

HOUSE BILL NO. 3094

103RD GENERAL ASSEMBLY

INTRODUCED BY REPRESENTATIVE KIMBLE.

4624H.011

JOSEPH ENGLER, Chief Clerk

AN ACT

To repeal section 347.179, RSMo, and to enact in lieu thereof nine new sections relating to domestication of limited liability companies.

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

Section A. Section 347.179, RSMo, is repealed and nine new sections enacted in lieu thereof, to be known as sections 347.179, 347.200, 347.202, 347.204, 347.206, 347.208, 347.210, 347.212, and 347.214, to read as follows:

347.179. 1. The secretary shall charge and collect:

(1) For filing the original articles of organization, a fee of one hundred 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 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) Applications for filing a statement of domestication and issuance of a certificate of registration to transact business in this state, a fee of one hundred dollars;

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

~~(6)~~ (7) For filing notice of merger or consolidation, a fee of twenty dollars;

~~(7)~~ (8) For filing a notice of winding up, a fee of twenty dollars;

~~(8)~~ (9) For issuing a certificate of good standing, a fee of five dollars;

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 ~~[(9)]~~ (10) For a notice of the abandonment of merger or consolidation, a fee of twenty
18 dollars;

19 ~~[(10)]~~ (11) For furnishing a copy of any document or instrument, a fee of fifty cents
20 per page;

21 ~~[(11)]~~ (12) For accepting an application for reservation of a name, or for filing a
22 notice of the transfer or cancellation of any name reservation, a fee of twenty dollars;

23 ~~[(12)]~~ (13) For filing a statement of change of address of registered office or
24 registered agent, or both, a fee of five dollars;

25 ~~[(13)]~~ (14) For any service of notice, demand, or process upon the secretary as
26 resident agent of a limited liability company, a fee of twenty dollars, which amount may be
27 recovered as taxable costs by the party instituting such suit, action, or proceeding causing
28 such service to be made if such party prevails therein;

29 ~~[(14)]~~ (15) For filing an amended certificate of registration a fee of twenty dollars;
30 and

31 ~~[(15)]~~ (16) For filing a statement of correction a fee of five dollars.

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

347.200. For purposes of sections 347.200 to 347.214, the following terms mean:

2 (1) "Approve", in the case of an entity, for its governors and interest holders to
3 take whatever steps are necessary under its organic rules, organic law, and other law to:

4 (a) Propose a transaction subject to sections 347.200 to 347.214;

5 (b) Adopt and approve the terms and conditions of the transaction; and

6 (c) Conduct any required proceedings or otherwise obtain any required votes or
7 consents of the governors or interest holders;

8 (2) "Domestic entity", a domesticating entity as it continues in existence after a
9 domestication;

10 (3) "Domesticated entity", a domesticating entity as it continues in existence
11 after a domestication;

12 (4) "Domesticating entity", a domestic entity that approves a plan of
13 domestication under section 347.204 or a foreign entity that approves a domestication
14 under the law of its jurisdiction of organization;

15 (5) "Domestication", a transaction under the provisions of sections 347.200 to
16 347.214;

- 17 **(6) "Entity", a limited liability company;**
- 18 **(7) "Filing entity", an entity that is created by the filing of an organizing**
19 **document with the secretary of state;**
- 20 **(8) "Foreign entity", an entity other than a domestic entity;**
- 21 **(9) "Governance interest", the right under the organic law or rules of an entity,**
22 **other than as a governor, agent, assignee, or proxy to:**
- 23 **(a) Receive or demand access to information concerning, or the books and**
24 **records of, the entity;**
- 25 **(b) Vote for the election of the governors of the entity; or**
- 26 **(c) Receive notice of or vote on any or all issues involving the internal affairs of**
27 **the entity;**
- 28 **(10) "Governor", a person by or under whose authority the powers of an entity**
29 **are exercised and under whose direction the business and affairs of the entity are**
30 **managed pursuant to the organic law and organic rules of the entity;**
- 31 **(11) "Interest":**
- 32 **(a) A governance interest in an unincorporated entity;**
- 33 **(b) A transferable interest in an unincorporated entity; or**
- 34 **(c) A share or membership in a corporation;**
- 35 **(12) "Interest holder", a direct holder of an interest;**
- 36 **(13) "Interest holder liability":**
- 37 **(a) Personal liability for a liability of an entity that is imposed on a person:**
- 38 **a. Solely by reason of the status of the person as an interest holder; or**
- 39 **b. By the organic rules of the entity under the organic law authorizing the**
40 **organic rules to make one or more specified interest holders or categories of interest**
41 **holders liable in their capacity as interest holders for all or specified liabilities of the**
42 **entity; or**
- 43 **(b) An obligation of an interest holder under the organic rules of an entity to**
44 **contribute to the entity; or**
- 45 **(14) "Jurisdiction of the organization of an entity", the jurisdiction whose law**
46 **includes the organic law of the entity;**
- 47 **(15) "Limited liability company", a company whose internal affairs are**
48 **governed by the Missouri Limited Liability Company Act under this chapter;**
- 49 **(16) "Organic law", the statutes, if any, other than the provisions of sections**
50 **347.200 to 347.214, governing the internal affairs of an entity;**
- 51 **(17) "Organic rules", the public organic document and private organic rules of**
52 **an entity;**

53 **(18) "Person", an individual, corporation, estate, trust, partnership, limited**
54 **liability company, business or similar trust, association, joint venture, public**
55 **corporation, government, or governmental subdivision, agency, or instrumentality, or**
56 **any other legal or commercial entity;**

57 **(19) "Plan", a plan of domestication;**

58 **(20) "Private organic rules", the rules, whether or not in a record, that govern**
59 **the internal affairs of an entity, are binding on all of its interest holders, and are not part**
60 **of its public organic document;**

61 **(21) "Protected agreement":**

62 **(a) A record evidencing indebtedness and any related agreement in effect on**
63 **August 28, 2027;**

64 **(b) An agreement that is binding on an entity on August 28, 2027;**

65 **(c) The organic rules of an entity in effect on August 28, 2027; or**

66 **(d) An agreement that is binding on any of the governors or interest holders of**
67 **an entity on August 28, 2027;**

68 **(22) "Public organic document", the public record, the filing of which creates an**
69 **entity, and any amendment to or restatement of that record;**

70 **(23) "Qualified foreign entity", a foreign entity that is authorized to transact**
71 **business in this state pursuant to a filing with the secretary of state;**

72 **(24) "Secretary of state", the governmental entity responsible for accepting and**
73 **acting on the filing of organizational documents of an entity;**

74 **(25) "Sign", with present intent to authenticate or adopt a record:**

75 **(a) To execute or adopt a tangible symbol; or**

76 **(b) To attach to or logically associate with the record an electronic sound,**
77 **symbol, or process.**

347.202. 1. Except as otherwise provided in this section, by complying with
2 **sections 347.200 to 347.214, a domestic entity may become a domestic entity of the same**
3 **type in a foreign jurisdiction if the domestication is authorized by the law of the foreign**
4 **jurisdiction.**

5 **2. Except as otherwise provided in this section, by complying with sections**
6 **347.200 to 347.214 applicable to foreign entities, a foreign entity may become a domestic**
7 **entity of the same type in this state if the domestication is authorized by the law of the**
8 **foreign entity's jurisdiction of organization.**

9 **3. When the term domestic entity is used in sections 347.200 to 347.214 with**
10 **reference to a foreign jurisdiction, it means an entity whose internal affairs are**
11 **governed by the law of the foreign jurisdiction.**

12 **4. If a protected agreement contains a provision that applies to a merger of a**
13 **domestic entity but does not refer to a domestication, the provision applies to a**
14 **domestication of the entity as if the domestication were a merger until the provision is**
15 **amended after August 28, 2027.**

347.204. 1. A domestic entity may become a foreign entity in a domestication by
2 **approving a plan of domestication. The plan shall be in a record and contain:**

3 **(1) The name and type of the domesticating entity;**

4 **(2) The name and jurisdiction of organization of the domesticated entity;**

5 **(3) The manner of converting the interests in the domesticating entity into**
6 **interests, securities, obligations, rights to acquire interests or securities, cash, or other**
7 **property, or any combination of the foregoing;**

8 **(4) The proposed public organic document of the domesticated entity if it is a**
9 **filing entity;**

10 **(5) The full text of the private organic rules of the domesticated entity that are**
11 **proposed to be in a record;**

12 **(6) The other terms and conditions of the domestication; and**

13 **(7) Any other provision required by the law of this state or the organic rules of**
14 **the domesticating entity.**

15 **2. A plan of domestication may contain any other provisions not prohibited by**
16 **law.**

17 **3. The entity shall maintain the plan of domestication in accordance with the**
18 **entity's policy for maintaining books and records.**

347.206. 1. A plan of domestication is not effective unless it has been approved:

2 **(1) By a domestic domesticating entity:**

3 **(a) In accordance with the requirements, if any, in its organic rules for approval**
4 **of a domestication;**

5 **(b) If its organic rules do not provide for approval of a domestication, in**
6 **accordance with the requirements, if any, in its organic law and organic rules for**
7 **approval of:**

8 **a. In the case of an entity that is not a business corporation, a merger, as if the**
9 **domestication were a merger; or**

10 **b. In the case of a business corporation, a merger requiring approval by a vote of**
11 **the interest holders of the business corporation, as if the domestication were that type of**
12 **merger; or**

13 **(c) If neither its organic law nor organic rules provide for approval of a**
14 **domestication or a merger described in subparagraph b of paragraph (b) of this**

15 subdivision, by all of the interest holders of the entity entitled to vote on or consent to
16 any matter; and

17 (2) In a record, by each interest holder of a domestic domesticating entity that
18 will have interest holder liability for liabilities that arise after the domestication
19 becomes effective, unless, in the case of an entity that is not a business corporation or
20 nonprofit corporation:

21 (a) The organic rules of the entity in a record provide for the approval of a
22 domestication or merger in which some or all of its interest holders become subject to
23 interest holder liability by the vote or consent of fewer than all of the interest holders;
24 and

25 (b) The interest holder voted for or consented in a record to that provision of the
26 organic rules or became an interest holder after the adoption of that provision.

27 2. A domestication of a foreign domesticating entity is not effective unless it is
28 approved in accordance with the law of the foreign entity's jurisdiction of organization.

347.208. 1. A plan of domestication of a domestic domesticating entity may be
2 amended:

3 (1) In the same manner as the plan was approved, if the plan does not provide
4 for the manner in which it may be amended; or

5 (2) By the governors or interest holders of the entity in the manner provided in
6 the plan, but an interest holder that was entitled to vote on or consent to approval of the
7 domestication is entitled to vote on or consent to any amendment of the plan that will
8 change:

9 (a) The amount or kind of interests, securities, obligations, rights to acquire
10 interests or securities, cash, or other property, or any combination of the foregoing, to be
11 received by any of the interest holders of the domesticating entity under the plan;

12 (b) The public organic document or private organic rules of the domesticated
13 entity that will be in effect immediately after the domestication becomes effective, except
14 for changes that do not require approval of the interest holders of the domesticated
15 entity under its organic law or organic rules; or

16 (c) Any other terms or conditions of the plan, if the change would adversely
17 affect the interest holder in any material respect.

18 2. After a plan of domestication has been approved by a domestic domesticating
19 entity and before a statement of domestication becomes effective, the plan may be
20 abandoned:

21 (1) As provided in the plan; or

22 (2) Unless prohibited by the plan, in the same manner as the plan was approved.

23 **3. If a plan of domestication is abandoned after a statement of domestication has**
24 **been filed with the secretary of state and before the filing becomes effective, a statement**
25 **of abandonment, signed on behalf of the entity, shall be filed with the secretary of state**
26 **before the time the statement of domestication becomes effective. The statement of**
27 **abandonment takes effect upon filing, and the domestication is abandoned and does not**
28 **become effective. The statement of abandonment shall contain:**

- 29 **(1) The name of the domesticating entity;**
30 **(2) The date on which the statement of domestication was filed; and**
31 **(3) A statement that the domestication has been abandoned in accordance with**
32 **this section.**

347.210. 1. A statement of domestication shall be signed on behalf of the
2 **domesticating entity and filed with the secretary of state.**

3 **2. A statement of domestication shall contain:**

- 4 **(1) The name, jurisdiction of organization, and type of the domesticating entity;**
5 **(2) The name and jurisdiction of organization of the domesticated entity;**
6 **(3) If the statement of domestication is not to be effective upon filing, the later**
7 **date and time on which it will become effective, which shall not be more than thirty days**
8 **after the date of filing;**
9 **(4) If the domesticating entity is a domestic entity, a statement that the plan of**
10 **domestication was approved in accordance with sections 347.200 to 347.214 or, if the**
11 **domesticating entity is a foreign entity, a statement that the domestication was approved**
12 **in accordance with the law of its jurisdiction of organization;**
13 **(5) If the domesticated entity is a domestic filing entity, its public organic**
14 **document, as an attachment signed by a person authorized by the entity;**
15 **(6) If the domesticated entity is a domestic limited liability partnership, its**
16 **statement of qualification, as an attachment; and**
17 **(7) If the domesticated entity is a foreign entity that is not a qualified foreign**
18 **entity, a mailing address to which the secretary of state may send any process served on**
19 **the secretary of state under subsection 5 of section 347.212.**

20 **3. In addition to the requirements of subsection 2 of this section, a statement of**
21 **domestication may contain any other provision not prohibited by law.**

22 **4. If the domesticated entity is a domestic entity, its public organic document, if**
23 **any, shall satisfy the requirements of the law of this state and may omit any provision**
24 **that is not required to be included in a restatement of the public organic document.**

25 **5. A statement of domestication becomes effective upon the date and time of**
26 **filing or the later date and time specified in the statement of domestication.**

347.212. 1. When a domestication becomes effective:

2 **(1) The domesticated entity is:**

3 **(a) Organized under and subject to the organic law of the domesticated entity;**
4 **and**

5 **(b) The same entity without interruption as the domesticating entity, even**
6 **though the organic law of the domesticated entity may require or allow the name of the**
7 **domesticated entity to be modified;**

8 **(2) All property of the domesticating entity continues to be vested in the**
9 **domesticated entity without assignment, reversion, or impairment;**

10 **(3) All liabilities of the domesticating entity continue as liabilities of the**
11 **domesticated entity;**

12 **(4) Except as provided by law other than as provided in sections 347.200 to**
13 **347.214 or the plan of domestication, all of the rights, privileges, immunities, powers,**
14 **and purposes of the domesticating entity remain in the domesticated entity;**

15 **(5) The name of the domesticated entity may be substituted for the name of the**
16 **domesticating entity in any pending action or proceeding;**

17 **(6) If the domesticated entity is a filing entity, its public organic document is**
18 **effective and is binding on its interest holders;**

19 **(7) The private organic rules of the domesticated entity that are to be in a**
20 **record, if any, approved as part of the plan of domestication are effective and are**
21 **binding on and enforceable by:**

22 **(a) Its interest holders; and**

23 **(b) In the case of a domesticated entity that is not a business corporation or**
24 **nonprofit corporation, any other person that is a party to an agreement that is part of**
25 **the domesticated entity's private organic rules; and**

26 **(8) The interests in the domesticating entity are converted to the extent and as**
27 **approved in connection with the domestication, and the interest holders of the**
28 **domesticating entity are entitled only to the rights provided to them under the plan of**
29 **domestication and the domesticating entity's organic law.**

30 **2. Except as otherwise provided in the organic law or organic rules of the**
31 **domesticating entity, the domestication does not give rise to any rights that an interest**
32 **holder, governor, or third party would otherwise have upon a dissolution, liquidation, or**
33 **winding-up of the domesticating entity.**

34 **3. When a domestication becomes effective, a person that did not have interest**
35 **holder liability with respect to the domesticating entity and that becomes subject to**
36 **interest holder liability with respect to a domestic entity as a result of the domestication**
37 **has interest holder liability only to the extent provided by the organic law of the entity**
38 **and only for those liabilities that arise after the domestication becomes effective.**

39 **4. When a domestication becomes effective:**

40 **(1) The domestication does not discharge any interest holder liability under the**
41 **organic law of a domestic domesticating entity to the extent the interest holder liability**
42 **arose before the domestication became effective;**

43 **(2) A person does not have interest holder liability under the organic law of a**
44 **domestic domesticating entity for any liability that arises after the domestication**
45 **becomes effective;**

46 **(3) The organic law of a domestic domesticating entity continues to apply to the**
47 **release, collection, or discharge of any interest holder liability preserved under**
48 **subdivision (1) of this subsection as if the domestication had not occurred; and**

49 **(4) A person has whatever rights of contribution from any other person as are**
50 **provided by the organic law or organic rules of a domestic domesticating entity with**
51 **respect to any interest holder liability preserved under subdivision (1) of this subsection**
52 **as if the domestication had not occurred.**

53 **5. When a domestication becomes effective, a foreign entity that is the**
54 **domesticated entity:**

55 **(1) May be served with process in this state for the collection and enforcement of**
56 **any of its liabilities; and**

57 **(2) Appoints the secretary of state as its agent for service of process for collecting**
58 **or enforcing those liabilities.**

59 **6. If the domesticating entity is a qualified foreign entity, the certificate of**
60 **authority or other foreign qualification of the domesticating entity is canceled when the**
61 **domestication becomes effective.**

62 **7. A domestication does not require the entity to wind up its affairs and does not**
63 **constitute or cause the dissolution of the entity.**

347.214. 1. (1) Any copies, photostatic or otherwise, of documents filed in the
2 **office of the secretary of state in accordance with sections 347.200 to 347.214, when**
3 **certified by the secretary of state under the seal of the state, shall be taken and received**
4 **in all courts, public offices, and official bodies as prima facie evidence of the facts stated**
5 **in the documents.**

6 **(2) Certificates by the secretary of state under the seal of the state as to the**
7 **existence or nonexistence of facts relating to entities filing under sections 347.200 to**
8 **347.214, which would not appear from a certified copy of any document, shall be taken**
9 **and received in all courts, public offices, and official bodies, as prima facie evidence of**
10 **the existence or nonexistence of the facts stated in the documents.**

11 **2. All documents required under sections 347.200 to 347.214 to be filed in the**
12 **office of the secretary of state shall be made on forms prescribed and furnished by the**
13 **secretary of state.**

14 **3. All documents required under sections 347.200 to 347.214 to be filed in the**
15 **office of the secretary of state shall contain the filing entity's file number as assigned by**
16 **the office of the secretary of state.**

17 **4. The secretary of state may adopt rules and regulations governing the**
18 **procedure and forms necessary to implement sections 347.200 to 347.214. Any rule or**
19 **portion of a rule, as that term is defined in section 536.010, that is created under the**
20 **authority delegated in this section shall become effective only if it complies with and is**
21 **subject to all of the provisions of chapter 536 and, if applicable, section 536.028. This**
22 **section and chapter 536 are nonseverable and if any of the powers vested with the**
23 **general assembly pursuant to chapter 536 to review, to delay the effective date, or to**
24 **disapprove and annul a rule are subsequently held unconstitutional, then the grant of**
25 **rulemaking authority and any rule proposed or adopted after August 28, 2026, shall be**
26 **invalid and void.**

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