. The report shall be made on a form to be prescribed and furnished by the secretary of
9 state, and shall be executed by an officer of the corporation or authorized person.

10 3. A filing fee in the amount set out in section 351.125, RSMo, shall be paid with the
11 filing of each report, and no other fees shall be charged therefor; except that, penalty fees may
12 be imposed by the secretary of state for late filings. The report shall be filed subject to the time
13 requirements of section 351.120, RSMo.

14 4. If a professional corporation or foreign professional corporation shall fail to file a
15 report qualifying with the provisions of this section when such a filing is due, then the
16 corporation shall be subject to the provisions of chapter 351, RSMo, that are applicable to a
17 corporation that has failed to timely file the annual report required to be filed under chapter 351,
18 RSMo.

358.020. In this chapter:

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

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

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

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

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

11 (6) "Person" includes individuals, partnerships, domestic or foreign limited partnerships,
12 domestic or foreign limited liability companies, domestic or foreign corporations, trusts, business
13 trusts, real estate investment trusts, estates and other associations or business entities;

14 (7) **"Physical address", the street address of the office, building, home, or other**
15 **structure that serves as the location recognized and to which mail for the occupant or**
16 **tenant thereof may be delivered by the United States Post Office and where the registered**
17 **agent may be found; a post office box or an address with a post office box zip code or a**
18 **location where a post office box is rented is not alone sufficient to meet the meaning of the**
19 **term "physical address";**

20 (8) "Real property" includes land and any interest or estate in land; and

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

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

4 (1) The name of the partnership;

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

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

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

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

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

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

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

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

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

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

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

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

30 6. An initial application filed under subsection 1 of this section by a partnership
31 registered by the secretary of state as a limited liability partnership expires one year after the date
32 of registration unless earlier withdrawn or revoked or unless renewed in accordance with
33 subsection 9 of this section.

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

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

48 9. An effective registration may be renewed before its expiration by filing [in duplicate]
49 with the secretary of state an application containing current information of the kind required in
50 an initial application, including the registration number as assigned by the secretary of state. The
51 renewal application shall be accompanied by a fee of one hundred dollars on the date of renewal
52 plus, if the renewal increases the number of partners, fifty dollars for each partner added, but the
53 fee shall not exceed two hundred dollars. All moneys from such fees shall be deposited into the
54 general revenue fund. A renewal application filed under this section continues an effective
55 registration for one year after the date the effective registration would otherwise expire.

56 10. A registration may be withdrawn by filing with the secretary of state a written
57 withdrawal notice signed on behalf of the partnership by a majority of the partners or by one or
58 more partners authorized by a majority of the partners to sign the notice on behalf of the
59 partnership. A withdrawal notice shall include the name of the partnership, the date of
60 registration of the partnership's last application under this section, and a current [street] **physical**
61 address of the partnership's principal office in this state or outside the state, as applicable. A
62 withdrawal notice terminates the registration of the partnership as a limited liability partnership
63 as of the date of filing the notice in the office of the secretary of state. The withdrawal notice
64 shall be accompanied by a filing fee of twenty dollars.

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

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

- 72 (1) The name of the partnership;
73 (2) The identity of the document being amended;
74 (3) The part of the document being amended; and
75 (4) The amendment or correction.

76

77 The articles of amendment shall be accompanied by a filing fee of twenty dollars plus, if the
78 amendment increases the number of partners, fifty dollars for each partner added, but the fee
79 shall not exceed two hundred dollars; provided that no amendment of an application or a renewal
80 application is required as a result of a change after the application or renewal application is filed
81 in the number of partners of the registered limited liability partnership or in the business in which
82 the registered limited liability partnership engages. All moneys from such fees shall be deposited
83 into the general revenue fund. The status of a partnership as a registered limited liability
84 partnership shall not be affected by changes after the filing of an application or a renewal
85 application in the information stated in the application or renewal application.

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

- 91 (1) A change in the name of the registered limited liability partnership;
92 (2) Except as provided in subsections 2 and 3 of section 358.470, a change in the
93 **physical** address of the registered office or a change in the name or **physical** address of the
94 registered agent of the registered limited liability partnership.

95 14. Unless otherwise provided in this chapter or in the certificate of amendment of an
96 application or a renewal application, a certificate of amendment of an application or a renewal
97 application or a withdrawal notice of an application or a renewal application shall be effective
98 at the time of its filing with the secretary of state.

99 15. The secretary of state may provide forms for the application specified in subsection
100 1 of this section, the renewal application specified in subsection 9 of this section, the withdrawal
101 notice specified in subsection 10 of this section, and the amendment or correction specified in
102 subsection 12 of this section.

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

105 17. The secretary of state may revoke the filing of a document filed under this section
106 if the secretary of state determines that the filing fee for the document was paid by an instrument
107 that was dishonored when presented by the state for payment. The secretary of state shall return
108 the document and give notice of revocation to the filing party by regular mail. Failure to give
109 or receive notice does not invalidate the revocation. A revocation of a filing does not affect an
110 earlier filing.

111 18. If any person signs a document required or permitted to be filed pursuant to sections
112 358.440 to 358.500 which the person knows is false in any material respect with the intent that
113 the document be delivered on behalf of a partnership to the secretary of state for filing, such
114 person shall be guilty of a class A misdemeanor. Unintentional errors in the information set forth
115 in an application filed pursuant to subsection 1 of this section, or changes in the information after
116 the filing of the application, shall not affect the status of a partnership as a registered limited
117 liability partnership.

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

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

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

125 (a) That the secretary is irrevocably appointed the agent of the foreign limited liability
126 partnership for service of process if the limited liability partnership fails to maintain a registered
127 agent in this state or if the agent cannot be found or served with the exercise of reasonable
128 diligence; and

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

132 20. A partnership that registers as a limited liability partnership shall not be deemed to
133 have dissolved as a result thereof and is for all purposes the same partnership that existed before
134 the registration and continues to be a partnership under the laws of this state. If a registered
135 limited liability partnership dissolves, a partnership which is a successor to such registered
136 limited liability partnership and which intends to be a registered limited liability partnership shall
137 not be required to file a new registration and shall be deemed to have filed any documents
138 required or permitted under this chapter which were filed by the predecessor partnership.

 358.470. 1. Each registered limited liability partnership and each foreign registered
2 limited liability partnership shall have and maintain in the state of Missouri:

3 (1) A registered office, which may, but need not be, a place of its business in the state
4 of Missouri; and

5 (2) A registered agent for service of process on the registered limited liability partnership
6 or foreign registered limited liability partnership, which agent may be either an individual
7 resident of the state of Missouri whose business office **has a physical address which** is identical
8 with the registered limited liability partnership's or foreign registered limited liability
9 partnership's registered office, or a domestic corporation, or a foreign corporation authorized to
10 do business in the state of Missouri, having a business office **which has a physical address that**
11 **is** identical with such registered office or the registered limited liability partnership or foreign
12 registered limited liability partnership itself.

13 2. A registered agent may change the **physical** address of the registered office of the
14 registered limited liability partnerships or foreign registered limited liability partnerships for
15 which the agent is the registered agent to another **physical** address in the state of Missouri by
16 paying a fee in the amount of ten dollars, and a further fee in the amount of two dollars for each
17 registered limited liability partnership or foreign registered limited liability partnership affected
18 thereby, to the secretary of state and filing with the secretary of state a certificate, executed by
19 such registered agent, setting forth the names of all the registered limited liability partnerships
20 or foreign registered limited liability partnerships represented by such registered agent, and the
21 **physical** address at which such registered agent has maintained the registered office for each of
22 such registered limited liability partnerships or foreign registered limited liability partnerships,
23 and further certifying to the new **physical** address to which such registered office will be
24 changed on a given day, and at which new **physical** address such registered agent will thereafter
25 maintain the registered office for each of the registered limited liability partnerships or foreign
26 registered limited liability partnerships recited in the certificate. Upon the filing of such
27 certificate, the secretary of state shall furnish to the registered agent a certified copy of the same
28 under the secretary of state's hand and seal of office, and thereafter, or until further change of
29 address, as authorized by law, the registered office in the state of Missouri of each of the
30 registered limited liability partnerships or foreign registered limited liability partnerships recited
31 in the certificate shall be located at the new **physical** address of the registered agent thereof as
32 given in the certificate. In the event of a change of name of any person acting as a registered
33 agent of a registered limited liability partnership or foreign registered limited liability
34 partnership, such registered agent shall file with the secretary of state a certificate, executed by
35 such registered agent, setting forth the new name of such registered agent, the name of such
36 registered agent before it was changed, the names of all the registered limited liability
37 partnerships or foreign registered limited liability partnerships represented by such registered
38 agent, and the **physical** address at which such registered agent has maintained the registered

39 office for each of such registered limited liability partnerships or foreign registered limited
40 liability partnerships, and shall pay a fee in the amount of twenty-five dollars, and a further fee
41 in the amount of two dollars for each registered limited liability partnership or foreign registered
42 limited liability partnership affected thereby, to the secretary of state. Upon the filing of such
43 certificate, the secretary of state shall furnish to the registered agent a certified copy of the same
44 under the secretary of state's hand and seal of office. Filing a certificate under this section shall
45 be deemed to be an amendment of the application, renewal application or notice filed pursuant
46 to subsection 19 of section 358.440, as the case may be, of each registered limited liability
47 partnership or foreign registered limited liability partnership affected thereby, and each such
48 registered limited liability partnership or foreign registered limited liability partnership shall not
49 be required to take any further action with respect thereto to amend its application, renewal
50 application or notice filed, as the case may be, pursuant to section 358.440. Any registered agent
51 filing a certificate under this section shall promptly, upon such filing, deliver a copy of any such
52 certificate to each registered limited liability partnership or foreign registered limited liability
53 partnership affected thereby.

54 3. The registered agent of one or more registered limited liability partnerships or foreign
55 registered limited liability partnerships may resign and appoint a successor registered agent by
56 paying a fee in the amount of fifty dollars, and a further fee in the amount of two dollars for each
57 registered limited liability partnership or foreign registered limited liability partnership affected
58 thereby, to the secretary of state and filing a certificate with the secretary of state, stating that it
59 resigns and the name and **physical** address of the successor registered agent. There shall be
60 attached to such certificate a statement executed by each affected registered limited liability
61 partnership or foreign registered limited liability partnership ratifying and approving such change
62 of registered agent. Upon such filing, the successor registered agent shall become the registered
63 agent of such registered limited liability partnerships or foreign registered limited liability
64 partnerships as have ratified and approved such substitution and the successor registered agent's
65 **physical** address, as stated in such certificate, shall become the **physical** address of each such
66 registered limited liability partnership's or foreign registered limited liability partnership's
67 registered office in the state of Missouri. The secretary of state shall furnish to the successor
68 registered agent a certified copy of the certificate of resignation. Filing of such certificate of
69 resignation shall be deemed to be an amendment of the application, renewal application or notice
70 filed pursuant to subsection 19 of section 358.440, as the case may be, of each registered limited
71 liability partnership or foreign registered limited liability partnership affected thereby, and each
72 such registered limited liability partnership or foreign registered limited liability partnership shall
73 not be required to take any further action with respect thereto, to amend its application, renewal

74 application or notice filed pursuant to subsection 19 of section 358.440, as the case may be,
75 pursuant to section 358.440.

76 4. The registered agent of a registered limited liability partnership or foreign registered
77 limited liability partnership may resign without appointing a successor registered agent by paying
78 a fee in the amount of ten dollars to the secretary of state and filing a certificate with the
79 secretary of state stating that it resigns as registered agent for the registered limited liability
80 partnership or foreign registered limited liability partnership identified in the certificate, but such
81 resignation shall not become effective until one hundred twenty days after the certificate is filed.
82 There shall be attached to such certificate an affidavit of such registered agent, if an individual,
83 or the president, a vice president or the secretary thereof if a corporation, that at least thirty days
84 prior to and on or about the date of the filing of the certificate, notices were sent by certified or
85 registered mail to the registered limited liability partnership or foreign registered limited liability
86 partnership for which such registered agent is resigning as registered agent, at the principal office
87 thereof within or outside the state of Missouri, if known to such registered agent or, if not, to the
88 last known address of the attorney or other individual at whose request such registered agent was
89 appointed for such registered limited liability partnership or foreign registered limited liability
90 partnership, of the resignation of such registered agent. After receipt of the notice of the
91 resignation of its registered agent, the registered limited liability partnership or foreign registered
92 limited liability partnership for which such registered agent was acting shall obtain and designate
93 a new registered agent, to take the place of the registered agent so resigning. If such registered
94 limited liability partnership or foreign registered limited liability partnership fails to obtain and
95 designate a new registered agent prior to the expiration of the period of one hundred twenty days
96 after the filing by the registered agent of the certificate of resignation, the application, renewal
97 application or notice filed pursuant to subsection 19 of section 358.440 of such registered limited
98 liability partnership or foreign registered limited liability partnership shall be deemed to be
99 canceled.

358.520. 1. Pursuant to an agreement of merger or consolidation, a domestic general
2 partnership may merge or consolidate with or into one or more general partnerships formed
3 under the laws of this state or any other jurisdiction, with such general partnership as the
4 agreement shall provide being the surviving or resulting general partnership. A domestic general
5 partnership may merge or consolidate with one or more domestic or foreign limited partnerships,
6 limited liability companies, trusts, business trusts, corporations, real estate investment trusts and
7 other associations or business entities at least one of which is not a general partnership, as
8 provided in sections 347.700 to 347.735, RSMo.

9 2. The agreement of merger or consolidation shall be approved by the number or
10 percentage of partners specified in the partnership agreement. If the partnership agreement fails

11 to specify the required partner approval for merger or consolidation of the general partnership,
12 then the agreement of merger or consolidation shall be approved by that number or percentage
13 of partners specified by the partnership agreement to approve an amendment to the partnership
14 agreement. However, if the merger effects a change for which the partnership agreement
15 requires a greater number or percentage of partners than that required to amend the partnership
16 agreement, then the merger or consolidation shall be approved by that greater number or
17 percentage. If the partnership agreement contains no provision specifying the vote required to
18 amend the partnership agreement, then the agreement of merger must be approved by all the
19 partners.

20 3. In the case of a merger or consolidation of one or more domestic partnerships into a
21 surviving partnership, the surviving partnership shall file articles of merger or consolidation with
22 the secretary of state setting forth:

23 (1) The name of each party to the merger or consolidation;

24 (2) The effective date of the merger or consolidation which shall be the date the articles
25 of merger or consolidation are filed with the secretary of state or on a later date set forth in the
26 articles of merger or consolidation not to exceed ninety days after the filing date;

27 (3) The name of the surviving partnership in a merger or the new partnership in a
28 consolidation and the state of its formation;

29 (4) A statement that the merger or consolidation was authorized and approved by the
30 partners of each party to the merger or consolidation in accordance with the laws of the
31 jurisdiction where it was organized;

32 (5) If applicable, the **physical** address of the registered office and the name of the
33 registered agent at such office for the surviving or new partnership;

34 (6) A statement that the executed agreement of merger or consolidation is on file at the
35 principal place of business of the surviving or new partnership, stating the **physical** address of
36 such place of business; and

37 (7) A statement that a copy of the agreement of merger or consolidation will be furnished
38 by the surviving or new partnership, on request and without cost, to any partner of any entity that
39 is a party to the merger or consolidation.

40 4. The certificate of merger or consolidation shall be executed by at least one general
41 partner of each domestic partnership and one authorized agent, or its equivalent, for the other
42 party to the merger or consolidation who is duly authorized to execute such notice.

43 5. If, following a merger or consolidation of one or more domestic partnerships and one
44 or more partnerships formed under the laws of any state, the surviving or resulting partnership
45 is not a domestic partnership, there shall be attached to the articles of merger or consolidation
46 filed pursuant to subsection 3 of this section a certificate executed by the surviving or resulting

47 partnership, stating that such surviving or resulting partnership may be served with process in
48 this state in any action, suit or proceeding for the enforcement of any obligation of such domestic
49 partnership, irrevocably appointing the secretary of state as such surviving or resulting
50 partnership's agent to accept service of process in any such action, suit or proceeding and
51 specifying the address to which a copy of such process shall be mailed to such surviving or
52 resulting partnership to the secretary of state.

53 6. When the articles of merger or consolidation required by subsection 3 of this section
54 shall have become effective, for all purposes of the laws of this state, all the rights, privileges,
55 franchises and powers of each of the partnerships that have merged or consolidated, and all
56 property, real, personal, and mixed, and all debts due to any of such partnerships, as well as all
57 other things and causes of action belonging to each of such partnerships shall be vested in the
58 surviving or resulting partnership, and shall thereafter be the property of the surviving or
59 resulting partnership as they were of each of the partnerships that have merged or consolidated,
60 and the title to any real property vested by deed or otherwise, under the laws of this state, in any
61 such partnerships, shall not revert or be in any way impaired by reason of this section; but all
62 rights of creditors and all liens upon any property of any such partnerships shall be preserved
63 unimpaired, and all debts, liabilities and duties of each of the partnerships that have merged or
64 consolidated shall thenceforth attach to the surviving or resulting partnership, and may be
65 enforced against such surviving or resulting partnership to the same extent as if such debts,
66 liabilities, and duties had been incurred or contracted by such surviving or resulting partnership.

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

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

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

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

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

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

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

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

20 (8) "Partner", a limited or general partner;

21 (9) "Partnership agreement", any valid agreement, written or oral, of the partners as to
22 the affairs of a limited partnership and the conduct of its business;

23 (10) "Partnership interest", a partner's share of the profits and losses of a limited
24 partnership and the right to receive distributions of partnership assets;

25 (11) "Person", a natural person, partnership, limited partnership (domestic or foreign),
26 domestic or foreign limited liability company, trust, estate, association, or corporation;

27 (12) "**Physical address**", **the street address of the office, building, home, or other**
28 **structure that serves as the location recognized and to which mail for the occupant or**
29 **tenant thereof may be delivered by the United States Post Office and where the registered**
30 **agent may be found; a post office box or an address with a post office box zip code or a**
31 **location where a post office box is rented is not alone sufficient to meet the meaning of the**
32 **term "physical address";**

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

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

359.041. 1. Each limited partnership shall continuously maintain in this state:

2 (1) A registered office which may be, but need not be, a place of its business in this state;
3 and

4 (2) A registered agent for service of process on the limited partnership, which agent may
5 be either an individual, resident in this state, whose business office **has a physical address**
6 **which** is identical with such registered office, or a domestic corporation or a foreign corporation
7 authorized to do business in this state, whose business office **has a physical address which** is
8 identical with such registered office.

9 2. A limited partnership may from time to time change the **physical** address of its
10 registered office. A limited partnership shall change its registered agent if the office of registered
11 agent shall become vacant for any reason, if its registered agent becomes disqualified or
12 incapacitated to act, or if the limited partnership revokes the appointment of its registered agent.
13 A limited partnership may change the **physical** address of its registered office or change its
14 registered agent, or both, by filing in the office of the secretary of state, on a form approved by
15 the secretary of state, a statement setting forth:

16 (1) The name of the limited partnership;

17 (2) The **physical** address, including street and number, if any, of its then registered
18 office;

19 (3) If the **physical** address of its registered office be changed, the **physical** address[,
20 including street and number, if any,] to which the registered office is to be changed;

21 (4) The name of its then registered agent;

22 (5) If its registered agent be changed, the name of its successor registered agent and the
23 successor registered agent's written consent to the appointment either on the statement or
24 attached thereto;

25 (6) That the **physical** address of its registered office and the **physical** address of the
26 business office of its registered agent, as changed, will be identical; and

27 (7) That such change was authorized by the limited partnership.

28 3. Such statement shall be executed [in duplicate] by the limited partnership by a general
29 partner, and delivered to the secretary of state. The execution of such a statement by a general
30 partner constitutes an affirmation under the penalties of section 575.040, RSMo, that the facts
31 stated therein are true. If the secretary of state finds that such statement conforms to the
32 provisions of this chapter, the secretary of state shall file the same, keeping the original and
33 returning [the other] a copy to the limited partnership or to its representative.

34 4. The change of address of the registered office, or the change of the registered agent,
35 or both, as the case may be, shall become effective upon the filing of such statement by the
36 secretary of state. The location or residence of any limited partnership shall be deemed for all
37 purposes to be in the county where its registered office is maintained.

38 5. If a registered agent changes the [street] **physical** address of his business office, he
39 may change the [street] **physical** address of the registered office of any limited partnership for
40 which he is the registered agent by notifying the limited partnership in writing of the change and
41 signing, either manually or in facsimile, and delivering to the secretary of state for filing a
42 statement of change that complies with the requirements of subsection 2 of this section and
43 recites that the limited partnership has been notified of the change. The change of address of the
44 registered office shall become effective upon the filing of the statement to the secretary of state.

45 6. In the event that a limited partnership shall fail to appoint or maintain a registered
46 agent in this state, then the secretary of state, as long as such default exists, shall be automatically
47 appointed as an agent of such limited partnership upon whom any process, notice, or demand
48 required or permitted by law to be served upon the limited partnership may be served. Service
49 on the secretary of state of any process, notice or demand against a limited partnership shall be
50 made by delivering to and leaving with the secretary of state, or with any clerk having charge of
51 the limited partnership department of the secretary of state's office, a copy of such process, notice
52 or demand. In the event that any process, notice, or demand is served on the secretary of state,

53 the secretary of state shall immediately cause a copy thereof to be forwarded by registered mail,
54 addressed to the limited partnership at its registered office in this state. Nothing herein contained
55 shall limit or affect the right to serve any process, notice, or demand required or permitted by law
56 to be served upon a limited partnership in any other manner now or hereafter permitted by law.

359.091. 1. In order to form a limited partnership, a certificate of limited partnership
2 shall be executed and filed in the office of the secretary of state. The certificate shall set forth:

3 (1) The name of the limited partnership;

4 (2) The **physical** address of the registered office and the name of the registered agent at
5 such office;

6 (3) The name and the mailing address of each general partner;

7 (4) The events, if any on which the limited partnership is to dissolve or the number of
8 years the limited partnership is to continue, which may be any number or perpetual;

9 (5) Any other matters the general partners determine to include therein.

10 2. A limited partnership is formed at the time of the filing of the certificate of limited
11 partnership in the office of the secretary of state or at any other time specified in the certificate
12 of limited partnership if, in either case, there has been substantial compliance with the
13 requirements of this section.

359.165. 1. Pursuant to an agreement of merger or consolidation, a domestic limited
2 partnership may merge or consolidate with or into one or more limited partnerships formed under
3 the laws of this state or any other jurisdiction, with such limited partnership as the agreement
4 shall provide being the surviving or resulting limited partnership. A domestic limited partnership
5 may merge or consolidate with one or more domestic or foreign general partnerships, limited
6 liability companies, trusts, business trusts, corporations, real estate investment trusts and other
7 associations or business entities at least one of which is not a limited partnership, as provided
8 in sections 347.700 to 347.735, RSMo.

9 2. The agreement of merger or consolidation shall be approved by the number or
10 percentage of general and limited partners specified in the partnership agreement. If the
11 partnership agreement fails to specify the required partner approval for merger or consolidation
12 of the limited partnership, then the agreement of merger or consolidation shall be approved by
13 that number or percentage of general and limited partners specified by the partnership agreement
14 to approve an amendment to the partnership agreement. However, if the merger effects a change
15 for which the partnership agreement requires a greater number or percentage of general and
16 limited partners than that required to amend the partnership agreement, then the merger or
17 consolidation shall be approved by that greater number or percentage. If the partnership
18 agreement contains no provision specifying the vote required to amend the partnership

19 agreement, then the agreement of merger must be approved by all the general and limited
20 partners.

21 3. In the case of a merger or consolidation of one or more domestic limited partnerships
22 into a surviving limited partnership, the surviving limited partnership shall file articles of merger
23 or consolidation with the secretary of state setting forth:

24 (1) The name of each party to the merger or consolidation;

25 (2) The effective date of the merger or consolidation which shall be the date the articles
26 of merger or consolidation are filed with the secretary or on a later date set forth in the articles
27 of merger or consolidation not to exceed ninety days after the filing date;

28 (3) The name of the surviving limited partnership in a merger or the new limited
29 partnership in a consolidation and the state of its formation;

30 (4) A statement that the merger or consolidation was authorized and approved by the
31 partners of each party to the merger or consolidation in accordance with the laws of the
32 jurisdiction where it was organized;

33 (5) If applicable, the **physical** address of the registered office and the name of the
34 registered agent at such office for the surviving or new limited partnership;

35 (6) In the case of a merger in which a domestic limited partnership is the surviving
36 entity, such amendments or changes to the certificate of limited partnership of the surviving
37 limited partnership as are desired to be effected by the merger, or, if no such amendments or
38 changes are desired, a statement that the certificate of limited partnership of the surviving limited
39 partnership shall not be amended or changed as a result of the merger;

40 (7) In the case of a consolidation in which a domestic limited partnership is the
41 continuing limited partnership, the certificate of limited partnership of the new domestic limited
42 partnership shall be set forth in an attachment to the certificate of consolidation;

43 (8) A statement that the executed agreement of merger or consolidation is on file at the
44 principal place of business of the surviving or new limited partnership, stating the **physical**
45 address of such place of business; and

46 (9) A statement that a copy of the agreement of merger or consolidation will be furnished
47 by the surviving or new limited partnership, on request and without cost, to any partner of any
48 entity that is a party to the merger or consolidation.

49 4. The certificate of merger or consolidation shall be executed by at least one general
50 partner of each domestic limited partnership and one authorized agent, or its equivalent, for the
51 other party to the merger or consolidation who is duly authorized to execute such notice.

52 5. In the case of a merger of one or more domestic limited partnerships into a surviving
53 limited partnership, the certificate of limited partnership of the surviving domestic limited
54 partnership shall be amended to the extent provided in the articles of merger and the certificates

55 of limited partnership of each other domestic limited partnership shall be deemed canceled by
56 the filing of the articles of merger with the secretary of state.

57 6. If, following a merger or consolidation of one or more domestic limited partnerships
58 and one or more limited partnerships formed under the laws of any state, the surviving or
59 resulting limited partnership is not a domestic limited partnership, there shall be attached to the
60 articles of merger or consolidation filed pursuant to subsection 3 of this section a certificate
61 executed by the surviving or resulting limited partnership, stating that such surviving or resulting
62 limited partnership may be served with process in this state in any action, suit or proceeding for
63 the enforcement of any obligation of such domestic limited partnership, irrevocably appointing
64 the secretary of state as such surviving or resulting limited partnership's agent to accept service
65 of process in any such action, suit or proceeding and specifying the address to which a copy of
66 such process shall be mailed to such surviving or resulting limited partnership to the secretary
67 of state.

68 7. When the articles of merger or consolidation required by subsection 3 of this section
69 shall have become effective, for all purposes of the laws of this state, all of the rights, privileges,
70 franchises and powers of each of the limited partnerships that have merged or consolidated, and
71 all property, real, personal and mixed, and all debts due to any of such limited partnerships, as
72 well as all other things and causes of action belonging to each of such limited partnerships shall
73 be vested in the surviving or resulting limited partnership, and shall thereafter be the property
74 of the surviving or resulting limited partnership as they were of each of the limited partnerships
75 that have merged or consolidated, and the title to any real property vested by deed or otherwise,
76 under the laws of this state, in any such limited partnerships, shall not revert or be in any way
77 impaired by reason of this section; but all rights of creditors and all liens upon any property of
78 any of such limited partnerships shall be preserved unimpaired, and all debts, liabilities and
79 duties of each of the limited partnerships that have merged or consolidated shall thenceforth
80 attach to the surviving or resulting limited partnership, and may be enforced against such
81 surviving or resulting limited partnership to the same extent as if such debts, liabilities and duties
82 had been incurred or contracted by such surviving or resulting limited partnership.

359.501. Before transacting business in this state, a foreign limited partnership shall
2 register with the secretary of state. In order to register, a foreign limited partnership shall submit
3 to the secretary of state an application for registration as a foreign limited partnership, signed by
4 a general partner and setting forth:

5 (1) The name of the foreign limited partnership and, if different, the name under which
6 it proposes to register and transact business in this state;

7 (2) The state and date of its formation;

8 (3) The name and **physical** address of its registered agent and registered office in this
9 state which office and agent shall be subject to the same rights and limitations as provided in
10 section 359.041;

11 (4) A statement that the secretary of state is appointed the agent of the foreign limited
12 partnership for service of process if no agent has been appointed under subdivision (3) of this
13 section or, if appointed, the agent's authority has been revoked or if the agent cannot be found
14 or served with the exercise of reasonable diligence;

15 (5) The address of the office required to be maintained in the state of its organization by
16 the laws of that state or, if not so required, of the principal office of the foreign limited
17 partnership;

18 (6) The name and business address, **which may be or include a post office box**, of each
19 general partner;

20 (7) The **physical** address of the office at which is kept a list of the names and addresses
21 of the limited partners and their capital contributions, together with an undertaking by the foreign
22 limited partnership to keep those records until the foreign limited partnership's registration in this
23 state is canceled; and

24 (8) The application shall include a certificate of existence or document of similar import
25 duly authenticated by the secretary of state or other official having custody of the records in the
26 state or country whose laws it is registered[.]. Such document should be dated within sixty
27 calendar days from filing for acceptance.

359.531. 1. A foreign limited partnership authorized to transact business in this state
2 shall obtain an amended certificate of registration from the secretary of state if it changes:

3 (1) The name of the limited partnership;

4 (2) The state or country of its registration;

5 (3) The address of the office required to be maintained in the state of its organization by
6 the laws of that state or if not so required of the principal office of the foreign limited
7 partnership;

8 (4) The name and business address, **which may be or include a post office box**, of any
9 general partner; and

10 (5) The **physical** address of the office at which is kept a list of the names and addresses
11 and capital contributions of the limited partners.

12 2. The amendment shall include a certificate of existence or document of similar import
13 duly authenticated by the secretary of state or other official having custody of the records in the
14 state or country under whose laws it is registered, such document should be dated within sixty
15 calendar days from filing for acceptance.

16 3. The fee for filing an amended certificate of registration shall be twenty dollars.

417.005. As used in sections 417.005 to 417.066, unless the text clearly indicates
2 otherwise, the following terms mean:

3 (1) "Applicant", the person filing an application for registration of a trademark under
4 sections 417.005 to 417.066, his legal representatives, successors or assigns;

5 (2) "Mark", any trademark or service mark entitled to registration under sections 417.005
6 to 417.066 whether registered or not;

7 (3) "Person", any individual, firm, partnership, corporation, association, union or other
8 organization;

9 (4) **"Physical address", the street address of the office, building, home, or other**
10 **structure that serves as the location recognized and to which mail for the occupant or**
11 **tenant thereof may be delivered by the United States Post Office and where a registered**
12 **agent may be found; a post office box or an address with a post office box zip code or a**
13 **location where a post office box is rented is not alone sufficient to meet the meaning of the**
14 **term "physical address";**

15 (5) "Registrant", the person to whom the registration of a trademark under sections
16 417.005 to 417.066 is issued, his legal representatives, successors or assigns;

17 [(5)] (6) "Service mark", a mark used in the sale or advertising of services to identify the
18 services of one person and distinguish them from the services of others;

19 [(6)] (7) "Trademark", any word, name, symbol, or device or any combination thereof
20 adopted and used by a person to identify goods made or sold by him and to distinguish them
21 from goods made or sold by others;

22 [(7)] (8) "Trade name", a word, name, symbol, device or any combination thereof used
23 by a person to identify his business, vocation or occupation and distinguish it from the business,
24 vocation or occupation of others;

25 [(8)] (9) For the purposes of sections 417.005 to 417.066, a trademark shall be deemed
26 to be "used" in this state (a) on goods when it is placed in any manner on the goods or their
27 containers or on displays or documents associated with the goods or their sale or on the tags or
28 labels affixed thereto and such goods are sold or otherwise distributed in the state, and (b) on
29 services when it is used or displayed in the sale or advertising of services and the services are
30 rendered in this state; and

31 [(9)] (10) For the purposes of sections 417.005 to 417.066, a mark shall be deemed to
32 be "abandoned" when its use has been discontinued with intent not to resume such use. "Intent
33 not to resume" may be inferred from circumstances.

417.210. 1. Every person, general partnership, corporation, or other business
2 organization who engages in business in this state under a fictitious name or under any name
3 other than the true name of such person, general partnership, corporation, or other business entity

4 shall within five days after the beginning or engaging in business under such fictitious name file
5 in a format as prescribed by the secretary of state. The execution of the filing required in this
6 section shall be subject to the penalties of making a false declaration pursuant to section 575.060,
7 RSMo, that the facts stated therein are true and that all parties concerned are duly authorized to
8 execute such document and are otherwise required to file such document pursuant to this section.

9 2. A fictitious name shall not contain any word or phrase that indicates or implies that
10 it is any governmental agency or that is seriously misleading.

11 3. This registration shall state:

12 (1) The fictitious name;

13 (2) The physical [business] address **of the business**;

14 (3) The name or names and the **physical address of the** residence or business [address]
15 of [every] **each** party owning any interest or part in the business.

16 4. If the business or owner's or owners' interest ceases to exist or change within five days
17 of such change, it shall be required to file a cancellation of the fictitious name in a format
18 prescribed by the secretary of state and if desired may file a new registration of a new fictitious
19 name as prescribed in this section.

20 5. If the interest of any owner of a business conducted under a fictitious name registered
21 as provided in this section is such that such owner may claim not to be jointly and severally
22 liable to third parties with respect to debts and obligations incurred by such business, the
23 registration relating to such business shall reflect the respective exact ownership interests of each
24 owner of such business. In the case of any other business registered as provided in this section,
25 disclosure of the respective exact ownership interests shall be optional.

26 6. For purposes of this section, a partnership or other entity formed for the practice of
27 a licensed profession shall not be deemed to be engaged in the conduct of business,
28 notwithstanding the transaction by such entity of business ancillary to the practice of such
29 licensed profession.

30 7. All fictitious name registrations filed on or after August 28, 2004, shall be governed
31 by the provisions of this section and shall remain active on the record of the secretary of state for
32 a period of five years. Such registered fictitious name filing shall expire at the end of the five-
33 year period unless a renewal is filed under subsection 9 of this section.

34 8. All active fictitious name registrations filed prior to August 28, 2004, shall remain
35 active on the record of the secretary of state for a period of five years. Such registered fictitious
36 name filing shall expire at the end of the five-year period unless a renewal is filed under
37 subsection 9 of this section.

38 9. A renewal filing shall be filed in a format prescribed by the secretary of state within
39 six months prior to the expiration date of the fictitious name registration. Such renewal filing
40 shall state:

41 (1) The fictitious name and assigned charter number;

42 (2) The physical [business] address **of the business**;

43 (3) The name or names and the **physical address of the** residence or business [address]
44 of [every] **each** party owning any interest or part in the business.

45 10. A renewal filing continues the effective registration of the fictitious name for five
46 years after the date the effective registration would otherwise expire.

47 11. Fictitious name registrations filed before August 28, 2004, shall be inactivated by
48 the secretary of state on or after August 28, 2009, unless a renewal filing is filed under subsection
49 9 of this section.

50 12. The secretary of state may remove from its active records the registration of a
51 fictitious name filing whose registration has been withdrawn, cancelled, or has expired.

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