

House \_\_\_\_\_ Amendment NO. \_\_\_\_\_

Offered By \_\_\_\_\_

1 AMEND House Bill No. 535, Page 1, Section A, Line 4, by inserting after all of said section and  
2 line the following:

3  
4 "347.044. 1. Every limited liability company organized pursuant to this chapter and every  
5 foreign limited liability company registered in this state shall file an information statement with the  
6 secretary of state.

7 2. The information statement shall include:

8 (1) The name of the limited liability company or foreign limited liability company;

9 (2) The company charter number assigned by the secretary of state;

10 (3) The address of the principal place of business;

11 (4) The address, including street and number, if any, of the registered office and the name of  
12 the registered agent at such office; and

13 (5) If a foreign limited liability company, the state or other jurisdiction under whose law the  
14 company is formed.

15 3. The information statement shall be current as of the date the statement is filed with the  
16 secretary of state.

17 4. The limited liability company or foreign limited liability company shall file an  
18 information statement every five years, and the information statement shall be due on the fifteenth  
19 day of the month in which the anniversary of the date the limited liability company or foreign  
20 limited liability company organized or registered in Missouri occurs. For limited liability  
21 companies and foreign limited liability companies that organized or registered in an odd-numbered  
22 year before January 1, 2019, the first information statement shall be due in 2023. For limited  
23 liability companies and foreign limited liability companies that organized or registered in an even-  
24 numbered year before January 1, 2019, the first information statement shall be due in 2024.

25 5. The information statement shall be signed by an authorized person.

26 6. If the information statement does not contain the information required under this section,  
27 the secretary of state shall promptly notify the limited liability company or foreign limited liability  
28 company and return the information statement for completion. The entity shall return the completed  
29 information statement to the secretary within sixty days of the issuance of the notice.

30 7. Ninety days before the statement is due, the secretary of state shall send notice to each  
31 limited liability company or foreign limited liability company that the information statement is due.  
32 The notice shall be directed to the limited liability company's registered office as stated in the  
33 company's most recent filing with the secretary of state.

34 8. No domestic or foreign limited liability company shall be excused for its failure to  
35 comply with the provisions of this chapter by reason of failing to receive the notice under subsection  
36 7 of this section.

Action Taken \_\_\_\_\_ Date \_\_\_\_\_

347.179. 1. The secretary shall charge and collect:

- (1) For filing the original articles of organization, a fee of ~~[one hundred]~~ ninety-five dollars;
- (2) For filing the original articles of organization online, in an electronic format prescribed by the secretary of state, a fee of ~~[forty-five]~~ thirty-five dollars;
- (3) Applications for registration of foreign limited liability companies and issuance of a certificate of registration to transact business in this state, a fee of one hundred dollars;
- (4) Amendments to and restatements of articles of limited liability companies to application for registration of a foreign limited liability company or any other filing otherwise provided for, a fee of twenty dollars;
- (5) Articles of termination of limited liability companies or cancellation of registration of foreign limited liability companies, a fee of twenty dollars or, if filed online in an electronic format prescribed by the secretary, a fee of ten dollars;
- (6) For filing notice of merger or consolidation, a fee of twenty dollars;
- (7) For filing a notice of winding up, a fee of twenty dollars or, if filed online in an electronic format prescribed by the secretary, a fee of ten dollars;
- (8) For issuing a certificate of good standing, a fee of five dollars;
- (9) For a notice of the abandonment of merger or consolidation, a fee of twenty dollars;
- (10) For furnishing a copy of any document or instrument, a fee of fifty cents per page;
- (11) For accepting an application for reservation of a name, or for filing a notice of the transfer or cancellation of any name reservation, a fee of twenty dollars;
- (12) For filing a statement of change of address of registered office or registered agent, or both, a fee of five dollars;
- (13) For any service of notice, demand, or process upon the secretary as resident agent of a limited liability company, a fee of twenty dollars, which amount may be recovered as taxable costs by the party instituting such suit, action, or proceeding causing such service to be made if such party prevails therein;
- (14) For filing an amended certificate of registration, a fee of twenty dollars; ~~[and]~~
- (15) For filing a statement of correction, a fee of five dollars;
- (16) For filing an information statement for a domestic or foreign limited liability company, a fee of fifteen dollars or, if filing online in an electronic format prescribed by the secretary, a fee of five dollars; and
- (17) For filing a withdrawal of an erroneously or accidentally filed notice of winding up or articles of termination, a fee of ninety-five dollars.

2. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section and for application for reservation of a name in subdivision (11) of subsection 1 of this section shall be waived if an organizer who is listed as a member in the operating agreement of the limited liability company 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.

347.183. In addition to the other powers of the secretary established in sections 347.010 to 347.187, the secretary shall, as is reasonably necessary to enable the secretary to administer sections 347.010 to 347.187 efficiently and to perform the secretary's duties, have the following powers including, but not limited to:

- (1) The power to examine the books and records of any limited liability company to which sections 347.010 to 347.187 apply, and it shall be the duty of any manager, member or agent of such limited liability company having possession or control of such books and records to produce such books and records for examination on demand of the secretary or his designated employee; except that no person shall be subject to any criminal prosecution on account of any matter or thing which may be disclosed by examination of any limited liability company books and records, which they may produce or exhibit for examination; or on account of any other matter or thing concerning

1 which they may make any voluntary and truthful statement in writing to the secretary or his  
 2 designated employee. All facts obtained in the examination of the books and records of any limited  
 3 liability company, or through the voluntary sworn statement of any manager, member, agent or  
 4 employee of any limited liability company, shall be treated as confidential, except insofar as official  
 5 duty may require the disclosure of same, or when such facts are material to any issue in any legal  
 6 proceeding in which the secretary or his designated employee may be a party or called as witness,  
 7 and, if the secretary or his designated employee shall, except as provided in this subdivision,  
 8 disclose any information relative to the private accounts, affairs, and transactions of any such  
 9 limited liability company, he shall be guilty of a class C misdemeanor. If any manager, member or  
 10 registered agent in possession or control of such books and records of any such limited liability  
 11 company shall refuse a demand of the secretary or his designated employee, to exhibit the books and  
 12 records of such limited liability company for examination, such person shall be guilty of a class B  
 13 misdemeanor;

14 (2) The power to cancel or disapprove any articles of organization or other filing required  
 15 under sections 347.010 to 347.187, if the limited liability company fails to comply with the  
 16 provisions of sections 347.010 to 347.187 by failing to file required documents under sections  
 17 347.010 to 347.187, by failing to maintain a registered agent, by failing to pay the required filing  
 18 fees, by using fraud or deception in effecting any filing, by filing a required document containing a  
 19 false statement, or by violating any section or sections of the criminal laws of Missouri, the federal  
 20 government or any other state of the United States. Thirty days before such cancellation shall take  
 21 effect, the secretary shall notify the limited liability company with written notice, either personally  
 22 or by certified mail, deposited in the United States mail in a sealed envelope addressed to such  
 23 limited liability company's last registered agent in office, or to one of the limited liability company's  
 24 members or managers. Written notice of the secretary's proposed cancellation to the limited liability  
 25 company, domestic or foreign, shall specify the reasons for such action. The limited liability  
 26 company may appeal this notice of proposed cancellation to the circuit court of the county in which  
 27 the registered office of such limited liability company is or is proposed to be situated by filing with  
 28 the clerk of such court a petition setting forth a copy of the articles of organization or other relevant  
 29 documents and a copy of the proposed written cancellation thereof by the secretary, such petition to  
 30 be filed within thirty days after notice of such cancellation shall have been given, and the matter  
 31 shall be tried by the court, and the court shall either sustain the action of the secretary or direct him  
 32 to take such action as the court may deem proper. An appeal from the circuit court in such a case  
 33 shall be allowed as in civil action. The limited liability company may provide information to the  
 34 secretary that would allow the secretary to withdraw the notice of proposed cancellation. This  
 35 information may consist of, but need not be limited to, corrected statements and documents, new  
 36 filings, affidavits and certified copies of other filed documents;

37 (3) The power to rescind cancellation provided for in subdivision (2) of this section upon  
 38 compliance with either of the following:

39 (a) The affected limited liability company provides the necessary documents and affidavits  
 40 indicating the limited liability company has corrected the conditions causing the proposed  
 41 cancellation or the cancellation; or

42 (b) The limited liability company provides the correct statements or documentation that the  
 43 limited liability company is not in violation of any section of the criminal code; and

44 (4) The power to charge late filing fees for any filing fee required under sections 347.010 to  
 45 347.187 and the power to impose civil penalties as provided in section 347.053. Late filing fees  
 46 shall be assessed at a rate of ten dollars for each thirty-day period of delinquency;

47 (5) (a) The power to administratively cancel ~~[an]~~ :

48 a. Articles of organization if the limited liability company's period of duration stated in  
 49 articles of organization expires or if the limited liability company fails to timely file its information

1 statement; or

2 b. The registration of a foreign limited liability company if the foreign limited liability  
3 company fails to timely file its information statement.

4 (b) Not less than thirty days before such administrative cancellation shall take effect, the  
5 secretary shall notify the domestic or foreign limited liability company with written notice, either  
6 personally or by mail. If mailed, the notice shall be deemed delivered five days after it is deposited  
7 in the United States mail in a sealed envelope addressed to such limited liability company's last  
8 registered agent and office or to one of the limited liability company's managers or members.

9 (c) If the limited liability company does not timely file an articles of amendment in  
10 accordance with section 347.041 to extend the duration of the limited liability company, which may  
11 be any number of years or perpetual, or demonstrate to the reasonable satisfaction of the secretary  
12 that the period of duration determined by the secretary is incorrect, within sixty days after service of  
13 the notice is perfected by posting with the United States Postal Service, then the secretary shall  
14 cancel the articles of organization by signing an administrative cancellation that recites the grounds  
15 for cancellation and its effective date. The secretary shall file the original of the administrative  
16 cancellation and serve a copy on the limited liability company as provided in section 347.051.

17 (d) A limited liability company whose articles of organization has been administratively  
18 cancelled continues its existence but may not carry on any business except that necessary to wind up  
19 and liquidate its business and affairs under section 347.147 and notify claimants under section  
20 347.141.

21 (e) The administrative cancellation of an articles of organization does not terminate the  
22 authority of its registered agent.

23 (f) If a limited liability company does not timely file an information statement in accordance  
24 with section 347.044 within sixty days after service of the notice is perfected by posting with the  
25 United States Postal Service or fails to demonstrate to the reasonable satisfaction of the secretary  
26 that the information statement was timely filed, the secretary shall cancel the articles of organization  
27 by signing an administrative cancellation that states the grounds for cancellation and the effective  
28 date of the cancellation. The secretary shall file the original administrative cancellation and serve a  
29 copy to the limited liability company as provided under section 347.051.

30 (g) If a foreign limited liability company does not timely file an information statement in  
31 accordance with section 347.044 within sixty days after service of the notice is perfected by posting  
32 with the United States Postal Service or fails to demonstrate to the reasonable satisfaction of the  
33 secretary that the information statement was timely filed, the secretary shall cancel the registration  
34 of the foreign limited liability company by signing an administrative cancellation that states the  
35 grounds for cancellation and the effective date of the cancellation. The secretary shall file the  
36 original administrative cancellation and serve a copy to the foreign limited liability company as  
37 provided in section 347.051. A foreign limited liability company whose registration has been  
38 administratively cancelled may continue its existence but shall not conduct any business in this state  
39 except to wind up and liquidate its business and affairs in this state;

40 (6) (a) The power to rescind an administrative cancellation and reinstate the articles of  
41 organization.

42 (b) Except as otherwise provided in the operating agreement, a limited liability company  
43 whose articles of organization has been administratively cancelled under subdivision (5) of this  
44 section may file an articles of amendment in accordance with section 347.041 to extend the duration  
45 of the limited liability company, which may be any number or perpetual.

46 (c) A limited liability company whose articles of organization has been administratively  
47 cancelled under subdivision (5) of this section may apply to the secretary for reinstatement. The  
48 applicant shall:

49 a. Recite the name of the limited liability company and the effective date of its

1 administrative cancellation;

2 b. State that the grounds for cancellation either did not exist or have been eliminated, as  
3 applicable, and be accompanied by documentation satisfactory to the secretary evidencing the same;

4 c. State that the limited liability company's name satisfies the requirements of section  
5 347.020;

6 d. Be accompanied by a reinstatement fee in the amount of ~~[one hundred]~~ ninety-five  
7 dollars, or such greater amount as required by state regulation, plus any delinquent fees, penalties,  
8 and other charges as determined by the secretary to then be due.

9 (d) If the secretary determines that the application contains the information and is  
10 accompanied by the fees required in paragraph (c) of this subdivision and that the information and  
11 fees are correct, the secretary shall rescind the cancellation and prepare a certificate of reinstatement  
12 that recites his or her determination and the effective date of reinstatement, file the original articles  
13 of organization, and serve a copy on the limited liability company as provided in section 347.051.

14 (e) When the reinstatement is effective, it shall relate back to and take effect as of the  
15 effective date of the administrative cancellation of the articles of organization and the limited  
16 liability company may continue carrying on its business as if the administrative cancellation had  
17 never occurred.

18 (f) In the event the name of the limited liability company was reissued by the secretary to  
19 another entity prior to the time application for reinstatement was filed, the limited liability company  
20 applying for reinstatement may elect to reinstate using a new name that complies with the  
21 requirements of section 347.020 and that has been approved by appropriate action of the limited  
22 liability company for changing the name thereof.

23 (g) If the secretary denies a limited liability company's application for reinstatement  
24 following administrative cancellation of the articles of organization, he or she shall serve the limited  
25 liability company as provided in section 347.051 with a written notice that explains the reason or  
26 reasons for denial.

27 (h) The limited liability company may appeal a denial of reinstatement as provided for in  
28 subdivision (2) of this section.

29 ~~[(7)]~~

30  
31 This subdivision ~~[(6) of this section]~~ shall apply to any limited liability company whose articles of  
32 organization was cancelled because such limited liability company's period of duration stated in the  
33 articles of organization expired on or after August 28, 2003[-] ;

34 (7) The power to rescind an administrative cancellation and reinstate the registration of a  
35 foreign limited liability company. The following procedures apply:

36 (a) A foreign limited liability company whose registration was administratively cancelled  
37 under subdivision (5) of this section may apply to the secretary for reinstatement. The application  
38 shall:

39 a. State the name of the foreign limited liability company and the date of the administrative  
40 cancellation;

41 b. State that the grounds for cancellation either did not exist or have been eliminated, with  
42 supporting documentation satisfactory to the secretary;

43 c. State that the foreign limited liability company's name satisfies the requirements of  
44 section 347.020; and

45 d. Include a reinstatement fee in the amount of ninety-five dollars, or a higher amount if  
46 required by state regulation, and any delinquent fees, penalties, or other charges as the secretary  
47 determines are due;

48 (b) If the secretary determines that the application satisfies the requirements under  
49 paragraph (a) of this subdivision, the secretary shall rescind the cancellation and prepare a certificate

1 of reinstatement that includes the effective date of reinstatement and shall deliver a copy to the  
 2 limited liability company as provided under section 347.051;

3 (c) If reinstatement is granted, the administrative cancellation shall be retroactively voided,  
 4 and the foreign limited liability company may conduct its business as if the administrative  
 5 cancellation never occurred;

6 (d) If the name of the foreign limited liability company was issued to another entity before  
 7 the application for reinstatement was filed, the foreign limited liability company applying for  
 8 reinstatement may elect to reinstate using a new name that complies with the requirements under  
 9 section 347.020 and is approved by appropriate action of the foreign limited liability company for  
 10 changing its name;

11 (e) If the secretary denies a foreign limited liability company's application for reinstatement,  
 12 the secretary shall serve the limited liability company with a written notice as provided under  
 13 section 347.051 that explains the reason for denial; and

14 (f) The foreign limited liability company may appeal a denial of reinstatement by using the  
 15 procedure under subdivision (2) of this section; and

16 (8) The power to reinstate a limited liability company that erroneously or accidentally filed  
 17 a notice of winding up or notice of termination. The following procedures apply:

18 (a) A limited liability company whose articles of organization were terminated due to an  
 19 erroneously or accidentally filed notice of winding up or notice of termination may apply to the  
 20 secretary for reinstatement by filing a withdrawal of notice of winding up or withdrawal of notice of  
 21 termination. The application shall:

22 a. State the name of the limited liability company and the filing date of the erroneous or  
 23 accidental notice;

24 b. State the grounds for erroneously or accidentally filing the notice, with supporting  
 25 documentation satisfactory to the secretary;

26 c. State that the limited liability company's name satisfies the requirements under section  
 27 347.020; and

28 d. Include a reinstatement fee in the amount of ninety-five dollars, or a higher amount if  
 29 required by state regulation, and any delinquent fees, penalties, or other charges as the secretary  
 30 determines are due;

31 (b) If the secretary determines that the application satisfies the requirements under  
 32 paragraph (a) of this subdivision, the secretary shall rescind the notice of winding up or notice of  
 33 termination and prepare a certificate of reinstatement that includes the effective date of  
 34 reinstatement, file the original articles of organization, and deliver a copy to the limited liability  
 35 company as provided under section 347.051;

36 (c) If reinstatement is granted, the termination of the articles of organization shall be  
 37 retroactively voided, and the limited liability company may conduct its business as if the  
 38 administrative cancellation never occurred;

39 (d) If the name of the limited liability company was issued to another entity before the  
 40 application for reinstatement was filed, the limited liability company applying for the reinstatement  
 41 may elect to reinstate using a new name that complies with the requirements under section 347.020  
 42 and is approved by appropriate action of the limited liability company for changing its name;

43 (e) If the secretary of state denies a limited liability company's application for reinstatement,  
 44 the secretary shall serve the limited liability company with a written notice as provided under  
 45 section 347.051 that explains the reason for denial; and

46 (f) The limited liability company may appeal a denial of reinstatement by using the  
 47 procedure under subdivision (2) of this section."; and

48  
 49 Further amend said bill, Page 2, Section 356.233, Line 4, by inserting after all of said section and

line the following:

"358.460. 1. The exclusive right to the use of a name of a registered limited liability partnership or foreign registered limited liability partnership may be reserved by:

(1) Any person intending to become a registered limited liability partnership or foreign registered limited liability partnership under this chapter and to adopt that name; and

(2) Any registered limited liability partnership or foreign registered limited liability partnership which proposes to change its name.

2. The reservation of a specified name shall be made by filing with the secretary of state an application, executed by the applicant, specifying the name to be reserved and the name and address of the applicant. If the secretary of state finds that the name is available for use by a registered limited liability partnership or foreign registered limited liability partnership, the secretary of state shall reserve the name for the exclusive use of the applicant for a period of sixty days. A name reservation shall not exceed a period of one hundred eighty days from the date of the first name reservation application. Upon the one hundred eighty-first day the name shall cease reserve status and shall not be placed back in such status. The right to the exclusive use of a reserved name may be transferred to any other person by filing in the office of the secretary of state a notice of the transfer, executed by the applicant for whom the name was reserved, specifying the name to be transferred and the name and address of the transferee. The reservation of a specified name may be cancelled by filing with the secretary of state a notice of cancellation, executed by the applicant or transferee, specifying the name reservation to be cancelled and the name and address of the applicant or transferee.

3. A fee in the amount of ~~[twenty-five]~~ twenty dollars shall be paid to the secretary of state upon receipt for filing of an application for reservation of name, an application for renewal of reservation or a notice of transfer or cancellation pursuant to this section. All moneys from the payment of this fee shall be deposited into the general revenue fund.

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

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

(2) A registered agent for service of process on the registered limited liability partnership or foreign registered limited liability partnership, which agent may be either an individual resident of the state of Missouri whose business office is identical with the registered limited liability partnership's or foreign registered limited liability partnership's registered office, or a domestic corporation, or a foreign corporation authorized to do business in the state of Missouri, having a business office identical with such registered office or the registered limited liability partnership or foreign registered limited liability partnership itself.

2. A registered agent may change the address of the registered office of the registered limited liability partnerships or foreign registered limited liability partnerships for which the agent is the registered agent to another address in the state of Missouri by paying a fee in the amount of ~~[ten]~~ five dollars~~[-, and a further fee in the amount of two dollars]~~ for each registered limited liability partnership or foreign registered limited liability partnership affected thereby, to the secretary of state and filing with the secretary of state a certificate, executed by such registered agent, setting forth the names of all the registered limited liability partnerships or foreign registered limited liability partnerships represented by such registered agent, and the address at which such registered agent has maintained the registered office for each of such registered limited liability partnerships or foreign registered limited liability partnerships, and further certifying to the new address to which such registered office will be changed on a given day, and at which new address such registered agent will thereafter maintain the registered office for each of the registered limited liability

partnerships or foreign registered limited liability partnerships recited in the certificate. Upon the filing of such certificate, the secretary of state shall furnish to the registered agent a certified copy of the same under the secretary of state's hand and seal of office, and thereafter, or until further change of address, as authorized by law, the registered office in the state of Missouri of each of the registered limited liability partnerships or foreign registered limited liability partnerships recited in the certificate shall be located at the new address of the registered agent thereof as given in the certificate. In the event of a change of name of any person acting as a registered agent of a registered limited liability partnership or foreign registered limited liability partnership, such registered agent shall file with the secretary of state a certificate, executed by such registered agent, setting forth the new name of such registered agent, the name of such registered agent before it was changed, the names of all the registered limited liability partnerships or foreign registered limited liability partnerships represented by such registered agent, and the address at which such registered agent has maintained the registered office for each of such registered limited liability partnerships or foreign registered limited liability partnerships, and shall pay a fee in the amount of ~~[twenty-five]~~ five dollars~~[-, and a further fee in the amount of two dollars]~~ for each registered limited liability partnership or foreign registered limited liability partnership affected thereby, to the secretary of state. Upon the filing of such certificate, the secretary of state shall furnish to the registered agent a certified copy of the same under the secretary of state's hand and seal of office. Filing a certificate under this section shall be deemed to be an amendment of the application, renewal application or notice filed pursuant to subsection 19 of section 358.440, as the case may be, of each registered limited liability partnership or foreign registered limited liability partnership affected thereby, and each such registered limited liability partnership or foreign registered limited liability partnership shall not be required to take any further action with respect thereto to amend its application, renewal application or notice filed, as the case may be, pursuant to section 358.440. Any registered agent filing a certificate under this section shall promptly, upon such filing, deliver a copy of any such certificate to each registered limited liability partnership or foreign registered limited liability partnership affected thereby.

3. The registered agent of one or more registered limited liability partnerships or foreign registered limited liability partnerships may resign and appoint a successor registered agent by paying a fee in the amount of ~~[fifty]~~ five dollars~~[-, and a further fee in the amount of two dollars]~~ for each registered limited liability partnership or foreign registered limited liability partnership affected thereby, to the secretary of state and filing a certificate with the secretary of state, stating that it resigns and the name and address of the successor registered agent. There shall be attached to such certificate a statement executed by each affected registered limited liability partnership or foreign registered limited liability partnership ratifying and approving such change of registered agent. Upon such filing, the successor registered agent shall become the registered agent of such registered limited liability partnerships or foreign registered limited liability partnerships as have ratified and approved such substitution and the successor registered agent's address, as stated in such certificate, shall become the address of each such registered limited liability partnership's or foreign registered limited liability partnership's registered office in the state of Missouri. The secretary of state shall furnish to the successor registered agent a certified copy of the certificate of resignation. Filing of such certificate of resignation shall be deemed to be an amendment of the application, renewal application or notice filed pursuant to subsection 19 of section 358.440, as the case may be, of each registered limited liability partnership or foreign registered limited liability partnership affected thereby, and each such registered limited liability partnership or foreign registered limited liability partnership shall not be required to take any further action with respect thereto, to amend its application, renewal application or notice filed pursuant to subsection 19 of section 358.440, as the case may be, pursuant to section 358.440.

4. The registered agent of a registered limited liability partnership or foreign registered



1 limited liability partnership may resign without appointing a successor registered agent by paying a  
2 fee in the amount of ~~ten~~ five dollars to the secretary of state and filing a certificate with the  
3 secretary of state stating that it resigns as registered agent for the registered limited liability  
4 partnership or foreign registered limited liability partnership identified in the certificate, but such  
5 resignation shall not become effective until one hundred twenty days after the certificate is filed.  
6 There shall be attached to such certificate an affidavit of such registered agent, if an individual, or  
7 the president, a vice president or the secretary thereof if a corporation, that at least thirty days prior  
8 to and on or about the date of the filing of the certificate, notices were sent by certified or registered  
9 mail to the registered limited liability partnership or foreign registered limited liability partnership  
10 for which such registered agent is resigning as registered agent, at the principal office thereof within  
11 or outside the state of Missouri, if known to such registered agent or, if not, to the last known  
12 address of the attorney or other individual at whose request such registered agent was appointed for  
13 such registered limited liability partnership or foreign registered limited liability partnership, of the  
14 resignation of such registered agent. After receipt of the notice of the resignation of its registered  
15 agent, the registered limited liability partnership or foreign registered limited liability partnership for  
16 which such registered agent was acting shall obtain and designate a new registered agent, to take the  
17 place of the registered agent so resigning. If such registered limited liability partnership or foreign  
18 registered limited liability partnership fails to obtain and designate a new registered agent prior to  
19 the expiration of the period of one hundred twenty days after the filing by the registered agent of the  
20 certificate of resignation, the application, renewal application or notice filed pursuant to subsection  
21 19 of section 358.440 of such registered limited liability partnership or foreign registered limited  
22 liability partnership shall be deemed to be cancelled."; and  
23

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