

SECOND REGULAR SESSION

# HOUSE BILL NO. 1588

## 98TH GENERAL ASSEMBLY

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INTRODUCED BY REPRESENTATIVE FRANKLIN.

4090H.011

D. ADAM CRUMBLISS, Chief Clerk

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### AN ACT

To repeal section 351.120, RSMo, and to enact in lieu thereof one new section relating to corporate registration report requirements for farming corporations.

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

Section A. Section 351.120, RSMo, is repealed and one new section enacted in lieu thereof, to be known as section 351.120, to read as follows:

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 a corporate registration report.

2. The 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 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 by the corporation under subsection 8 of this section. Corporations existing prior to July 1, 2003, shall file the corporate registration report on the month indicated on the corporation's last corporate registration report. Corporations formed on or after July 1, 2003, shall file 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

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.

18 incorporated or qualified, unless such month is changed by the corporation under subsection 8  
19 of this section.

20 4. The corporate registration report shall be signed by an officer or authorized person.

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

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

32 7. A corporation's corporate registration report must be filed in a format as prescribed  
33 by the secretary of state.

34 8. A corporation may change the month of its corporate registration report in the  
35 corporation's initial corporate registration report or a subsequent report. To change its filing  
36 month, a corporation shall designate the desired month in its corporate registration report and  
37 include with that report an additional fee of twenty dollars. After a corporation registration  
38 report designating a new filing month is filed by the secretary of state, the corporation's next  
39 corporate registration report shall be filed in the newly designated month in the next year in  
40 which a report is due under subsection 3 of this section or under section 351.122. This subsection  
41 shall become effective January 1, 2010.

42 **9. The requirement to file a corporate registration report under this section shall**  
43 **be waived for authorized farm corporations as defined by subdivision (2) of section 350.010**  
44 **and family farm corporations as defined by subdivision (5) of section 350.010 if the**  
45 **information required by subsection 2 of this section has not changed since the**  
46 **corporation's original articles of incorporation or most recent corporate registration report**  
47 **was filed, whichever is applicable.**

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