

HCS HB 3116 -- CIVIL JURISPRUDENCE

SPONSOR: Parker

COMMITTEE ACTION: Voted "Do Pass with HCS" by the Standing Committee on Judiciary by a vote of 8 to 0. Voted "Do Pass" by the Standing Committee on Rules-Administrative by a vote of 10 to 0.

The following is a summary of the House Committee Substitute for HB 3116.

The bill permits the Labor and Industrial Relations Commission to change the name, information, or fee arrangement of the attorney or law firm representing a claimant upon the filing of a written agreement, signed by both the claimant and the attorney and the new attorney, with the Commission.

This bill allows for any person to apply to the Secretary of State (SOS) for a certificate of good standing for a domestic limited liability company (LLC) or a foreign LLC. The requirements to receive a certificate of good standing from the SOS are outlined in the bill. A certificate of good standing issued by the SOS will be prima facie evidence that the domestic or foreign LLC exists and is authorized to transact business in this State.

Current law allows an LLC to establish one or more designated series with separate rights, powers, and liabilities. Each series can hold assets and incur debts that are enforceable only against the assets of that series.

Further, the current law allows an operating agreement to establish one or more designated series of members, managers, or interests, each of which may have separate rights, powers, duties, business purposes, investment objectives, and liabilities distinct from the LLC or other series. Debts, liabilities, and obligations incurred by a series are enforceable only against the assets of that series if the records of the series are maintained separately and the articles of organization contain notice of such limitation.

This bill requires that no later than January 31, 2027, each series to be individually profiled and searchable on the SOS's business entity database and authorizes a series to obtain a separate certificate of good standing.

Currently, a limited liability company (LLC) can be dissolved by a decree of the circuit court located in the county of the registered office of the LLC upon application by or for a member of the LLC when it is not reasonably practicable to carry on business in conformity with the operating agreement.

This bill expands this provision to also allow the court to dissolve an LLC:

- (1) When dissolution is reasonably necessary for protection of the rights or interests of complaining members;
- (2) When the business of the LLC has been abandoned;
- (3) The management of the LLC is deadlocked or subject to internal dissension;
- (4) The business operations of the LLC are substantially impaired; or
- (6) Those in control of the LLC have been found guilty of, or have knowingly allowed, persistent and pervasive fraud, mismanagement, or abuse of authority.

This bill updates current statute to include "or her" in those rather than "his" and makes other technical changes.

This bill establishes the "Uniform Interstate Depositions and Discovery Act". The bill specifies the procedures and processes for the submission of a foreign subpoena that originates in a state other than Missouri, and the processes by which Missouri county clerks must administer foreign subpoenas.

These provisions apply to requests for discovery in cases pending August 28, 2026.

Currently, when a lawsuit is filed against non-resident motorists, there are certain rules to determine which venue is proper to bring such a suit. This bill updates the range of Sections under which lawsuits of this nature are brought.

The following is a summary of the public testimony from the committee hearing. The testimony was based on the introduced version of the bill.

PROPOSERS: Supporters say that this bill revises several sections, making technical corrections, including references to sections that have been repealed.

Testifying in person for the bill were Representative Parker; and Eric D. Jennings, Judicial Conference of Missouri.

OPPOSERS: There was no opposition voiced to the committee.

Written testimony has been submitted for this bill. The full written testimony and witnesses testifying online can be found under Testimony on the bill page on the House website.