

SECOND REGULAR SESSION

HOUSE BILL NO. 3396

103RD GENERAL ASSEMBLY

INTRODUCED BY REPRESENTATIVE THOMAS.

7035H.011

JOSEPH ENGLER, Chief Clerk

AN ACT

To repeal sections 347.035, 347.163, 351.385, 351.386, 351.395, 351.572, 351.1036, 355.131, 355.141, 355.771, 357.010, 358.150, 358.440, 359.251, and 359.551, RSMo, and to enact in lieu thereof twenty-five new sections relating to the powers of artificial persons, with a delayed effective date.

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

Section A. Sections 347.035, 347.163, 351.385, 351.386, 351.395, 351.572, 2 351.1036, 355.131, 355.141, 355.771, 357.010, 358.150, 358.440, 359.251, and 359.551, 3 RSMo, are repealed and twenty-five new sections enacted in lieu thereof, to be known as 4 sections 347.035, 347.163, 351.385, 351.386, 351.395, 351.572, 351.1036, 351.1400, 5 351.1401, 351.1402, 351.1403, 351.1406, 351.1408, 351.1410, 351.1412, 351.1415, 6 351.1418, 355.131, 355.141, 355.771, 357.010, 358.150, 358.440, 359.251, and 359.551, 7 to read as follows:

347.035. A limited liability company may be organized under sections 347.010 to 2 347.187 and may conduct or promote any lawful businesses or purposes within this state or 3 any other jurisdiction. **The lawful businesses or purposes authorized under this section 4 do not include political spending power as defined under section 351.1401.**

347.163. 1. Every foreign limited liability company now transacting business in or 2 which may hereafter transact business in this state which shall neglect or fail to comply with 3 the provisions of section 347.153 shall be subject to a fine of not less than one thousand 4 dollars. If the secretary is advised that a foreign limited liability company is transacting 5 business within this state in contravention of sections 347.010 to 347.187, the secretary shall 6 report the fact to the prosecuting attorney of any county in which the limited liability

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.

7 company is transacting business, and the prosecuting attorney shall, as soon thereafter as is
8 practical, institute proceedings to recover the fine prescribed in this section. In addition to
9 such penalty, no foreign limited liability company failing to comply with sections 347.010 to
10 347.187 may maintain any suit or action, either legal or equitable, in any of the courts of this
11 state, upon any demand, whether arising out of contract or tort, while the requirements of
12 sections 347.010 to 347.187 have not been met.

13 2. The failure of a foreign limited liability company to register in this state does not
14 impair the validity of any contract or act of the foreign limited liability company or prevent
15 the foreign limited liability company from defending any action, suit or proceeding in any
16 court of this state.

17 3. A member of a foreign limited liability company is not liable for any debts,
18 obligations or liabilities of the foreign limited liability company solely by reason of having
19 transacted business in this state without registration.

20 4. A foreign limited liability company, by transacting business in this state without
21 registration, shall be subject to the provisions of sections 506.500 to 506.520 with respect to
22 causes of actions arising out of the transaction of business in this state.

23 5. Without excluding other activities which may not constitute transacting business in
24 this state, a foreign limited liability company shall not be considered to be transacting
25 business in this state, for purposes of sections 347.010 to 347.187, by reason of carrying on in
26 this state any one or more of the following activities:

27 (1) Maintaining or defending any action or suit or any administrative or arbitration
28 proceeding, or effecting the settlement thereof or the settlement of claims or disputes;

29 (2) Holding meetings of its members or carrying on other activities concerning its
30 internal affairs;

31 (3) Maintaining bank accounts;

32 (4) Borrowing money or creating evidence of debt, mortgage or lien on or other
33 security interest in real or personal property;

34 (5) Securing or collecting debts or enforcing any rights in properties securing the
35 same;

36 (6) Transacting any business in interstate commerce; or

37 (7) Conducting an isolated transaction completed within a period of thirty days and
38 not in the course of a number of repeated transactions of a like nature.

39 6. A foreign corporation, as defined in section 351.015 or section 355.066, shall not
40 be deemed to be transacting business in this state for the purposes of section 351.572 solely
41 for the reason that it is a member of a limited liability company.

42 7. A foreign limited partnership or foreign registered limited liability limited
43 partnership, as defined in section 359.011, shall not be deemed to be transacting business in

44 this state for the purposes of section 359.551 solely for the reason that it is a member of a
45 limited liability company.

46 8. A foreign limited liability company as defined in sections 347.010 to 347.187 shall
47 not be deemed to be transacting business in this state for the purposes of this section, solely
48 for the reason that it is a member of a limited liability company.

49 9. A foreign registered limited liability partnership, as defined in section 358.020,
50 shall not be deemed to be transacting business in this state for the purposes of section 351.572
51 solely for the reason that it is a member of a limited liability company.

52 10. The provisions of this section do not apply in determining the context or activities
53 which may subject a foreign limited liability company to service of process, suit, taxation or
54 regulation under any other statute of this state.

55 **11. Notwithstanding the provisions of subsection 5 of this section and any other**
56 **provision of law, an entity organized or existing under the laws of another jurisdiction**
57 **that directly or indirectly undertakes, finances, or directs acts constituting political**
58 **spending power as defined under section 351.1401 in this state is conclusively deemed to**
59 **be transacting business in this state for purposes of jurisdiction and enforcement.**

351.385. Each corporation shall have power:

2 (1) To have succession by its corporate name for the period limited in its articles of
3 incorporation or perpetually where there is no such limitations;

4 (2) To sue and be sued, complain and defend in any court of law or equity;

5 (3) To have a corporate seal which may be altered at pleasure and to use the same by
6 causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced;

7 (4) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use
8 and otherwise deal in, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise
9 dispose of all or any part of its real or personal property, or any interest therein, or other
10 assets, wherever situated; and to hold for any period of time, real estate acquired in payment
11 of a debt, by foreclosure or otherwise, or real estate exchanged therefor;

12 (5) To be a general or limited partner;

13 (6) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote,
14 use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal
15 in and with, shares or other interests in, or obligations of, other domestic or foreign
16 corporations, associations, partnerships, or individuals, or direct or indirect obligations of the
17 United States or of any other government, state, territory, governmental district or
18 municipality or of any instrumentality thereof;

19 (7) To make contracts and guarantees, including but not limited to guarantees of the
20 capital stock, bonds, other securities, evidences of indebtedness and other debts and
21 obligations issued by any other corporation of this or any other state, or issued by any state or

22 any political subdivision thereof; to incur liabilities; to borrow money at such rates of interest
23 as the corporation may determine without regard to the restrictions of any usury law of this
24 state; to issue its notes, bonds, and other obligations; to issue notes or bonds, secured or
25 unsecured, which by their terms are convertible into shares of stock of any class, upon such
26 terms and conditions and at such rates or prices as may be provided in such notes or bonds
27 and the indenture or mortgage under which they are issued; and to secure any of its
28 obligations by mortgage, pledge, or deed of trust of all or any of its property, franchises, and
29 income;

30 (8) To invest its surplus funds from time to time and to lend money and to take and
31 hold real and personal property as security for the payment of funds so invested or loaned;

32 (9) To conduct its business, carry on its operations, and have offices within and
33 without this state, and to exercise in any other state, territory, district, or possession of the
34 United States, or in any foreign country, the powers granted by this chapter;

35 (10) To elect or appoint directors, officers and agents of the corporation, define their
36 duties and fix their compensation, and to indemnify directors, officers and employees to the
37 extent and in the manner permitted by law;

38 (11) To make and alter bylaws, not inconsistent with its articles of incorporation or
39 with the laws of this state, for the administration and regulation of the affairs of the
40 corporation, and to adopt emergency bylaws and exercise emergency powers as permitted by
41 law;

42 (12) To transact any lawful business in aid of the United States in the prosecution of
43 war, to make donations to associations and organizations aiding in war activities, and to lend
44 money to the state or federal government for war purposes;

45 (13) To cease its corporate activities and surrender its corporate franchise;

46 (14) To have and exercise all powers necessary or convenient to effect any or all of
47 the purposes for which the corporation is formed;

48 (15) To make contributions to any corporation organized for civic, charitable,
49 benevolent, scientific or educational purposes, or to any incorporated or unincorporated
50 association, community chest or community fund, not operated or used for profit to its
51 members but operated for the purposes of raising funds for and of distributing funds to other
52 civic, charitable, benevolent, scientific or educational organizations or agencies;

53 (16) To renounce, in its articles of incorporation or by action of its board of directors,
54 any interest or expectancy of the corporation in, or in being offered an opportunity to
55 participate in, specified business opportunities or specified classes or categories of business
56 opportunities that are presented to the corporation, or one or more of its officers, directors,
57 employees, agents, or stockholders.

58 **(17) Notwithstanding any other provision of this chapter, no power granted**
59 **under this section includes political spending power as defined under section 351.1401.**
60 **Political spending power shall not be deemed necessary or convenient under any**
61 **circumstances including under subdivision (14) of this section. An act constituting**
62 **political spending power is ultra vires and void as provided in section 351.1408 and**
63 **results in forfeiture of charter privileges as provided in section 351.1410.**

351.386. 1. Every corporation incorporated under this chapter may engage in any
2 lawful business unless a more limited purpose is set forth in the articles of incorporation;
3 however, the corporation shall not be restricted to this limited purpose, unless it has stated it is
4 so restricted in its articles of incorporation.

5 2. A corporation engaging in a business that is subject to regulation under another
6 statute of this state may incorporate under this chapter only if permitted by, and subject to all
7 limitations of, the other statute.

8 **3. For purposes of this section, "lawful business" does not include political**
9 **spending power as defined under section 351.1401.**

351.395. 1. No act of a corporation and no conveyance or transfer of real or personal
2 property to or by a corporation shall be invalid by reason of the fact that the corporation was
3 without capacity or power to do such act or to make or receive such conveyance or transfer,
4 but such lack of capacity or power may be asserted:

5 (1) In a proceeding by a shareholder against the corporation to enjoin the doing of any
6 act or acts or the transfer of real or personal property by or to the corporation. If the
7 unauthorized acts or transfer sought to be enjoined are being, or are to be, performed or made
8 pursuant to any contract to which the corporation is a party, the court may, if all of the parties
9 to the contract are parties to the proceeding and if it deems the same to be equitable, set aside
10 and enjoin the performance of such contract, and in so doing may allow to the corporation or
11 to the other parties to the contract, as the case may be, compensation for the loss or damage
12 sustained by either of them which may result from the action of the court in setting aside and
13 enjoining the performance of such contract, but anticipated profits to be derived from the
14 performance of the contract shall not be awarded by the court as a loss or damage sustained;

15 (2) In a proceeding by the corporation, whether acting directly or through a receiver,
16 trustee, or other legal representative, or through shareholders in a representative suit, against
17 the incumbent or former officers or directors of the corporation;

18 (3) In a proceeding by the attorney general, as provided in this chapter, to dissolve the
19 corporation, or in a proceeding by the attorney general to enjoin the corporation from the
20 transaction of unauthorized business.

21 **2. This section does not apply to an act constituting political spending power as**
22 **defined under section 351.1401. Any such act is ultra vires and void under section**
23 **351.1408.**

 351.572. 1. A foreign corporation may not transact business in this state until it
2 obtains a certificate of authority from the secretary of state.

3 2. The following activities, among others, do not constitute transacting business
4 within the meaning of subsection 1 of this section:

5 (1) Maintaining, defending, or settling any proceeding;

6 (2) Holding meetings of the board of directors or shareholders or carrying on other
7 activities concerning internal corporate affairs;

8 (3) Maintaining bank accounts;

9 (4) Maintaining offices or agencies for the transfer, exchange, and registration of the
10 corporation's own securities or maintaining trustees or depositories with respect to those
11 securities;

12 (5) Creating or acquiring indebtedness, mortgages, and security interests in real or
13 personal property;

14 (6) Securing or collecting debts or enforcing mortgages and security interests in
15 property securing the debts;

16 (7) Conducting an isolated transaction that is completed within thirty days and that is
17 not one in the course of repeated transactions of a like nature;

18 (8) Transacting business in interstate commerce.

19 3. The list of activities in subsection 2 of this section is not exhaustive.

20 **4. Notwithstanding subsection 2 of this section and any other provision of law, an**
21 **entity organized or existing under the laws of another jurisdiction that directly or**
22 **indirectly undertakes, finances, or directs acts constituting political spending power as**
23 **defined under section 351.1401 in this state is conclusively deemed to be transacting**
24 **business in this state for purposes of jurisdiction and enforcement.**

 351.1036. 1. In addition to other powers, a cooperative as an agent or otherwise:

2 (1) May perform every act necessary or proper to conduct of the cooperative's
3 business or accomplish the purposes of the cooperative;

4 (2) Has all other rights, powers, or privileges granted by the laws of this state to any
5 business entity, except those that are inconsistent with the express provisions of sections
6 351.1000 to 351.1228; ~~and~~

7 (3) Has the powers given in this section; **and**

8 **(4) Notwithstanding any other provision of sections 351.1000 to 351.1228, no**
9 **right, power, or privilege described in this subsection includes political spending power**
10 **as defined in section 351.1401, except as expressly provided by law for political**

11 **committees. Political spending power may not be deemed necessary or proper under**
12 **any circumstances.**

13 2. The cooperative may act as the agent of its members, either collectively or
14 individually, in the negotiation for and procurement of all goods, services, and programs
15 which may be provided to the members by or through the cooperative, provided, however,
16 that unless the cooperative has affirmatively accepted responsibility, the cooperative shall
17 have no liability for its members' failure, whether collective or individual, to perform or pay
18 for such goods, services or programs.

19 3. A cooperative may enter into or become a party to a contract or agreement for the
20 cooperative or for or on behalf of the members or patrons, including but not limited to,
21 contracts related to prices for and types of products, goods, or services to be supplied or sold
22 to the members, goods manufactured and sold by the members through the cooperative, the
23 management of the cooperative by a third party manager, and any other contract deemed by
24 the board to be in the best interests of the cooperative or the members, or between the
25 cooperative and its members.

26 4. (1) A cooperative may purchase and hold, lease, mortgage, encumber, sell,
27 exchange, and convey as a legal entity property of any kind including but not limited to real
28 property, personal property, intellectual property, real estate, buildings, equipment, products,
29 patents, and copyrights as the business of the cooperative may require, including the sale or
30 other disposition of assets required by the business of the cooperative as determined by the
31 board.

32 (2) A cooperative may take, receive, and hold real and personal property, including
33 the principal and interest of money or other funds and rights in a contract, for any purpose not
34 inconsistent with the purposes of the cooperative as set forth in its articles or bylaws, or as
35 otherwise determined by the board.

36 5. A cooperative may own, lease, construct, and develop buildings or other structures
37 or facilities on the property owned or leased by the cooperative or on a right-of-way legally
38 acquired by the cooperative.

39 6. A cooperative may issue bonds, debentures, or other evidence of indebtedness and
40 may borrow money, may secure any of its obligations by mortgage of or creation of a security
41 interest in or other encumbrances or assignment of all or any of its property, or income, and
42 may issue guarantees for any legal purpose.

43 7. A cooperative may make advances to its members or patrons on products or
44 services delivered by the members or patrons to the cooperative.

45 8. A cooperative may accept donations or deposits of money, real property, or
46 personal property from other cooperatives or associations from which it is constituted, and
47 from members.

48 9. A cooperative may loan money to and borrow money from members, cooperatives,
49 or associations from which it is constituted with security that it considers sufficient. A
50 cooperative may invest and reinvest its funds.

51 10. A cooperative may pay pensions, retirement allowances, and compensation for
52 past services to and for the benefit of and establish, maintain, continue, and carry out, wholly
53 or partially at the expense of the cooperative, employee or incentive benefit plans, trusts, and
54 provisions to or for the benefit of any or all of its and its related organizations' officers,
55 managers, directors, employees, and agents; and in the case of a related organization that is a
56 cooperative, members who provide services or goods to that cooperative, and any of their
57 families, dependents, and beneficiaries. It may indemnify and purchase and maintain
58 insurance for and on behalf of a fiduciary of any of these employee benefit and incentive
59 plans, trusts, and provisions.

60 11. A cooperative may provide, directly or indirectly, insurance of any kind, including
61 but not limited to disability insurance, health insurance, casualty insurance, unemployment
62 insurance, life insurance, and other insurance to or for the benefit of any or all of its
63 employees, officers, directors, members, managers, or their respective directors, officers,
64 employees, and agents. The cooperative may own directly or indirectly insurance of any
65 kind, including but not limited to disability insurance, health insurance, casualty insurance,
66 unemployment insurance, life insurance, and other insurance on any or all of its employees,
67 officers, directors, members, managers, or their respective directors, officers, employees, and
68 agents.

69 12. (1) A cooperative may purchase, acquire, hold, or dispose of the ownership
70 interests of another business entity or form or otherwise organize subsidiary or affiliated
71 business entities, and assume all rights, interests, privileges, responsibilities, and obligations
72 arising out of all such ownership interests.

73 (2) The cooperative may form special purpose business entities to secure and hold
74 assets of the cooperative.

75 (3) A cooperative may purchase, own, and hold ownership interests, including stock
76 and other equity interests, memberships, interests in nonstock capital, and evidences of
77 indebtedness of any business entity.

**351.1400. This section shall be known and may be cited as the "Missouri
2 Corporate Power Reset Act".**

**351.1401. For purposes of sections 351.1400 to 351.1418, the following terms
2 mean:**

**3 (1) "Artificial person", an entity whose existence, legal status, or limited liability
4 is conferred by the laws of this state, including an entity organized or existing under the**

5 laws of another jurisdiction that is authorized to transact business, is otherwise
6 transacting business, or holds property in this state;

7 (2) "Artificial-person powers", the powers necessary or convenient for an
8 artificial person to carry out lawful business, or charitable, cooperative, or
9 organizational purposes as provided by Missouri law, excluding political spending
10 power. Political spending power shall not be deemed necessary or convenient under any
11 circumstances;

12 (3) "Charter privileges", any legal benefit that exists only because this state
13 confers such privileges on an artificial person including limited liability, perpetual
14 duration, succession in entity name, or any statutory limitation on personal liability;

15 (4) "Political spending power", the legal capacity to pay, contribute, expend,
16 transfer, or disburse moneys or anything of value to support or oppose:

17 (a) A candidate, political party, or political committee in an election held in this
18 state; or

19 (b) An initiative, referendum, recall, constitutional amendment, charter
20 amendment, or any other question formally certified or submitted to the electors of
21 this state or any political subdivision of this state.

22

23 The term "political spending power" does not include the distribution of bona fide
24 news, commentary, or editorial content unless the publishing entity is owned or
25 controlled by a political party, a political committee, or a candidate.

351.1402. An entity organized or existing under the laws of another jurisdiction
2 that directly or indirectly undertakes, finances, or directs acts constituting political
3 spending power in this state is conclusively deemed to be transacting business in this
4 state for purposes of jurisdiction and enforcement.

351.1403. 1. The creation and continued existence of an artificial person is not a
2 right but a conditional grant of legal status by the state and remains subject to complete
3 withdrawal at any time. All powers previously granted to artificial persons under the
4 laws of this state are revoked in their entirety. An artificial person operating under the
5 jurisdiction of this state shall possess no power unless specifically granted by this
6 section.

7 2. Unless the organizational documents provide otherwise, every artificial person
8 has perpetual duration and succession in its name and is hereby granted the artificial-
9 person powers necessary or convenient to carry out its lawful business, charitable,
10 cooperative, or organizational purposes, excluding any power to directly or indirectly
11 exercise political spending power as defined under section 351.1401.

12 **3. The absence of political spending power is a condition of state-conferred legal**
13 **status and charter privileges. An artificial person that exercises political spending**
14 **power not extended by the state acts outside the powers granted.**

351.1406. 1. Sections 351.1400 to 351.1418 shall apply to:

2 **(1) All artificial persons formed, organized, or existing under the laws of this**
3 **state;**

4 **(2) Any artificial person organized under the laws of another jurisdiction that is**
5 **authorized to transact business, is otherwise transacting business, or holds property in**
6 **this state; and**

7 **(3) Any trust, statutory trust, business trust, or similar arrangement to the**
8 **extent the laws of this state confer limited liability, perpetual duration, succession in**
9 **name, or any other charter privilege by reason of that organizational form.**

10 **2. Sections 351.1400 to 351.1418 shall not apply to:**

11 **(1) Natural persons acting solely in an individual capacity;**

12 **(2) The state or any agency, authority, or political subdivision of the state; or**

13 **(3) Any public body corporate and politic expressly identified as such under the**
14 **laws of this state.**

15 **3. Sections 351.1400 to 351.1418 shall not restrict the lawful activities of political**
16 **committees organized and regulated under the election laws of this state or under**
17 **federal law. Political spending power may be exercised by political committees**
18 **organized and regulated under the election laws of this state or under federal law, as**
19 **provided under the provisions of the applicable state or federal law.**

351.1408. 1. An act by an artificial person that constitutes an exercise of political
2 **spending power not extended by this state is ultra vires and void.**

3 **2. An act described in subsection 1 of this section:**

4 **(1) Is void ab initio;**

5 **(2) Shall not be ratified, validated, or given effect by consent, waiver, estoppel,**
6 **reliance, course of dealing, or any other equitable doctrine; and**

7 **(3) Creates no enforceable rights, obligations, or defenses.**

8 **3. The character of an act that is beyond the scope of authority under this section**
9 **arises solely from the absence of political spending power, as a condition of state-**
10 **conferred legal status and charter privileges.**

11 **4. A provision contained in the articles of incorporation, articles of organization,**
12 **partnership agreements, operating agreements, bylaws, trust instruments, or other**
13 **organizational documents purporting to grant or confer political spending power is**
14 **void.**

2 **351.1410. 1. An artificial person that exercises political spending power not**
3 **extended by the state forfeits all charter privileges as a matter of law.**

4 **2. Charter privileges forfeited under subsection 1 of this section include, but are**
5 **not limited to, limited liability, perpetual duration, succession in entity name, and any**
6 **statutory limitation on personal liability conferred by the laws of this state.**

7 **3. Forfeiture under the provisions of this section applies only to charter**
8 **privileges conferred by the laws of this state and does not purport to affect privileges**
9 **conferred by the laws of another jurisdiction.**

10 **4. An artificial person whose charter privileges are forfeited under this section**
11 **may be reinstated only under procedures administered by the state and only upon:**

12 **(1) Full disgorgement of all moneys or items of value expended, contributed,**
13 **transferred, or disbursed in the exercise of political spending power;**

14 **(2) Certification of future compliance with sections 351.1400 to 351.1418; and**

(3) Satisfaction of any additional conditions that are authorized by law.

351.1412. 1. The secretary of state shall have the power and authority as is
2 **reasonably necessary to enable the secretary of state to administer sections 351.1400 to**
3 **351.1418 efficiently and to perform the duties therein imposed upon the secretary of**
4 **state. The secretary of state may adopt rules necessary to implement forfeiture of**
5 **charter privileges, reinstatement, disgorgement, certification of compliance, notice and**
6 **opportunity to be heard consistent with due process. Any rule or portion of a rule, as**
7 **that term is defined in section 536.010, that is created under the authority delegated in**
8 **this section shall become effective only if it complies with and is subject to all of the**
9 **provisions of chapter 536 and, if applicable, section 536.028. This section and chapter**
10 **536 are nonseverable and if any of the powers vested with the general assembly**
11 **pursuant to chapter 536 to review, to delay the effective date, or to disapprove and annul**
12 **a rule are subsequently held unconstitutional, then the grant of rulemaking authority**
13 **and any rule proposed or adopted after August 28, 2026, shall be invalid and void.**

14 **2. The attorney general has the authority and responsibility to bring actions to**
15 **enforce the provisions of sections 351.1400 to 351.1418 including actions seeking**
16 **declaratory relief, injunctive relief, disgorgement, confirmation of forfeiture of charter**
17 **privileges, revocation of an artificial person's charter or authority to transact business**
18 **in this state, and confirmation or enforcement of forfeiture.**

19 **3. The authority conferred to the attorney general under subsection 2 of this**
20 **section is in addition to any other powers and duties exercised by the attorney general's**
21 **office under the law.**

351.1415. 1. The powers of an artificial person under the laws of this state are
2 **limited to artificial-person powers under sections 351.1400 to 351.1418.**

3 **2. No provision of the laws of this state shall be construed to extend political**
4 **spending power to an artificial person except as expressly provided by law for political**
5 **committees.**

6 **3. Any grant of power, authority, or capacity to an artificial person that would**
7 **otherwise be construed to include political spending power is superseded by the**
8 **provisions of sections 351.1400 to 351.1418, and shall be given no effect.**

351.1418. 1. Sections 351.1400 to 351.1418 shall not be construed to invalidate,
2 **impair, or modify any contract, debt instrument, security, or other legal obligation**
3 **lawfully entered into before January 1, 2027.**

4 **2. The exercise of political spending power as defined under section 351.1401**
5 **shall not be granted after January 1, 2027.**

6 **3. A power, privilege, or capacity withdrawn or not extended under sections**
7 **351.1400 to 351.1418 shall not be revived, reinstated, or implied by operation of law or**
8 **judicial construction.**

9 **4. If any portion of sections 351.1400 to 351.1418 are held invalid, an artificial**
10 **person shall possess no powers whatsoever and shall not acquire political spending**
11 **power as defined under section 351.1401.**

 355.131. Unless its articles of incorporation provide otherwise, every corporation has
2 perpetual duration and succession in its corporate name and has the same powers as an
3 individual to do all things necessary or convenient to carry out its affairs, including, without
4 limitation, power:

5 (1) To sue and be sued, complain, and defend in its corporate name;

6 (2) To have a corporate seal, which may be altered at will, and to use it, or a facsimile
7 of it, by impressing or affixing or in any other manner reproducing it;

8 (3) To make and amend bylaws not inconsistent with its articles of incorporation or
9 with the laws of this state, for regulating and managing the affairs of the corporation;

10 (4) To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use,
11 and otherwise deal with, real or personal property, or any legal or equitable interest in
12 property, wherever located;

13 (5) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or
14 any part of its property;

15 (6) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use,
16 sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other
17 interests in, or obligations of, any entity;

18 (7) To make contracts and guarantees, incur liabilities, borrow money, issue notes,
19 bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any
20 of its property, franchises, or income;

21 (8) To lend money, invest and reinvest its funds, and receive and hold real and
22 personal property as security for repayment, except as limited by section 355.421;

23 (9) To be a promoter, partner, member, associate or manager of any partnership, joint
24 venture, trust or other entity;

25 (10) To conduct its activities, locate offices, and exercise the powers granted by this
26 chapter within or without this state;

27 (11) To elect or appoint directors, officers, employees, and agents of the corporation,
28 define their duties, and fix their compensation;

29 (12) To pay pensions and establish pension plans, pension trusts, and other benefit
30 and incentive plans for any or all of its current or former directors, officers, employees, and
31 agents;

32 (13) To make donations not inconsistent with law for the public welfare or for
33 charitable, religious, scientific, or educational purposes and for other purposes that further the
34 corporate interests;

35 (14) To impose dues, assessments, admission and transfer fees upon its members;

36 (15) To establish conditions for admission of members, admit members and issue
37 memberships;

38 (16) To carry on a business or businesses, either directly or through one or more for-
39 profit or nonprofit subsidiary corporations; and

40 (17) To do all things necessary or convenient, not inconsistent with law, to further the
41 activities and affairs of the corporation;

42 **(18) Notwithstanding any other provision of this chapter, no power granted by**
43 **this section includes political spending power as defined under section 351.1401, except**
44 **as expressly provided by law for political committees. Political spending power shall not**
45 **be deemed necessary or convenient under any circumstances. An act constituting**
46 **political spending power that is not expressly permitted by law for political committees**
47 **is ultra vires and void as provided in section 351.1408 and results in forfeiture of charter**
48 **privileges as provided in section 351.1410.**

355.141. 1. Except as provided in subsection 2 of this section, the validity of
2 corporate action may not be challenged on the ground that the corporation lacks or lacked
3 power to act.

4 2. A corporation's power to act may be challenged in a proceeding against the
5 corporation to enjoin an act where a third party has not acquired rights. The proceeding may
6 be brought by the attorney general, a director, or by a member or members in a derivative
7 proceeding.

8 3. A corporation's power to act may be challenged in a proceeding against an
9 incumbent or former director, officer, employee or agent of the corporation. The proceeding

10 may be brought by a director, or by the corporation directly, derivatively, or through a
11 receiver, a trustee or other legal representative, or in the case of a public benefit corporation,
12 by the attorney general.

13 **4. This section does not apply to an act constituting political spending power as**
14 **defined under section 351.1401. Any such act is ultra vires and void as provided in**
15 **section 351.1408.**

355.771. 1. A certificate of authority authorizes the foreign corporation to which it is
2 issued to transact business in this state, subject, however, to the rights of the state to revoke
3 the certificate as provided in this chapter.

4 2. A foreign corporation with a valid certificate of authority has the same rights and
5 enjoys the same privileges as, and except as otherwise provided by this chapter is subject to
6 the same duties, restrictions, penalties, and liabilities now or later imposed on, a domestic
7 corporation of like character.

8 3. This chapter does not authorize this state to regulate the organization or internal
9 affairs of a foreign corporation authorized to transact business in this state.

10 **4. A certificate of authority does not authorize a foreign corporation to exercise**
11 **political spending power as defined under section 355.1401 in this state, except as**
12 **expressly provided by law for political committees. An entity organized or existing**
13 **under the laws of another jurisdiction that directly or indirectly undertakes, finances, or**
14 **directs acts constituting political spending power as defined under section 351.1401 in**
15 **this state is conclusively deemed to be transacting business in this state for purposes of**
16 **jurisdiction and enforcement.**

357.010. 1. Any number of persons, not less than twelve, may associate themselves
2 together as a cooperative association, society or exchange, having all the incidents, powers
3 and privileges of corporations, for the purpose of producing or furnishing goods, services, or
4 housing, or for the purpose of conducting any agricultural or mercantile business on the
5 cooperative plan, including the buying, selling, manufacturing, storage, transportation or
6 other handling or dealing in or with, by associations of agriculturists, of agricultural, dairy or
7 similar products, and including the manufacturing transformation of such articles into
8 products derived therefrom, and for the purpose of the purchasing of or selling to all
9 shareholders and others groceries, provisions and all other articles of merchandise.

10 2. For the purposes of this section the words "association", "company", "corporation",
11 "society" or "exchange" shall be construed to mean the same.

12 3. A corporation, other than a cooperative incorporated under this chapter, may
13 convert itself into a cooperative, if such corporation can qualify as a cooperative under the
14 provisions of this chapter, by adopting an amendment to its articles of incorporation by which
15 it elects to become subject to the provisions of this chapter. Such amendment shall include all

16 information required by section 357.020 and may include any desirable changes permitted by
17 this chapter. Such amendment shall be adopted, filed and recorded in the manner provided by
18 law applicable to the corporation prior to such conversion, except that the fee for such
19 amendment shall be that amount required of a newly formed cooperative as set forth in
20 section 357.060.

21 **4. Notwithstanding any other provision of this chapter, no incident, power, or**
22 **privilege of corporations referenced in this section includes political spending power as**
23 **defined under section 351.1401, except as expressly provided by law for political**
24 **committees. Political spending power shall not be deemed necessary or convenient**
25 **under any circumstances. An act constituting political spending power is ultra vires and**
26 **void as provided in section 351.1408 and results in forfeiture of charter privileges as**
27 **provided in section 351.1410.**

358.150. 1. Except as provided in subsection 2 of this section, all partners are liable
2 jointly and severally for everything chargeable to the partnership pursuant to sections 358.130
3 and 358.140, and for all other debts and obligations of the partnership. Any partner may enter
4 into a separate obligation to perform a partnership contract.

5 2. Subject to subsection 3 of this section, no partner in a registered limited liability
6 partnership shall be liable or accountable, directly or indirectly, including by way of
7 indemnification, contribution, assessment or otherwise, for any debts, obligations and
8 liabilities of, or chargeable to, the partnership or each other, whether in tort, contract or
9 otherwise, which are incurred, created or assumed by such partnership while the partnership
10 is a registered limited liability partnership.

11 3. Subsection 2 of this section shall not affect the liability of a partner in a registered
12 limited liability partnership for the partner's own negligence, wrongful acts, omissions,
13 misconduct or malpractice or the partner's liability for any taxes or fees administered by the
14 department of revenue pursuant to chapter 143, 144 or 301, and any liabilities owed as
15 determined by the division of employment security, pursuant to chapter 288, and any local
16 taxes provided for in section 32.087.

17 4. A partner is not a proper party to a proceeding by or against a registered limited
18 liability partnership, the object of which is to recover damages or enforce obligations arising
19 out of acts, omissions, malpractice or misconduct of the type described in subsection 2 of this
20 section, unless the partner is personally liable pursuant to subsection 1 or 3 of this section.

21 5. A registered limited liability partnership may sue and be sued in its own name.

22 6. Venue of claims against registered limited liability partnerships shall be controlled
23 pursuant to section 508.010 and, for purposes of venue, a registered limited liability
24 partnership shall be deemed to be a citizen and resident of the county in which it has any

25 office or agent for the transaction of its usual and customary business activities or in which its
26 registered office or registered agent is located.

27 7. Service of process upon a registered limited liability partnership may be had by
28 delivering a copy of the summons and petition to the partnership's registered agent, a partner,
29 managing or general agent or by leaving the copies at any business office of the registered
30 limited liability partnership with the person having charge thereof.

31 **8. An act constituting political spending power as defined under section 351.1401**
32 **shall be outside the scope of subsection 2 of this section.**

358.440. 1. To register as a limited liability partnership pursuant to this section, a
2 written application shall be filed with the office of the secretary of state. The application shall
3 set forth:

4 (1) The name of the partnership;

5 (2) The address of a registered office and the name and address of a registered agent
6 for service of process required to be maintained by section 358.470;

7 (3) The number of partners in the partnership at the date of application;

8 (4) A brief statement of the principal business in which the partnership engages;

9 (5) That the partnership thereby applies for registration as a registered limited liability
10 partnership; and

11 (6) Any other information the partnership determines to include in the application.

12 2. The application shall be signed on behalf of the partnership by a majority of the
13 partners or by one or more partners authorized by a majority in interest of the partners to sign
14 the application on behalf of the partnership.

15 3. The application shall be accompanied by a fee payable to the secretary of state of
16 twenty-five dollars for each partner of the partnership, but the fee shall not exceed one
17 hundred dollars. All moneys from the payment of this fee shall be deposited into the general
18 revenue fund.

19 4. A person who files a document according to this section as an agent or fiduciary
20 need not exhibit evidence of the partner's authority as a prerequisite to filing. Any signature
21 on such document may be a facsimile. If the secretary of state finds that the filing conforms
22 to law, the secretary of state shall:

23 (1) Endorse on the copy the word "Filed" and the month, day and year of the filing;

24 (2) File the original in the secretary of state's office; and

25 (3) Return the copy to the person who filed it or to the person's representative.

26 5. A partnership becomes a registered limited liability partnership on the date of the
27 filing in the office of the secretary of state of an application that, as to form, meets the
28 requirements of subsections 1 and 2 of this section and that is accompanied by the fee
29 specified in subsection 3 of this section, or at any later time specified in the application.

30 6. An initial application filed under subsection 1 of this section by a partnership
31 registered by the secretary of state as a limited liability partnership expires one year after the
32 date of registration unless earlier withdrawn or revoked or unless renewed in accordance with
33 subsection 9 of this section.

34 7. If a person is included in the number of partners of a registered limited liability
35 partnership set forth in an application, a renewal application or a certificate of amendment of
36 an application or a renewal application, the inclusion of such person shall not be admissible as
37 evidence in any action, suit or proceeding, whether civil, criminal, administrative or
38 investigative, for the purpose of determining whether such person is liable as a partner of such
39 registered limited liability partnership. The status of a partnership as a registered limited
40 liability partnership and the liability of a partner of such registered limited liability
41 partnership shall not be adversely affected if the number of partners stated in an application, a
42 renewal application or a certificate of amendment of an application or a renewal application is
43 erroneously stated provided that the application, renewal application or certificate of
44 amendment of an application or a renewal application was filed in good faith.

45 8. Any person who files an application or a renewal application in the office of the
46 secretary of state pursuant to this section shall not be required to file any other documents
47 pursuant to chapter 417 which requires filing for fictitious names.

48 9. An effective registration may be renewed before its expiration by filing in duplicate
49 with the secretary of state an application containing current information of the kind required
50 in an initial application, including the registration number as assigned by the secretary of
51 state. The renewal application shall be accompanied by a fee of one hundred dollars on the
52 date of renewal plus, if the renewal increases the number of partners, fifty dollars for each
53 partner added, but the fee shall not exceed two hundred dollars. All moneys from such fees
54 shall be deposited into the general revenue fund. A renewal application filed under this
55 section continues an effective registration for one year after the date the effective registration
56 would otherwise expire.

57 10. A registration may be withdrawn by filing with the secretary of state a written
58 withdrawal notice signed on behalf of the partnership by a majority of the partners or by one
59 or more partners authorized by a majority of the partners to sign the notice on behalf of the
60 partnership. A withdrawal notice shall include the name of the partnership, the date of
61 registration of the partnership's last application under this section, and a current street address
62 of the partnership's principal office in this state or outside the state, as applicable. A
63 withdrawal notice terminates the registration of the partnership as a limited liability
64 partnership as of the date of filing the notice in the office of the secretary of state. The
65 withdrawal notice shall be accompanied by a filing fee of twenty dollars.

66 11. If a partnership that has registered pursuant to this section ceases to be registered
67 as provided in subsection 6 or 10 of this section, that fact shall not affect the status of the
68 partnership as a registered limited liability partnership prior to the date the partnership ceased
69 to be registered pursuant to this section.

70 12. A document filed under this section may be amended or corrected by filing with
71 the secretary of state articles of amendment, signed by a majority of the partners or by one or
72 more partners authorized by a majority of the partners. The articles of amendment shall
73 contain:

- 74 (1) The name of the partnership;
- 75 (2) The identity of the document being amended;
- 76 (3) The part of the document being amended; and
- 77 (4) The amendment or correction.

78

79 The articles of amendment shall be accompanied by a filing fee of twenty dollars plus, if the
80 amendment increases the number of partners, fifty dollars for each partner added, but the fee
81 shall not exceed two hundred dollars; provided that no amendment of an application or a
82 renewal application is required as a result of a change after the application or renewal
83 application is filed in the number of partners of the registered limited liability partnership or
84 in the business in which the registered limited liability partnership engages. All moneys from
85 such fees shall be deposited into the general revenue fund. The status of a partnership as a
86 registered limited liability partnership shall not be affected by changes after the filing of an
87 application or a renewal application in the information stated in the application or renewal
88 application.

89 13. No later than ninety days after the happening of any of the following events, an
90 amendment to an application or a renewal application reflecting the occurrence of the event or
91 events shall be executed and filed by a majority in interest of the partners or by one or more
92 partners authorized by a majority of the partners to execute an amendment to the application
93 or renewal application:

- 94 (1) A change in the name of the registered limited liability partnership;
- 95 (2) Except as provided in subsections 2 and 3 of section 358.470, a change in the
96 address of the registered office or a change in the name or address of the registered agent of
97 the registered limited liability partnership.

98 14. Unless otherwise provided in this chapter or in the certificate of amendment of an
99 application or a renewal application, a certificate of amendment of an application or a renewal
100 application or a withdrawal notice of an application or a renewal application shall be effective
101 at the time of its filing with the secretary of state.

102 15. The secretary of state may provide forms for the application specified in
103 subsection 1 of this section, the renewal application specified in subsection 9 of this section,
104 the withdrawal notice specified in subsection 10 of this section, and the amendment or
105 correction specified in subsection 12 of this section.

106 16. The secretary of state may remove from its active records the registration of a
107 partnership whose registration has been withdrawn, revoked or has expired.

108 17. The secretary of state may revoke the filing of a document filed under this section
109 if the secretary of state determines that the filing fee for the document was paid by an
110 instrument that was dishonored when presented by the state for payment. The secretary of
111 state shall return the document and give notice of revocation to the filing party by regular
112 mail. Failure to give or receive notice does not invalidate the revocation. A revocation of a
113 filing does not affect an earlier filing.

114 18. If any person signs a document required or permitted to be filed pursuant to
115 sections 358.440 to 358.500 which the person knows is false in any material respect with the
116 intent that the document be delivered on behalf of a partnership to the secretary of state for
117 filing, such person shall be guilty of a class A misdemeanor. Unintentional errors in the
118 information set forth in an application filed pursuant to subsection 1 of this section, or
119 changes in the information after the filing of the application, shall not affect the status of a
120 partnership as a registered limited liability partnership.

121 19. Before transacting business in this state, a foreign registered limited liability
122 partnership shall:

123 (1) Comply with any statutory or administrative registration or filing requirements
124 governing the specific type of business in which the partnership is engaged; and

125 (2) Register as a limited liability partnership as provided in this section by filing an
126 application which shall, in addition to the other matters required to be set forth in such
127 application, include a statement:

128 (a) That the secretary is irrevocably appointed the agent of the foreign limited liability
129 partnership for service of process if the limited liability partnership fails to maintain a
130 registered agent in this state or if the agent cannot be found or served with the exercise of
131 reasonable diligence; and

132 (b) Of the address of the office required to be maintained in the jurisdiction of its
133 organization by the laws of that jurisdiction or, if not so required, of the principal office of the
134 foreign limited liability partnership.

135 20. A partnership that registers as a limited liability partnership shall not be deemed
136 to have dissolved as a result thereof and is for all purposes the same partnership that existed
137 before the registration and continues to be a partnership under the laws of this state. If a
138 registered limited liability partnership dissolves, a partnership which is a successor to such

139 registered limited liability partnership and which intends to be a registered limited liability
140 partnership shall not be required to file a new registration and shall be deemed to have filed
141 any documents required or permitted under this chapter which were filed by the predecessor
142 partnership.

143 21. Fees mandated in subsection 3 of this section shall be waived if a general partner
144 of the partnership is a member of the Missouri National Guard or any other active duty
145 military, resides in the state of Missouri, and provides proof of such service to the secretary of
146 state.

147 **22. Notwithstanding any other provision of law, a foreign registered limited**
148 **liability partnership that directly or indirectly undertakes, finances, or directs acts**
149 **constituting political spending power as defined under section 351.1401 in this state is**
150 **conclusively deemed to be transacting business in this state for purposes of jurisdiction**
151 **and enforcement.**

359.251. 1. Except as provided in this chapter or in the partnership agreement, a
2 general partner of a limited partnership has the rights and powers and is subject to the
3 restrictions of a partner in a partnership without limited partners.

4 2. Except as provided in this chapter, a general partner of a limited partnership has the
5 liabilities of a partner in a partnership without limited partners to persons other than the
6 partnership and the other partners. Except as provided in this chapter or in the partnership
7 agreement, a general partner of a limited partnership has the liabilities of a partner in a
8 partnership without limited partners to the partnership and to the other partners.

9 **3. A limited partnership and any general partner acting in that capacity**
10 **possesses no political spending power as defined under section 351.1401. Any act**
11 **constituting political spending power is ultra vires and void as provided in section**
12 **351.1408 and results in forfeiture of charter privileges as provided in section 351.1410.**

359.551. 1. Every foreign limited partnership now doing business in or which may
2 hereafter do business in this state which shall neglect or fail to comply with the provisions of
3 section 359.501 shall be subject to a fine of not less than one thousand dollars to be recovered
4 before any court of competent jurisdiction; and it is hereby made the duty of the secretary of
5 state immediately after August first of each year, and as often thereafter as the secretary of
6 state may be advised that limited partnerships are doing business in contravention of this
7 chapter, to report the fact to the prosecuting attorney of any city or county in which the
8 limited partnership is doing business and the prosecuting attorney shall, as soon thereafter as
9 is practicable, institute proceedings to recover the fine herein provided for, which shall go
10 into the revenue fund of the city or county in which the cause shall accrue; in addition to
11 which penalty, no foreign limited partnership, failing to comply with this chapter, can
12 maintain any suit or action, either legal or equitable, in any of the courts of this state, upon

13 any demand, whether arising out of contract or tort, while the requirements of this chapter
14 have not been complied with.

15 2. The failure of a foreign limited partnership to register in this state does not impair
16 the validity of any contract or act of the foreign limited partnership or prevent the foreign
17 limited partnership from defending any action, suit, or proceeding in any court of this state.

18 3. A limited partner of a foreign limited partnership is not liable as a general partner
19 of the foreign limited partnership solely by reason of having transacted business in this state
20 without registration.

21 4. A foreign limited partnership, by transacting business in this state without
22 registration, shall be a firm subject to the provisions of sections 506.500 to 506.520 with
23 respect to causes of action arising out of the transaction of business in this state.

24 5. Without excluding other activities which may not constitute transacting business in
25 this state, a foreign limited partnership shall not be considered to be transacting business in
26 this state, for the purposes of this chapter, by reason of carrying on in this state any one or
27 more of the following activities:

28 (1) Maintaining or defending any action or suit or any administrative or arbitration
29 proceeding, or effecting the settlement thereof or the settlement of claims or disputes;

30 (2) Holding meetings of its partners or carrying on other activities concerning its
31 internal affairs;

32 (3) Maintaining bank accounts;

33 (4) Borrowing money or creating evidence of debt, mortgage or lien on or other
34 security interest in real or personal property;

35 (5) Securing or collecting debts or enforcing any rights in property securing the same;

36 (6) Transacting any business in interstate commerce;

37 (7) Conducting an isolated transaction completed within a period of thirty days and
38 not in the course of a number of repeated transactions of like nature.

39 6. A foreign corporation as defined in section 351.015 shall not be deemed to be
40 transacting business in this state for the purposes of section 351.570 solely for the reason that
41 it is a partner of a limited partnership.

42 **7. Notwithstanding subsection 5 of this section and any other provision of law, an**
43 **entity organized or existing under the laws of another jurisdiction that directly or**
44 **indirectly undertakes, finances, or directs acts constituting political spending power as**
45 **defined under section 351.1401 in this state is conclusively deemed to be transacting**
46 **business in this state for purposes of jurisdiction and enforcement.**

Section B. Section A of this act shall become effective on January 1, 2027.

✓