

SECOND REGULAR SESSION

HOUSE BILL NO. 1386

97TH GENERAL ASSEMBLY

INTRODUCED BY REPRESENTATIVES ROORDA (Sponsor), SCHIEFFER, KRATKY, ENGLUND,
WALTON GRAY, SWEARINGEN, NORR, MAYFIELD, HUMMEL, OTTO, BURNS, CONWAY (10),
DAVIS, COOKSON, WEBBER, GANNON, MITTEN AND LANT (Co-sponsors).

4849H011

D. ADAM CRUMBLISS, Chief Clerk

AN ACT

To repeal sections 347.179, 351.065, 354.150, 355.021, 357.060, 358.440, 359.651, 394.250,
and 417.220, RSMo, and to enact in lieu thereof nine new sections relating to business
fees, with a penalty provision.

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

Section A. Sections 347.179, 351.065, 354.150, 355.021, 357.060, 358.440, 359.651,
2 394.250, and 417.220, RSMo, are repealed and nine new sections enacted in lieu thereof, to be
3 known as sections 347.179, 351.065, 354.150, 355.021, 357.060, 358.440, 359.651, 394.250,
4 and 417.220, to read as follows:

347.179. 1. The secretary shall charge and collect:

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

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

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

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

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

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

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

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

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

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

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.

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

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

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

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

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

27 **2. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section and for**
28 **application for reservation of a name in subdivision (11) of subsection 1 of this section shall**
29 **be waived if an organizer who is listed as a member in the operating agreement of the**
30 **limited liability company is a member of the Missouri National Guard or any other active**
31 **duty military, resides in the state of Missouri, and provides proof of such service to the**
32 **secretary of state.**

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

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

17 **3. Fees mandated in subsection 1 of this section shall be waived if a majority**
18 **shareholder, officer, or director of the organizing corporation is a member of the Missouri**
19 **National Guard or any other active duty military, resides in the state of Missouri, and**
20 **provides proof of such service to the secretary of state.**

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

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

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

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

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

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

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

2. Fees mandated in subdivision (1) of subsection 1 of this section shall be waived if a majority shareholder, officer, or director of the organizing corporation is a member of the Missouri National Guard or any other active duty military, resides in the state of Missouri, and provides proof of such service to the secretary of state.

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

(1) Articles of incorporation, twenty dollars;

(2) Application for reserved name, twenty dollars;

(3) Notice of transfer of reserved name, two dollars;

(4) Application for renewal of reserved name, twenty dollars;

(5) Corporation's statement of change of registered agent or registered office or both, five dollars;

(6) Agent's statement of change of registered office for each affected corporation, five dollars;

(7) Agent's statement of resignation, five dollars;

(8) Amendment of articles of incorporation, five dollars;

(9) Restatement of articles of incorporation with amendments, five dollars;

(10) Articles of merger, five dollars;

(11) Articles of dissolution, five dollars;

(12) Articles of revocation of dissolution, five dollars;

(13) Application for reinstatement following administrative dissolution, twenty dollars;

(14) Application for certificate of authority, twenty dollars;

(15) Application for amended certificate of authority, five dollars;

- 20 (16) Application for certificate of withdrawal, five dollars;
- 21 (17) Corporate registration report filed annually, ten dollars if filed in a written format
22 or five dollars if filed electronically in a format prescribed by the secretary of state;
- 23 (18) Corporate registration report filed biennially, twenty dollars if filed in a written
24 format or ten dollars if filed electronically in a format prescribed by the secretary of state;
- 25 (19) Articles of correction, five dollars;
- 26 (20) Certificate of existence or authorization, five dollars;
- 27 (21) Any other document required or permitted to be filed by this chapter, five dollars.
- 28 2. The secretary of state shall collect a fee of ten dollars upon being served with process
29 under this chapter. The party to a proceeding causing service of process is entitled to recover the
30 fee paid the secretary of state as costs if the party prevails in the proceeding.
- 31 3. The secretary of state shall collect the following fees for copying and certifying the
32 copy of any filed document relating to a domestic or foreign corporation: in a written format
33 fifty cents per page plus five dollars for certification, or in an electronic format five dollars for
34 certification and copies.
- 35 **4. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section shall be**
36 **waived if an initial officer or director of the nonprofit corporation is a member of the**
37 **Missouri National Guard or any other active duty military, resides in the state of Missouri,**
38 **and provides proof of such service to the secretary of state.**
- 357.060. 1. For incorporation under this chapter as herein provided, there shall be paid
2 to and collected by the state director of revenue a fee of fifty dollars for the first fifty thousand
3 dollars or less of capital stock, and the further sum of five dollars for each additional ten
4 thousand dollars of its capital stock. The limitation upon the aggregate amount of capital stock
5 shall be the same as in respect to other corporations.
- 6 **2. Fees mandated in subsection 1 of this section shall be waived if the association**
7 **of persons signing the written articles of association and agreement includes a member of**
8 **the Missouri National Guard or any other active duty military, who resides in the state of**
9 **Missouri and provides proof of such service to the secretary of state.**
- 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 address of a registered office and the name and address of a registered agent for
6 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 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 address
61 of the partnership's principal office in this state or outside the state, as applicable. A withdrawal
62 notice terminates the registration of the partnership as a limited liability partnership as of the date
63 of filing the notice in the office of the secretary of state. The withdrawal notice shall be
64 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.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

21. Fees mandated in subsection 3 of this section shall be waived if a general partner of the partnership is a member of the Missouri National Guard or any other active duty military, resides in the state of Missouri, and provides proof of such service to the secretary of state.

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

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

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

One hundred dollars;

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

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

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

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

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

(8) Reservation of name: Twenty dollars;

(9) Rescission fee: One hundred dollars.

17 **2. Fees mandated in subdivision (1) of subsection 1 of this section shall be waived**
18 **if a general partner of the partnership is a member of the Missouri National Guard or any**
19 **other active duty military, resides in the state of Missouri, and provides proof of such**
20 **service to the secretary of state.**

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

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

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

10 **3. Fees mandated in subdivision (1) of subsection 1 of this section shall be waived**
11 **if an initial member of the cooperative is a member of the Missouri National Guard or any**
12 **other active duty military, resides in the state of Missouri, and provides proof of such**
13 **service to the secretary of state.**

417.220. 1. For the registration or renewal of each fictitious name under sections
2 417.200 to 417.230 there shall be paid to the state director of revenue a fee of two dollars if filed
3 electronically in a format prescribed by the secretary of state or if filed in a written format
4 prescribed by the secretary of state.

5 **2. Fees mandated in subsection 1 of this section shall be waived if a party owning**
6 **any interest or part in the business is a member of the Missouri National Guard or any**
7 **other active duty military, resides in the state of Missouri, and provides proof of such**
8 **service to the secretary of state.**

✓