

FIRST REGULAR SESSION
HOUSE COMMITTEE SUBSTITUTE FOR
HOUSE BILL NO. 162
101ST GENERAL ASSEMBLY

0077H.02C

DANA RADEMAN MILLER, Chief Clerk

AN ACT

To repeal sections 339.150, 347.143, 347.179, 347.183, 358.460, and 358.470, RSMo, and to enact in lieu thereof seven new sections relating to business entities registered with the secretary of state.

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

Section A. Sections 339.150, 347.143, 347.179, 347.183, 358.460, and 358.470, RSMo, are repealed and seven new sections enacted in lieu thereof, to be known as sections 339.150, 347.044, 347.143, 347.179, 347.183, 358.460, and 358.470, to read as follows:

339.150. 1. No real estate broker shall knowingly employ or engage any person to perform any service to the broker for which licensure as a real estate broker or a real estate salesperson is required pursuant to sections 339.010 to 339.180 and sections 339.710 to 339.860, unless such a person is:

(1) A licensed real estate salesperson or a licensed real estate broker as required by section 339.020; or

(2) For a transaction involving commercial real estate as defined in section 339.710, a person regularly engaged in the real estate brokerage business outside the state of Missouri who has, in such forms as the commission may adopt by rule:

(a) Executed a brokerage agreement with the Missouri real estate broker;

(b) Consented to the jurisdiction of Missouri and the commission;

(c) Consented to disciplinary procedures under section 339.100; and

(d) Appointed the commission as his or her agent for service of process regarding any administrative or legal actions relating to the conduct in Missouri; or

(3) For any other transaction, a person regularly engaged in the real estate brokerage business outside of the state of Missouri.

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

18 Any such action shall be unlawful as provided by section 339.100 and shall be grounds for
19 investigation, complaint, proceedings and discipline as provided by section 339.100.

20 2. No real estate licensee shall pay any part of a fee, commission or other compensation
21 received by the licensee to any person for any service rendered by such person to the licensee in
22 buying, selling, exchanging, leasing, renting or negotiating a loan upon any real estate, unless
23 such a person is a licensed real estate salesperson regularly associated with such a broker, or a
24 licensed real estate broker, or a person regularly engaged in the real estate brokerage business
25 outside of the state of Missouri.

26 3. Notwithstanding the provisions of subsections 1 and 2 of this section, any real estate
27 broker who shall refuse to pay any person for services rendered by such person to the broker,
28 with the consent, knowledge and acquiescence of the broker that such person was not licensed
29 as required by section 339.020, in buying, selling, exchanging, leasing, renting or negotiating a
30 loan upon any real estate for which services a license is required, and who is employed or
31 engaged by such broker to perform such services, shall be liable to such person for the reasonable
32 value of the same or similar services rendered to the broker, regardless of whether or not the
33 person possesses or holds any particular license, permit or certification at the time the service
34 was performed. Any such person may bring a civil action for the reasonable value of his services
35 rendered to a broker notwithstanding the provisions of section 339.160.

36 4. **Notwithstanding any provision of law to the contrary, a real estate broker may**
37 **pay compensation directly to a business entity owned by a licensee that has been formed**
38 **for the purpose of receiving compensation earned by such licensee. A business entity that**
39 **receives compensation from a real estate broker as provided for in this subsection shall not**
40 **be required to be licensed under this chapter and shall be owned:**

41 (1) Solely by the licensee;

42 (2) By the licensee together with the licensee's spouse, but only if the spouse and
43 licensee are both licensed and associated with the same real estate broker, or the spouse is
44 not also licensed; or

45 (3) By the licensee and one or more other licensees, but only if all such owners are
46 licensees associated with the same real estate broker.

47

48 For purposes of this subsection, the term "licensee" means any real estate broker-
49 salesperson or real estate salesperson, as such terms are defined under section 339.010, and
50 the term "business entity" means any corporation, partnership, limited partnership,
51 limited liability company, professional corporation, or association.

347.044. 1. Each limited liability company organized pursuant to this chapter and each 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.

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

4. The limited liability company or foreign limited liability company shall file an information statement every five years, and the information statement shall be due on the fifteenth day of the month in which the anniversary of the date the limited liability company or foreign limited liability company organized or registered in Missouri occurs. For limited liability companies and foreign limited liability companies that organized or registered in an even-numbered year before January 1, 2022, the first information statement shall be due in 2024. For limited liability companies and foreign limited liability companies that organized or registered in an odd-numbered year before January 1, 2023, the first information statement shall be due in 2025.

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

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

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

347.143. 1. A limited liability company may be dissolved involuntarily by a decree of the circuit court for the county in which the registered office of the limited liability company is situated in an action filed by the attorney general when it is established that the limited liability company:

5 (1) Has procured its articles of organization through fraud;
6 (2) Has exceeded or abused the authority conferred upon it by law;
7 (3) Has carried on, conducted, or transacted its business in a fraudulent or illegal manner;
8 or
9 (4) By the abuse of its powers contrary to the public policy of the state, has become
10 liable to be dissolved.

11 2. On application by or for a member, the circuit court for the county in which the
12 registered office of the limited liability company is located may decree dissolution of a limited
13 liability company ~~[whenever]~~ **if the court determines:**

14 (1) It is not reasonably practicable to carry on the business in conformity with the
15 operating agreement;

16 (2) **Dissolution is reasonably necessary for the protection of the rights or interests**
17 **of the complaining members;**

18 (3) **The business of the limited liability company has been abandoned;**

19 (4) **The management of the limited liability company is deadlocked or subject to**
20 **internal dissension; or**

21 (5) **Those in control of the limited liability company have been found guilty of, or**
22 **have knowingly countenanced, persistent and pervasive fraud, mismanagement, or abuse**
23 **of authority.**

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 **or, if filed online in an electronic format prescribed by**
11 **the secretary, a fee of ten dollars;**

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

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

16 (7) For filing a notice of winding up, a fee of twenty dollars **or, if filed online in an**
17 **electronic format prescribed by the secretary, a fee of ten dollars;**

- 18 (8) For issuing a certificate of good standing, a fee of five dollars;
- 19 (9) For a notice of the abandonment of merger or consolidation, a fee of twenty dollars;
- 20 (10) For furnishing a copy of any document or instrument, a fee of fifty cents per page;
- 21 (11) For accepting an application for reservation of a name, or for filing a notice of the
- 22 transfer or cancellation of any name reservation, a fee of twenty dollars;
- 23 (12) For filing a statement of change of address of registered office or registered agent,
- 24 or both, a fee of five dollars;
- 25 (13) For any service of notice, demand, or process upon the secretary as resident agent
- 26 of a limited liability company, a fee of twenty dollars, which amount may be recovered as taxable
- 27 costs by the party instituting such suit, action, or proceeding causing such service to be made if
- 28 such party prevails therein;
- 29 (14) For filing an amended certificate of registration a fee of twenty dollars; ~~and~~
- 30 (15) For filing a statement of correction a fee of five dollars;
- 31 **(16) For filing an information statement for a domestic or foreign limited liability**
- 32 **company, a fee of fifteen dollars or, if filing online in an electronic format prescribed by**
- 33 **the secretary, a fee of five dollars;**
- 34 **(17) For filing a withdrawal of an erroneously or accidentally filed notice of**
- 35 **winding up or articles of termination, a fee of ninety-five dollars; and**
- 36 **(18) For a filing relating to a limited liability series, an additional fee of ten dollars**
- 37 **for each series effected or, if filing online in an electronic format prescribed by the**
- 38 **secretary, a fee of five dollars for each series effected.**
- 39 2. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section and for
- 40 application for reservation of a name in subdivision (11) of subsection 1 of this section shall be
- 41 waived if an organizer who is listed as a member in the operating agreement of the limited
- 42 liability company is a member of the Missouri National Guard or any other active duty military,
- 43 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]~~ **the**
18 **secretary's** designated employee may be a party or called as witness, and, if the secretary or ~~[his]~~
19 **the secretary's** designated employee shall, except as provided in this subdivision, disclose any
20 information relative to the private accounts, affairs, and transactions of any such limited liability
21 company, he **or she** shall be guilty of a class C misdemeanor. If any manager, member or
22 registered agent in possession or control of such books and records of any such limited liability
23 company shall refuse a demand of the secretary or his designated employee, to exhibit the books
24 and records of such limited liability company for examination, such person shall be guilty of a
25 class B misdemeanor;

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

47 secretary to withdraw the notice of proposed cancellation. This information may consist of, but
48 need not be limited to, corrected statements and documents, new filings, affidavits and certified
49 copies of other filed documents;

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

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

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

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

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

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

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

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

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

81 (d) A limited liability company whose articles of organization has been administratively
82 cancelled continues its existence but may not carry on any business except that necessary to wind

83 up and liquidate its business and affairs under section 347.147 and notify claimants under section
84 347.141.

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

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

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

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

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

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

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

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

120 c. State that the limited liability company's name satisfies the requirements of section
121 347.020;

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

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

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

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

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

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

146 ~~[(7)]~~

147

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

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

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

The application shall:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

198 (b) If the secretary determines that the application satisfies the requirements under
199 paragraph (a) of this subdivision, the secretary shall rescind the notice of winding up or
200 notice of termination and prepare a certificate of reinstatement that includes the effective
201 notice of termination and prepare a certificate of reinstatement that includes the effective
202 limited liability company as provided under section 347.051;

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

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

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

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

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.

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