

FIRST REGULAR SESSION
SENATE COMMITTEE SUBSTITUTE FOR
SENATE BILL NO. 368
94TH GENERAL ASSEMBLY

Reported from the Committee on the Judiciary and Civil and Criminal Jurisprudence, March 8, 2007, with recommendation that the Senate Committee Substitute do pass.

1099S.02C

TERRY L. SPIELER, Secretary.

AN ACT

To repeal sections 28.160, 41.950, 347.179, 351.047, 351.120, 351.125, 351.127, 351.145, 351.155, 351.484, 351.592, 351.594, 351.598, 351.602, 351.690, 355.016, 355.021, 355.066, 355.071, 355.176, 355.688, 355.706, 355.796, 355.806, 355.811, 355.821, 355.856, and 356.211, RSMo, and to enact in lieu thereof thirty new sections relating to corporate filings with the secretary of state.

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

Section A. Sections 28.160, 41.950, 347.179, 351.047, 351.120, 351.125, 351.127, 351.145, 351.155, 351.484, 351.592, 351.594, 351.598, 351.602, 351.690, 355.016, 355.021, 355.066, 355.071, 355.176, 355.688, 355.706, 355.796, 355.806, 355.811, 355.821, 355.856, and 356.211, RSMo, are repealed and thirty new sections enacted in lieu thereof, to be known as sections 28.160, 41.950, 347.179, 351.047, 351.120, 351.122, 351.125, 351.127, 351.145, 351.155, 351.484, 351.592, 351.594, 351.598, 351.602, 351.690, 355.016, 355.021, 355.066, 355.071, 355.176, 355.688, 355.706, 355.796, 355.806, 355.811, 355.821, 355.856, 355.857, and 356.211, to read as follows:

28.160. 1. The state shall be entitled to fees for services to be rendered by the secretary of state as follows:

For issuing commission to notary public	\$15.00
For countersigning and sealing certificates of official character	10.00
For all other certificates	5.00
For copying archive and state library records,	

EXPLANATION—Matter enclosed in bold-faced brackets [thus] in this bill is not enacted and is intended to be omitted in the law.

8	papers or documents, for each page 8 1/2 x 14	
9	inches and smaller, not to exceed the actual	
10	cost of document search and duplication	
11	For duplicating microfilm, for each roll, not to	
12	exceed the actual cost of staff time required	
13	for searches and duplication	
14	For copying all other records, papers or documents,	
15	for each page 8 1/2 x 14 inches and smaller, not	
16	to exceed the actual cost of document search	
17	and duplication	
18	For certifying copies of records and papers or documents	5.00
19	For causing service of process to be made	10.00
20	For electronic telephone transmittal, per page	2.00

21 2. There is hereby established the "Secretary of State's Technology Trust
 22 Fund Account" which shall be administered by the state treasurer. All yield,
 23 interest, income, increment, or gain received from time deposit of moneys in the
 24 state treasury to the credit of the secretary of state's technology trust fund
 25 account shall be credited by the state treasurer to the account. The provisions
 26 of section 33.080, RSMo, to the contrary notwithstanding, moneys in the fund
 27 shall not be transferred and placed to the credit of general revenue until the
 28 amount in the fund at the end of a biennium exceeds five million dollars. In any
 29 such biennium the amount in the fund in excess of five million dollars shall be
 30 transferred to general revenue.

31 3. The secretary of state may collect an additional fee of ten dollars for
 32 the issuance of new and renewal notary commissions which shall be deposited in
 33 the state treasury and credited to the secretary of state's technology trust fund
 34 account.

35 4. The secretary of state may ask the general assembly to appropriate
 36 funds from the technology trust fund for the purposes of establishing, procuring,
 37 developing, modernizing and maintaining:

- 38 (1) An electronic data processing system and programs capable of
- 39 maintaining a centralized database of all registered voters in the state;
- 40 (2) Library services offered to the citizens of this state;
- 41 (3) Administrative rules services, equipment and functions;
- 42 (4) Services, equipment and functions relating to securities;
- 43 (5) Services, equipment and functions relating to corporations and

44 business organizations;

45 (6) Services, equipment and functions relating to the Uniform Commercial
46 Code;

47 (7) Services, equipment and functions relating to archives;

48 (8) Services, equipment and functions relating to record services; and

49 (9) Services, equipment and functions relating to state and local elections.

50 5. Notwithstanding any provision of this section to the contrary, the
51 secretary of state shall not collect fees, for processing apostilles, certifications and
52 authentications prior to the placement of a child for adoption, in excess of one
53 hundred dollars per child per adoption, or per multiple children to be adopted at
54 the same time.

55 **6. The secretary of state may promulgate rules to establish fees**
56 **to be charged and collected for special handling in connection with**
57 **filing documents, issuing certificates, and other services performed by**
58 **the office, including expedited filing. Any rule or portion of a rule, as**
59 **that term is defined in section 536.010, RSMo, that is created under the**
60 **authority delegated in this section shall become effective only if it**
61 **complies with and is subject to all of the provisions of chapter 536,**
62 **RSMo, and, if applicable, section 536.028, RSMo. This section and**
63 **chapter 536, RSMo, are nonseverable and if any of the powers vested**
64 **with the general assembly pursuant to chapter 536, RSMo, to review, to**
65 **delay the effective date, or to disapprove and annul a rule are**
66 **subsequently held unconstitutional, then the grant of rulemaking**
67 **authority and any rule proposed or adopted after August 28, 2007, shall**
68 **be invalid and void. Fees charged under this subsection shall**
69 **approximate the estimated cost of special handling and shall not exceed**
70 **five hundred dollars per document filed or document**
71 **requested. Requests for special handling or expedited filing may be**
72 **filed, and the fees under this subsection may be charged, only if the**
73 **special handling does not cause disruption or delay in the process of**
74 **normal handling of documents. Such determination shall be at the sole**
75 **discretion of the secretary of state or his or her designee, and neither**
76 **the secretary of state nor his or her designee shall be liable in any**
77 **manner for the acceptance or rejection of requests for special handling**
78 **or expedited filing.**

41.950. 1. Any resident of this state who is a member of the national
2 guard or of any reserve component of the armed forces of the United States or

3 who is a member of the United States Army, the United States Navy, the United
4 States Air Force, the United States Marine Corps, the United States Coast Guard
5 or an officer of the United States Public Health Service detailed by proper
6 authority for duty with any branch of the United States armed forces described
7 in this section and who is engaged in the performance of active duty in the
8 military service of the United States in a military conflict in which reserve
9 components have been called to active duty under the authority of 10 U.S.C.
10 672(d) or 10 U.S.C. 673b or any such subsequent call or order by the President
11 or Congress for any period of thirty days or more shall be relieved from certain
12 provisions of state law, as follows:

13 (1) No person performing such military service who owns a motor vehicle
14 shall be required to maintain financial responsibility on such motor vehicle as
15 required under section 303.025, RSMo, until such time as that person completes
16 such military service, unless any person shall be operating such motor vehicle
17 while the vehicle owner is performing such military service;

18 (2) No person failing to renew his driver's license while performing such
19 military service shall be required to take a complete examination as required
20 under section 302.173, RSMo, when renewing his license within sixty days after
21 completing such military service;

22 (3) Any motor vehicle registration required under chapter 301, RSMo, that
23 expires for any person performing such military service may be renewed by such
24 person within sixty days of completing such military service without being
25 required to pay a delinquent registration fee; however, such motor vehicle shall
26 not be operated while the person is performing such military service unless the
27 motor vehicle registration is renewed;

28 (4) Any person enrolled by the supreme court of Missouri or licensed,
29 registered or certified under chapter 168, 256, 289, 317, 325, 326, 327, 328, 329,
30 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346,
31 375, 640 or 644, RSMo, whose license, registration or certification expires while
32 performing such military service, may renew such license, registration or
33 certification within sixty days of completing such military service without
34 penalty;

35 (5) In the case of [annual] **corporate registration** reports, franchise tax
36 reports or other reports required to be filed with the office of secretary of state,
37 where the filing of such report would be delayed because of a person performing
38 such military service, such reports shall be filed without penalty within one

39 hundred twenty days of the completion of such military service;

40 (6) No person performing such military service who is subject to a
41 criminal summons for a traffic violation shall be subject to nonappearance
42 sanctions for such violation until after one hundred eighty days after the
43 completion of such military service;

44 (7) No person performing such military service who is required under
45 state law to file financial disclosure reports shall be required to file such reports
46 while performing such military service; however, such reports covering that
47 period of time that such military service is performed shall be filed within one
48 hundred eighty days after the completion of such military service;

49 (8) Any person with an indebtedness, liability or obligation for state
50 income tax or property tax on personal or real property who is performing such
51 military service or a spouse of such person filing a combined return or owning
52 property jointly shall be granted an extension to file any papers or to pay any
53 obligation until one hundred eighty days after the completion of such military
54 service or continuous hospitalization as a result of such military service
55 notwithstanding the provisions of section 143.991, RSMo, to the contrary and
56 shall be allowed to pay such tax without penalty or interest if paid within the
57 one-hundred-eighty-day period;

58 (9) Notwithstanding other provisions of the law to the contrary, for the
59 purposes of this section, interest shall be allowed and paid on any overpayment
60 of tax imposed by sections 143.011 to 143.998, RSMo, at the rate of six percent
61 per annum from the original due date of the return or the date the tax was paid,
62 whichever is later;

63 (10) No state agency, board, commission or administrative tribunal shall
64 take any administrative action against any person performing such military
65 service for that person's failure to take any required action or meet any required
66 obligation not already provided for in subdivisions (1) to (8) of this subsection
67 until one hundred eighty days after the completion of such military service,
68 except that any agency, board, commission or administrative tribunal affected by
69 this subdivision may, in its discretion, extend the time required to take such
70 action or meet such obligation beyond the one-hundred-eighty-day period;

71 (11) Any disciplinary or administrative action or proceeding before any
72 state agency, board, commission or administrative tribunal where the person
73 performing such military service is a necessary party, which occurs during such
74 period of military service, shall be stayed by the administrative entity before

75 which it is pending until sixty days after the end of such military service.

76 2. Upon completing such military service, the person shall provide the
77 appropriate agency, board, commission or administrative tribunal an official order
78 from the appropriate military authority as evidence of such military service.

79 3. The provisions of this section shall apply to any individual defined in
80 subsection 1 of this section who performs such military service on or after August
81 2, 1990.

347.179. The secretary shall charge and collect:

2 (1) For filing the original articles of organization, a fee of one hundred
3 dollars;

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

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

10 [(3)] (4) Amendments to and restatements of articles of limited liability
11 companies to application for registration of a foreign limited liability company or
12 any other filing otherwise provided for, a fee of twenty dollars;

13 [(4)] (5) Articles of termination of limited liability companies or
14 cancellation of registration of foreign limited liability companies, a fee of twenty
15 dollars;

16 [(5)] (6) For filing notice of merger or consolidation, a fee of twenty
17 dollars;

18 [(6)] (7) For filing a notice of winding up, a fee of twenty dollars;

19 [(7)] (8) For issuing a certificate of good standing, a fee of five dollars;

20 [(8)] (9) For a notice of the abandonment of merger or consolidation, a
21 fee of twenty dollars;

22 [(9)] (10) For furnishing a copy of any document or instrument, a fee of
23 fifty cents per page;

24 [(10)] (11) For accepting an application for reservation of a name, or for
25 filing a notice of the transfer or cancellation of any name reservation, a fee of
26 twenty dollars;

27 [(11)] (12) For filing a statement of change of address of registered office
28 or registered agent, or both, a fee of five dollars;

29 [(12)] (13) For any service of notice, demand, or process upon the

30 secretary as resident agent of a limited liability company, a fee of twenty dollars,
31 which amount may be recovered as taxable costs by the party instituting such
32 suit, action, or proceeding causing such service to be made if such party prevails
33 therein;

34 ~~[(13)]~~ **(14)** For filing an amended certificate of registration a fee of
35 twenty dollars; and

36 ~~[(14)]~~ **(15)** For filing a statement of correction a fee of five dollars.

351.047. The secretary of state may prescribe and furnish on request
2 forms for all documents required or permitted to be filed by this chapter. The use
3 of the following forms is mandatory:

4 (1) A foreign corporation's application for a certificate of authority to do
5 business in this state;

6 (2) A foreign corporation's application for a certificate of withdrawal;

7 (3) A corporation's ~~[annual]~~ **corporate registration** report.

351.120. 1. Every corporation organized pursuant to the laws of this
2 state, including corporations organized pursuant to or subject to this chapter, and
3 every foreign corporation licensed to do business in this state, whether such
4 license shall have been issued pursuant to this chapter or not, other than
5 corporations exempted from taxation by the laws of this state, shall file ~~[an~~
6 ~~annual corporation]~~ **a corporate** registration report.

7 2. The ~~[annual]~~ corporate registration report shall state the corporate
8 name, the name of its registered agent and such agent's Missouri **physical**
9 address, giving street and number, or building and number, or both, as the case
10 may require, the name and correct business or residence address of its officers
11 and directors, and the mailing address of the corporation's principal place of
12 business or corporate headquarters.

13 3. The ~~[annual]~~ corporate registration report shall **be filed annually,**
14 **except as provided in section 351.122, and shall** be due the month that the
15 corporation incorporated or qualified, **unless changed by the corporation**
16 **under subsection 8 of this section.** Corporations existing prior to July 1,
17 2003, shall file the ~~[annual]~~ **corporate** registration report on the month
18 indicated on the corporation's last ~~[annual]~~ **corporate registration**
19 report. Corporations formed on or after July 1, 2003, shall file ~~[an annual]~~ **a**
20 **corporate** registration report within thirty days of the date of incorporation or
21 qualification and every year thereafter, **except as provided in section**
22 **351.122,** in the month that they were incorporated or qualified, **unless such**

23 **month is changed by the corporation under subsection 8 of this section.**

24 4. The [annual] **corporate** registration report shall be signed by an
25 officer or authorized person.

26 5. In the event of any error in the names and addresses of the officers and
27 directors set forth in [an annual] a **corporate** registration report, the
28 corporation may correct such information by filing a certificate of correction
29 pursuant to section 351.049.

30 6. A corporation may change the corporation's registered office or
31 registered agent with the filing of the corporation's [annual] **corporate**
32 registration report. To change the corporation's registered agent with the filing
33 of the [annual] **corporate** registration report, the corporation must include the
34 new registered agent's written consent to the appointment as registered agent
35 and a written consent stating that such change in registered agents was
36 authorized by resolution duly adopted by the board of directors. The written
37 consent must be signed by the new registered agent and must include such
38 agent's address. If the [annual] corporate registration report is not completed
39 correctly, the secretary of state may reject the filing of such report.

40 7. A corporation's [annual] **corporate** registration report must be filed
41 in a format as prescribed by the secretary of state.

42 8. A **corporation may change the month of its corporate**
43 **registration report in the corporation's initial corporate registration**
44 **report or a subsequent report. To change its filing month, a**
45 **corporation shall designate the desired month in its corporate**
46 **registration report and include with that report an additional fee of**
47 **twenty dollars. After a corporation registration report designating a**
48 **new filing month is filed by the secretary of state, the corporation's**
49 **next corporate registration report shall be filed in the newly**
50 **designated month in the next year in which a report is due under**
51 **subsection 3 of this section or under section 351.122.**

351.122. 1. Notwithstanding the provisions of section 351.120 to
2 the contrary, beginning January 1, 2008, the secretary of state may
3 provide corporations the option of biennially filing corporate
4 registration reports. Any corporation incorporated or qualified in an
5 even-numbered year may file a biennial corporate registration report
6 only in an even-numbered calendar year, and any corporation
7 incorporated or qualified in an odd-numbered year may file a biennial

8 corporate registration report only in an odd-numbered calendar year,
9 subject to the following requirements:

10 (1) The fee paid at the time of biennial registration shall be
11 eighty dollars if the report is filed in a written format. The fee shall be
12 thirty dollars if the report is filed via an electronic format prescribed
13 by the secretary of state;

14 (2) A corporation's biennial corporate registration report must
15 be filed in a format as prescribed by the secretary of state;

16 (3) The secretary of state may collect an additional fee of ten
17 dollars for each biennial corporate registration report filed under this
18 section. Such fee shall be deposited into the state treasury and
19 credited to the secretary of state's technology trust fund account.

20 2. Once a corporation chooses the option of biennial registration,
21 such registration must be maintained for the full twenty-four month
22 period. Once the twenty-four month period has expired and another
23 corporate registration report is due, a corporation may choose to file
24 an annual registration report under section 351.120. However, upon
25 making such choice the corporation may later only choose to file a
26 biennial corporate registration report in a year appropriate under
27 subsection 1 of this section, based on the year in which the corporation
28 was incorporated.

29 3. The secretary of state may promulgate rules for the effective
30 administration of this section. Any rule or portion of a rule, as that
31 term is defined in section 536.010, RSMo, that is created under the
32 authority delegated in this section shall become effective only if it
33 complies with and is subject to all of the provisions of chapter 536,
34 RSMo, and, if applicable, section 536.028, RSMo. This section and
35 chapter 536, RSMo, are nonseverable and if any of the powers vested
36 with the general assembly pursuant to chapter 536, RSMo, to review, to
37 delay the effective date, or to disapprove and annul a rule are
38 subsequently held unconstitutional, then the grant of rulemaking
39 authority and any rule proposed or adopted after August 28, 2007, shall
40 be invalid and void.

351.125. Every corporation required to register under the provisions of
2 this chapter shall pay to the state a fee of forty dollars for its [annual]
3 corporate registration if the report is filed in a written format. The fee is
4 fifteen dollars for each [annual] corporate registration report filed via an

5 electronic format prescribed by the secretary of state. **Biennial corporate**
6 **registration reports filed under section 351.122 shall require the fee**
7 **prescribed in that section.** If a corporation fails to file a corporation
8 registration report when due, it shall be assessed, in addition to its regular
9 registration fee, a late fee of fifteen dollars for each thirty-day period within
10 which the registration report is filed whether in writing or in an electronic
11 format. If the registration report is not filed within ninety days, [the corporation
12 shall forfeit its charter] **the secretary of state may proceed with**
13 **administrative dissolution of such corporation under sections 351.484**
14 **and 351.486.**

351.127. The secretary of state may collect an additional fee of five dollars
2 on each and every fee required in this chapter, **provided that the secretary**
3 **of state may collect an additional fee of ten dollars on each corporate**
4 **registration report fee filed under section 351.122.** All fees collected as
5 provided in this section shall be deposited in the state treasury and credited to
6 the secretary of state's technology trust fund account. The provisions of this
7 section shall expire on December 31, 2009.

351.145. It shall be the duty of the secretary of state to send notice that
2 the [annual] corporate registration report is due to each corporation in this state
3 required to register. The notice shall be directed to its registered office as
4 disclosed originally by its articles of incorporation or by its application for a
5 certificate of authority to transact business in this state and thereafter as
6 disclosed by its **immediately preceding corporate** registration [for the year
7 preceding] **report**, as provided by law. The secretary of state may provide a form
8 of the [annual] corporate registration report for filing in a format and medium
9 prescribed by the secretary of state.

351.155. It shall be the duty of the secretary of state to furnish forms of
2 [annual] corporate registration reports to any corporation upon request to any
3 representative of the corporation, but no such form of the [annual] corporate
4 registration report shall be furnished unless the name of the corporation for
5 which they are desired shall accompany the request.

351.484. The secretary of state may commence a proceeding pursuant to
2 section 351.486 to dissolve a corporation administratively if:

3 (1) The corporation fails to pay any final assessment of Missouri
4 corporation franchise tax as provided in chapter 147, RSMo, and the director of
5 revenue has notified the secretary of state of such failure;

6 (2) The corporation fails or neglects to file the Missouri corporation
7 franchise tax report required pursuant to chapter 147, RSMo, provided the
8 director of revenue has provided a place on both the individual and corporation
9 income tax return to indicate no such tax is due and provided the director has
10 delivered or mailed at least two notices of such failure to file to the usual place
11 of business of such corporation or the corporation's last known address and the
12 corporation has failed to respond to such second notice within thirty days of the
13 date of mailing of the second notice and the director of revenue has notified the
14 secretary of state of such failure;

15 (3) The corporation fails to file any corporation income tax return or pay
16 any final assessment of corporation income tax as provided in chapter 143, RSMo,
17 and the director of revenue has notified the secretary of state of such failure;

18 (4) The corporation does not deliver its [annual] **corporate registration**
19 report to the secretary of state within [thirty] **ninety** days after it is due;

20 (5) The corporation is without a registered agent or registered office in
21 this state for thirty days or more;

22 (6) The corporation does not notify the secretary of state within thirty
23 days that its registered agent or registered office has been changed, that its
24 registered agent has resigned, or that its registered office has been discontinued;

25 (7) The corporation's period of duration stated in its articles of
26 incorporation expires;

27 (8) The corporation procures its franchise through fraud practiced upon
28 the state;

29 (9) The corporation has continued to exceed or abuse the authority
30 conferred upon it by law, or has continued to violate any section or sections of the
31 criminal law of the state of Missouri after a written demand to discontinue the
32 same has been delivered by the secretary of state to the corporation, either
33 personally or by mail;

34 (10) The corporation fails to pay any final assessment of employer
35 withholding tax, as provided in sections 143.191 to 143.265, RSMo, and the
36 director of revenue has notified the secretary of state of such failure; or

37 (11) The corporation fails to pay any final assessment of sales and use
38 taxes, as provided in chapter 144, RSMo, and the director of revenue has notified
39 the secretary of state of such failure.

351.592. 1. The registered agent of a foreign corporation may resign his
2 agency appointment by signing and delivering to the secretary of state for filing

3 the original and two exact or conformed copies of a statement of resignation. The
4 statement of resignation may include a statement that the registered office is also
5 discontinued.

6 2. After filing the statement, the secretary of state shall attach the filing
7 receipt to one copy, and mail the copy and receipt to the registered office if not
8 discontinued. The secretary of state shall mail the other copy to the foreign
9 corporation at its principal office address shown in its most recent [annual]
10 **corporate registration** report.

11 3. The agency appointment is terminated, and the registered office
12 discontinued if so provided, on the thirty-first day after the date on which the
13 statement was filed.

351.594. 1. The registered agent of a foreign corporation authorized to
2 transact business in this state is the corporation's agent for service of process,
3 notice, or demand required or permitted by law to be served on the foreign
4 corporation.

5 2. A foreign corporation may be served by registered or certified mail,
6 return receipt requested, addressed to the secretary of the foreign corporation at
7 its principal office shown in its application for a certificate of authority or in its
8 most recent [annual] **corporate registration** report, if the foreign corporation:

9 (1) Has no registered agent or its registered agent cannot with reasonable
10 diligence be served;

11 (2) Has withdrawn from transacting business in this state as provided in
12 section 351.596; or

13 (3) Has had its certificate of authority revoked under section 351.602.

14 If the corporation has no secretary or if the secretary cannot, after the exercise
15 of reasonable diligence, be served, then service on the corporation may be
16 obtained by registered or certified mail, return receipt requested, addressed to
17 any person designated as a director or officer of the corporation at any place of
18 business of the corporation, or at the residence of or any usual business address
19 of such director or officer.

20 3. Service is perfected as provided in subsection 2 of this section at the
21 earliest of:

22 (1) The date the foreign corporation receives the mail;

23 (2) The date shown on the return receipt, if signed on behalf of the foreign
24 corporation; or

25 (3) Five days after its deposit in the United States mail, as evidenced by

26 the postmark, if mailed postpaid and correctly addressed.

27 4. This section does not prescribe the only means, or necessarily the
28 required means, of serving a foreign corporation.

351.598. The secretary of state may commence a proceeding pursuant to
2 section 351.602 to revoke the certificate of a foreign corporation authorized to
3 transact business in this state if:

4 (1) The foreign corporation does not deliver its [annual] **corporate**
5 **registration** report to the secretary of state within thirty days after it is due;

6 (2) The foreign corporation fails to pay any final assessment of Missouri
7 corporation franchise tax, as provided in chapter 147, RSMo, and the director of
8 revenue has notified the secretary of state of such failure;

9 (3) The foreign corporation is without a registered agent or registered
10 office in this state for thirty days or more;

11 (4) The foreign corporation does not inform the secretary of state pursuant
12 to section 351.588 or 351.592 that its registered agent or registered office has
13 changed, that its registered agent has resigned, or that its registered office has
14 been discontinued within thirty days of the change, resignation, or
15 discontinuance;

16 (5) An incorporator, director, officer, or agent of the foreign corporation
17 signed a document the person knew was false in any material respect with intent
18 that the document be delivered to the secretary of state for filing;

19 (6) The secretary of state receives a duly authenticated certificate from
20 the secretary of state or other official having custody of corporate records in the
21 state or country under whose law the foreign corporation is incorporated stating
22 that it has been dissolved or has disappeared as the result of a merger;

23 (7) The foreign corporation fails to pay any final assessment of employer
24 withholding tax, as provided in sections 143.191 to 143.265, RSMo, and the
25 director of revenue has notified the secretary of state of such failure; or

26 (8) The foreign corporation fails to pay any final assessment of sales and
27 use taxes, as provided in chapter 144, RSMo, and the director of revenue has
28 notified the secretary of state of such failure.

351.602. 1. If the secretary of state determines that one or more grounds
2 exist under section 351.598 for revocation of a certificate of authority, he shall
3 serve the foreign corporation with written notice of his determination as provided
4 in section 351.594.

5 2. If the foreign corporation does not correct each ground for revocation

6 or demonstrate to the reasonable satisfaction of the secretary of state that each
7 ground determined by the secretary of state does not exist within sixty days after
8 service of the notice is perfected under section 351.594, the secretary of state may
9 revoke the foreign corporation's certificate of authority by signing a certificate of
10 revocation that recites the ground or grounds for revocation and its effective
11 date. The secretary of state shall file the original of the certificate and serve a
12 copy on the foreign corporation as provided in section 351.594.

13 3. The authority of a foreign corporation to transact business in this state
14 ceases on the date shown on the certificate revoking its certificate of authority.

15 4. The secretary of state's revocation of a foreign corporation's certificate
16 of authority appoints the secretary of state the foreign corporation's agent for
17 service of process in any proceeding based on a cause of action which arose during
18 the time the foreign corporation was authorized to transact business in this
19 state. Service of process on the secretary of state under this subsection is service
20 on the foreign corporation. Upon receipt of process, the secretary of state shall
21 mail a copy of the process to the secretary of the foreign corporation at its
22 principal office shown in its most recent [annual] **corporate registration** report
23 or in any subsequent communication received from the corporation specifically
24 advising the secretary of state of the current mailing address of its principal
25 office, or, if none are on file, in its application for a certificate of authority.

26 5. Revocation of a foreign corporation's certificate of authority does not
27 terminate the authority of the registered agent of the corporation.

351.690. The provisions of this chapter shall be applicable to existing
2 corporations and corporations not formed pursuant to this chapter as follows:

3 (1) Those provisions of this chapter requiring reports, registration
4 statements and the payment of taxes and fees, shall be applicable, to the same
5 extent and with the same effect, to all existing corporations, domestic and foreign,
6 which were required to make such reports and registration statements and to pay
7 such taxes and fees, prior to November 21, 1943;

8 (2) The provisions of this chapter shall be applicable to banks, trust
9 companies and safe deposit companies when such provisions relating to the
10 internal affairs of a corporation supplement the existing provisions of chapter
11 362, RSMo, or when the provisions of chapter 362, RSMo, do not deal with a
12 matter involving the internal affairs of a corporation organized pursuant to the
13 provisions of chapter 362, RSMo, as well as those provisions mentioned in
14 subdivision (1) of this section, to the extent applicable. For the purposes of this

15 chapter, the "internal affairs of a corporation" shall include, but not be limited to,
16 matters of corporate governance, director and officer liability, and financial
17 structure;

18 (3) No provisions of this chapter, other than those mentioned in
19 subdivision (1) of this section, and then only to the extent required by the
20 statutes pursuant to which they are incorporated, or other than the provisions of
21 section 351.347, or section 351.355, shall be applicable to insurance companies,
22 savings and loan associations, corporations formed for benevolent, religious,
23 scientific or educational purposes, and nonprofit corporations;

24 (4) Only those provisions of this chapter which supplement the existing
25 laws applicable to railroad corporations, union stations, cooperative companies
26 for profit, credit unions, street railroads, telegraph and telephone companies,
27 boating and rafting companies, urban redevelopment corporations, professional
28 corporations, development finance corporations, and loan and investment
29 companies, and which are not inconsistent with, or in conflict with the purposes
30 of, or are not in derogation or limitation of, such existing laws, shall be applicable
31 to the type of corporations mentioned above in this subdivision; and without
32 limiting the generality of the foregoing, those provisions of this chapter which
33 permit the issuance of shares without par value and the amendment of articles
34 of incorporation for such purpose shall be applicable to railroad corporations,
35 union stations, street railroads, telegraph and telephone companies, and boating
36 and rafting companies, professional corporations, development finance
37 corporations, and loan and investment companies, and those provisions of this
38 chapter mentioned in subdivisions (1) and (2) of this section will apply to all
39 corporations mentioned in this subdivision; except that, the [annual] **corporate**
40 **registration** report and fee of a professional corporation pursuant to section
41 356.211, RSMo, shall suffice in lieu of the [annual] **corporate** registration
42 **report** and fee required of a business corporation;

43 (5) All of the provisions of this chapter to the extent provided shall apply
44 to all other corporations existing pursuant to general laws of this state enacted
45 prior to November 21, 1943, and not specifically mentioned in subdivisions (1),
46 (2) and (3) of this section.

355.016. 1. The secretary of state may prescribe and furnish on request,
2 forms for:

3 (1) A foreign corporation's application for a certificate of authority to
4 transact business in this state;

- 5 (2) A foreign corporation's application for a certificate of withdrawal; and
6 (3) The [annual] **corporate registration** report.

7 If the secretary of state so requires, use of these forms is mandatory.

8 2. The secretary of state may prescribe and furnish on request forms for
9 other documents required or permitted to be filed by this chapter but their use
10 is not mandatory.

355.021. 1. The secretary of state shall collect the following fees when the
2 documents described in this subsection are delivered for filing:

- 3 (1) Articles of incorporation, twenty dollars;
4 (2) Application for reserved name, twenty dollars;
5 (3) Notice of transfer of reserved name, two dollars;
6 (4) Application for renewal of reserved name, twenty dollars;
7 (5) Corporation's statement of change of registered agent or registered
8 office or both, five dollars;
9 (6) Agent's statement of change of registered office for each affected
10 corporation, five dollars;
11 (7) Agent's statement of resignation, five dollars;
12 (8) Amendment of articles of incorporation, five dollars;
13 (9) Restatement of articles of incorporation with amendments, five dollars;
14 (10) Articles of merger, five dollars;
15 (11) Articles of dissolution, five dollars;
16 (12) Articles of revocation of dissolution, five dollars;
17 (13) Application for reinstatement following administrative dissolution,
18 twenty dollars;
19 (14) Application for certificate of authority, twenty dollars;
20 (15) Application for amended certificate of authority, five dollars;
21 (16) Application for certificate of withdrawal, five dollars;
22 (17) [Annual] **Corporate registration** report **filed annually**, ten
23 dollars if filed in a written format or five dollars if filed electronically in a format
24 prescribed by the secretary of state;
25 (18) **Corporate registration report filed biennially, twenty dollars**
26 **if filed in a written format or ten dollars if filed electronically in a**
27 **format prescribed by the secretary of state;**
28 (19) Articles of correction, five dollars;
29 [(19)] (20) Certificate of existence or authorization, five dollars;
30 [(20)] (21) Any other document required or permitted to be filed by this

31 chapter, five dollars.

32 2. The secretary of state shall collect a fee of ten dollars upon being
33 served with process under this chapter. The party to a proceeding causing service
34 of process is entitled to recover the fee paid the secretary of state as costs if the
35 party prevails in the proceeding.

36 3. The secretary of state shall collect the following fees for copying and
37 certifying the copy of any filed document relating to a domestic or foreign
38 corporation: in a written format fifty cents per page plus five dollars for
39 certification, or in an electronic format five dollars for certification and copies.

355.066. Unless the context otherwise requires or unless otherwise
2 indicated, as used in this chapter the following terms mean:

3 (1) "Approved by or approval by the members", approved or ratified by the
4 affirmative vote of a majority of the voters represented and voting at a duly held
5 meeting at which a quorum is present, which affirmative votes also constitute a
6 majority of the required quorum, or by a written ballot or written consent in
7 conformity with this chapter, or by the affirmative vote, written ballot or written
8 consent of such greater proportion, including the votes of all the members of any
9 class, unit or grouping as may be provided in the articles, bylaws or this chapter
10 for any specified member action;

11 (2) "Articles of incorporation" or "articles", amended and restated articles
12 of incorporation and articles of merger;

13 (3) "Board" or "board of directors", the board of directors except that no
14 person or group of persons is the board of directors because of powers delegated
15 to that person or group pursuant to section 355.316;

16 (4) "Bylaws", the code or codes of rules, other than the articles, adopted
17 pursuant to this chapter for the regulation or management of the affairs of the
18 corporation, irrespective of the name or names by which such rules are
19 designated. Bylaws shall not include legally enforceable covenants, declarations,
20 indentures or restrictions imposed upon members by validly recorded indentures,
21 declarations, covenants, restrictions or other recorded instruments, as they apply
22 to real property;

23 (5) "Class", a group of memberships which have the same rights with
24 respect to voting, dissolution, redemption and transfer. For the purpose of this
25 section, "rights" shall be considered the same if they are determined by a formula
26 applied uniformly;

27 (6) "Corporation", public benefit and mutual benefit corporations;

28 (7) "Delegates", those persons elected or appointed to vote in a
29 representative assembly for the election of a director or directors or on other
30 matters;

31 (8) "Deliver" includes mail;

32 (9) "Directors", individuals, designated in the articles or bylaws or elected
33 by the incorporator or incorporators, and their successors and individuals elected
34 or appointed by any other name or title to act as members of the board;

35 (10) "Distribution", the payment of a dividend or any part of the income
36 or profit of a corporation to its members, directors or officers;

37 (11) "Domestic corporation", a Missouri corporation;

38 (12) "Effective date of notice" is defined in section 355.071;

39 (13) "Employee" does not include an officer or director who is not
40 otherwise employed by the corporation;

41 (14) "Entity", domestic corporations and foreign corporations, business
42 corporations and foreign business corporations, for-profit and nonprofit
43 unincorporated associations, business trusts, estates, partnerships, trusts, and
44 two or more persons having a joint or common economic interest, and a state, the
45 United States, and foreign governments;

46 (15) "File", "filed" or "filing", filed in the office of the secretary of state;

47 (16) "Foreign corporation", a corporation organized under a law other than
48 the laws of this state which would be a nonprofit corporation if formed under the
49 laws of this state;

50 (17) "Governmental subdivision" includes authority, county, district, and
51 municipality;

52 (18) "Includes" denotes a partial definition;

53 (19) "Individual", a natural person;

54 (20) "Means" denotes a complete definition;

55 (21) "Member", without regard to what a person is called in the articles
56 or bylaws, any person or persons who on more than one occasion, pursuant to a
57 provision of a corporation's articles or bylaws, have the right to vote for the
58 election of a director or directors; but a person is not a member by virtue of any
59 of the following:

60 (a) Any rights such person has as a delegate;

61 (b) Any rights such person has to designate a director or directors; or

62 (c) Any rights such person has as a director;

63 (22) "Membership", the rights and obligations a member or members have

64 pursuant to a corporation's articles, bylaws and this chapter;

65 (23) "Mutual benefit corporation", a domestic corporation which is formed
66 as a mutual benefit corporation pursuant to sections 355.096 to 355.121 or is
67 required to be a mutual benefit corporation pursuant to section 355.881;

68 (24) "Notice" is defined in section 355.071;

69 (25) "Person" includes any individual or entity;

70 (26) "Principal office", the office, in or out of this state, so designated in
71 the [annual] **corporate registration** report filed pursuant to section 355.856
72 where the principal offices of a domestic or foreign corporation are located;

73 (27) "Proceeding" includes civil suits and criminal, administrative, and
74 investigatory actions;

75 (28) "Public benefit corporation", a domestic corporation which is formed
76 as a public benefit corporation pursuant to sections 355.096 to 355.121, or is
77 required to be a public benefit corporation pursuant to section 355.881;

78 (29) "Record date", the date established pursuant to sections 355.181 to
79 355.311 on which a corporation determines the identity of its members for the
80 purposes of this chapter;

81 (30) "Resident", a full-time resident of a long-term care facility or
82 residential care facility;

83 (31) "Secretary", the corporate officer to whom the board of directors has
84 delegated responsibility pursuant to subsection 2 of section 355.431 for custody
85 of the minutes of the directors' and members' meetings and for authenticating the
86 records of the corporation;

87 (32) "State", when referring to a part of the United States, includes a
88 state or commonwealth, and its agencies and governmental subdivisions, and any
89 territory or insular possession, and its agencies and governmental subdivisions,
90 of the United States;

91 (33) "United States" includes any agency of the United States;

92 (34) "Vote" includes authorization by written ballot and written consent;
93 and

94 (35) "Voting power", the total number of votes entitled to be cast for the
95 election of directors at the time the determination of voting power is made,
96 excluding a vote which is contingent upon the happening of a condition or event
97 that has not occurred at the time. Where a class is entitled to vote as a class for
98 directors, the determination of voting power of the class shall be based on the
99 percentage of the number of directors the class is entitled to elect out of the total

100 number of authorized directors.

355.071. 1. For purposes of this chapter, notice may be oral or written.

2 2. Notice may be communicated in person, by telephone, telegraph,
3 teletype, or other form of wire or wireless communication, or by mail or private
4 carrier; if these forms of personal notice are impracticable, notice may be
5 communicated by a newspaper of general circulation in the area where published,
6 or by radio, television, or other form of public broadcast communication.

7 3. Oral notice is effective when communicated if communicated in a
8 comprehensible manner.

9 4. Written notice, if in a comprehensible form, is effective at the earliest
10 of the following:

11 (1) When received;

12 (2) Five days after its deposit in the United States mail, as evidenced by
13 the postmark, if mailed correctly addressed and with first class postage affixed;

14 (3) On the date shown on the return receipt, if sent by registered or
15 certified mail, return receipt requested, and the receipt is signed by or on behalf
16 of the addressee;

17 (4) Thirty days after its deposit in the United States mail, as evidenced
18 by the postmark, if mailed correctly addressed and with other than first class,
19 registered or certified postage affixed.

20 5. Written notice is correctly addressed to a member of a domestic or
21 foreign corporation if addressed to the member's address shown in the
22 corporation's current list of members.

23 6. A written notice or report delivered as part of a newsletter, magazine
24 or other publication regularly sent to members shall constitute a written notice
25 or report if addressed or delivered to the member's address shown in the
26 corporation's current list of members, or in the case of members who are residents
27 of the same household and who have the same address in the corporation's
28 current list of members, if addressed or delivered to one of such members, at the
29 address appearing on the current list of members.

30 7. Written notice is correctly addressed to a domestic or foreign
31 corporation, authorized to transact business in this state, other than in its
32 capacity as a member, if addressed to its registered agent or to its secretary at
33 its principal office shown in its most recent [annual] **corporate registration**
34 report or, in the case of a foreign corporation that has not yet delivered [an
35 annual] **a corporate registration** report, in its application for a certificate of

36 authority.

37 8. If subsection 2 of section 355.251 or any other provision of this chapter
38 prescribes notice requirements for particular circumstances, those requirements
39 govern. If the articles or bylaws prescribe notice requirements, not inconsistent
40 with this section or other provisions of this chapter, those requirements
41 govern. Failure to comply with the terms of this section shall not invalidate the
42 terms of the notice delivered.

355.176. 1. A corporation's registered agent is the corporation's agent for
2 service of process, notice, or demand required or permitted by law to be served on
3 the corporation.

4 2. If a corporation has no registered agent, or the agent cannot with
5 reasonable diligence be served, the corporation may be served by registered or
6 certified mail, return receipt requested, addressed to the secretary of the
7 corporation at its principal office shown in the most recent **[annual] corporate**
8 **registration** report filed under section 355.856. Service is perfected under this
9 subsection on the earliest of:

10 (1) The date the corporation receives the mail;

11 (2) The date shown on the return receipt, if signed on behalf of the
12 corporation; or

13 (3) Five days after its deposit in the United States mail, if mailed and
14 correctly addressed with first class postage affixed.

15 3. This section does not prescribe the only means, or necessarily the
16 required means, of serving a corporation.

355.688. A voluntarily dissolved corporation must continue to file the
2 **[annual] corporate** registration report and pay all required taxes due the state
3 of Missouri until the effective date of articles of termination.

355.706. The secretary of state may commence a proceeding under section
2 355.711 to administratively dissolve a corporation if:

3 (1) The corporation does not pay within thirty days after they are due fees
4 or penalties imposed by this chapter;

5 (2) The corporation does not deliver its **[annual] corporate registration**
6 report to the secretary of state within **[thirty] ninety** days after it is due;

7 (3) The corporation is without a registered agent or registered office in this
8 state for thirty days or more;

9 (4) The corporation does not notify the secretary of state within thirty days
10 that its registered agent or registered office has been changed, that its registered

11 agent has resigned, or that its registered office has been discontinued;

12 (5) The corporation's period of duration, if any, stated in its articles of
13 incorporation expires; or

14 (6) The corporation has procured its charter through fraud practiced upon
15 the state.

355.796. 1. The registered agent of a foreign corporation authorized to
2 transact business in this state is the corporation's agent for service of process,
3 notice, or demand required or permitted by law to be served on the foreign
4 corporation.

5 2. A foreign corporation may be served by registered or certified mail,
6 return receipt requested, addressed to the secretary of the foreign corporation at
7 its principal office shown in its application for a certificate of authority or in its
8 more recent [annual] **corporate registration** report filed under section 355.856
9 if the foreign corporation:

10 (1) Has no registered agent or its registered agent cannot with reasonable
11 diligence be served;

12 (2) Has withdrawn from transacting business in this state under section
13 355.801; or

14 (3) Has had its certificate of authority revoked under section 355.811.

15 3. Service is perfected under subsection 2 of this section at the earliest of:

16 (1) The date the foreign corporation receives the mail;

17 (2) The date shown on the return receipt, if signed on behalf of the foreign
18 corporation; or

19 (3) Five days after its deposit in the United States mail, as evidenced by
20 the postmark if mailed postpaid and correctly addressed.

21 4. This section does not prescribe the only means, or necessarily the
22 required means, of serving a foreign corporation.

355.806. 1. The secretary of state may commence a proceeding under
2 section 355.811 to revoke the certificate of authority of a foreign corporation
3 authorized to transact business in this state if:

4 (1) The foreign corporation does not deliver the [annual] **corporate**
5 **registration** report to the secretary of state within thirty days after it is due;

6 (2) The foreign corporation does not pay within thirty days after they are
7 due any fees or penalties imposed by this chapter;

8 (3) The foreign corporation is without a registered agent or registered
9 office in this state for thirty days or more;

10 (4) The foreign corporation does not inform the secretary of state under
11 section 355.786 or 355.791 that its registered agent or registered office has
12 changed, that its registered agent has resigned, or that its registered office has
13 been discontinued within thirty days of the change, resignation, or
14 discontinuance;

15 (5) An incorporator, director, officer or agent of the foreign corporation
16 signed a document such person knew was false in any material respect with
17 intent that the document be delivered to the secretary of state for filing;

18 (6) The secretary of state receives a duly authenticated certificate from
19 the secretary of state or other official having custody of corporate records in the
20 state or country under whose law the foreign corporation is incorporated stating
21 that it has been dissolved or disappeared as the result of a merger; or

22 (7) The corporation procured its certificate of authority through fraud
23 practiced on the state.

24 2. The attorney general may commence a proceeding under section
25 355.811 to revoke the certificate of authority of a foreign corporation authorized
26 to transact business in this state if:

27 (1) The corporation has continued to exceed or abuse the authority
28 conferred upon it by law;

29 (2) The corporation would have been a public benefit corporation other
30 than a church or convention or association of churches had it been incorporated
31 in this state and that its corporate assets in this state are being misapplied or
32 wasted; or

33 (3) The corporation would have been a public benefit corporation other
34 than a church or convention or association of churches had it been incorporated
35 in this state and it is no longer able to carry out its purposes.

355.811. 1. The secretary of state upon determining that one or more
2 grounds exist under section 355.806 for revocation of a certificate of authority
3 shall serve the foreign corporation with written notice of that determination
4 under section 355.796.

5 2. The attorney general upon determining that one or more grounds exist
6 under subsection 2 of section 355.806 for revocation of a certificate of authority
7 shall request the secretary of state to serve, and the secretary of state shall serve
8 the foreign corporation with written notice of that determination under section
9 355.796.

10 3. If the foreign corporation does not correct each ground for revocation

11 or demonstrate to the reasonable satisfaction of the secretary of state or attorney
12 general that each ground for revocation determined by the secretary of state or
13 attorney general does not exist within sixty days after service of the notice is
14 perfected under section 355.796, the secretary of state may revoke the foreign
15 corporation's certificate of authority by signing a certificate of revocation that
16 recites the ground or grounds for revocation and its effective date. The secretary
17 of state shall file the original of the certificate and serve a copy on the foreign
18 corporation under section 355.796.

19 4. The authority of a foreign corporation to transact business in this state
20 ceases on the date shown on the certificate revoking its certificate of authority.

21 5. The secretary of state's revocation of a foreign corporation's certificate
22 of authority appoints the secretary of state the foreign corporation's agent for
23 service of process in any proceeding based on a cause of action which arose during
24 the time the foreign corporation was authorized to transact business in this
25 state. Service of process on the secretary of state under this subsection is service
26 on the foreign corporation. Upon receipt of process, the secretary of state shall
27 mail a copy of the process to the secretary of the foreign corporation at its
28 principal office shown in its most recent [annual] **corporate registration** report
29 or in any subsequent communications received from the corporation stating the
30 current mailing address of its principal office, or, if none are on file, in its
31 application for a certificate of authority.

32 6. Revocation of a foreign corporation's certificate of authority does not
33 terminate the authority of the registered agent of the corporation.

355.821. 1. A corporation shall keep as permanent records minutes of all
2 meetings of its members and board of directors, a record of all actions taken by
3 the members or directors without a meeting, and a record of all actions taken by
4 committees of the board of directors as authorized by subsection 4 of section
5 355.406.

6 2. A corporation shall maintain appropriate accounting records.

7 3. A corporation or its agent shall maintain a record of its members in a
8 form that permits preparation of a list of the names and addresses of all
9 members, in alphabetical order by class showing the number of votes each
10 member is entitled to vote.

11 4. A corporation shall maintain its records in written form or in another
12 form capable of conversion into written form within a reasonable time.

13 5. A corporation shall keep a copy of the following records at its principal

14 office:

15 (1) Its articles or restated articles of incorporation and all amendments
16 to them currently in effect;

17 (2) Its bylaws or restated bylaws and all amendments to them currently
18 in effect;

19 (3) Resolutions adopted by its board of directors relating to the
20 characteristics, qualifications, rights, limitations and obligations of members or
21 any class or category of members;

22 (4) The minutes of all meetings of members and records of all actions
23 approved by the members for the past three years;

24 (5) All written communications to all members or any specific class of
25 members generally within the past three years, including the financial statements
26 furnished for the past three years under section 355.846;

27 (6) A list of the names and business or home addresses of its current
28 directors and officers;

29 (7) Its most recent [annual] **corporate registration** report delivered to
30 the secretary of state under section 355.856; and

31 (8) Appropriate financial statements of all income and expenses. Public
32 benefit corporations shall not be required, under this chapter, to disclose any
33 information with respect to donors, gifts, contributions or the purchase or sale of
34 art objects.

355.856. 1. Each domestic corporation, and each foreign corporation
2 authorized pursuant to this chapter to transact business in this state, shall file
3 with the secretary of state [an annual] a corporate registration report on a form
4 prescribed and furnished by the secretary of state that sets forth:

5 (1) The name of the corporation and the state or country under whose law
6 it is incorporated;

7 (2) The address of its registered office and the name of its registered
8 agent at the office in this state;

9 (3) The address of its principal office;

10 (4) The names and physical business or residence addresses of its
11 directors and principal officers.

12 2. The information in the [annual] corporate registration report must be
13 current on the date the [annual] corporate registration report is executed on
14 behalf of the corporation.

15 3. The [first annual] **initial** corporate registration report must be

16 delivered to the secretary of state no later than August thirty-first of the year
17 following the calendar year in which a domestic corporation was incorporated or
18 a foreign corporation was authorized to transact business. Subsequent [annual]
19 corporate registration reports must be delivered to the secretary of state no later
20 than August thirty-first of the following calendar years, **except as provided in**
21 **section 355.857**. If [an annual] a corporate registration report is not filed
22 within the time limits prescribed by this section, the secretary of state shall not
23 accept the report unless it is accompanied by a fifteen dollar fee. Failure to file
24 the [annual] registration report as required by this section will result in the
25 administrative dissolution of the corporation as set forth in section 355.706.

26 4. If [an annual] a corporate registration report does not contain the
27 information required by this section, the secretary of state shall promptly notify
28 the reporting domestic or foreign corporation in writing and return the report to
29 it for correction.

30 5. A corporation may change the corporation's registered office or
31 registered agent with the filing of the corporation's [annual] registration report.
32 To change the corporation's registered agent with the filing of the [annual]
33 registration report, the corporation must include the new registered agent's
34 written consent to the appointment as registered agent and a written consent
35 stating that such change in registered agents was authorized by resolution duly
36 adopted by the board of directors. The written consent must be signed by the new
37 registered agent and must include such agent's address. If the [annual] corporate
38 registration report is not completed correctly, the secretary of state may reject the
39 filing of such report.

40 6. A corporation's [annual] registration report must be filed in a format
41 and medium prescribed by the secretary of state.

42 7. The [annual] registration report shall be signed by an officer or
43 authorized person and pursuant to this section represents that the signer believes
44 the statements are true and correct to the best knowledge and belief of the person
45 signing, subject to the penalties of section 575.040, RSMo.

**355.857. 1. Notwithstanding the provisions of section 355.856 to
2 the contrary, beginning January 1, 2008, the secretary of state may
3 provide corporations the option of biennially filing corporate
4 registration reports. Any corporation incorporated or qualified in an
5 even-numbered year may file a biennial corporate registration report
6 only in an even-numbered calendar year, and any corporation**

7 incorporated or qualified in an odd-numbered year may file a biennial
8 corporate registration report only in an odd-numbered calendar year,
9 subject to the following requirements:

10 (1) The fee paid at the time of biennial registration shall be that
11 specified in section 355.021;

12 (2) A corporation's biennial corporate registration report must
13 be filed in a format as prescribed by the secretary of state;

14 (3) The secretary of state may collect an additional fee of ten
15 dollars on each biennial corporate registration report filed under this
16 section. Such fee shall be deposited into the state treasury and
17 credited to the secretary of state's technology trust fund account.

18 2. Once a corporation chooses the option of biennial registration,
19 such registration must be maintained for the full twenty-four month
20 period. Once the twenty-four month period has expired and another
21 corporate registration report is due, a corporation may choose to file
22 an annual registration report under section 355.856. However, upon
23 making such choice the corporation may later only choose to file a
24 biennial corporate registration report in a year appropriate under
25 subsection 1 of this section, based on the year in which the corporation
26 was incorporated.

27 3. The secretary of state may promulgate rules for the effective
28 administration of this section. Any rule or portion of a rule, as that
29 term is defined in section 536.010, RSMo, that is created under the
30 authority delegated in this section shall become effective only if it
31 complies with and is subject to all of the provisions of chapter 536,
32 RSMo, and, if applicable, section 536.028, RSMo. This section and
33 chapter 536, RSMo, are nonseverable and if any of the powers vested
34 with the general assembly pursuant to chapter 536, RSMo, to review, to
35 delay the effective date, or to disapprove and annul a rule are
36 subsequently held unconstitutional, then the grant of rulemaking
37 authority and any rule proposed or adopted after August 28, 2007, shall
38 be invalid and void.

356.211. 1. Each professional corporation and each foreign professional
2 corporation shall file with the secretary of state [an annual corporation] a
3 corporate registration report pursuant to section 351.120, RSMo, or section
4 351.122, RSMo. The corporate registration report shall set forth the following
5 information: the names and residence or physical business addresses of all

6 officers, directors and shareholders of that professional corporation as of the date
7 of the report.

8 2. The report shall be made on a form to be prescribed and furnished by
9 the secretary of state, and shall be executed by an officer of the corporation or
10 authorized person.

11 3. A filing fee in the amount set out in section 351.125, RSMo, **or section**
12 **351.122, RSMo**, shall be paid with the filing of each report, and no other fees
13 shall be charged therefor; except that, penalty fees may be imposed by the
14 secretary of state for late filings. The report shall be filed subject to the time
15 requirements of section 351.120, RSMo, **or section 351.122, RSMo**.

16 4. If a professional corporation or foreign professional corporation shall
17 fail to file a report qualifying with the provisions of this section when such a
18 filing is due, then the corporation shall be subject to the provisions of chapter
19 351, RSMo, that are applicable to a corporation that has failed to timely file the
20 [annual] report required to be filed under chapter 351, RSMo.

✓
Bill
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