

SECOND REGULAR SESSION

HOUSE BILL NO. 1524

93RD GENERAL ASSEMBLY

INTRODUCED BY REPRESENTATIVE S LAMPE (Sponsor) JETTON, MARSH, WALSH, MEINERS, PAGE, MEADOWS, YAEGER, RUCKER, BOWMAN, CURLS, BOGETTO, WHORTON, HARRIS (110), OXFORD, WILDBERGER, BROWN (50), DARROUGH, SALVA, ZWEIFEL, VILLA, PAGE, DOUGHERTY, ROBINSON, GEORGE, WRIGHT-JONES, LOWE (44), BAKER (25), HARRIS (23), WITTE, DONNELLY, SCHOEMEHL, LeVOTA, BLAND, DAUS, CURLS, SKAGGS, ROORDA, KRATKY, HAYWOOD, BURNETT, STORCH, HUGHES, AULL, CASEY, YOUNG, JOHNSON (90), JOHNSON (61), LOW (39), EL-AMIN, CORCORAN, HUBBARD, KUESSNER, WAGNER, FRASER, LIESE, DEMPSEY, COOPER (120), SWINGER, WRIGHT (159), FISHER, WETER, ROBB, SUTHERLAND, HENKE, HOSKINS, SPRENG, WALTON, PARSON, McGHEE AND CHAPPELLE-NADAL (Co-sponsors).

Read 1st time January 25, 2006 and copies ordered printed.

STEPHEN S. DAVIS, Chief Clerk

4288L.01I

AN ACT

To repeal sections 351.047, 351.120, 351.125, 351.127, 351.145, 351.155, 351.484, 351.592, 351.594, 351.598, 351.602, 351.690, 355.016, 355.021, 355.066, 355.071, 355.176, 355.688, 355.706, 355.796, 355.806, 355.811, 355.821, 355.856, 356.211, and 356.233, RSMo, and to enact in lieu thereof twenty-eight new sections relating to corporations.

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

Section A. Sections 351.047, 351.120, 351.125, 351.127, 351.145, 351.155, 351.484, 2 351.592, 351.594, 351.598, 351.602, 351.690, 355.016, 355.021, 355.066, 355.071, 355.176, 3 355.688, 355.706, 355.796, 355.806, 355.811, 355.821, 355.856, 356.211, and 356.233, RSMo, 4 are repealed and twenty-eight new sections enacted in lieu thereof, to be known as sections 5 351.047, 351.120, 351.122, 351.125, 351.127, 351.145, 351.155, 351.484, 351.592, 351.594, 6 351.598, 351.602, 351.690, 355.016, 355.021, 355.066, 355.071, 355.176, 355.688, 355.706, 7 355.796, 355.806, 355.811, 355.821, 355.856, 355.857, 356.211, and 356.233, to read as 8 follows:

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.

351.047. The secretary of state may prescribe and furnish on request forms for all documents required or permitted to be filed by this chapter. The use of the following forms is mandatory:

- (1) A foreign corporation's application for a certificate of authority to do business in this state;
- (2) A foreign corporation's application for a certificate of withdrawal;
- (3) A corporation's [annual] **corporate registration** report.

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

2. The [annual] corporate registration report shall state the corporate name, the name of its registered agent and such agent's Missouri **physical** address, giving street and number, or building and number, or both, as the case may require, the name and correct business or residence address of its officers and directors, and the mailing address of the corporation's principal place of business or corporate headquarters.

3. The [annual] corporate registration report shall be **filed annually, except as provided in section 351.122, and shall be** due the month that the corporation incorporated or qualified, **unless changed under subsection 8 of this section.** Corporations existing prior to July 1, 2003, shall file the [annual] **corporate** registration report on the month indicated on the corporation's last [annual] **corporate registration** report. Corporations formed on or after July 1, 2003, shall file [an annual] **a corporate** registration report within thirty days of the date of incorporation or qualification and every year thereafter, **except as provided in section 351.122, in the month that they were incorporated or qualified, unless such month is changed under subsection 8 of this section.**

4. The [annual] **corporate** registration report shall be signed by an officer or authorized person.

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

6. A corporation may change the corporation's registered office or registered agent with the filing of the corporation's [annual] **corporate** registration report. To change the corporation's registered agent with the filing of the [annual] **corporate** registration report, the corporation must include the new registered agent's written consent to the appointment as registered agent and a written consent stating that such change in registered [agents] **agent** was authorized by resolution

30 duly adopted by the board of directors. The written consent must be signed by the new registered
31 agent and must include such agent's address. If the [annual] corporate registration report is not
32 completed correctly, the secretary of state may reject the filing of such report.

33 7. A corporation's [annual] **corporate** registration report must be filed in a format as
34 prescribed by the secretary of state.

35 **8. A corporation may change the month of its corporate registration report in the**
36 **corporation's initial corporate registration report or a subsequent report. To change its**
37 **filing month, a corporation shall designate the desired month in its corporate registration**
38 **report and include with that report an additional fee of twenty dollars. After a corporate**
39 **registration report designating a new filing month is filed by the secretary of state, the**
40 **corporation's next corporate registration report shall be filed in the newly designated**
41 **month in the next year in which a report is due under subsection 3 of this section or under**
42 **section 351.122.**

351.122. 1. Notwithstanding the provisions of section 351.120 to the contrary,
2 **beginning January 1, 2007, the secretary of state may provide corporations the option of**
3 **biennially filing corporate registration reports. Any corporation incorporated or qualified**
4 **in an even-numbered year may file a biennial corporate registration report in, and only in,**
5 **an even-numbered calendar year, and any corporation incorporated or qualified in an odd-**
6 **numbered year may file a biennial corporate registration report in, and only in, an odd-**
7 **numbered calendar year, subject to the following requirements:**

8 (1) The fee paid at the time of the biennial registration shall be eighty dollars if the
9 report is filed in a written format, and shall be thirty dollars if the report is filed via an
10 electronic format prescribed by the secretary of state;

11 (2) A corporation's biennial corporate registration report shall be filed in a format
12 as prescribed by the secretary of state;

13 (3) The secretary of state may collect an additional fee of ten dollars on each and
14 every biennial corporate registration report filed under this section, and such fee shall be
15 deposited into the state treasury and credited to the secretary of state's technology trust
16 fund account.

17 2. Once a corporation chooses the option of biennial registration, such registration
18 shall be maintained for the full twenty-four month period. Once such twenty-four month
19 period has expired, and another corporate registration report is due, a corporation may
20 choose to file an annual registration report under section 351.120, but upon making such
21 choice may later only choose to file a biennial corporate registration report in a year
22 appropriate under subsection 1 of this section, based upon the year in which the
23 corporation was incorporated.

24 **3. The secretary of state may promulgate rules to implement the provisions of this**
25 **section. Any rule or portion of a rule, as that term is defined in section 536.010, RSMo,**
26 **that is created under the authority delegated in this section shall become effective only if**
27 **it complies with and is subject to all of the provisions of chapter 536, RSMo, and, if**
28 **applicable, section 536.028, RSMo. This section and chapter 536, RSMo, are nonseverable**
29 **and if any of the powers vested with the general assembly pursuant to chapter 536, RSMo,**
30 **to review, to delay the effective date, or to disapprove and annul a rule are subsequently**
31 **held unconstitutional, then the grant of rulemaking authority and any rule proposed or**
32 **adopted after August 28, 2006, shall be invalid and void.**

 351.125. Every corporation required to register under the provisions of this chapter shall
2 pay to the state a fee of forty dollars for its [annual] **corporate** registration if the report is filed
3 in a written format. The fee is fifteen dollars for each [annual] **corporate** registration report filed
4 via an electronic format prescribed by the secretary of state. **Biennial corporate registration**
5 **reports filed under section 351.122 shall require the fee prescribed in that section.** If a
6 corporation fails to file a corporation registration report when due, it shall be assessed, in
7 addition to its regular registration fee, a late fee of fifteen dollars for each thirty-day period
8 within which the registration report is filed whether in writing or in an electronic format. If the
9 registration report is not filed within ninety days, the corporation shall forfeit its charter **and the**
10 **secretary of state may proceed with administrative dissolution of such corporation under**
11 **sections 351.484 and 351.486.**

 351.127. The secretary of state may collect an additional fee of five dollars on each and
2 every fee required in this chapter, **provided that the secretary of state may collect an**
3 **additional fee of ten dollars on each and every corporate registration report fee filed under**
4 **section 351.122.** All fees collected as provided in this section shall be deposited in the state
5 treasury and credited to the secretary of state's technology trust fund account. The provisions of
6 this section shall expire on December 31, 2009.

 351.145. It shall be the duty of the secretary of state to send notice that the [annual]
2 corporate registration report is due to each corporation in this state required to register. The
3 notice shall be directed to its registered office as disclosed originally by its articles of
4 incorporation or by its application for a certificate of authority to transact business in this state
5 and thereafter as disclosed by its **immediately preceding corporate** registration [for the year
6 preceding] **report**, as provided by law. The secretary of state may provide a form of the [annual]
7 corporate registration report for filing in a format and medium prescribed by the secretary of
8 state.

 351.155. It shall be the duty of the secretary of state to furnish forms of [annual]
2 corporate registration reports to any corporation upon request to any representative of the

3 corporation, but no such form of the [annual] corporate registration report shall be furnished
4 unless the name of the corporation for which [they are] **it is** desired shall accompany the request.

351.484. The secretary of state may commence a proceeding pursuant to section 351.486
2 to dissolve a corporation administratively if:

3 (1) The corporation fails to pay any final assessment of Missouri corporation franchise
4 tax as provided in chapter 147, RSMo, and the director of revenue has notified the secretary of
5 state of such failure;

6 (2) The corporation fails or neglects to file the Missouri corporation franchise tax report
7 required pursuant to chapter 147, RSMo, provided the director of revenue has provided a place
8 on both the individual and corporation income tax return to indicate no such tax is due and
9 provided the director has delivered or mailed at least two notices of such failure to file to the
10 usual place of business of such corporation or the corporation's last known address and the
11 corporation has failed to respond to such second notice within thirty days of the date of mailing
12 of the second notice and the director of revenue has notified the secretary of state of such failure;

13 (3) The corporation fails to file any corporation income tax return or pay any final
14 assessment of corporation income tax as provided in chapter 143, RSMo, and the director of
15 revenue has notified the secretary of state of such failure;

16 (4) The corporation does not deliver its [annual] **corporate registration** report to the
17 secretary of state within thirty days after it is due;

18 (5) The corporation is without a registered agent or registered office in this state for
19 thirty days or more;

20 (6) The corporation does not notify the secretary of state within thirty days that its
21 registered agent or registered office has been changed, that its registered agent has resigned, or
22 that its registered office has been discontinued;

23 (7) The corporation's period of duration stated in its articles of incorporation expires;

24 (8) The corporation procures its franchise through fraud practiced upon the state;

25 (9) The corporation has continued to exceed or abuse the authority conferred upon it by
26 law, or has continued to violate any section or sections of the criminal law of the state of
27 Missouri after a written demand to discontinue the same has been delivered by the secretary of
28 state to the corporation, either personally or by mail;

29 (10) The corporation fails to pay any final assessment of employer withholding tax, as
30 provided in sections 143.191 to 143.265, RSMo, and the director of revenue has notified the
31 secretary of state of such failure; or

32 (11) The corporation fails to pay any final assessment of sales and use taxes, as provided
33 in chapter 144, RSMo, and the director of revenue has notified the secretary of state of such
34 failure.

351.592. 1. The registered agent of a foreign corporation may resign his agency appointment by signing and delivering to the secretary of state for filing the original and two exact or conformed copies of a statement of resignation. The statement of resignation may include a statement that the registered office is also discontinued.

2. After filing the statement, the secretary of state shall attach the filing receipt to one copy, and mail the copy and receipt to the registered office if not discontinued. The secretary of state shall mail the other copy to the foreign corporation at its principal office address shown in its most recent [annual] **corporate registration** report.

3. The agency appointment is terminated, and the registered office discontinued if so provided, on the thirty-first day after the date on which the statement was filed.

351.594. 1. The registered agent of a foreign corporation authorized to transact business in this state is the corporation's agent for service of process, notice, or demand required or permitted by law to be served on the foreign corporation.

2. A foreign corporation may be served by registered or certified mail, return receipt requested, addressed to the secretary of the foreign corporation at its principal office shown in its application for a certificate of authority or in its most recent [annual] **corporate registration** report, if the foreign corporation:

(1) Has no registered agent or its registered agent cannot with reasonable diligence be served;

(2) Has withdrawn from transacting business in this state as provided in section 351.596; or

(3) Has had its certificate of authority revoked under section 351.602.

If the corporation has no secretary or if the secretary cannot, after the exercise of reasonable diligence, be served, then service on the corporation may be obtained by registered or certified mail, return receipt requested, addressed to any person designated as a director or officer of the corporation at any place of business of the corporation, or at the residence of or any usual business address of such director or officer.

3. Service is perfected as provided in subsection 2 of this section at the earliest of:

(1) The date the foreign corporation receives the mail;

(2) The date shown on the return receipt, if signed on behalf of the foreign corporation; or

(3) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed.

4. This section does not prescribe the only means, or necessarily the required means, of serving a foreign corporation.

351.598. The secretary of state may commence a proceeding pursuant to section 351.602 to revoke the certificate of a foreign corporation authorized to transact business in this state if:

(1) The foreign corporation does not deliver its [annual] **corporate registration** report to the secretary of state within thirty days after it is due;

(2) The foreign corporation fails to pay any final assessment of Missouri corporation franchise tax, as provided in chapter 147, RSMo, and the director of revenue has notified the secretary of state of such failure;

(3) The foreign corporation is without a registered agent or registered office in this state for thirty days or more;

(4) The foreign corporation does not inform the secretary of state pursuant to section 351.588 or 351.592 that its registered agent or registered office has changed, that its registered agent has resigned, or that its registered office has been discontinued within thirty days of the change, resignation, or discontinuance;

(5) An incorporator, director, officer, or agent of the foreign corporation signed a document the person knew was false in any material respect with intent that the document be delivered to the secretary of state for filing;

(6) [The secretary of state receives] A duly authenticated certificate **is received** from the secretary of state or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated stating that it has been dissolved or has disappeared as the result of a merger;

(7) The foreign corporation fails to pay any final assessment of employer withholding tax, as provided in sections 143.191 to 143.265, RSMo, and the director of revenue has notified the secretary of state of such failure; or

(8) The foreign corporation fails to pay any final assessment of sales and use taxes, as provided in chapter 144, RSMo, and the director of revenue has notified the secretary of state of such failure.

351.602. 1. If the secretary of state determines that one or more grounds exist under section 351.598 for revocation of a certificate of authority, he shall serve the foreign corporation with written notice of his determination as provided in section 351.594.

2. If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty days after service of the notice is perfected under section 351.594, the secretary of state may revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the foreign corporation as provided in section 351.594.

11 3. The authority of a foreign corporation to transact business in this state ceases on the
12 date shown on the certificate revoking its certificate of authority.

13 4. The secretary of state's revocation of a foreign corporation's certificate of authority
14 appoints the secretary of state the foreign corporation's agent for service of process in any
15 proceeding based on a cause of action which arose during the time the foreign corporation was
16 authorized to transact business in this state. Service of process on the secretary of state under
17 this subsection is service on the foreign corporation. Upon receipt of process, the secretary of
18 state shall mail a copy of the process to the secretary of the foreign corporation at its principal
19 office shown in its most recent [annual] **corporate registration** report or in any subsequent
20 communication received from the corporation specifically advising the secretary of state of the
21 current mailing address of its principal office, or, if none are on file, in its application for a
22 certificate of authority.

23 5. Revocation of a foreign corporation's certificate of authority does not terminate the
24 authority of the registered agent of the corporation.

 351.690. The provisions of this chapter shall be applicable to existing corporations and
2 corporations not formed pursuant to this chapter as follows:

3 (1) Those provisions of this chapter requiring reports, registration statements and the
4 payment of taxes and fees, shall be applicable, to the same extent and with the same effect, to
5 all existing corporations, domestic and foreign, which were required to make such reports and
6 registration statements and to pay such taxes and fees, prior to November 21, 1943;

7 (2) The provisions of this chapter shall be applicable to banks, trust companies and safe
8 deposit companies when such provisions relating to the internal affairs of a corporation
9 supplement the existing provisions of chapter 362, RSMo, or when the provisions of chapter 362,
10 RSMo, do not deal with a matter involving the internal affairs of a corporation organized
11 pursuant to the provisions of chapter 362, RSMo, as well as those provisions mentioned in
12 subdivision (1) of this section, to the extent applicable. For the purposes of this chapter, the
13 "internal affairs of a corporation" shall include, but not be limited to, matters of corporate
14 governance, director and officer liability, and financial structure;

15 (3) No provisions of this chapter, other than those mentioned in subdivision (1) of this
16 section, and then only to the extent required by the statutes pursuant to which they are
17 incorporated, or other than the provisions of section 351.347, or section 351.355, shall be
18 applicable to insurance companies, savings and loan associations, corporations formed for
19 benevolent, religious, scientific or educational purposes, and nonprofit corporations;

20 (4) Only those provisions of this chapter which supplement the existing laws applicable
21 to railroad corporations, union stations, cooperative companies for profit, credit unions, street
22 railroads, telegraph and telephone companies, booming and rafting companies, urban

23 redevelopment corporations, professional corporations, development finance corporations, and
24 loan and investment companies, and which are not inconsistent with, or in conflict with the
25 purposes of, or are not in derogation or limitation of, such existing laws, shall be applicable to
26 the type of corporations mentioned above in this subdivision; and without limiting the generality
27 of the foregoing, those provisions of this chapter which permit the issuance of shares without par
28 value and the amendment of articles of incorporation for such purpose shall be applicable to
29 railroad corporations, union stations, street railroads, telegraph and telephone companies, and
30 boating and rafting companies, professional corporations, development finance corporations,
31 and loan and investment companies, and those provisions of this chapter mentioned in
32 subdivisions (1) and (2) of this section will apply to all corporations mentioned in this
33 subdivision; except that, the [annual] **corporate registration** report and fee of a professional
34 corporation pursuant to section 356.211, RSMo, shall suffice in lieu of the [annual] **corporate**
35 **registration report** and fee required of a business corporation;

36 (5) All of the provisions of this chapter to the extent provided shall apply to all other
37 corporations existing pursuant to general laws of this state enacted prior to November 21, 1943,
38 and not specifically mentioned in subdivisions (1), (2) and (3) of this section.

355.016. 1. The secretary of state may prescribe and furnish on request, forms for:

- 2 (1) A foreign corporation's application for a certificate of authority to transact business
3 in this state;
- 4 (2) A foreign corporation's application for a certificate of withdrawal; and
- 5 (3) The [annual] **corporate registration** report.

6 If the secretary of state so requires, use of these forms is mandatory.

7 2. The secretary of state may prescribe and furnish on request forms for other documents
8 required or permitted to be filed by this chapter but their use is not mandatory.

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

- 3 (1) Articles of incorporation, twenty dollars;
- 4 (2) Application for reserved name, twenty dollars;
- 5 (3) Notice of transfer of reserved name, two dollars;
- 6 (4) Application for renewal of reserved name, twenty dollars;
- 7 (5) Corporation's statement of change of registered agent or registered office or both, five
8 dollars;
- 9 (6) Agent's statement of change of registered office for each affected corporation, five
10 dollars;
- 11 (7) Agent's statement of resignation, five dollars;
- 12 (8) Amendment of articles of incorporation, five dollars;

- 13 (9) Restatement of articles of incorporation with amendments, five dollars;
14 (10) Articles of merger, five dollars;
15 (11) Articles of dissolution, five dollars;
16 (12) Articles of revocation of dissolution, five dollars;
17 (13) Application for reinstatement following administrative dissolution, twenty dollars;
18 (14) Application for certificate of authority, twenty dollars;
19 (15) Application for amended certificate of authority, five dollars;
20 (16) Application for certificate of withdrawal, five dollars;
21 (17) **[Annual] Corporate registration report filed annually**, ten dollars if filed in a
22 written format or five dollars if filed electronically in a format prescribed by the secretary of
23 state;
24 (18) **Corporate registration report filed biennially, twenty dollars if filed in a**
25 **written format or ten dollars if filed electronically in a format prescribed by the secretary**
26 **of state;**
27 (19) Articles of correction, five dollars;
28 [(19)] (20) Certificate of existence or authorization, five dollars;
29 [(20)] (21) Any other document required or permitted to be filed by this chapter, five
30 dollars.
31 2. The secretary of state shall collect a fee of ten dollars upon being served with process
32 under this chapter. The party to a proceeding causing service of process is entitled to recover the
33 fee paid the secretary of state as costs if the party prevails in the proceeding.
34 3. The secretary of state shall collect the following fees for copying and certifying the
35 copy of any filed document relating to a domestic or foreign corporation: in a written format
36 fifty cents per page plus five dollars for certification, or in an electronic format five dollars for
37 certification and copies.
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) "Principal office", the office, in or out of this state, so designated in the [annual]
63 **corporate registration** report filed pursuant to section 355.856 where the principal offices of
64 a domestic or foreign corporation are located;
- 65 (27) "Proceeding" includes civil suits and criminal, administrative, and investigatory
66 actions;
- 67 (28) "Public benefit corporation", a domestic corporation which is formed as a public
68 benefit corporation pursuant to sections 355.096 to 355.121, or is required to be a public benefit
69 corporation pursuant to section 355.881;
- 70 (29) "Record date", the date established pursuant to sections 355.181 to 355.311 on
71 which a corporation determines the identity of its members for the purposes of this chapter;
- 72 (30) "Resident", a full-time resident of a long-term care facility or residential care
73 facility;
- 74 (31) "Secretary", the corporate officer to whom the board of directors has delegated
75 responsibility pursuant to subsection 2 of section 355.431 for custody of the minutes of the
76 directors' and members' meetings and for authenticating the records of the corporation;
- 77 (32) "State", when referring to a part of the United States, includes a state or
78 commonwealth, and its agencies and governmental subdivisions, and any territory or insular
79 possession, and its agencies and governmental subdivisions, of the United States;
- 80 (33) "United States" includes any agency of the United States;
- 81 (34) "Vote" includes authorization by written ballot and written consent; and
- 82 (35) "Voting power", the total number of votes entitled to be cast for the election of
83 directors at the time the determination of voting power is made, excluding a vote which is

84 contingent upon the happening of a condition or event that has not occurred at the time. Where
85 a class is entitled to vote as a class for directors, the determination of voting power of the class
86 shall be based on the percentage of the number of directors the class is entitled to elect out of the
87 total number of authorized directors.

355.071. 1. For purposes of this chapter, notice may be oral or written.

2 2. Notice may be communicated in person, by telephone, telegraph, teletype, or other
3 form of wire or wireless communication, or by mail or private carrier; if these forms of personal
4 notice are impracticable, notice may be communicated by a newspaper of general circulation in
5 the area where published, or by radio, television, or other form of public broadcast
6 communication.

7 3. Oral notice is effective when communicated if communicated in a comprehensible
8 manner.

9 4. Written notice, if in a comprehensible form, is effective at the earliest of the
10 following:

11 (1) When received;

12 (2) Five days after its deposit in the United States mail, as evidenced by the postmark,
13 if mailed correctly addressed and with first class postage affixed;

14 (3) On the date shown on the return receipt, if sent by registered or certified mail, return
15 receipt requested, and the receipt is signed by or on behalf of the addressee;

16 (4) Thirty days after its deposit in the United States mail, as evidenced by the postmark,
17 if mailed correctly addressed and with other than first class, registered or certified postage
18 affixed.

19 5. Written notice is correctly addressed to a member of a domestic or foreign corporation
20 if addressed to the member's address shown in the corporation's current list of members.

21 6. A written notice or report delivered as part of a newsletter, magazine or other
22 publication regularly sent to members shall constitute a written notice or report if addressed or
23 delivered to the member's address shown in the corporation's current list of members, or in the
24 case of members who are residents of the same household and who have the same address in the
25 corporation's current list of members, if addressed or delivered to one of such members, at the
26 address appearing on the current list of members.

27 7. Written notice is correctly addressed to a domestic or foreign corporation, authorized
28 to transact business in this state, other than in its capacity as a member, if addressed to its
29 registered agent or to its secretary at its principal office shown in its most recent [annual]
30 **corporate registration** report or, in the case of a foreign corporation that has not yet delivered
31 [an annual] **a corporate registration** report, in its application for a certificate of authority.

32 8. If subsection 2 of section 355.251 or any other provision of this chapter prescribes
33 notice requirements for particular circumstances, those requirements govern. If the articles or
34 bylaws prescribe notice requirements, not inconsistent with this section or other provisions of
35 this chapter, those requirements govern. Failure to comply with the terms of this section shall
36 not invalidate the terms of the notice delivered.

 355.176. 1. A corporation's registered agent is the corporation's agent for service of
2 process, notice, or demand required or permitted by law to be served on the corporation.

3 2. If a corporation has no registered agent, or the agent cannot with reasonable diligence
4 be served, the corporation may be served by registered or certified mail, return receipt requested,
5 addressed to the secretary of the corporation at its principal office shown in the most recent
6 [annual] **corporate registration** report filed under section 355.856. Service is perfected under
7 this subsection on the earliest of:

8 (1) The date the corporation receives the mail;

9 (2) The date shown on the return receipt, if signed on behalf of the corporation; or

10 (3) Five days after its deposit in the United States mail, if mailed and correctly addressed
11 with first class postage affixed.

12 3. This section does not prescribe the only means, or necessarily the required means, of
13 serving a corporation.

 355.688. A voluntarily dissolved corporation must continue to file the [annual]
2 **corporate** registration report and pay all required taxes due the state of Missouri until the
3 effective date of articles of termination.

 355.706. The secretary of state may commence a proceeding under section 355.711 to
2 administratively dissolve a corporation if:

3 (1) The corporation does not pay within thirty days after they are due fees or penalties
4 imposed by this chapter;

5 (2) The corporation does not deliver its [annual] **corporate registration** report to the
6 secretary of state within thirty days after it is due;

7 (3) The corporation is without a registered agent or registered office in this state for thirty
8 days or more;

9 (4) The corporation does not notify the secretary of state within thirty days that its
10 registered agent or registered office has been changed, that its registered agent has resigned, or
11 that its registered office has been discontinued;

12 (5) The corporation's period of duration, if any, stated in its articles of incorporation
13 expires; or

14 (6) The corporation has procured its charter through fraud practiced upon the state.

355.796. 1. The registered agent of a foreign corporation authorized to transact business in this state is the corporation's agent for service of process, notice, or demand required or permitted by law to be served on the foreign corporation.

2. A foreign corporation may be served by registered or certified mail, return receipt requested, addressed to the secretary of the foreign corporation at its principal office shown in its application for a certificate of authority or in its more recent [annual] **corporate registration** report filed under section 355.856 if the foreign corporation:

(1) Has no registered agent or its registered agent cannot with reasonable diligence be served;

(2) Has withdrawn from transacting business in this state under section 355.801; or

(3) Has had its certificate of authority revoked under section 355.811.

3. Service is perfected under subsection 2 of this section at the earliest of:

(1) The date the foreign corporation receives the mail;

(2) The date shown on the return receipt, if signed on behalf of the foreign corporation;

or

(3) Five days after its deposit in the United States mail, as evidenced by the postmark if mailed postpaid and correctly addressed.

4. This section does not prescribe the only means, or necessarily the required means, of serving a foreign corporation.

355.806. 1. The secretary of state may commence a proceeding under section 355.811 to revoke the certificate of authority of a foreign corporation authorized to transact business in this state if:

(1) The foreign corporation does not deliver the [annual] **corporate registration** report to the secretary of state within thirty days after it is due;

(2) The foreign corporation does not pay within thirty days after they are due any fees or penalties imposed by this chapter;

(3) The foreign corporation is without a registered agent or registered office in this state for thirty days or more;

(4) The foreign corporation does not inform the secretary of state under section 355.786 or 355.791 that its registered agent or registered office has changed, that its registered agent has resigned, or that its registered office has been discontinued within thirty days of the change, resignation, or discontinuance;

(5) An incorporator, director, officer or agent of the foreign corporation signed a document such person knew was false in any material respect with intent that the document be delivered to the secretary of state for filing;

17 (6) The secretary of state receives a duly authenticated certificate from the secretary of
18 state or other official having custody of corporate records in the state or country under whose law
19 the foreign corporation is incorporated stating that it has been dissolved or disappeared as the
20 result of a merger; or

21 (7) The corporation procured its certificate of authority through fraud practiced on the
22 state.

23 2. The attorney general may commence a proceeding under section 355.811 to revoke
24 the certificate of authority of a foreign corporation authorized to transact business in this state
25 if:

26 (1) The corporation has continued to exceed or abuse the authority conferred upon it by
27 law;

28 (2) The corporation would have been a public benefit corporation other than a church or
29 convention or association of churches had it been incorporated in this state and that its corporate
30 assets in this state are being misapplied or wasted; or

31 (3) The corporation would have been a public benefit corporation other than a church or
32 convention or association of churches had it been incorporated in this state and it is no longer
33 able to carry out its purposes.

 355.811. 1. The secretary of state upon determining that one or more grounds exist
2 under section 355.806 for revocation of a certificate of authority shall serve the foreign
3 corporation with written notice of that determination under section 355.796.

4 2. The attorney general upon determining that one or more grounds exist under
5 subsection 2 of section 355.806 for revocation of a certificate of authority shall request the
6 secretary of state to serve, and the secretary of state shall serve the foreign corporation with
7 written notice of that determination under section 355.796.

8 3. If the foreign corporation does not correct each ground for revocation or demonstrate
9 to the reasonable satisfaction of the secretary of state or attorney general that each ground for
10 revocation determined by the secretary of state or attorney general does not exist within sixty
11 days after service of the notice is perfected under section 355.796, the secretary of state may
12 revoke the foreign corporation's certificate of authority by signing a certificate of revocation that
13 recites the ground or grounds for revocation and its effective date. The secretary of state shall
14 file the original of the certificate and serve a copy on the foreign corporation under section
15 355.796.

16 4. The authority of a foreign corporation to transact business in this state ceases on the
17 date shown on the certificate revoking its certificate of authority.

18 5. The secretary of state's revocation of a foreign corporation's certificate of authority
19 appoints the secretary of state the foreign corporation's agent for service of process in any

20 proceeding based on a cause of action which arose during the time the foreign corporation was
21 authorized to transact business in this state. Service of process on the secretary of state under
22 this subsection is service on the foreign corporation. Upon receipt of process, the secretary of
23 state shall mail a copy of the process to the secretary of the foreign corporation at its principal
24 office shown in its most recent [annual] **corporate registration** report or in any subsequent
25 communications received from the corporation stating the current mailing address of its principal
26 office, or, if none are on file, in its application for a certificate of authority.

27 6. Revocation of a foreign corporation's certificate of authority does not terminate the
28 authority of the registered agent of the corporation.

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 business or home addresses of its current directors and
24 officers;

25 (7) Its most recent [annual] **corporate registration** report delivered to the secretary of
26 state under section 355.856; 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] a corporate registration report on a form prescribed and furnished by the secretary of
4 state 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 address of its registered office and the name of its registered agent at the office
8 in this state;

9 (3) The address of its principal office;

10 (4) The names and physical business or residence addresses of its directors and principal
11 officers.

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

14 3. The [first annual] **initial** corporate registration report must be delivered to the
15 secretary of state no later than August thirty-first of the year following the calendar year in which
16 a domestic corporation was incorporated or a foreign corporation was authorized to transact
17 business. Subsequent [annual] corporate registration reports must be delivered to the secretary
18 of state no later than August thirty-first of the following calendar years, **except as provided in**
19 **section 355.857**. If [an annual] a corporate registration report is not filed within the time limits
20 prescribed by this section, the secretary of state shall not accept the report unless it is
21 accompanied by a fifteen dollar fee. Failure to file the [annual] **corporate** registration report as
22 required by this section will result in the administrative dissolution of the corporation as set forth
23 in section 355.706.

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

27 5. A corporation may change the corporation's registered office or registered agent with
28 the filing of the corporation's [annual] **corporate** registration report. To change the corporation's
29 registered agent with the filing of the [annual] **corporate** registration report, the corporation must
30 include the new registered agent's written consent to the appointment as registered agent and a
31 written consent stating that such change in registered [agents] **agent** was authorized by resolution
32 duly adopted by the board of directors. The written consent must be signed by the new registered

33 agent and must include such agent's address. If the [annual] corporate registration report is not
34 completed correctly, the secretary of state may reject the filing of such report.

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

37 7. The [annual] **corporate** registration report shall be signed by an officer or authorized
38 person and pursuant to this section represents that the signer believes the statements are true and
39 correct to the best knowledge and belief of the person signing, subject to the penalties of section
40 575.040, RSMo.

41 **355.857. 1. Notwithstanding the provisions of section 355.856 to the contrary,**
42 **beginning January 1, 2007, the secretary of state may provide corporations the option of**
43 **biennially filing corporate registration reports. Any corporation incorporated or qualified**
44 **in an even-numbered year may file a biennial corporate registration report in, and only in,**
45 **an even-numbered calendar year, and any corporation incorporated or qualified in an odd-**
46 **numbered year may file a biennial corporate registration report in, and only in, an odd-**
47 **numbered calendar year, subject to the following requirements:**

48 (1) The fee paid at the time of the biennial registration shall be that specified in
49 section 355.021;

50 (2) A corporation's biennial corporate registration report shall be filed in a format
51 as prescribed by the secretary of state;

52 (3) The secretary of state may collect an additional fee of ten dollars on each and
53 every biennial corporate registration report filed under this section, and such fee shall be
54 deposited into the state treasury and credited to the secretary of state's technology trust
55 fund account.

56 2. Once a corporation chooses the option of biennial registration, such registration
57 shall be maintained for the full twenty-four month period. Once such twenty-four month
58 period has expired, and another corporate registration report is due, a corporation may
59 choose to file an annual registration report under 355.856, but upon making such choice,
60 may later only choose to file a biennial corporate registration report in a year appropriate
61 under subsection 1 of this section, based upon the year in which the corporation was
62 incorporated.

63 3. The secretary of state may promulgate rules to implement the provisions of this
64 section. Any rule or portion of a rule, as that term is defined in section 536.010, RSMo,
65 that is created under the authority delegated in this section shall become effective only if
66 it complies with and is subject to all of the provisions of chapter 536, RSMo, and, if
67 applicable, section 536.028, RSMo. This section and chapter 536, RSMo, are nonseverable
68 and if any of the powers vested with the general assembly pursuant to chapter 536, RSMo,

69 to review, to delay the effective date, or to disapprove and annul a rule are subsequently
70 held unconstitutional, then the grant of rulemaking authority and any rule proposed or
71 adopted after August 28, 2006, shall be invalid and void.

356.211. 1. Each professional corporation and each foreign professional corporation
2 shall file with the secretary of state [an annual] a corporation registration report pursuant to
3 section 351.120 or **351.122**, RSMo. The corporate registration report shall set forth the
4 following information: the names and residence or physical business addresses of all officers,
5 directors and shareholders of that professional corporation as of the date of the report.

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

8 3. A filing fee in the amount set out in section 351.125, RSMo, shall be paid with the
9 filing of each report, and no other fees shall be charged therefor; except that, penalty fees may
10 be imposed by the secretary of state for late filings. The report shall be filed subject to the time
11 requirements of section 351.120 or **351.122**, RSMo.

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

356.233. The secretary of state may collect an additional fee of five dollars on each and
2 every fee required in this chapter, **provided that the secretary of state may collect an**
3 **additional fee of ten dollars on each and every corporate registration report fee filed as**
4 **described in section 351.122, RSMo.** All fees collected as provided in this section shall be
5 deposited in the state treasury and credited to the secretary of state's technology trust fund
6 account. The provisions of this section shall expire on December 31, 2009.

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