

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

Reported from the Committee on Judiciary May 3, 2007 with recommendation that House Committee Substitute for Senate Committee Substitute for Senate Bill No. 368 Do Pass. Referred to the Committee on Rules pursuant to Rule 25(21)(f).

D. ADAM CRUMBLISS, Chief Clerk

1099L.04C

AN ACT

To repeal sections 28.160, 41.950, 347.137, 347.179, 351.015, 351.047, 351.120, 351.125, 351.127, 351.145, 351.155, 351.459, 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-four 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, 347.137, 347.179, 351.015, 351.047, 351.120, 351.125, 351.127, 351.145, 351.155, 351.459, 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355.066, 355.071, 355.176, 355.688, 355.706, 355.796, 355.806, 355.811, 355.821, 355.856, and 356.211, RSMo, are repealed and thirty-four new sections enacted in lieu thereof, to be known as sections 28.160, 41.950, 347.137, 347.179, 351.015, 351.047, 351.120, 351.122, 351.125, 351.127, 351.145, 351.155, 351.459, 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, 356.211, and 407.485, 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
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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.

4	For countersigning and sealing certificates of	
5	official character	10.00
6	For all other certificates	5.00
7	For copying archive and state library records,	
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 Fund Account"	
22	which shall be administered by the state treasurer. All yield, interest, income, increment, or gain	
23	received from time deposit of moneys in the state treasury to the credit of the secretary of state's	
24	technology trust fund account shall be credited by the state treasurer to the account. The	
25	provisions of section 33.080, RSMo, to the contrary notwithstanding, moneys in the fund shall	
26	not be transferred and placed to the credit of general revenue until the amount in the fund at the	
27	end of a biennium exceeds five million dollars. In any such biennium the amount in the fund in	
28	excess of five million dollars shall be transferred to general revenue.	
29	3. The secretary of state may collect an additional fee of ten dollars for the issuance of	
30	new and renewal notary commissions which shall be deposited in the state treasury and credited	
31	to the secretary of state's technology trust fund account.	
32	4. The secretary of state may ask the general assembly to appropriate funds from the	
33	technology trust fund for the purposes of establishing, procuring, developing, modernizing and	
34	maintaining:	
35	(1) An electronic data processing system and programs capable of maintaining a	
36	centralized database of all registered voters in the state;	
37	(2) Library services offered to the citizens of this state;	
38	(3) Administrative rules services, equipment and functions;	
39	(4) Services, equipment and functions relating to securities;	

40 (5) Services, equipment and functions relating to corporations and business
41 organizations;

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

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

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

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

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

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

41.950. 1. Any resident of this state who is a member of the national guard or of any
2 reserve component of the armed forces of the United States or who is a member of the United
3 States Army, the United States Navy, the United States Air Force, the United States Marine
4 Corps, the United States Coast Guard or an officer of the United States Public Health Service
5 detailed by proper authority for duty with any branch of the United States armed forces described
6 in this section and who is engaged in the performance of active duty in the military service of the
7 United States in a military conflict in which reserve components have been called to active duty
8 under the authority of 10 U.S.C. 672(d) or 10 U.S.C. 673b or any such subsequent call or order

9 by the President or Congress for any period of thirty days or more shall be relieved from certain
10 provisions of state law, as follows:

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

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

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

24 (4) Any person enrolled by the supreme court of Missouri or licensed, registered or
25 certified under chapter 168, 256, 289, 317, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334,
26 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 375, 640 or 644, RSMo, whose
27 license, registration or certification expires while performing such military service, may renew
28 such license, registration or certification within sixty days of completing such military service
29 without penalty;

30 (5) In the case of [annual] **corporate registration** reports, franchise tax reports or other
31 reports required to be filed with the office of secretary of state, where the filing of such report
32 would be delayed because of a person performing such military service, such reports shall be
33 filed without penalty within one hundred twenty days of the completion of such military service;

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

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

42 (8) Any person with an indebtedness, liability or obligation for state income tax or
43 property tax on personal or real property who is performing such military service or a spouse of
44 such person filing a combined return or owning property jointly shall be granted an extension

45 to file any papers or to pay any obligation until one hundred eighty days after the completion of
46 such military service or continuous hospitalization as a result of such military service
47 notwithstanding the provisions of section 143.991, RSMo, to the contrary and shall be allowed
48 to pay such tax without penalty or interest if paid within the one-hundred-eighty-day period;

49 (9) Notwithstanding other provisions of the law to the contrary, for the purposes of this
50 section, interest shall be allowed and paid on any overpayment of tax imposed by sections
51 143.011 to 143.998, RSMo, at the rate of six percent per annum from the original due date of the
52 return or the date the tax was paid, whichever is later;

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

60 (11) Any disciplinary or administrative action or proceeding before any state agency,
61 board, commission or administrative tribunal where the person performing such military service
62 is a necessary party, which occurs during such period of military service, shall be stayed by the
63 administrative entity before which it is pending until sixty days after the end of such military
64 service.

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

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

347.137. 1. A domestic limited liability company shall be dissolved upon the occurrence
2 of any of the following:

3 (1) Upon the happening of the events specified in the operating agreement or in the
4 articles of organization;

5 (2) Upon the written consent of all members;

6 (3) Except as otherwise provided in the operating agreement, an event of withdrawal of
7 a member, if a majority, by number, of the remaining members agree within ninety days after the
8 occurrence of the event of withdrawal to dissolve the limited liability company;

9 (4) [An event of withdrawal with respect to the sole remaining member] **At any time**
10 **there are no members; provided, that the limited liability company is not dissolved and is**
11 **not required to be wound up if:**

12 **(a) Unless otherwise provided in the operating agreement, within ninety days after**
13 **such other period as is provided for in the operating agreement or the occurrence of the**
14 **event that terminated the continued membership of the last remaining member, the**
15 **personal representative, statutory or otherwise, of the last remaining member agrees in**
16 **writing to continue the limited liability company and to the admission of such personal**
17 **representative of such member or its nominee or designee to the limited liability company**
18 **as a member, effective as of the occurrence of the event that terminated the continued**
19 **membership of the last remaining member; provided, that the operating agreement may**
20 **provide that the personal representative, statutory or otherwise, of the last remaining**
21 **member shall be obligated to agree in writing to continue the limited liability company and**
22 **to the admission of such personal representative of such member or its nominee or designee**
23 **to the limited liability company as a member, effective as of the occurrence of the event that**
24 **terminated the continued membership of the last remaining member; or**

25 **(b) A member is admitted to the limited liability company in the manner provided**
26 **for in the operating agreement, effective as of the occurrence of the event that terminated**
27 **the continued membership of the last remaining member, within ninety days or such other**
28 **period as is provided for in the limited liability company agreement after the occurrence**
29 **of the event that terminated the continued membership of the last remaining member,**
30 **under a provision of the operating agreement that specifically provides for the admission**
31 **of a member to the limited liability company after there is no longer a remaining member**
32 **of the limited liability company;**

33 (5) Entry of a decree of dissolution under section 347.143; or

34 (6) When the limited liability company is not the surviving entity in a merger or
35 consolidation.

36 2. As soon as possible following the occurrence of any of the events specified in
37 subdivisions (1) to (4) of subsection 1 of this section effecting the dissolution of the limited
38 liability company, the limited liability company shall file a notice of winding up with the
39 secretary which discloses the dissolution of the limited liability company and the commencement
40 of winding up of its business and affairs.

347.179. The secretary shall charge and collect:

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

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

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

- 7 [(3)] **(4)** Amendments to and restatements of articles of limited liability companies to
8 application for registration of a foreign limited liability company or any other filing otherwise
9 provided for, a fee of twenty dollars;
- 10 [(4)] **(5)** Articles of termination of limited liability companies or cancellation of
11 registration of foreign limited liability companies, a fee of twenty dollars;
- 12 [(5)] **(6)** For filing notice of merger or consolidation, a fee of twenty dollars;
- 13 [(6)] **(7)** For filing a notice of winding up, a fee of twenty dollars;
- 14 [(7)] **(8)** For issuing a certificate of good standing, a fee of five dollars;
- 15 [(8)] **(9)** For a notice of the abandonment of merger or consolidation, a fee of twenty
16 dollars;
- 17 [(9)] **(10)** For furnishing a copy of any document or instrument, a fee of fifty cents per
18 page;
- 19 [(10)] **(11)** For accepting an application for reservation of a name, or for filing a notice
20 of the transfer or cancellation of any name reservation, a fee of twenty dollars;
- 21 [(11)] **(12)** For filing a statement of change of address of registered office or registered
22 agent, or both, a fee of five dollars;
- 23 [(12)] **(13)** For any service of notice, demand, or process upon the secretary as resident
24 agent of a limited liability company, a fee of twenty dollars, which amount may be recovered as
25 taxable costs by the party instituting such suit, action, or proceeding causing such service to be
26 made if such party prevails therein;
- 27 [(13)] **(14)** For filing an amended certificate of registration a fee of twenty dollars; and
28 [(14)] **(15)** For filing a statement of correction a fee of five dollars.

351.015. As used in this chapter, unless the context otherwise requires:

- 2 (1) "Articles of incorporation" includes the original articles of incorporation and all
3 amendments thereto, and includes articles of merger or consolidation;
- 4 (2) "Authorized shares" means the aggregate number of shares of stock of all classes,
5 whether with or without par value, which the corporation is authorized to issue. Shares of its
6 own stock belonging to a corporation shall be deemed to be "issued" shares but not "outstanding"
7 shares;
- 8 (3) "Certificate of stock" means a written instrument signed by or bearing the facsimile
9 signature of the proper corporate officers, as required by this chapter, evidencing the fact that the
10 person therein named is the holder of record of the share or shares therein described;
- 11 (4) "Control share acquisition" means the acquisition, directly or indirectly, by any
12 person of ownership of, or the power to direct the exercise of voting power with respect to,
13 issued and outstanding control shares. For the purposes of this chapter, shares acquired within
14 ninety days of any acquisition of shares or shares acquired pursuant to a plan to make a control

15 share acquisition are considered to have been acquired in the same acquisition. For the purposes
16 of this chapter, a person who acquires shares in the ordinary course of business for the benefit
17 of others in good faith and not for the purpose of circumventing this chapter has voting power
18 only of shares in respect of which that person would be able to exercise or direct the exercise of
19 votes without further instruction from others. The acquisition of any shares of an issuing public
20 corporation does not constitute a control share acquisition if the acquisition is consummated in
21 any of the following circumstances:

22 (a) Prior to June 13, 1984;

23 (b) Pursuant to a contract in existence prior to June 13, 1984;

24 (c) Pursuant to a will or other testamentary disposition, the laws of descent and
25 distribution or by intervivos gift where such gift is made in good faith and not for the purpose
26 of circumventing section 351.407;

27 (d) Pursuant to a public offering, a private placement, or any other issuance of shares by
28 an issuing public corporation;

29 (e) By, on behalf of, or pursuant to any benefit or other compensation plan or
30 arrangement of an issuing public corporation;

31 (f) Pursuant to the conversion of debt securities into shares of an issuing public
32 corporation under the terms of such debt securities;

33 (g) Pursuant to a binding contract, other than any contract created by, pursuant to, or in
34 connection with a tender offer, whereby the holders of shares representing at least two-thirds of
35 the voting power of an issuing public corporation, such holders acting simultaneously, agreed
36 to sell such shares to any person;

37 (h) Pursuant to the satisfaction of a pledge or other security interest created in good faith
38 and not for the purpose of circumventing section 351.407;

39 (i) Pursuant to a merger or consolidation effected in compliance with sections 351.410
40 to 351.458 if the issuing public corporation is a party to the agreement of merger or
41 consolidation;

42 (j) Pursuant to a binding contract or other arrangement with any individual, foreign or
43 domestic corporation (whether or not for profit), partnership, limited liability company,
44 unincorporated society or association, or other entity which, at any time within one year prior to
45 the acquisition in question, owned shares representing more than fifty percent of the voting
46 power of the issuing public corporation;

47 (k) By or from any person whose shares have been previously accorded voting rights
48 pursuant to section 351.407; provided, the acquisition entitles the person making the acquisition,
49 directly or indirectly, alone or as a part of a group, to exercise or direct the exercise of voting
50 power of the corporation in the election of directors within a range of the voting power not in

51 excess of the range of voting power associated with the shares to which voting rights have been
52 previously accorded;

53 (5) "Control shares" means shares that, except for this chapter, would have voting power
54 with respect to shares of an issuing public corporation that, when added to all other shares of the
55 issuing public corporation owned by a person or in respect to which that person may exercise or
56 direct the exercise of voting power, would entitle that person, immediately after acquisition of
57 the shares, directly or indirectly, alone or as a part of a group, to exercise or direct the exercise
58 of the voting power of the issuing public corporation in the election of directors within any of
59 the following ranges of voting power:

60 (a) One-fifth or more but less than one-third of all voting power;

61 (b) One-third or more but less than a majority of all voting power;

62 (c) A majority or more of all voting power; provided, however, that shares which the
63 person or the group have owned or of which the person or the group could have exercised or
64 directed the voting for more than ten years shall not be deemed to be "control shares" and shall
65 not be aggregated for the purpose of determining inclusion within the above-stated ranges;

66 (6) "Corporation" or "domestic corporation" includes corporations organized under this
67 chapter or subject to some or all of the provisions of this chapter except a foreign corporation;

68 (7) "Foreign corporation" means a corporation for profit organized under laws other than
69 the laws of this state;

70 (8) "Incorporator" means a signer of the original articles of incorporation;

71 (9) "Interested shares" means the shares of an issuing public corporation in respect of
72 which any of the following persons may exercise or direct the exercise of the voting power of
73 the corporation in the election of directors:

74 (a) An acquiring person or member of a group with respect to a control share acquisition;

75 (b) Any officer of the issuing public corporation elected or appointed by the directors of
76 the issuing public corporation;

77 (c) Any employee of the issuing public corporation who is also a director of such
78 corporation;

79 (10) "Issuing public corporation", **unless the articles of incorporation provide**
80 **otherwise as to the applicability of this section, means a corporation that has a class of**
81 **voting stock registered with the securities and exchange commission under section 12 of the**
82 **Exchange Act and is either (a) a corporation incorporated under the laws of the state of**
83 **Missouri, or, (b) subdivision (2) of section 351.690 notwithstanding, any insurance company**
84 **organized pursuant to the laws of Missouri and doing business under the provisions of chapter**
85 **376, RSMo, provided that the bylaws of such insurance company expressly state that such**

86 insurance company shall, for the purposes of this chapter, be included within the definition of
87 "issuing public corporation"[, that has:

88 (a) One hundred or more shareholders;

89 (b) Its principal place of business, its principal office, or substantial assets within
90 Missouri; and

91 (c) One of the following:

92 a. More than ten percent of its shareholders resident in Missouri;

93 b. More than ten percent of its shares owned by Missouri residents; or

94 c. Ten thousand shareholders resident in Missouri. The residence of a shareholder is
95 presumed to be the address appearing in the records of the corporation. Shares held by banks
96 (except as trustee or guardian), brokers or nominees shall be disregarded for purposes of
97 calculating the percentages or numbers described above];

98 (11) "Net assets", for the purpose of determining the right of a corporation to purchase
99 its own shares and of determining the right of a corporation to declare and pay dividends and the
100 liabilities of directors therefor, shall not include shares of its own stock belonging to a
101 corporation;

102 (12) "Paid-in surplus" means all that part of the consideration received by the corporation
103 for, or on account of, all shares issued which does not constitute stated capital minus such formal
104 reductions from said sum as may have been effected in a manner permitted by this chapter;

105 (13) "Person" includes, without limitation, an individual, a foreign or domestic
106 corporation whether not for profit or for profit, a partnership, a limited liability company, an
107 unincorporated society or association, two or more persons having a joint or common interest,
108 or any other entity;

109 (14) "Registered office" means that office maintained by the corporation in this state, the
110 address of which is on file in the office of the secretary of state;

111 (15) "Shareholder" means one who is a holder of record of shares in a corporation;

112 (16) "Shares" are the units into which the shareholders' rights to participate in the control
113 of the corporation, in its surplus or profits, or in the distribution of its assets, are divided;

114 (17) "Stated capital" means at any particular time the sum of:

115 (a) The par value of all shares then issued having a par value; and

116 (b) The consideration received by the corporation for all shares then issued without par
117 value except such part thereof as may have been allocated otherwise than to stated capital in a
118 manner permitted by law; and

119 (c) Such amounts not included in paragraphs (a) and (b) of this subdivision as may have
120 been transferred to the stated capital account of the corporation, whether upon the issue of shares

121 as a share dividend or otherwise, minus such formal reductions from said sum as may have been
122 effected in a manner permitted by this chapter;

123 (18) "Subscriber" means one who subscribes for shares in a corporation, whether before
124 or after incorporation.

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

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

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

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

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

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

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

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

35 **8. A corporation may change the month of its corporate registration report in the**
36 **corporation's initial corporate registration report or a subsequent report. To change its**
37 **filing month, a corporation shall designate the desired month in its corporate registration**
38 **report and include with that report an additional fee of twenty dollars. After a corporation**
39 **registration report designating a new filing month is filed by the secretary of state, the**
40 **corporation's next corporate registration report shall be filed in the newly designated**
41 **month in the next year in which a report is due under subsection 3 of this section or under**
42 **section 351.122.**

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

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

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

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

17 **2. Once a corporation chooses the option of biennial registration, such registration**
18 **must be maintained for the full twenty-four month period. Once the twenty-four month**

19 **period has expired and another corporate registration report is due, a corporation may**
20 **choose to file an annual registration report under section 351.120. However, upon making**
21 **such choice the corporation may later only choose to file a biennial corporate registration**
22 **report in a year appropriate under subsection 1 of this section, based on the year in which**
23 **the corporation was incorporated.**

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

351.125. Every corporation required to register under the provisions of this chapter shall
2 pay to the state a fee of forty dollars for its [annual] **corporate** registration if the report is filed
3 in a written format. The fee is fifteen dollars for each [annual] **corporate** registration report filed
4 via an electronic format prescribed by the secretary of state. **Biennial corporate registration**
5 **reports filed under section 351.122 shall require the fee prescribed in that section.** If a
6 corporation fails to file a corporation registration report when due, it shall be assessed, in
7 addition to its regular registration fee, a late fee of fifteen dollars for each thirty-day period
8 within which the registration report is filed whether in writing or in an electronic format. If the
9 registration report is not filed within ninety days, [the corporation shall forfeit its charter] **the**
10 **secretary of state may proceed with administrative dissolution of such corporation under**
11 **sections 351.484 and 351.486.**

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

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

6 preceding] **report**, as provided by law. The secretary of state may provide a form of the [annual]
7 corporate registration report for filing in a format and medium prescribed by the secretary of
8 state.

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

351.459. 1. For the purposes of this section, the following terms mean:

- 2 (1) "Affiliate", a person that directly, or indirectly through one or more intermediaries,
3 controls, or is controlled by, or is under common control with, a specified person;
- 4 (2) "Announcement date", when used in reference to any business combination, means
5 the date of the first public announcement of the final, definitive proposal for such business
6 combination;
- 7 (3) "Associate", when used to indicate a relationship with any person, means any
8 corporation or organization of which such person is an officer or partner or is, directly or
9 indirectly, the beneficial owner of ten percent or more of any class of voting stock, any trust or
10 other estate in which such person has a substantial beneficial interest or as to which such person
11 serves as trustee or in a similar fiduciary capacity, and any relative or spouse of such person, or
12 any relative of such spouse, who has the same home as such person;
- 13 (4) "Beneficial owner", when used with respect to any stock, means a person that:
 - 14 (a) Individually or with or through any of its affiliates or associates, beneficially owns
15 such stock, directly or indirectly; or
 - 16 (b) Individually or with or through any of its affiliates or associates, has the right to
17 acquire such stock, whether such right is exercisable immediately or only after the passage of
18 time, pursuant to any agreement, arrangement or understanding, whether or not in writing, or
19 upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise;
20 provided, however, that a person shall not be deemed the beneficial owner of stock tendered
21 pursuant to a tender or exchange offer made by such person or any of such person's affiliates or
22 associates until such tendered stock is accepted for purchase or exchange; or the right to vote
23 such stock pursuant to any agreement, arrangement or understanding, whether or not in writing;
24 provided, however, that a person shall not be deemed the beneficial owner of any stock under
25 this item if the agreement, arrangement or understanding to vote such stock arises solely from
26 a revocable proxy or consent given in response to a proxy or consent solicitation made in
27 accordance with the applicable rules and regulations under the Exchange Act and is not then
28 reportable on a Schedule 13D under the Exchange Act, or any comparable or successor report;
29 or

30 (c) Has any agreement, arrangement or understanding, whether or not in writing, for the
31 purpose of acquiring, holding, voting, except voting pursuant to a revocable proxy or consent as
32 described in paragraph (b) of this subdivision, or disposing of such stock with any other person
33 that beneficially owns, or whose affiliates or associates beneficially own, directly or indirectly,
34 such stock;

35 (5) "Business combination", when used in reference to any [resident] domestic
36 corporation and any interested shareholder of such [resident] domestic corporation, means:

37 (a) Any merger or consolidation of such [resident] domestic corporation or any
38 subsidiary of such [resident] domestic corporation with such interested shareholder or any other
39 corporation, whether or not itself an interested shareholder of such [resident] domestic
40 corporation, which is, or after such merger or consolidation would be, an affiliate or associate
41 of such interested shareholder;

42 (b) Any sale, lease, exchange, mortgage, pledge, transfer or other disposition, in one
43 transaction or a series of transactions to or with such interested shareholder or any affiliate or
44 associate of such interested shareholder of assets of such [resident] domestic corporation or any
45 subsidiary of such [resident] domestic corporation having an aggregate market value equal to ten
46 percent or more of the aggregate market value of all the assets, determined on a consolidated
47 basis, of such [resident] domestic corporation, having an aggregate market value equal to ten
48 percent or more of the aggregate market value of all the outstanding stock of such [resident]
49 domestic corporation, or representing ten percent or more of the earning power or net income,
50 determined on a consolidated basis, of such [resident] domestic corporation;

51 (c) The issuance or transfer by such [resident] domestic corporation or any subsidiary
52 of such [resident] domestic corporation, in one transaction or a series of transactions, of any
53 stock of such [resident] domestic corporation or any subsidiary of such [resident] domestic
54 corporation which has an aggregate market value equal to five percent or more of the aggregate
55 market value of all the outstanding stock of such [resident] domestic corporation to such
56 interested shareholder or any affiliate or associate of such interested shareholder except pursuant
57 to the exercise of warrants or rights to purchase stock offered, or a dividend or distribution paid
58 or made, pro rata to all shareholders of such [resident] domestic corporation;

59 (d) The adoption of any plan or proposal for the liquidation or dissolution of such
60 [resident] domestic corporation proposed by, or pursuant to any agreement, arrangement or
61 understanding, whether or not in writing, with such interested shareholder or any affiliate or
62 associate of such interested shareholder;

63 (e) Any reclassification of securities, including, without limitation, any stock split, stock
64 dividend, or other distributions of stock in respect of stock, or any reverse stock split, or
65 recapitalization of such [resident] domestic corporation, or any merger or consolidation of such

66 [resident] domestic corporation with any subsidiary of such [resident] domestic corporation, or
67 any other transaction, whether or not with or into or otherwise involving such interested
68 shareholder, proposed by, or pursuant to any agreement, arrangement or understanding, whether
69 or not in writing, with such interested shareholder or any affiliate or associate of such interested
70 shareholder, which has the effect, directly or indirectly, of increasing the proportionate share of
71 the outstanding shares of any class or series of voting stock or securities convertible into voting
72 stock of such [resident] domestic corporation or any subsidiary of such [resident] domestic
73 corporation which is directly or indirectly owned by such interested shareholder or any affiliate
74 or associate of such interested shareholder, except as a result of immaterial changes due to
75 fractional share adjustments; or

76 (f) Any receipt by such interested shareholder or any affiliate or associate of such
77 interested shareholder of the benefit, directly or indirectly, except proportionately as a
78 shareholder of such [resident] domestic corporation, of any loans, advances, guarantees, pledges
79 or other financial assistance or any tax credits or other tax advantages provided by or through
80 such [resident] domestic corporation;

81 (6) "Common stock", any stock other than preferred stock;

82 (7) "Consummation date", with respect to any business combination, means the date of
83 consummation of such business combination, or, in the case of a business combination as to
84 which a shareholder vote is taken, the later of the business day prior to the vote or twenty days
85 prior to the date of consummation of such business combination;

86 (8) "Control", including the terms "controlling", "controlled by" and "under common
87 control with", the possession, directly or indirectly, of the power to direct or cause the direction
88 of the management and policies of a person, whether through the ownership of voting stock, by
89 contract, or otherwise. A person's beneficial ownership of ten percent or more of a corporation's
90 outstanding voting stock shall create a presumption that such person has control of such
91 corporation. Notwithstanding the foregoing, a person shall not be deemed to have control of a
92 corporation if such person holds voting stock, in good faith and not for the purpose of
93 circumventing this section, as an agent, bank, broker, nominee, custodian or trustee for one or
94 more beneficial owners who do not individually or as a group have control of such corporation;

95 (9) "**Domestic corporation**", a corporation incorporated under the laws of the state
96 of Missouri;

97 (10) "Exchange Act", the act of Congress known as the "Securities Exchange Act of
98 1934", as the same has been or hereafter may be amended from time to time;

99 [(10)] (11) "Interested shareholder", when used in reference to any [resident] domestic
100 corporation, any person, other than such [resident] domestic corporation or any subsidiary of
101 such resident domestic corporation, that:

102 (a) Is the beneficial owner, directly or indirectly, of twenty percent or more of the
103 outstanding voting stock of such [resident] domestic corporation; or

104 (b) Is an affiliate or associate of such [resident] domestic corporation and at any time
105 within the five-year period immediately prior to the date in question was the beneficial owner,
106 directly or indirectly, of twenty percent or more of the then outstanding voting stock of such
107 [resident] domestic corporation; provided that, for the purpose of determining whether a person
108 is an interested shareholder, the number of shares of voting stock of such [resident] domestic
109 corporation deemed to be outstanding shall include shares deemed to be beneficially owned by
110 the person through application of subdivision (4) of this subsection but shall not include any
111 other unissued shares of voting stock of such [resident] domestic corporation which may be
112 issuable pursuant to any agreement, arrangement or understanding, or upon exercise of
113 conversion rights, warrants or options, or otherwise;

114 [(11)] (12) "Market value", when used in reference to stock or property of any [resident]
115 domestic corporation, means:

116 (a) In the case of stock, the highest closing sale price during the thirty-day period
117 immediately preceding the date in question of a share of such stock on the composite tape for
118 New York stock exchange listed stocks, or, if such stock is not quoted on such composite tape
119 or if such stock is not listed on such exchange, on the principal United States securities exchange
120 registered under the Exchange Act on which such stock is listed, or, if such stock is not listed on
121 any such exchange, the highest closing bid quotation with respect to a share of such stock during
122 the thirty-day period preceding the date in question on the National Association of Securities
123 Dealers, Inc., Automated Quotations System or any system then in use, or if no such quotations
124 are available, the fair market value on the date in question of a share of such stock as determined
125 by the board of directors of such [resident] domestic corporation in good faith; and

126 (b) In the case of property other than cash or stock, the fair market value of such property
127 on the date in question as determined by the board of directors of such [resident] domestic
128 corporation in good faith;

129 [(12)] (13) "Preferred stock", any class or series of stock of a [resident] domestic
130 corporation which under the bylaws or articles of incorporation of such [resident] domestic
131 corporation is entitled to receive payment of dividends prior to any payment of dividends on
132 some other class or series of stock, or is entitled in the event of any voluntary liquidation,
133 dissolution or winding up of the [resident] domestic corporation to receive payment or
134 distribution of a preferential amount before any payments or distributions are received by some
135 other class or series of stock;

136 [(13)] "Resident domestic corporation", a corporation incorporated under the laws of the
137 state of Missouri that has:

- 138 (a) One hundred or more shareholders;
139 (b) Its principal place of business, its principal office, or substantial assets within
140 Missouri; and
141 (c) One of the following:
142 a. More than ten percent of its shareholders resident in Missouri;
143 b. More than ten percent of its shares owned by Missouri residents; or
144 c. Ten thousand shareholders resident in Missouri.

145

146 For purposes of this section, reference to shareholders or ownership of shares shall refer to
147 ownership of voting stock; the residence of a partnership, unincorporated association, trust or
148 similar organization shall be the principal office of such organization; the residence of a
149 shareholder shall otherwise be presumed to be the address appearing in the records of the
150 corporation; and shares held by banks (except as trustee or guardian), brokers or nominees shall
151 be disregarded for purposes of calculating the percentages or numbers described above. No
152 resident domestic corporation, which is organized under the laws of this state, shall cease to be
153 a resident domestic corporation by reason of events occurring or actions taken while such
154 resident domestic corporation is subject to the provisions of this section;]

155 (14) "Stock" means:

156 (a) Any stock or similar security, any certificate of interest, any participation in any
157 profit-sharing agreement, any voting trust certificate, or any certificate of deposit for stock; and158 (b) Any security convertible, with or without consideration, into stock, or any warrant,
159 call or other option or privilege of buying stock without being bound to do so, or any other
160 security carrying any right to acquire, subscribe to or purchase stock;161 (15) "Stock acquisition date", with respect to any person and any [resident] domestic
162 corporation, means the date that such person first becomes an interested shareholder of such
163 [resident] domestic corporation;164 (16) "Subsidiary" of any [resident] domestic corporation, means any other corporation
165 of which voting stock, having a majority of the outstanding voting stock of such other
166 corporation, is owned, directly or indirectly, by such [resident] domestic corporation;167 (17) "Voting stock", shares of capital stock of a corporation entitled to vote generally in
168 the election of directors.169 2. Notwithstanding anything to the contrary contained in this section, except the
170 provisions of subsection 4 of this section, no [resident] domestic corporation shall engage in any
171 business combination with any interested shareholder of such [resident] domestic corporation
172 for a period of five years following such interested shareholder's stock acquisition date unless
173 such business combination or the purchase of stock made by such interested shareholder on such

174 interested shareholder's stock acquisition date is approved by the board of directors of such
175 [resident] domestic corporation on or prior to such stock acquisition date. If a good faith
176 proposal is made in writing to the board of directors of such [resident] domestic corporation
177 regarding a business combination, the board of directors shall respond, in writing, within sixty
178 days or such shorter period, if any, as may be required by the Exchange Act, setting forth its
179 reasons for its decision regarding such proposal. If a good faith proposal to purchase stock is
180 made in writing to the board of directors of such [resident] domestic corporation, the board of
181 directors, unless it responds affirmatively in writing within sixty days or such shorter period, if
182 any, as may be required by the Exchange Act, shall be deemed to have disapproved such stock
183 purchase.

184 3. Notwithstanding anything to the contrary contained in this section, except the
185 provisions of subsections 2 and 4 of this section, no [resident] domestic corporation shall engage
186 at any time in any business combination with any interested shareholder of such [resident]
187 domestic corporation other than any of the following business combinations:

188 (1) A business combination approved by the board of directors of such [resident]
189 domestic corporation prior to such interested shareholder's stock acquisition date, or where the
190 purchase of stock made by such interested shareholder on such interested shareholder's stock
191 acquisition date had been approved by the board of directors of such [resident] domestic
192 corporation prior to such interested shareholder's stock acquisition date;

193 (2) A business combination approved by the affirmative vote of the holders of a majority
194 of the outstanding voting stock not beneficially owned by such interested shareholder or any
195 affiliate or associate of such interested shareholder at a meeting called for such purpose no earlier
196 than five years after such interested shareholder's stock acquisition date;

197 (3) A business combination that meets all of the following conditions:

198 (a) The aggregate amount of the cash and the market value as of the consummation date
199 of consideration other than cash to be received per share by holders of outstanding shares of
200 common stock of such [resident] domestic corporation in such business combination is at least
201 equal to the higher of the following:

202 a. The highest per share price paid by such interested shareholder at a time when he was
203 the beneficial owner, directly or indirectly, of five percent or more of the outstanding voting
204 stock of such [resident] domestic corporation, for any shares of common stock of the same class
205 or series acquired by it within the five-year period immediately prior to the announcement date
206 with respect to such business combination, or within the five-year period immediately prior to,
207 or in, the transaction in which such interested shareholder became an interested shareholder,
208 whichever is higher; plus, in either case, interest compounded annually from the earliest date on
209 which such highest per share acquisition price was paid through the consummation date at the

210 rate for one-year United States treasury obligations from time to time in effect; less the aggregate
211 amount of any cash dividends paid, and the market value of any dividends paid other than in
212 cash, per share of common stock since such earliest date, up to the amount of such interest; and

213 b. The market value per share of common stock on the announcement date with respect
214 to such business combination or on such interested shareholder's stock acquisition date,
215 whichever is higher; plus interest compounded annually from such date through the
216 consummation date at the rate for one-year United States treasury obligations from time to time
217 in effect; less the aggregate amount of any cash dividends paid, and the market value of any
218 dividends paid other than in cash, per share of common stock since such date, up to the amount
219 of such interest;

220 (b) The aggregate amount of the cash and the market value as of the consummation date
221 of consideration other than cash to be received per share by holders of outstanding shares of any
222 class or series of stock, other than common stock, of such [resident] domestic corporation is at
223 least equal to the highest of the following, whether or not such interested shareholder has
224 previously acquired any shares of such class or series of stock:

225 a. The highest per share price paid by such interested shareholder at a time when he was
226 the beneficial owner, directly or indirectly, of five percent or more of the outstanding voting
227 stock of such [resident] domestic corporation, for any shares of such class or series of stock
228 acquired by him within the five-year period immediately prior to the announcement date with
229 respect to such business combination, or within the five-year period immediately prior to, or in,
230 the transaction in which such interested shareholder became an interested shareholder, whichever
231 is higher; plus, in either case, interest compounded annually from the earliest date on which such
232 highest per share acquisition price was paid through the consummation date at the rate for
233 one-year United States treasury obligations from time to time in effect; less the aggregate amount
234 of any cash dividends paid, and the market value of any dividends paid other than in cash, per
235 share of such class or series of stock since such earliest date, up to the amount of such interest;

236 b. The highest preferential amount per share to which the holders of shares of such class
237 or series of stock are entitled in the event of any voluntary liquidation, dissolution or winding
238 up of such [resident] domestic corporation, plus the aggregate amount of any dividends declared
239 or due as to which such holders are entitled prior to payment of dividends on some other class
240 or series of stock, unless the aggregate amount of such dividends is included in such preferential
241 amount; and

242 c. The market value per share of such class or series of stock on the announcement date
243 with respect to such business combination or on such interested shareholder's stock acquisition
244 date, whichever is higher; plus interest compounded annually from such date through the
245 consummation date at the rate for one-year United States treasury obligations from time to time

246 in effect; less the aggregate amount of any cash dividends paid, and the market value of any
247 dividends paid other than in cash, per share of such class or series of stock since such date, up
248 to the amount of such interest;

249 (c) The consideration to be received by holders of a particular class or series of
250 outstanding stock, including common stock, of such [resident] domestic corporation in such
251 business combination is in cash or in the same form as the interested shareholder has used to
252 acquire the largest number of shares of such class or series of stock previously acquired by it, and
253 such consideration shall be distributed promptly;

254 (d) The holders of all outstanding shares of stock of such [resident] domestic corporation
255 not beneficially owned by such interested shareholder immediately prior to the consummation
256 of such business combination are entitled to receive in such business combination cash or other
257 consideration for such shares in compliance with paragraphs (a), (b) and (c) of this subdivision;

258 (e) After such interested shareholder's stock acquisition date and prior to the
259 consummation date with respect to such business combination, such interested shareholder has
260 not become the beneficial owner of any additional shares of voting stock of such [resident]
261 domestic corporation except:

262 a. As part of the transaction which resulted in such interested shareholder becoming an
263 interested shareholder;

264 b. By virtue of proportionate stock splits, stock dividends or other distributions of stock
265 in respect of stock not constituting a business combination under paragraph (e) of subdivision
266 (5) of subsection 1 of this section;

267 c. Through a business combination meeting all of the conditions of subsection 2 of this
268 section and this subsection; or

269 d. Through purchase by such interested shareholder at any price which, if such price had
270 been paid in an otherwise permissible business combination the announcement date and
271 consummation date of which were the date of such purchase, would have satisfied the
272 requirements of paragraphs (a), (b) and (c) of this subdivision.

273 4. The provisions of this section shall not apply to:

274 (1) Any business combination of a [resident] domestic corporation that does not have
275 a class of voting stock registered with the securities and exchange commission pursuant to
276 Section 12 of the Exchange Act, unless the articles of incorporation provide otherwise; or

277 (2) Any business combination of a [resident] domestic corporation whose articles of
278 incorporation have been amended to provide that such [resident] domestic corporation shall be
279 subject to the provisions of this section, which did not have a class of voting stock registered
280 with the securities and exchange commission pursuant to Section 12 of the Exchange Act on the

281 effective date of such amendment, and which is a business combination with an interested
282 shareholder whose stock acquisition date is prior to the effective date of such amendment; or

283 (3) Any business combination of a [resident] domestic corporation the original articles
284 of incorporation of which contain a provision expressly electing not to be governed by this
285 section, or which adopts an amendment to such [resident] domestic corporation's bylaws prior
286 to August 1, 1986, expressly electing not to be governed by this section, or which adopts an
287 amendment to such [resident] domestic corporation's bylaws, approved by the affirmative vote
288 of the holders, other than interested shareholders and their affiliates and associates, expressly
289 electing not to be governed by this section, provided that such amendment to the bylaws shall
290 not be effective until eighteen months after such vote of such [resident] domestic corporation's
291 shareholders and shall not apply to any business combination of such [resident] domestic
292 corporation with an interested shareholder whose stock acquisition date is on or prior to the
293 effective date of such amendment; or

294 (4) Any business combination of a [resident] domestic corporation with an interested
295 shareholder of such [resident] domestic corporation which became an interested shareholder
296 inadvertently, if such interested shareholder as soon as practicable, divests itself of a sufficient
297 amount of the voting stock of such [resident] domestic corporation so that it no longer is the
298 beneficial owner, directly or indirectly, of twenty percent or more of the outstanding voting stock
299 of such [resident] domestic corporation, and would not at any time within the five-year period
300 preceding the announcement date with respect to such business combination have been an
301 interested shareholder but for such inadvertent acquisition;

302 (5) Any business combination with an interested shareholder who was the beneficial
303 owner, directly or indirectly, of five percent or more of the outstanding voting stock of such
304 [resident] domestic corporation on December 1, 1985, and remained so to such interested
305 shareholder's stock acquisition date;

306 (6) Any business combination with an interested shareholder or any of its affiliates or
307 associates, provided that such interested shareholder became an interested shareholder at a time
308 when the restrictions contained in this section did not apply by reason of:

309 (a) Any of subdivisions (1) through (5) of this subsection; or

310 (b) The fact that the corporation was not then a [resident] domestic corporation,
311 provided, however, that this subdivision shall not apply if, at the time such interested shareholder
312 became an interested shareholder, the corporation's articles of incorporation contained a
313 provision authorized by the last sentence of this subsection. This subdivision shall apply
314 regardless of whether the stock acquisition date of such interested shareholder occurred prior to
315 August 28, 1999.

316

317 Notwithstanding subdivisions (1), (2), (3), (4) and (5) of this subsection, a corporation, whether
318 or not a [resident] domestic corporation, may elect by a provision of its original articles of
319 incorporation or any amendment thereto to be governed by this section; provided that any such
320 amendment to the articles of incorporation shall not apply to restrict a business combination
321 between the corporation and an interested shareholder of the corporation or any of its affiliates
322 or associates if the interested shareholder became such prior to the effective date of the
323 amendment.

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

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

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

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

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

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

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

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

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

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

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

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

351.592. 1. The registered agent of a foreign corporation may resign his agency
2 appointment by signing and delivering to the secretary of state for filing the original and two
3 exact or conformed copies of a statement of resignation. The statement of resignation may
4 include a statement that the registered office is also discontinued.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- 2 (1) A foreign corporation's application for a certificate of authority to transact business
3 in this state;
- 4 (2) A foreign corporation's application for a certificate of withdrawal; and
- 5 (3) The [annual] **corporate registration** report.

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

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

355.021. 1. The secretary of state shall collect the following fees when the documents
2 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 office or both, five
8 dollars;
9 (6) Agent's statement of change of registered office for each affected corporation, five
10 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, twenty dollars;
18 (14) Application for certificate of authority, twenty dollars;
19 (15) Application for amended certificate of authority, five dollars;
20 (16) Application for certificate of withdrawal, five dollars;
21 (17) **[Annual] Corporate registration report filed annually**, ten dollars if filed in a
22 written format or five dollars if filed electronically in a format prescribed by the secretary of
23 state;
24 (18) **Corporate registration report filed biennially, twenty dollars if filed in a**
25 **written format or ten dollars if filed electronically in a format prescribed by the secretary**
26 **of state;**
27 (19) Articles of correction, five dollars;
28 [(19)] (20) Certificate of existence or authorization, five dollars;
29 [(20)] (21) Any other document required or permitted to be filed by this chapter, five
30 dollars.
31 2. The secretary of state shall collect a fee of ten dollars upon being served with process
32 under this chapter. The party to a proceeding causing service of process is entitled to recover the
33 fee paid the secretary of state as costs if the party prevails in the proceeding.
34 3. The secretary of state shall collect the following fees for copying and certifying the
35 copy of any filed document relating to a domestic or foreign corporation: in a written format
36 fifty cents per page plus five dollars for certification, or in an electronic format five dollars for
37 certification and copies.

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

- 3 (1) "Approved by or approval by the members", approved or ratified by the affirmative
4 vote of a majority of the voters represented and voting at a duly held meeting at which a quorum
5 is present, which affirmative votes also constitute a majority of the required quorum, or by a
6 written ballot or written consent in conformity with this chapter, or by the affirmative vote,
7 written ballot or written consent of such greater proportion, including the votes of all the
8 members of any class, unit or grouping as may be provided in the articles, bylaws or this chapter
9 for any specified member action;
- 10 (2) "Articles of incorporation" or "articles", amended and restated articles of
11 incorporation and articles of merger;
- 12 (3) "Board" or "board of directors", the board of directors except that no person or group
13 of persons is the board of directors because of powers delegated to that person or group pursuant
14 to section 355.316;
- 15 (4) "Bylaws", the code or codes of rules, other than the articles, adopted pursuant to this
16 chapter for the regulation or management of the affairs of the corporation, irrespective of the
17 name or names by which such rules are designated. Bylaws shall not include legally enforceable
18 covenants, declarations, indentures or restrictions imposed upon members by validly recorded
19 indentures, declarations, covenants, restrictions or other recorded instruments, as they apply to
20 real property;
- 21 (5) "Class", a group of memberships which have the same rights with respect to voting,
22 dissolution, redemption and transfer. For the purpose of this section, "rights" shall be considered
23 the same if they are determined by a formula applied uniformly;
- 24 (6) "Corporation", public benefit and mutual benefit corporations;
- 25 (7) "Delegates", those persons elected or appointed to vote in a representative assembly
26 for the election of a director or directors or on other matters;
- 27 (8) "Deliver" includes mail;
- 28 (9) "Directors", individuals, designated in the articles or bylaws or elected by the
29 incorporator or incorporators, and their successors and individuals elected or appointed by any
30 other name or title to act as members of the board;
- 31 (10) "Distribution", the payment of a dividend or any part of the income or profit of a
32 corporation to its members, directors or officers;
- 33 (11) "Domestic corporation", a Missouri corporation;
- 34 (12) "Effective date of notice" is defined in section 355.071;
- 35 (13) "Employee" does not include an officer or director who is not otherwise employed
36 by the corporation;
- 37 (14) "Entity", domestic corporations and foreign corporations, business corporations and
38 foreign business corporations, for-profit and nonprofit unincorporated associations, business

- 39 trusts, estates, partnerships, trusts, and two or more persons having a joint or common economic
40 interest, and a state, the United States, and foreign governments;
- 41 (15) "File", "filed" or "filing", filed in the office of the secretary of state;
- 42 (16) "Foreign corporation", a corporation organized under a law other than the laws of
43 this state which would be a nonprofit corporation if formed under the laws of this state;
- 44 (17) "Governmental subdivision" includes authority, county, district, and municipality;
- 45 (18) "Includes" denotes a partial definition;
- 46 (19) "Individual", a natural person;
- 47 (20) "Means" denotes a complete definition;
- 48 (21) "Member", without regard to what a person is called in the articles or bylaws, any
49 person or persons who on more than one occasion, pursuant to a provision of a corporation's
50 articles or bylaws, have the right to vote for the election of a director or directors; but a person
51 is not a member by virtue of any of the following:
- 52 (a) Any rights such person has as a delegate;
- 53 (b) Any rights such person has to designate a director or directors; or
- 54 (c) Any rights such person has as a director;
- 55 (22) "Membership", the rights and obligations a member or members have pursuant to
56 a corporation's articles, bylaws and this chapter;
- 57 (23) "Mutual benefit corporation", a domestic corporation which is formed as a mutual
58 benefit corporation pursuant to sections 355.096 to 355.121 or is required to be a mutual benefit
59 corporation pursuant to section 355.881;
- 60 (24) "Notice" is defined in section 355.071;
- 61 (25) "Person" includes any individual or entity;
- 62 (26) "Principal office", the office, in or out of this state, so designated in the [annual]
63 **corporate registration** report filed pursuant to section 355.856 where the principal offices of
64 a domestic or foreign corporation are located;
- 65 (27) "Proceeding" includes civil suits and criminal, administrative, and investigatory
66 actions;
- 67 (28) "Public benefit corporation", a domestic corporation which is formed as a public
68 benefit corporation pursuant to sections 355.096 to 355.121, or is required to be a public benefit
69 corporation pursuant to section 355.881;
- 70 (29) "Record date", the date established pursuant to sections 355.181 to 355.311 on
71 which a corporation determines the identity of its members for the purposes of this chapter;
- 72 (30) "Resident", a full-time resident of a long-term care facility or residential care
73 facility;

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

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

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

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

82 (35) "Voting power", the total number of votes entitled to be cast for the election of
83 directors at the time the determination of voting power is made, excluding a vote which is
84 contingent upon the happening of a condition or event that has not occurred at the time. Where
85 a class is entitled to vote as a class for directors, the determination of voting power of the class
86 shall be based on the percentage of the number of directors the class is entitled to elect out of the
87 total 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, teletype, or other
3 form of wire or wireless communication, or by mail or private carrier; if these forms of personal
4 notice are impracticable, notice may be communicated by a newspaper of general circulation in
5 the area where published, or by radio, television, or other form of public broadcast
6 communication.

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

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

11 (1) When received;

12 (2) Five days after its deposit in the United States mail, as evidenced by the postmark,
13 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 certified mail, return
15 receipt requested, and the receipt is signed by or on behalf of the addressee;

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

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

21 6. A written notice or report delivered as part of a newsletter, magazine or other
22 publication regularly sent to members shall constitute a written notice or report if addressed or

23 delivered to the member's address shown in the corporation's current list of members, or in the
24 case of members who are residents of the same household and who have the same address in the
25 corporation's current list of members, if addressed or delivered to one of such members, at the
26 address appearing on the current list of members.

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

32 8. If subsection 2 of section 355.251 or any other provision of this chapter prescribes
33 notice requirements for particular circumstances, those requirements govern. If the articles or
34 bylaws prescribe notice requirements, not inconsistent with this section or other provisions of
35 this chapter, those requirements govern. Failure to comply with the terms of this section shall
36 not invalidate the terms of the notice delivered.

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

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

- 8 (1) The date the corporation receives the mail;
- 9 (2) The date shown on the return receipt, if signed on behalf of the corporation; or
- 10 (3) Five days after its deposit in the United States mail, if mailed and correctly addressed
11 with first class postage affixed.

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

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

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

- 3 (1) The corporation does not pay within thirty days after they are due fees or penalties
4 imposed by this chapter;
- 5 (2) The corporation does not deliver its [annual] **corporate registration** report to the
6 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 state for thirty
8 days or more;

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

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

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

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

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

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

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

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

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

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

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

15 or

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

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

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

4 (1) The foreign corporation does not deliver the [annual] **corporate registration** report
5 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 due any fees
7 or penalties imposed by this chapter;

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

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

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

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

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

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

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

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

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

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

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

8 3. If the foreign corporation does not correct each ground for revocation or demonstrate
9 to the reasonable satisfaction of the secretary of state or attorney general that each ground for
10 revocation determined by the secretary of state or attorney general does not exist within sixty
11 days after service of the notice is perfected under section 355.796, the secretary of state may
12 revoke the foreign corporation's certificate of authority by signing a certificate of revocation that

13 recites the ground or grounds for revocation and its effective date. The secretary of state shall
14 file the original of the certificate and serve a copy on the foreign corporation under section
15 355.796.

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

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

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

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

5 2. A corporation shall maintain appropriate accounting records.

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

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

11 5. A corporation shall keep a copy of the following records at its principal office:

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

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

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

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

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

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

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

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

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

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

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

9 (3) The address of its principal office;

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

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

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

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

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

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

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

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

8 **(1) The fee paid at the time of biennial registration shall be that specified in section
9 355.021;**

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

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

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

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

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

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

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

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

407.485. 1. It shall be an unfair business practice, in violation of section 407.020
2 **for a for profit entity or natural person to collect donations of unwanted household items**
3 **via a public receptacle and resell the donated items for profit unless the donation**
4 **receptacle prominently displays a statement in bold letters at least two inches high and two**
5 **inches wide stating: "DONATIONS ARE NOT FOR CHARITABLE ORGANIZATIONS**
6 **AND WILL BE RESOLD FOR PROFIT."**

7 **2. It shall be an unfair business practice, in violation of section 407.020 for a for**
8 **profit entity or natural person to collect donations of unwanted household items via a**
9 **public receptacle and resell the donated items where some or all of the proceeds from the**

10 sale are directly given to a not for profit entity unless the donation receptacle prominently
11 displays a statement in bold letters at least two inches high and two inches wide stating:
12 **"DONATIONS TO THE FOR PROFIT COMPANY: (name of the company) ARE SOLD**
13 **FOR PROFIT AND (percentage of proceeds donated to the not for profit) PERCENTAGE**
14 **OF ALL PROCEEDS ARE DONATED TO (name of the nonprofit beneficiary**
15 **organization's name)."**

16 **3. It shall be an unfair business practice, in violation of section 407.020 for a for**
17 **profit entity or natural person to collect donations of unwanted household items via a**
18 **public receptacle and resell the donated items, where such for profit entity is paid a flat fee,**
19 **not contingent upon the proceeds generated by the sale of the collected goods, and one**
20 **hundred percent of the proceeds from the sale of the items are given directly to the not for**
21 **profit, unless the donation receptacle prominently displays a statement in bold letters at**
22 **least two inches high and two inches wide stating: "THIS DONATION RECEPTACLE**
23 **IS OPERATED BY THE FOR PROFIT ENTITY: (name of the for profit/individual) ON**
24 **BEHALF of (name of the nonprofit beneficiary organization's name)."**

25 **4. Nothing in this section shall apply to paper, glass, or aluminum products that are**
26 **donated for the purpose of being recycled in the manufacture of other products.**

27 **5. Any entity which, on or before June 1, 2007, has distributed one hundred or**
28 **more separate public receptacles within the state of Missouri to which the provisions of**
29 **subsection 2 or 3 of this section would apply shall be deemed in compliance with the**
30 **signage requirements imposed by this section for the first six months after the effective date**
31 **of this legislation, provided such entity has made or is making good faith efforts to bring**
32 **all signage in compliance with the provisions of this section and all such signage is in**
33 **complete compliance no later than six months after the effective date of this legislation.**

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