

House _____ Amendment NO. _____

Offered By

1 AMEND House Bill No. 510, Page 2, Section 347.153, Line 29, by inserting after all of said section
2 the following:

3 "347.179. 1. The secretary shall charge and collect:

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

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

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

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

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

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

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

16 (8) For issuing a certificate of good standing, a fee of five dollars;

17 (9) For a notice of the abandonment of merger or consolidation, a fee of twenty dollars;

18 (10) For furnishing a copy of any document or instrument, a fee of fifty cents per page;

19 (11) For accepting an application for reservation of a name, or for filing a notice of the
20 transfer or cancellation of any name reservation, a fee of twenty dollars;

21 (12) For filing a statement of change of address of registered office or registered agent, or
22 both, a fee of five dollars;

23 (13) For any service of notice, demand, or process upon the secretary as resident agent of a
24 limited liability company, a fee of twenty dollars, which amount may be recovered as taxable costs
25 by the party instituting such suit, action, or proceeding causing such service to be made if such party
26 prevails therein;

27 (14) For filing an amended certificate of registration a fee of twenty dollars; and

28 (15) For filing a statement of correction a fee of five dollars.

29 2. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section and for
30 application of a reservation of a name in subdivision (11) of subsection 1 of this section shall be
31 waived when an organizer is listed as a member in the operating agreement of the limited liability
32 company and such organizer resides in a third or fourth class county in the state of Missouri, and

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1 verifiable proof is shown to the secretary of state."; and

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3 Further amend said bill, Page 7, Section 347.186, Line 154, by inserting after all of said section the
4 following:

5 "351.065. 1. No corporation shall be organized under the general and business corporation
6 law of Missouri unless the persons named as incorporators shall at or before the filing of the articles
7 of incorporation pay to the director of revenue three dollars for the issuance of the certificate and
8 fifty dollars for the first thirty thousand dollars or less of the authorized shares of the corporation and
9 a further sum of five dollars for each additional ten thousand dollars of its authorized shares, and no
10 increase in the authorized shares of the corporation shall be valid or effectual unless the corporation
11 has paid the director of revenue five dollars for each ten thousand dollars or less of the increase in
12 the authorized shares of the corporation, and the corporation shall file a duplicate receipt issued by
13 the director of revenue for the payments required by this section to be made with the secretary of
14 state as is provided by this chapter for the filing of articles of incorporation; except that the
15 requirements of this section to pay incorporation taxes and fees shall not apply to foreign railroad
16 corporations which built their lines of railway into or through this state prior to November 21, 1943.

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

20 3. Fees mandated in subsection 1 of this section shall be waived when a majority
21 shareholder, officer, or director of the organizing corporation resides in a third or fourth class county
22 in the state of Missouri, and verifiable proof is shown to the secretary of state.

23 354.150. 1. Every health services corporation subject to the provisions of sections 354.010
24 to 354.380 shall pay the following fees to the director for the administration and enforcement of the
25 provisions of this chapter:

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

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

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

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

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

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

38 2. Fees mandated in subdivision (1) of subsection 1 of this section shall be waived when a
39 majority shareholder, officer, or director of the organizing corporation resides in a third or fourth
40 class county in the state of Missouri, and verifiable proof is shown to the secretary of state.

41 355.021. 1. The secretary of state shall collect the following fees when the documents

1 described in this subsection are delivered for filing:

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

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

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

34 4. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section shall be waived
35 when an initial officer or director of the nonprofit corporation resides in a third or fourth class county
36 in the state of Missouri, and verifiable proof is shown to the secretary of state.

37 357.060. 1. For incorporation under this chapter as herein provided, there shall be paid to
38 and collected by the state director of revenue a fee of fifty dollars for the first fifty thousand dollars
39 or less of capital stock, and the further sum of five dollars for each additional ten thousand dollars of
40 its capital stock. The limitation upon the aggregate amount of capital stock shall be the same as in
41 respect to other corporations.

1 2. Fees mandated in subsection 1 of this section shall be waived when the association of
2 persons signing the written articles of association and agreement resides in a third or fourth class
3 county in the state of Missouri, and verifiable proof is shown to the secretary of state.

4 358.440. 1. To register as a limited liability partnership pursuant to this section, a written
5 application shall be filed with the office of the secretary of state. The application shall set forth:

6 (1) The name of the partnership;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1 number of partners stated in an application, a renewal application or a certificate of amendment of an
2 application or a renewal application is erroneously stated provided that the application, renewal
3 application or certificate of amendment of an application or a renewal application was filed in good
4 faith.

5 8. Any person who files an application or a renewal application in the office of the secretary
6 of state pursuant to this section shall not be required to file any other documents pursuant to chapter
7 417 which requires filing for fictitious names.

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

16 10. A registration may be withdrawn by filing with the secretary of state a written
17 withdrawal notice signed on behalf of the partnership by a majority of the partners or by one or more
18 partners authorized by a majority of the partners to sign the notice on behalf of the partnership. A
19 withdrawal notice shall include the name of the partnership, the date of registration of the
20 partnership's last application under this section, and a current street address of the partnership's
21 principal office in this state or outside the state, as applicable. A withdrawal notice terminates the
22 registration of the partnership as a limited liability partnership as of the date of filing the notice in the
23 office of the secretary of state. The withdrawal notice shall be accompanied by a filing fee of twenty
24 dollars.

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

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

- 32 (1) The name of the partnership;
- 33 (2) The identity of the document being amended;
- 34 (3) The part of the document being amended; and
- 35 (4) The amendment or correction.

36
37 The articles of amendment shall be accompanied by a filing fee of twenty dollars plus, if the
38 amendment increases the number of partners, fifty dollars for each partner added, but the fee shall
39 not exceed two hundred dollars; provided that no amendment of an application or a renewal
40 application is required as a result of a change after the application or renewal application is filed in
41 the number of partners of the registered limited liability partnership or in the business in which the

1 registered limited liability partnership engages. All moneys from such fees shall be deposited into
2 the general revenue fund. The status of a partnership as a registered limited liability partnership
3 shall not be affected by changes after the filing of an application or a renewal application in the
4 information stated in the application or renewal application.

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

10 (1) A change in the name of the registered limited liability partnership;

11 (2) Except as provided in subsections 2 and 3 of section 358.470, a change in the address of
12 the registered office or a change in the name or address of the registered agent of the registered
13 limited liability partnership.

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

18 15. The secretary of state may provide forms for the application specified in subsection 1 of
19 this section, the renewal application specified in subsection 9 of this section, the withdrawal notice
20 specified in subsection 10 of this section, and the amendment or correction specified in subsection 12
21 of this section.

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

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

29 18. If any person signs a document required or permitted to be filed pursuant to sections
30 358.440 to 358.500 which the person knows is false in any material respect with the intent that the
31 document be delivered on behalf of a partnership to the secretary of state for filing, such person shall
32 be guilty of a class A misdemeanor. Unintentional errors in the information set forth in an
33 application filed pursuant to subsection 1 of this section, or changes in the information after the
34 filing of the application, shall not affect the status of a partnership as a registered limited liability
35 partnership.

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

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

40 (2) Register as a limited liability partnership as provided in this section by filing an
41 application which shall, in addition to the other matters required to be set forth in such application,

1 include a statement:

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

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

9 20. A partnership that registers as a limited liability partnership shall not be deemed to have
10 dissolved as a result thereof and is for all purposes the same partnership that existed before the
11 registration and continues to be a partnership under the laws of this state. If a registered limited
12 liability partnership dissolves, a partnership which is a successor to such registered limited liability
13 partnership and which intends to be a registered limited liability partnership shall not be required to
14 file a new registration and shall be deemed to have filed any documents required or permitted under
15 this chapter which were filed by the predecessor partnership.

16 21. Fees mandated in subsection 3 of this section shall be waived when a general partner of
17 the partnership resides in a third or fourth class county in the state of Missouri, and verifiable proof
18 is shown to the secretary of state.

19 359.651. 1. The secretary of state shall charge the fee specified for filing the following:

20 (1) Certificates of limited partnership: One hundred dollars;

21 (2) Applications for registration of foreign limited partnerships and issuance of a certificate
22 of registration to transact business in this state:

23 One hundred dollars;

24 (3) Amendments to and restatements of certificates of limited partnerships or to applications
25 for registration of foreign limited partnerships or any other filing not otherwise provided for: Twenty
26 dollars;

27 (4) Cancellations of certificates of limited partnerships or of registration of foreign limited
28 partnerships: Twenty dollars;

29 (5) A consent required to be filed under this chapter: Twenty dollars;

30 (6) A change of address of registered agent, or change of registered agent, or both: Five
31 dollars;

32 (7) A partner list: One dollar each page;

33 (8) Reservation of name: Twenty dollars;

34 (9) Rescission fee: One hundred dollars.

35 2. Fees mandated in subdivision (1) of subsection 1 of this section shall be waived when a
36 general partner of the partnership resides in a third or fourth class county in the state of Missouri, and
37 verifiable proof is shown to the secretary of state.

38 394.250. 1. There shall be charged and collected for:

39 (1) Filing articles of incorporation, ten dollars;

40 (2) Filing articles of amendment, one dollar;

41 (3) Filing articles of consolidation or merger, ten dollars;

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

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

6 3. Fees mandated in subdivision (1) of subsection 1 of this section shall be waived when an
7 initial member of the cooperative includes a member that resides in a third or fourth class county in
8 the state of Missouri, and verifiable proof is shown to the secretary of state.

9 417.220. 1. For the registration or renewal of each fictitious name under sections 417.200 to
10 417.230 there shall be paid to the state director of revenue a fee of two dollars if filed electronically
11 in a format prescribed by the secretary of state or if filed in a written format prescribed by the
12 secretary of state.

13 2. Fees mandated in subsection 1 of this section shall be waived when a party owning any
14 interest or part in the business resides in a third or fourth class county in the state of Missouri, and
15 verifiable proof is shown to the secretary of state."; and

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17 Further amend said bill by amending the title, enacting clause, and intersectional references
18 accordingly.