

FIRST REGULAR SESSION

[PERFECTED]

# HOUSE BILL NO. 535

## 100TH GENERAL ASSEMBLY

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INTRODUCED BY REPRESENTATIVE ANDERSON.

1344H.01P

DANA RADEMAN MILLER, Chief Clerk

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### AN ACT

To repeal sections 347.179, 347.183, 347.740, 351.127, 355.023, 356.233, 358.460, 358.470, 359.653, 400.9-528, and 417.018, RSMo, and to enact in lieu thereof twelve new sections relating to the secretary of state.

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

Section A. Sections 347.179, 347.183, 347.740, 351.127, 355.023, 356.233, 358.460, 358.470, 359.653, 400.9-528, and 417.018, RSMo, are repealed and twelve new sections enacted in lieu thereof, to be known as sections 347.044, 347.179, 347.183, 347.740, 351.127, 355.023, 356.233, 358.460, 358.470, 359.653, 400.9-528, and 417.018, to read as follows:

- 347.044. 1. Every limited liability company organized pursuant to this chapter and every foreign limited liability company registered in this state shall file an information statement with the secretary of state.**
- 2. The information statement shall include:**
- (1) The name of the limited liability company or foreign limited liability company;**
  - (2) The company charter number assigned by the secretary of state;**
  - (3) The address of the principal place of business;**
  - (4) The address, including street and number, if any, of the registered office and the name of the registered agent at such office; and**
  - (5) If a foreign limited liability company, the state or other jurisdiction under whose law the company is formed.**

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.

12           **3. The information statement shall be current as of the date the statement is filed**  
13 **with the secretary of state.**

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

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

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

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

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

347.179. 1. The secretary shall charge and collect:

2           (1) For filing the original articles of organization, a fee of [~~one hundred~~] **ninety-five**  
3 **dollars;**

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

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

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

11 (5) Articles of termination of limited liability companies or cancellation of registration  
12 of foreign limited liability companies, a fee of twenty dollars **or, if filed online in an electronic**  
13 **format prescribed by the secretary, a fee of ten 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 **or, if filed online in an**  
16 **electronic format prescribed by the secretary, a fee of ten dollars;**

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

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

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

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

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

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

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

29 (15) For filing a statement of correction, a fee of five dollars;

30 **(16) For filing an information statement for a domestic or foreign limited liability**  
31 **company, a fee of fifteen dollars or, if filing online in an electronic format prescribed by**  
32 **the secretary, a fee of five dollars; and**

33 **(17) For filing a withdrawal of an erroneously or accidentally filed notice of**  
34 **winding up or articles of termination, a fee of ninety-five dollars.**

35 2. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section and for  
36 application for reservation of a name in subdivision (11) of subsection 1 of this section shall be  
37 waived if an organizer who is listed as a member in the operating agreement of the limited  
38 liability company is a member of the Missouri National Guard or any other active duty military,  
39 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  
2 to 347.187, the secretary shall, as is reasonably necessary to enable the secretary to administer  
3 sections 347.010 to 347.187 efficiently and to perform the secretary's duties, have the following  
4 powers including, but not limited to:

5 (1) The power to examine the books and records of any limited liability company to  
6 which sections 347.010 to 347.187 apply, and it shall be the duty of any manager, member or  
7 agent of such limited liability company having possession or control of such books and records

8 to produce such books and records for examination on demand of the secretary or his designated  
9 employee; except that no person shall be subject to any criminal prosecution on account of any  
10 matter or thing which may be disclosed by examination of any limited liability company books  
11 and records, which they may produce or exhibit for examination; or on account of any other  
12 matter or thing concerning which they may make any voluntary and truthful statement in writing  
13 to the secretary or his designated employee. All facts obtained in the examination of the books  
14 and records of any limited liability company, or through the voluntary sworn statement of any  
15 manager, member, agent or employee of any limited liability company, shall be treated as  
16 confidential, except insofar as official duty may require the disclosure of same, or when such  
17 facts are material to any issue in any legal proceeding in which the secretary or his designated  
18 employee may be a party or called as witness, and, if the secretary or his designated employee  
19 shall, except as provided in this subdivision, disclose any information relative to the private  
20 accounts, affairs, and transactions of any such limited liability company, he shall be guilty of a  
21 class C misdemeanor. If any manager, member or registered agent in possession or control of  
22 such books and records of any such limited liability company shall refuse a demand of the  
23 secretary or his designated employee, to exhibit the books and records of such limited liability  
24 company for examination, such person shall be guilty of a class B misdemeanor;

25 (2) The power to cancel or disapprove any articles of organization or other filing required  
26 under sections 347.010 to 347.187, if the limited liability company fails to comply with the  
27 provisions of sections 347.010 to 347.187 by failing to file required documents under sections  
28 347.010 to 347.187, by failing to maintain a registered agent, by failing to pay the required filing  
29 fees, by using fraud or deception in effecting any filing, by filing a required document containing  
30 a false statement, or by violating any section or sections of the criminal laws of Missouri, the  
31 federal government or any other state of the United States. Thirty days before such cancellation  
32 shall take effect, the secretary shall notify the limited liability company with written notice, either  
33 personally or by certified mail, deposited in the United States mail in a sealed envelope  
34 addressed to such limited liability company's last registered agent in office, or to one of the  
35 limited liability company's members or managers. Written notice of the secretary's proposed  
36 cancellation to the limited liability company, domestic or foreign, shall specify the reasons for  
37 such action. The limited liability company may appeal this notice of proposed cancellation to  
38 the circuit court of the county in which the registered office of such limited liability company is  
39 or is proposed to be situated by filing with the clerk of such court a petition setting forth a copy  
40 of the articles of organization or other relevant documents and a copy of the proposed written  
41 cancellation thereof by the secretary, such petition to be filed within thirty days after notice of  
42 such cancellation shall have been given, and the matter shall be tried by the court, and the court  
43 shall either sustain the action of the secretary or direct him to take such action as the court may

44 deem proper. An appeal from the circuit court in such a case shall be allowed as in civil action.  
45 The limited liability company may provide information to the secretary that would allow the  
46 secretary to withdraw the notice of proposed cancellation. This information may consist of, but  
47 need not be limited to, corrected statements and documents, new filings, affidavits and certified  
48 copies of other filed documents;

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

51 (a) The affected limited liability company provides the necessary documents and  
52 affidavits indicating the limited liability company has corrected the conditions causing the  
53 proposed cancellation or the cancellation; or

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

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

59 (5) (a) The power to administratively cancel ~~[aa]~~ :

60 a. Articles of organization if the limited liability company's period of duration stated in  
61 articles of organization expires **or if the limited liability company fails to timely file its**  
62 **information statement; or**

63 b. **The registration of a foreign limited liability company if the foreign limited**  
64 **liability company fails to timely file its information statement.**

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

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

80 (d) A limited liability company whose articles of organization has been administratively  
81 cancelled continues its existence but may not carry on any business except that necessary to wind  
82 up and liquidate its business and affairs under section 347.147 and notify claimants under section  
83 347.141.

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

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

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

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

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

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

114 a. Recite the name of the limited liability company and the effective date of its  
115 administrative cancellation;

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

119 c. State that the limited liability company's name satisfies the requirements of section  
120 347.020;

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

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

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

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

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

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

145 [(7)]

146

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

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

152 (a) A foreign limited liability company whose registration was administratively  
153 cancelled under subdivision (5) of this section may apply to the secretary for reinstatement.

154 The application shall:

155 a. State the name of the foreign limited liability company and the date of the  
156 administrative cancellation;

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

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

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

164 (b) If the secretary determines that the application satisfies the requirements under  
165 paragraph (a) of this subdivision, the secretary shall rescind the cancellation and prepare  
166 a certificate of reinstatement that includes the effective date of reinstatement and shall  
167 deliver a copy to the limited liability company as provided under section 347.051;

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

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

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

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

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

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

188           **a. State the name of the limited liability company and the filing date of the**  
189 **erroneous or accidental notice;**

190           **b. State the grounds for erroneously or accidentally filing the notice, with**  
191 **supporting documentation satisfactory to the secretary;**

192           **c. State that the limited liability company's name satisfies the requirements under**  
193 **section 347.020; and**

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

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

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

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

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

213           **(f) The limited liability company may appeal a denial of reinstatement by using the**  
214 **procedure under subdivision (2) of this section.**

347.740. The secretary of state may collect an additional fee of five dollars on each and  
2 every fee required in this chapter. All fees collected as provided in this section shall be deposited  
3 in the state treasury and credited to the secretary of state's technology trust fund account. The  
4 provisions of this section shall expire on December 31, ~~2021~~ 2026.

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 additional  
3 fee of ten dollars on each corporate registration report fee filed under section 351.122. All fees  
4 collected as provided in this section shall be deposited in the state treasury and credited to the

5 secretary of state's technology trust fund account. The provisions of this section shall expire on  
6 December 31, ~~[2021]~~ **2026**.

355.023. The secretary of state may collect an additional fee of five dollars on each and  
2 every fee required in this chapter. All fees collected as provided in this section shall be deposited  
3 in the state treasury and credited to the secretary of state's technology trust fund account. The  
4 provisions of this section shall expire on December 31, ~~[2021]~~ **2026**.

356.233. The secretary of state may collect an additional fee of five dollars on each and  
2 every fee required in this chapter. All fees collected as provided in this section shall be deposited  
3 in the state treasury and credited to the secretary of state's technology trust fund account. The  
4 provisions of this section shall expire on December 31, ~~[2021]~~ **2026**.

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

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

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

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

21 3. A fee in the amount of ~~[twenty-five]~~ **twenty** dollars shall be paid to the secretary of  
22 state upon receipt for filing of an application for reservation of name, an application for renewal  
23 of reservation or a notice of transfer or cancellation pursuant to this section. All moneys from  
24 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  
2 limited liability partnership shall have and maintain in the state of Missouri:

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

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

12 2. A registered agent may change the address of the registered office of the registered  
13 limited liability partnerships or foreign registered limited liability partnerships for which the  
14 agent is the registered agent to another address in the state of Missouri by paying a fee in the  
15 amount of ~~[ten]~~ **five** dollars~~[-, and a further fee in the amount of two dollars]~~ for each registered  
16 limited liability partnership or foreign registered limited liability partnership affected thereby,  
17 to the secretary of state and filing with the secretary of state a certificate, executed by such  
18 registered agent, setting forth the names of all the registered limited liability partnerships or  
19 foreign registered limited liability partnerships represented by such registered agent, and the  
20 address at which such registered agent has maintained the registered office for each of such  
21 registered limited liability partnerships or foreign registered limited liability partnerships, and  
22 further certifying to the new address to which such registered office will be changed on a given  
23 day, and at which new address such registered agent will thereafter maintain the registered office  
24 for each of the registered limited liability partnerships or foreign registered limited liability  
25 partnerships recited in the certificate. Upon the filing of such certificate, the secretary of state  
26 shall furnish to the registered agent a certified copy of the same under the secretary of state's  
27 hand and seal of office, and thereafter, or until further change of address, as authorized by law,  
28 the registered office in the state of Missouri of each of the registered limited liability partnerships  
29 or foreign registered limited liability partnerships recited in the certificate shall be located at the  
30 new address of the registered agent thereof as given in the certificate. In the event of a change  
31 of name of any person acting as a registered agent of a registered limited liability partnership or  
32 foreign registered limited liability partnership, such registered agent shall file with the secretary  
33 of state a certificate, executed by such registered agent, setting forth the new name of such  
34 registered agent, the name of such registered agent before it was changed, the names of all the  
35 registered limited liability partnerships or foreign registered limited liability partnerships  
36 represented by such registered agent, and the address at which such registered agent has  
37 maintained the registered office for each of such registered limited liability partnerships or  
38 foreign registered limited liability partnerships, and shall pay a fee in the amount of ~~[twenty-five]~~

39 **five dollars**~~], and a further fee in the amount of two dollars]~~ for each registered limited liability  
40 partnership or foreign registered limited liability partnership affected thereby, to the secretary of  
41 state. Upon the filing of such certificate, the secretary of state shall furnish to the registered  
42 agent a certified copy of the same under the secretary of state's hand and seal of office. Filing  
43 a certificate under this section shall be deemed to be an amendment of the application, renewal  
44 application or notice filed pursuant to subsection 19 of section 358.440, as the case may be, of  
45 each registered limited liability partnership or foreign registered limited liability partnership  
46 affected thereby, and each such registered limited liability partnership or foreign registered  
47 limited liability partnership shall not be required to take any further action with respect thereto  
48 to amend its application, renewal application or notice filed, as the case may be, pursuant to  
49 section 358.440. Any registered agent filing a certificate under this section shall promptly, upon  
50 such filing, deliver a copy of any such certificate to each registered limited liability partnership  
51 or foreign registered limited liability partnership affected thereby.

52 3. The registered agent of one or more registered limited liability partnerships or foreign  
53 registered limited liability partnerships may resign and appoint a successor registered agent by  
54 paying a fee in the amount of ~~[fifty]~~ **five dollars**~~], and a further fee in the amount of two dollars]~~  
55 for each registered limited liability partnership or foreign registered limited liability partnership  
56 affected thereby, to the secretary of state and filing a certificate with the secretary of state, stating  
57 that it resigns and the name and address of the successor registered agent. There shall be  
58 attached to such certificate a statement executed by each affected registered limited liability  
59 partnership or foreign registered limited liability partnership ratifying and approving such change  
60 of registered agent. Upon such filing, the successor registered agent shall become the registered  
61 agent of such registered limited liability partnerships or foreign registered limited liability  
62 partnerships as have ratified and approved such substitution and the successor registered agent's  
63 address, as stated in such certificate, shall become the address of each such registered limited  
64 liability partnership's or foreign registered limited liability partnership's registered office in the  
65 state of Missouri. The secretary of state shall furnish to the successor registered agent a certified  
66 copy of the certificate of resignation. Filing of such certificate of resignation shall be deemed  
67 to be an amendment of the application, renewal application or notice filed pursuant to subsection  
68 19 of section 358.440, as the case may be, of each registered limited liability partnership or  
69 foreign registered limited liability partnership affected thereby, and each such registered limited  
70 liability partnership or foreign registered limited liability partnership shall not be required to take  
71 any further action with respect thereto, to amend its application, renewal application or notice  
72 filed pursuant to subsection 19 of section 358.440, as the case may be, pursuant to section  
73 358.440.

74 4. The registered agent of a registered limited liability partnership or foreign registered  
75 limited liability partnership may resign without appointing a successor registered agent by paying  
76 a fee in the amount of ~~ten~~ **five** dollars to the secretary of state and filing a certificate with the  
77 secretary of state stating that it resigns as registered agent for the registered limited liability  
78 partnership or foreign registered limited liability partnership identified in the certificate, but such  
79 resignation shall not become effective until one hundred twenty days after the certificate is filed.  
80 There shall be attached to such certificate an affidavit of such registered agent, if an individual,  
81 or the president, a vice president or the secretary thereof if a corporation, that at least thirty days  
82 prior to and on or about the date of the filing of the certificate, notices were sent by certified or  
83 registered mail to the registered limited liability partnership or foreign registered limited liability  
84 partnership for which such registered agent is resigning as registered agent, at the principal office  
85 thereof within or outside the state of Missouri, if known to such registered agent or, if not, to the  
86 last known address of the attorney or other individual at whose request such registered agent was  
87 appointed for such registered limited liability partnership or foreign registered limited liability  
88 partnership, of the resignation of such registered agent. After receipt of the notice of the  
89 resignation of its registered agent, the registered limited liability partnership or foreign registered  
90 limited liability partnership for which such registered agent was acting shall obtain and designate  
91 a new registered agent, to take the place of the registered agent so resigning. If such registered  
92 limited liability partnership or foreign registered limited liability partnership fails to obtain and  
93 designate a new registered agent prior to the expiration of the period of one hundred twenty days  
94 after the filing by the registered agent of the certificate of resignation, the application, renewal  
95 application or notice filed pursuant to subsection 19 of section 358.440 of such registered limited  
96 liability partnership or foreign registered limited liability partnership shall be deemed to be  
97 cancelled.

359.653. The secretary of state may collect an additional fee of five dollars on each and  
2 every fee required in this chapter. All fees collected as provided in this section shall be deposited  
3 in the state treasury and credited to the secretary of state's technology trust fund account. The  
4 provisions of this section shall expire on December 31, ~~2021~~ **2026**.

400.9-528. The secretary of state may collect an additional fee of five dollars on each  
2 and every fee paid to the secretary of state as required in chapter 400.9. All fees collected as  
3 provided in this section shall be deposited in the state treasury and credited to the secretary of  
4 state's technology trust fund account. The provisions of this section shall expire on December  
5 31, ~~2021~~ **2026**.

417.018. The secretary of state may collect an additional fee of five dollars on each and  
2 every fee required in this chapter. All fees collected as provided in this section shall be deposited

3 in the state treasury and credited to the secretary of state's technology trust fund account. The  
4 provisions of this section shall expire on December 31, [~~2021~~] **2026**.

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