

SECOND REGULAR SESSION

SENATE BILL NO. 664

98TH GENERAL ASSEMBLY

INTRODUCED BY SENATOR PARSON.

Pre-filed December 1, 2015, and ordered printed.

ADRIANE D. CROUSE, Secretary.

4840S.01I

AN ACT

To repeal section 351.120, RSMo, and to enact in lieu thereof one new section relating to corporate registration reports for farm corporations.

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

Section A. Section 351.120, RSMo, is repealed and one new section
2 enacted in lieu thereof, to be known as section 351.120, to read as follows:

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

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

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

22 by the corporation under subsection 8 of this section.

23 4. The corporate registration report shall be signed by an officer or
24 authorized person.

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

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

38 7. A corporation's corporate registration report must be filed in a format
39 as prescribed by the secretary of state.

40 8. A corporation may change the month of its corporate registration report
41 in the corporation's initial corporate registration report or a subsequent report.
42 To change its filing month, a corporation shall designate the desired month in its
43 corporate registration report and include with that report an additional fee of
44 twenty dollars. After a corporation registration report designating a new filing
45 month is filed by the secretary of state, the corporation's next corporate
46 registration report shall be filed in the newly designated month in the next year
47 in which a report is due under subsection 3 of this section or under section
48 351.122. This subsection shall become effective January 1, 2010.

49 **9. The requirement to file a corporate registration report**
50 **pursuant to this section shall be waived for authorized farm**
51 **corporations and family farm corporations as defined by subdivision (2)**
52 **of section 350.010 and subdivision (5) of section 350.010, respectively,**
53 **when the information required by subsection 2 of this section has not**
54 **changed since the filing of the corporation's original articles of**
55 **incorporation or most recent corporate registration report, whichever**
56 **is applicable.**