

SENATE AMENDMENT NO. _____

Offered by _____ of _____

Amend _____ Senate Bill No. 348, Page 1, Section Title, Line 3,

by inserting at the end of said line a period "."; and further
amend line 4, by striking all of said line; and

Further amend said bill and page, section A, line 4, by
inserting immediately after said line the following:

"347.015. As used in sections 347.010 to 347.187, the
following terms mean:

(1) "Articles of organization", the articles referred to in
section 347.039, filed with the secretary for the purpose of
forming a limited liability company, as the same may be amended
or restated from time to time as provided in sections 347.010 to
347.187;

(2) "Authorized person", manager, or member, if management
of the limited liability company is vested in the members;

(3) "Bankruptcy", the entry of an order for relief by the
court in a proceeding under the United States Bankruptcy Code,
Title 11, U.S.C., as amended, or its equivalent under a state
insolvency act or a similar law of other jurisdictions;

(4) "Business" includes every trade, occupation or
profession;

(5) "Contribution", cash, other property, the use of
property, services rendered, a promissory note or other binding
obligation to contribute cash or property or perform services or

1 any other valuable consideration transferred by a person to the
2 limited liability company as a prerequisite for membership in the
3 limited liability company and any subsequent transfer to the
4 limited liability company by a person in his capacity as a
5 member;

6 (6) "Court", includes every court and judge having
7 jurisdiction in the case;

8 (7) "Domestic limited liability company" or "limited
9 liability company", a limited liability company organized and
10 existing under sections 347.010 to 347.187;

11 (8) "Event of withdrawal", an event that causes a person to
12 cease to be a member as provided in section 347.123;

13 (9) "First Responder", the same meaning as in section
14 67.145 and his or her spouse;

15 (10) "Foreign limited liability company", a limited
16 liability company formed under the laws of any jurisdiction other
17 than the state of Missouri;

18 [(10)] (11) "Manager", with respect to a limited liability
19 company whose articles of organization state that management of
20 the limited liability company is vested in one or more managers,
21 the person or persons designated, appointed or elected as such in
22 the manner provided in subsection 2 of section 347.079;

23 [(11)] (12) "Member", any person that signs in person or by
24 an attorney in fact, or otherwise is a party to the operating
25 agreement at the time the limited liability company is formed and
26 is identified as a member in that operating agreement and any
27 person who is subsequently admitted as a member in a limited
28 liability company in accordance with sections 347.010 to 347.187
29 and the operating agreement, until such time as an event of

1 withdrawal occurs with respect to such person;

2 [(12)] (13) "Member's interest", a member's share of the
3 profits and losses of a limited liability company and the right
4 to receive distributions of limited liability company assets;

5 [(13)] (14) "Military spouse", any person who is the
6 spouse of a uniformed services member;

7 (15) "Operating agreement", any valid agreement or
8 agreements, written or oral, among all members, or written
9 declaration by the sole member concerning the conduct of the
10 business and affairs of the limited liability company and the
11 relative rights, duties and obligations of the members and
12 managers, if any;

13 [(14)] (16) "Organizer", any of the signers of the
14 articles of organization;

15 [(15)] (17) "Person", includes individuals, partnerships,
16 domestic or foreign limited partnerships, domestic or foreign
17 limited liability companies, domestic or foreign corporations,
18 trusts, business trusts, employee stock ownership trusts, real
19 estate investment trusts, estates, associations, and other
20 business or not-for-profit entities;

21 [(16)] (18) "Real property", includes land, any interest,
22 leasehold or estate in land and any improvements thereon;

23 [(17)] (19) "Secretary", the secretary of state for the
24 state of Missouri and its delegates responsible for the
25 administration of sections 347.010 to 347.187;

26 [(18)] (20) "Surviving entity", the surviving or resulting
27 person pursuant to a merger or consolidation in which one or more
28 domestic limited liability companies are parties;

29 (21) "Uniformed services member", a member of the active or

1 reserve components of the Army, Navy, Air Force, Marine Corps, or
2 Coast Guard of the United States who is on active duty, or a
3 member on activated status of the National Guard;

4 (22) "Veteran", any individual defined as a veteran by the
5 United States Department of Veterans' Affairs or its successor
6 agency.

7 347.179. 1. The secretary shall charge and collect:

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

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

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

16 (4) Amendments to and restatements of articles of limited
17 liability companies to application for registration of a foreign
18 limited liability company or any other filing otherwise provided
19 for, a fee of twenty dollars;

20 (5) Articles of termination of limited liability companies
21 or cancellation of registration of foreign limited liability
22 companies, a fee of twenty dollars;

23 (6) For filing notice of merger or consolidation, a fee of
24 twenty dollars;

25 (7) For filing a notice of winding up, a fee of twenty
26 dollars;

27 (8) For issuing a certificate of good standing, a fee of
28 five dollars;

29 (9) For a notice of the abandonment of merger or

consolidation, a fee of twenty dollars;

(10) For furnishing a copy of any document or instrument, a fee of fifty cents per page;

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

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

(13) For any service of notice, demand, or process upon the secretary as resident agent of a limited liability company, a fee of twenty dollars, which amount may be recovered as taxable costs by the party instituting such suit, action, or proceeding causing such service to be made if such party prevails therein;

(14) For filing an amended certificate of registration a fee of twenty dollars; and

(15) For filing a statement of correction a fee of five dollars.

2. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section and for application for reservation of a name in subdivision (11) of subsection 1 of this section shall be waived if an organizer who is listed as a member in the operating agreement of the limited liability company is a first responder, a veteran, or a member of the Missouri National Guard or any other active duty military, who resides in the state of Missouri, and provides proof of such service to the secretary of state.

3. Fees mandated in subdivisions (1), (2), and (3) of subsection 1 of this section and for application for reservation of a name in subdivision (11) of subsection 1 of this section

1 shall be waived if an organizer who is listed as a member in the
2 operating agreement if the limited liability company is a
3 military spouse, and provides a copy of a marriage certificate,
4 and proof of his or her spouse's service to the secretary."; and

5 Further amend said bill and page, section 347.740, line 5,
6 by inserting immediately after said line the following:

7 "351.015. As used in this chapter, unless the context
8 otherwise requires, the following terms mean:

9 (1) "Articles of incorporation" includes the original
10 articles of incorporation and all amendments thereto, and
11 includes articles of merger or consolidation;

12 (2) "Authorized shares" [means] the aggregate number of
13 shares of stock of all classes, whether with or without par
14 value, which the corporation is authorized to issue. Shares of
15 its own stock belonging to a corporation shall be deemed to be
16 issued shares but not outstanding shares;

17 (3) "Certificate of stock" [means] a written instrument
18 signed by or bearing the facsimile signature of the proper
19 corporate officers, as required by this chapter, evidencing the
20 fact that the person therein named is the holder of record of the
21 share or shares therein described;

22 (4) "Control share acquisition" [means] the acquisition,
23 directly or indirectly, by any person of ownership of, or the
24 power to direct the exercise of voting power with respect to,
25 issued and outstanding control shares. For the purposes of this
26 chapter, shares acquired within ninety days of any acquisition of
27 shares or shares acquired pursuant to a plan to make a control
28 share acquisition are considered to have been acquired in the
29 same acquisition. For the purposes of this chapter, a person who

1 acquires shares in the ordinary course of business for the
2 benefit of others in good faith and not for the purpose of
3 circumventing this chapter has voting power only of shares in
4 respect of which that person would be able to exercise or direct
5 the exercise of votes without further instruction from others.
6 The acquisition of any shares of an issuing public corporation
7 does not constitute a control share acquisition if the
8 acquisition is consummated in any of the following circumstances:

9 (a) Prior to June 13, 1984;

10 (b) Pursuant to a contract in existence prior to June 13,
11 1984;

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

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

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

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

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

29 (h) Pursuant to the satisfaction of a pledge or other

1 security interest created in good faith and not for the purpose
2 of circumventing section 351.407;

3 (i) Pursuant to a merger or consolidation effected in
4 compliance with sections 351.410 to 351.458 if the issuing public
5 corporation is a party to the agreement of merger or
6 consolidation;

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

14 (k) By or from any person whose shares have been previously
15 accorded voting rights pursuant to section 351.407; provided, the
16 acquisition entitles the person making the acquisition, directly
17 or indirectly, alone or as a part of a group, to exercise or
18 direct the exercise of voting power of the corporation in the
19 election of directors within a range of the voting power not in
20 excess of the range of voting power associated with the shares to
21 which voting rights have been previously accorded;

22 (5) "Control shares" [means] shares that, except for this
23 chapter, would have voting power with respect to shares of an
24 issuing public corporation that, when added to all other shares
25 of the issuing public corporation owned by a person or in respect
26 to which that person may exercise or direct the exercise of
27 voting power, would entitle that person, immediately after
28 acquisition of the shares, directly or indirectly, alone or as a
29 part of a group, to exercise or direct the exercise of the voting

1 power of the issuing public corporation in the election of
2 directors within any of the following ranges of voting power:

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

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

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

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

17 (7) "First Responder", the same meaning as in section
18 67.145 and his or her spouse;

19 (8) "Foreign corporation" [means] a corporation for profit
20 organized under laws other than the laws of this state;

21 [(8)] (9) "Incorporator" [means] a signer of the original
22 articles of incorporation;

23 [(9)] (10) "Interested shares" [means] the shares of an
24 issuing public corporation in respect of which any of the
25 following persons may exercise or direct the exercise of the
26 voting power of the corporation in the election of directors:

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

29 (b) Any officer of the issuing public corporation elected

1 or appointed by the directors of the issuing public corporation;

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

4 [(10)] (11) "Issuing public corporation", unless the
5 articles of incorporation provide otherwise as to the
6 applicability of this section, [means] a corporation that has a
7 class of voting stock registered with the securities and exchange
8 commission under Section 12 of the Exchange Act and is either (a)
9 a corporation incorporated under the laws of the state of
10 Missouri, or, (b) subdivision (2) of section 351.690
11 notwithstanding, any insurance company organized pursuant to the
12 laws of Missouri and doing business under the provisions of
13 chapter 376, provided that the bylaws of such insurance company
14 expressly state that such insurance company shall, for the
15 purposes of this chapter, be included within the definition of
16 "issuing public corporation";

17 [(11)] (12) "Military spouse", any person who is the spouse
18 of a uniformed services member;

19 (13) "Net assets", for the purpose of determining the right
20 of a corporation to purchase its own shares and of determining
21 the right of a corporation to declare and pay dividends and the
22 liabilities of directors therefor, shall not include shares of
23 its own stock belonging to a corporation;

24 [(12)] (14) "Paid-in surplus" [means], all that part of
25 the consideration received by the corporation for, or on account
26 of, all shares issued which does not constitute stated capital
27 minus such formal reductions from said sum as may have been
28 effected in a manner permitted by this chapter;

29 [(13)] (15) "Person", includes, without limitation, an

1 individual, a foreign or domestic corporation whether not for
2 profit or for profit, a partnership, a limited liability company,
3 an unincorporated society or association, two or more persons
4 having a joint or common interest, or any other entity;

5 [(14)] (16) "Registered office" [means] that office
6 maintained by the corporation in this state, the address of which
7 is on file in the office of the secretary of state;

8 [(15)] (17) "Shareholder" [means] one who is a holder of
9 record of shares in a corporation;

10 [(16)] (18) "Shares" are the units into which the
11 shareholders' rights to participate in the control of the
12 corporation, in its surplus or profits, or in the distribution of
13 its assets, are divided;

14 [(17)] (19) "Stated capital" [means] at any particular
15 time the sum of:

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

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

22 (c) Such amounts not included in paragraphs (a) and (b) of
23 this subdivision as may have been transferred to the stated
24 capital account of the corporation, whether upon the issue of
25 shares as a share dividend or otherwise, minus such formal
26 reductions from said sum as may have been effected in a manner
27 permitted by this chapter;

28 [(18)] (20) "Subscriber" [means] one who subscribes for
29 shares in a corporation, whether before or after incorporation;

1 (21) "Uniformed services member", a member of the active or
2 reserve components of the Army, Navy, Air Force, Marine Corps, or
3 Coast Guard of the United States who is on active duty, or a
4 member on activated status of the National Guard;

5 (22) "Veteran", any individual defined as a veteran by the
6 United States Department of Veterans' Affairs or its successor
7 agency.

8 351.065. 1. No corporation shall be organized under the
9 general and business corporation law of Missouri unless the
10 persons named as incorporators shall at or before the filing of
11 the articles of incorporation pay to the director of revenue
12 three dollars for the issuance of the certificate and fifty
13 dollars for the first thirty thousand dollars or less of the
14 authorized shares of the corporation and a further sum of five
15 dollars for each additional ten thousand dollars of its
16 authorized shares, and no increase in the authorized shares of
17 the corporation shall be valid or effectual unless the
18 corporation has paid the director of revenue five dollars for
19 each ten thousand dollars or less of the increase in the
20 authorized shares of the corporation, and the corporation shall
21 file a duplicate receipt issued by the director of revenue for
22 the payments required by this section to be made with the
23 secretary of state as is provided by this chapter for the filing
24 of articles of incorporation; except that the requirements of
25 this section to pay incorporation taxes and fees shall not apply
26 to foreign railroad corporations which built their lines of
27 railway into or through this state prior to November 21, 1943.

28 2. For the purpose of this section, the dollar amount of
29 authorized shares is the par value thereof in the case of shares

1 with par value and is one dollar per share in the case of shares
2 without par value.

3 3. Fees mandated in subsection 1 of this section shall be
4 waived if a majority shareholder, officer, or director of the
5 organizing corporation is:

6 (1) A military spouse, and provides a copy of a marriage
7 certificate, and proof of his or her spouse's service to the
8 secretary;

9 (2) A first responder who provides proof of such service as
10 a first responder to the secretary of state; or

11 (3) A veteran or a member of the Missouri National Guard or
12 any other active duty military, who resides in the state of
13 Missouri, and provides proof of such service to the secretary of
14 state."; and

15 Further amend said bill and page, section 351.127, line 7,
16 by inserting immediately after said line the following:

17 "354.010. As used in sections 354.010 to 354.380, unless
18 the context clearly indicates otherwise, the following terms
19 mean:

20 (1) "Corporation", a domestic health services corporation
21 subject to the provisions of sections 354.010 to 354.380;

22 (2) "Director", the director of the department of
23 insurance, financial institutions and professional registration
24 of the state of Missouri;

25 (3) "First Responder", the same meaning as in section
26 67.145 and his or her spouse;

27 (4) "Health services", the health care and services
28 provided by hospitals, or other health care institutions,
29 organizations, associations or groups, and by doctors of

1 medicine, osteopathy, dentistry, chiropractic, optometry and
2 podiatry, nursing services, medical appliances, equipment and
3 supplies, drugs, medicines, ambulance services, and other
4 therapeutic services and supplies;

5 [(4)] (5) "Health services corporation", any not-for-profit
6 corporation heretofore or hereafter organized or operating for
7 the purposes of establishing and operating a nonprofit plan or
8 plans under which prepaid hospital care, medical-surgical care
9 and other health care and services, or reimbursement therefor,
10 may be furnished to a member or beneficiary;

11 [(5)] (6) "Member" or "beneficiary", a natural person who
12 is entitled to receive health services, or reimbursement
13 therefor, pursuant to a contract made by a health services
14 corporation with or for the benefit of such person;

15 [(6)] (7) "Membership contract", any agreement, contract or
16 certificate by which a health services corporation describes the
17 health services or benefits to be provided thereunder to its
18 members or beneficiaries;

19 [(7)] (8) "Military spouse", any person who is the spouse
20 of a uniformed services member;

21 (9) "Not-for-profit corporation", a nonprofit domestic
22 corporation organized under or accepting the provisions of
23 chapter 355 or incorporated under chapter 352;

24 (10) "Uniformed services member", a member of the active or
25 reserve components of the Army, Navy, Air Force, Marine Corps, or
26 Coast Guard of the United States who is on active duty, or a
27 member on activated status of the National Guard;

28 (11) "Veteran", any individual defined as a veteran by the
29 United States Department of Veterans' Affairs or its successor

1 agency.

2 354.150. 1. Every health services corporation subject to
3 the provisions of sections 354.010 to 354.380 shall pay the
4 following fees to the director for the administration and
5 enforcement of the provisions of this chapter:

6 (1) For filing the declaration required on organization of
7 each domestic company, two hundred fifty dollars;

8 (2) For filing statement and certified copy of charter
9 required of foreign companies, two hundred fifty dollars;

10 (3) For filing application to renew certificate of
11 authority, along with all required annual reports, including the
12 annual statement, actuarial statement, risk-based capital report,
13 report of valuation of policies or other obligations of
14 assurance, and audited financial report of any company doing
15 business in this state, one thousand five hundred dollars;

16 (4) For filing any paper, document, or report not filed
17 under subdivision (1), (2), or (3) of this section but required
18 to be filed in the office of the director, fifty dollars each;

19 (5) For affixing the seal of office of the director, ten
20 dollars;

21 (6) For accepting each service of process upon the company,
22 ten dollars.

23 2. Fees mandated in subdivision (1) of subsection 1 of this
24 section shall be waived if a majority shareholder, officer, or
25 director of the organizing corporation is a first responder, a
26 veteran, or a member of the Missouri National Guard or any other
27 active duty military, who resides in the state of Missouri, and
28 provides proof of such service to the secretary of state.

29 3. Fees mandated in subdivisions (1) and (2) of subsection

1 of this section shall be waived if a majority shareholder, officer, or director of the organizing corporation is a military spouse, and provides a copy of a marriage certificate, and proof of his or her spouse's service to the secretary.

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

(1) Articles of incorporation, twenty dollars;

(2) Application for reserved name, twenty dollars;

(3) Notice of transfer of reserved name, two dollars;

(4) Application for renewal of reserved name, twenty dollars;

(5) Corporation's statement of change of registered agent or registered office or both, five dollars;

(6) Agent's statement of change of registered office for each affected corporation, five dollars;

(7) Agent's statement of resignation, five dollars;

(8) Amendment of articles of incorporation, five dollars;

(9) Restatement of articles of incorporation with amendments, five dollars;

(10) Articles of merger, five dollars;

(11) Articles of dissolution, five dollars;

(12) Articles of revocation of dissolution, five dollars;

(13) Application for reinstatement following administrative dissolution, twenty dollars;

(14) Application for certificate of authority, twenty dollars;

(15) Application for amended certificate of authority, five dollars;

1 (16) Application for certificate of withdrawal, five
2 dollars;

3 (17) Corporate registration report filed annually, ten
4 dollars if filed in a written format or five dollars if filed
5 electronically in a format prescribed by the secretary of state;

6 (18) Corporate registration report filed biennially, twenty
7 dollars if filed in a written format or ten dollars if filed
8 electronically in a format prescribed by the secretary of state;

9 (19) Articles of correction, five dollars;

10 (20) Certificate of existence or authorization, five
11 dollars;

12 (21) Any other document required or permitted to be filed
13 by this chapter, five dollars.

14 2. The secretary of state shall collect a fee of ten
15 dollars upon being served with process under this chapter. The
16 party to a proceeding causing service of process is entitled to
17 recover the fee paid the secretary of state as costs if the party
18 prevails in the proceeding.

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

25 4. Fees mandated in subdivisions (1) and (2) of subsection
26 1 of this section shall be waived if an initial officer or
27 director of the nonprofit corporation is a first responder, a
28 veteran, or a member of the Missouri National Guard or any other
29 active duty military, who resides in the state of Missouri, and

1 provides proof of such service to the secretary of state.

2 5. Fees mandated in subdivisions (1) and (2) of subsection
3 1 of this section and subsection 3 of this section shall be
4 waived if an initial officer or director of the nonprofit
5 corporation is a military spouse, and provides a copy of a
6 marriage certificate, and proof of his or her spouse's service to
7 the secretary."; and

8 Further amend said bill, page 2, section 355.023, line 5, by
9 inserting immediately after said line the following:

10 "355.066. Unless the context otherwise requires or unless
11 otherwise indicated, as used in this chapter the following terms
12 mean:

13 (1) "Approved by or approval by the members", approved or
14 ratified by the affirmative vote of a majority of the voters
15 represented and voting at a duly held meeting at which a quorum
16 is present, which affirmative votes also constitute a majority of
17 the required quorum, or by a written ballot or written consent in
18 conformity with this chapter, or by the affirmative vote, written
19 ballot or written consent of such greater proportion, including
20 the votes of all the members of any class, unit or grouping as
21 may be provided in the articles, bylaws or this chapter for any
22 specified member action;

23 (2) "Articles of incorporation" or "articles", amended and
24 restated articles of incorporation and articles of merger;

25 (3) "Board" or "board of directors", the board of directors
26 except that no person or group of persons is the board of
27 directors because of powers delegated to that person or group
28 pursuant to section 355.316;

29 (4) "Bylaws", the code or codes of rules, other than the

1 articles, adopted pursuant to this chapter for the regulation or
2 management of the affairs of the corporation, irrespective of the
3 name or names by which such rules are designated. Bylaws shall
4 not include legally enforceable covenants, declarations,
5 indentures or restrictions imposed upon members by validly
6 recorded indentures, declarations, covenants, restrictions or
7 other recorded instruments, as they apply to real property;

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

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

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

18 (8) "Deliver" includes mail;

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

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

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

27 (12) "Effective date of notice" is defined in section
28 355.071;

29 (13) "Employee" does not include an officer or director

1 who is not otherwise employed by the corporation;

2 (14) "Entity", domestic corporations and foreign
3 corporations, business corporations and foreign business
4 corporations, for-profit and nonprofit unincorporated
5 associations, business trusts, estates, partnerships, trusts, and
6 two or more persons having a joint or common economic interest,
7 and a state, the United States, and foreign governments;

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

10 (16) "First Responder", the same meaning as in section
11 67.145 and his or her spouse;

12 (17) "Foreign corporation", a corporation organized under a
13 law other than the laws of this state which would be a nonprofit
14 corporation if formed under the laws of this state;

15 [(17)] (18) "Governmental subdivision", includes authority,
16 county, district, and municipality;

17 [(18)] (19) "Includes", denotes a partial definition;

18 [(19)] (20) "Individual", a natural person;

19 [(20)] (21) "Means", denotes a complete definition;

20 [(21)] (22) "Member", without regard to what a person is
21 called in the articles or bylaws, any person or persons who on
22 more than one occasion, pursuant to a provision of a
23 corporation's articles or bylaws, have the right to vote for the
24 election of a director or directors; but a person is not a member
25 by virtue of any of the following:

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

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

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

1 [(22)] (23) "Membership", the rights and obligations a
2 member or members have pursuant to a corporation's articles,
3 bylaws and this chapter;

4 [(23)] (24) "Military spouse", any person who is the spouse
5 of a uniformed services member;

6 (25) "Mutual benefit corporation", a domestic corporation
7 which is formed as a mutual benefit corporation pursuant to
8 sections 355.096 to 355.121 or is required to be a mutual benefit
9 corporation pursuant to section 355.881;

10 [(24)] (26) "Notice" [is defined], as described in section
11 355.071;

12 [(25)] (27) "Person", includes any individual or entity;

13 [(26)] (28) "Principal office", the office, in or out of
14 this state, so designated in the corporate registration report
15 filed pursuant to section 355.856 where the principal offices of
16 a domestic or foreign corporation are located;

17 [(27)] (29) "Proceeding", includes civil suits and
18 criminal, administrative, and investigatory actions;

19 [(28)] (30) "Public benefit corporation", a domestic
20 corporation which is formed as a public benefit corporation
21 pursuant to sections 355.096 to 355.121, or is required to be a
22 public benefit corporation pursuant to section 355.881;

23 [(29)] (31) "Record date", the date established pursuant
24 to sections 355.181 to 355.311 on which a corporation determines
25 the identity of its members for the purposes of this chapter;

26 [(30)] (32) "Resident", a full-time resident of a
27 long-term care facility or residential care facility;

28 [(31)] (33) "Secretary", the corporate officer to whom the

1 board of directors has delegated responsibility pursuant to
2 subsection 2 of section 355.431 for custody of the minutes of the
3 directors' and members' meetings and for authenticating the
4 records of the corporation;

5 [(32)] (34) "State", when referring to a part of the
6 United States, includes a state or commonwealth, and its agencies
7 and governmental subdivisions, and any territory or insular
8 possession, and its agencies and governmental subdivisions, of
9 the United States;

10 (35) "Uniformed services member", a member of the active or
11 reserve components of the Army, Navy, Air Force, Marine Corps, or
12 Coast Guard of the United States who is on active duty, or a
13 member on activated status of the National Guard;

14 [(33)] (36) "United States", includes any agency of the
15 United States;

16 (37) "Veteran", any individual defined as a veteran by the
17 United States Department of Veterans' Affairs or its successor
18 agency;

19 [(34)] (38) "Vote", includes authorization by written
20 ballot and written consent; and

21 [(35)] (38) "Voting power", the total number of votes
22 entitled to be cast for the election of directors at the time the
23 determination of voting power is made, excluding a vote which is
24 contingent upon the happening of a condition or event that has
25 not occurred at the time. Where a class is entitled to vote as a
26 class for directors, the determination of voting power of the
27 class shall be based on the percentage of the number of directors
28 the class is entitled to elect out of the total number of
29 authorized directors."; and

1 Further amend said bill and page, section 356.233, line 5,
2 by inserting immediately after said line the following:

3 "357.060. 1. For incorporation under this chapter as
4 herein provided, there shall be paid to and collected by the
5 state director of revenue a fee of fifty dollars for the first
6 fifty thousand dollars or less of capital stock, and the further
7 sum of five dollars for each additional ten thousand dollars of
8 its capital stock. The limitation upon the aggregate amount of
9 capital stock shall be the same as in respect to other
10 corporations.

11 2. Fees mandated in subsection 1 of this section shall be
12 waived if the association of persons signing the written articles
13 of association and agreement includes:

14 (1) A military spouse, and provides a copy of a marriage
15 certificate, and proof of his or her spouse's service to the
16 secretary;

17 (2) A first responder who provides proof of such service as
18 a first responder to the secretary of state; or

19 (3) A veteran or a member of the Missouri National Guard or
20 any other active duty military, who resides in the state of
21 Missouri, and provides proof of such service to the secretary of
22 state.

23 3. For purposes of this section, the following terms shall
24 mean:

25 (1) "First Responder", the same meaning as in section
26 67.145 and his or her spouse;

27 (2) "Military spouse", any person who is the spouse of a
28 uniformed services member;

29 (3) "Uniformed services member", a member of the active or

1 reserve components of the Army, Navy, Air Force, Marine Corps, or
2 Coast Guard of the United States who is on active duty, or a
3 member on activated status of the National Guard;

4 (4) "Veteran", any individual defined as a veteran by the
5 United States Department of Veterans' Affairs or its successor
6 agency.

7 358.020. In this chapter:

8 (1) "Bankrupt", includes a debtor pursuant to a voluntary
9 or involuntary petition filed under the Federal Bankruptcy Code
10 or a person or entity subject to an insolvency or similar
11 proceeding under state law;

12 (2) "Business", includes every trade, occupation, or
13 profession;

14 (3) "Conveyance", includes every assignment, lease,
15 mortgage, or encumbrance;

16 (4) "Court", includes every court and judge having
17 jurisdiction in the case;

18 (5) "First Responder", shall have the same meaning as in
19 section 67.145 and his or her spouse;

20 (6) "Foreign registered limited liability partnership"
21 [means], a limited liability partnership formed pursuant to an
22 agreement governed by the laws of another jurisdiction and
23 registered as a limited liability partnership under the laws of
24 such jurisdiction;

25 [(6)] (7) "Military spouse", includes any person who is the
26 spouse of a uniformed services member;

27 (8) "Person", includes individuals, partnerships, domestic
28 or foreign limited partnerships, domestic or foreign limited
29 liability companies, domestic or foreign corporations, trusts,

1 business trusts, real estate investment trusts, estates and other
2 associations or business entities;

3 [(7)] (9) "Real property", includes land and any interest
4 or estate in land; [and]

5 [(8)] (10) "Registered limited liability partnership"
6 [means], a partnership formed pursuant to an agreement governed
7 by the laws of this state, registered pursuant to section 358.440
8 and complying with sections 358.450 and 358.460;

9 (11) "Uniformed services member", a member of the active or
10 reserve components of the Army, Navy, Air Force, Marine Corps, or
11 Coast Guard of the United States who is on active duty, or a
12 member on activated status of the National Guard;

13 (12) "Veteran", any individual defined as a veteran by the
14 United States Department of Veterans' Affairs or its successor
15 agency.

16 358.440. 1. To register as a limited liability partnership
17 pursuant to this section, a written application shall be filed
18 with the office of the secretary of state. The application shall
19 set forth:

20 (1) The name of the partnership;

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

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

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

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

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

3 2. The application shall be signed on behalf of the
4 partnership by a majority of the partners or by one or more
5 partners authorized by a majority in interest of the partners to
6 sign the application on behalf of the partnership.

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

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

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

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

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

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

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

6 7. If a person is included in the number of partners of a
7 registered limited liability partnership set forth in an
8 application, a renewal application or a certificate of amendment
9 of an application or a renewal application, the inclusion of such
10 person shall not be admissible as evidence in any action, suit or
11 proceeding, whether civil, criminal, administrative or
12 investigative, for the purpose of determining whether such person
13 is liable as a partner of such registered limited liability
14 partnership. The status of a partnership as a registered limited
15 liability partnership and the liability of a partner of such
16 registered limited liability partnership shall not be adversely
17 affected if the number of partners stated in an application, a
18 renewal application or a certificate of amendment of an
19 application or a renewal application is erroneously stated
20 provided that the application, renewal application or certificate
21 of amendment of an application or a renewal application was filed
22 in good faith.

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

28 9. An effective registration may be renewed before its
29 expiration by filing in duplicate with the secretary of state an

1 application containing current information of the kind required
2 in an initial application, including the registration number as
3 assigned by the secretary of state. The renewal application
4 shall be accompanied by a fee of one hundred dollars on the date
5 of renewal plus, if the renewal increases the number of partners,
6 fifty dollars for each partner added, but the fee shall not
7 exceed two hundred dollars. All moneys from such fees shall be
8 deposited into the general revenue fund. A renewal application
9 filed under this section continues an effective registration for
10 one year after the date the effective registration would
11 otherwise expire.

12 10. A registration may be withdrawn by filing with the
13 secretary of state a written withdrawal notice signed on behalf
14 of the partnership by a majority of the partners or by one or
15 more partners authorized by a majority of the partners to sign
16 the notice on behalf of the partnership. A withdrawal notice
17 shall include the name of the partnership, the date of
18 registration of the partnership's last application under this
19 section, and a current street address of the partnership's
20 principal office in this state or outside the state, as
21 applicable. A withdrawal notice terminates the registration of
22 the partnership as a limited liability partnership as of the date
23 of filing the notice in the office of the secretary of state.
24 The withdrawal notice shall be accompanied by a filing fee of
25 twenty dollars.

26 11. If a partnership that has registered pursuant to this
27 section ceases to be registered as provided in subsection 6 or 10
28 of this section, that fact shall not affect the status of the
29 partnership as a registered limited liability partnership prior

1 to the date the partnership ceased to be registered pursuant to
2 this section.

3 12. A document filed under this section may be amended or
4 corrected by filing with the secretary of state articles of
5 amendment, signed by a majority of the partners or by one or more
6 partners authorized by a majority of the partners. The articles
7 of amendment shall contain:

8 (1) The name of the partnership;

9 (2) The identity of the document being amended;

10 (3) The part of the document being amended; and

11 (4) The amendment or correction.

12 The articles of amendment shall be accompanied by a filing fee of
13 twenty dollars plus, if the amendment increases the number of
14 partners, fifty dollars for each partner added, but the fee shall
15 not exceed two hundred dollars; provided that no amendment of an
16 application or a renewal application is required as a result of a
17 change after the application or renewal application is filed in
18 the number of partners of the registered limited liability
19 partnership or in the business in which the registered limited
20 liability partnership engages. All moneys from such fees shall
21 be deposited into the general revenue fund. The status of a
22 partnership as a registered limited liability partnership shall
23 not be affected by changes after the filing of an application or
24 a renewal application in the information stated in the
25 application or renewal application.

26 13. No later than ninety days after the happening of any of
27 the following events, an amendment to an application or a renewal
28 application reflecting the occurrence of the event or events
29 shall be executed and filed by a majority in interest of the

1 partners or by one or more partners authorized by a majority of
2 the partners to execute an amendment to the application or
3 renewal application:

4 (1) A change in the name of the registered limited
5 liability partnership;

6 (2) Except as provided in subsections 2 and 3 of section
7 358.470, a change in the address of the registered office or a
8 change in the name or address of the registered agent of the
9 registered limited liability partnership.

10 14. Unless otherwise provided in this chapter or in the
11 certificate of amendment of an application or a renewal
12 application, a certificate of amendment of an application or a
13 renewal application or a withdrawal notice of an application or a
14 renewal application shall be effective at the time of its filing
15 with the secretary of state.

16 15. The secretary of state may provide forms for the
17 application specified in subsection 1 of this section, the
18 renewal application specified in subsection 9 of this section,
19 the withdrawal notice specified in subsection 10 of this section,
20 and the amendment or correction specified in subsection 12 of
21 this section.

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

25 17. The secretary of state may revoke the filing of a
26 document filed under this section if the secretary of state
27 determines that the filing fee for the document was paid by an
28 instrument that was dishonored when presented by the state for
29 payment. The secretary of state shall return the document and

1 give notice of revocation to the filing party by regular mail.
2 Failure to give or receive notice does not invalidate the
3 revocation. A revocation of a filing does not affect an earlier
4 filing.

5 18. If any person signs a document required or permitted to
6 be filed pursuant to sections 358.440 to 358.500 which the person
7 knows is false in any material respect with the intent that the
8 document be delivered on behalf of a partnership to the secretary
9 of state for filing, such person shall be guilty of a class A
10 misdemeanor. Unintentional errors in the information set forth
11 in an application filed pursuant to subsection 1 of this section,
12 or changes in the information after the filing of the
13 application, shall not affect the status of a partnership as a
14 registered limited liability partnership.

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

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

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

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

29 (b) Of the address of the office required to be maintained

1 in the jurisdiction of its organization by the laws of that
2 jurisdiction or, if not so required, of the principal office of
3 the foreign limited liability partnership.

4 20. A partnership that registers as a limited liability
5 partnership shall not be deemed to have dissolved as a result
6 thereof and is for all purposes the same partnership that existed
7 before the registration and continues to be a partnership under
8 the laws of this state. If a registered limited liability
9 partnership dissolves, a partnership which is a successor to such
10 registered limited liability partnership and which intends to be
11 a registered limited liability partnership shall not be required
12 to file a new registration and shall be deemed to have filed any
13 documents required or permitted under this chapter which were
14 filed by the predecessor partnership.

15 21. Fees mandated in subsection 3 of this section shall be
16 waived if a general partner of the partnership is:

17 (1) A military spouse, and provides a copy of a marriage
18 certificate, and proof of his or her spouse's service to the
19 secretary;

20 (2) A first responder who provides proof of such service as
21 a first responder to the secretary of state; or

22 (3) A veteran or a member of the Missouri National Guard or
23 any other active duty military, who resides in the state of
24 Missouri, and provides proof of such service to the secretary of
25 state.

26 359.011. As used in this chapter, the following terms mean:

27 (1) "Certificate of limited partnership", the certificate
28 referred to in section 359.091, and the certificate as amended or
29 restated;

1 (2) "Contribution", any cash, property, services rendered,
2 or a promissory note or other binding obligation to contribute
3 cash or property or to perform services, which a partner
4 contributes to a limited partnership in his capacity as a
5 partner;

6 (3) "Event of withdrawal of a general partner", an event
7 that causes a person to cease to be a general partner as provided
8 in section 359.241;

9 (4) "First Responder", the same meaning as in section
10 67.145 and his or her spouse;

11 (5) "Foreign limited partnership", a partnership formed
12 under the laws of any country or of any state other than this
13 state and having as partners one or more general partners and one
14 or more limited partners;

15 [(5)] (6) "General partner", a person who has been admitted
16 to a limited partnership as a general partner in accordance with
17 the partnership agreement and named in the certificate of limited
18 partnership as a general partner;

19 [(6)] (7) "Limited partner", a person who has been admitted
20 to a limited partnership as a limited partner in accordance with
21 the partnership agreement;

22 [(7)] (8) "Limited partnership" and "domestic limited
23 partnership", a partnership formed by two or more persons under
24 the laws of this state and having one or more general partners
25 and one or more limited partners;

26 [(8)] (9) "Military spouse", any person who is the spouse
27 of a uniformed services member;

28 (10) "Partner", a limited or general partner;

29 [(9)] (11) "Partnership agreement", any valid agreement,

1 written or oral, of the partners as to the affairs of a limited
2 partnership and the conduct of its business;

3 [(10)] (12) "Partnership interest", a partner's share of
4 the profits and losses of a limited partnership and the right to
5 receive distributions of partnership assets;

6 [(11)] (13) "Person", a natural person, partnership,
7 limited partnership (domestic or foreign), domestic or foreign
8 limited liability company, trust, estate, association, or
9 corporation;

10 [(12)] (14) "Registered limited liability limited
11 partnership", a limited partnership complying with section
12 359.172;

13 [(13)] (15) "State", a state, territory, or possession of
14 the United States, the District of Columbia, or the Commonwealth
15 of Puerto Rico;

16 (16) "Uniformed services member", a member of the active or
17 reserve components of the Army, Navy, Air Force, Marine Corps, or
18 Coast Guard of the United States who is on active duty, or a
19 member on activated status of the National Guard;

20 (17) "Veteran", any individual defined as a veteran by the
21 United States Department of Veterans' Affairs or its successor
22 agency.

23 359.651. 1. The secretary of state shall charge the fee
24 specified for filing the following:

25 (1) Certificates of limited partnership: one hundred
26 dollars;

27 (2) Applications for registration of foreign limited
28 partnerships and issuance of a certificate of registration to
29 transact business in this state: one hundred dollars;

1 (3) Amendments to and restatements of certificates of
2 limited partnerships or to applications for registration of
3 foreign limited partnerships or any other filing not otherwise
4 provided for: twenty dollars;

5 (4) Cancellations of certificates of limited partnerships
6 or of registration of foreign limited partnerships: twenty
7 dollars;

8 (5) A consent required to be filed under this chapter:
9 twenty dollars;

10 (6) A change of address of registered agent, or change of
11 registered agent, or both: five dollars;

12 (7) A partner list: one dollar each page;

13 (8) Reservation of name: twenty dollars;

14 (9) Rescission fee: one hundred dollars.

15 2. Fees mandated in subdivision (1) of subsection 1 of this
16 section shall be waived if a general partner of the partnership
17 is a first responder, a veteran, or a member of the Missouri
18 National Guard or any other active duty military, who resides in
19 the state of Missouri, and provides proof of such service to the
20 secretary of state.

21 3. Fees mandated in subdivisions (1) and (2) of subsection
22 1 of this section shall be waived if a general partner of the
23 partnership is a military spouse, and provides a copy of a
24 marriage certificate, and proof of his or her spouse's service to
25 the secretary.; and

26 Further amend said bill and page, section 359.653, line 5,
27 by inserting after all of said line the following:

28 "394.020. In this chapter, unless the context otherwise
29 requires, the following terms mean:

1 (1) "First Responder", the same meaning as in section
2 67.145 and his or her spouse;

3 (2) "Member" [means], each incorporator of a cooperative
4 and each person admitted to and retaining membership therein, and
5 shall include a husband and wife admitted to joint membership;

6 [(2)] (3) "Military spouse", any person who is the spouse
7 of a uniformed services member;

8 (4) "Person", includes any natural person, firm,
9 association, corporation, business trust, partnership, federal
10 agency, state or political subdivision or agency thereof, or any
11 body politic; [and]

12 [(3)] (5) "Rural area", shall be deemed to mean any area
13 of the United States not included within the boundaries of any
14 city, town or village having a population in excess of fifteen
15 hundred inhabitants, and such term shall be deemed to include
16 both the farm and nonfarm population thereof;

17 (6) "Uniformed services member", a member of the active or
18 reserve components of the Army, Navy, Air Force, Marine Corps, or
19 Coast Guard of the United States who is on active duty, or a
20 member on activated status of the National Guard;

21 (7) "Veteran", any individual defined as a veteran by the
22 United States Department of Veterans' Affairs or its successor
23 agency.

24 394.250. 1. There shall be charged and collected for:

25 (1) Filing articles of incorporation, ten dollars;

26 (2) Filing articles of amendment, one dollar;

27 (3) Filing articles of consolidation or merger, ten
28 dollars;

29 (4) Filing articles of conversion, ten dollars;

1 (5) Filing certificate of election to dissolve, one dollar;
2 (6) Filing articles of dissolution, two dollars; and
3 (7) Filing certificate of change of principal office, two
4 dollars.

5 2. All fees shall be made payable to and collected by the
6 state director of revenue.

7 3. Fees mandated in subdivision (1) of subsection 1 of this
8 section shall be waived if an initial member of the cooperative
9 is:

10 (1) A first responder who provides proof of such service as
11 a first responder to the secretary of state;

12 (2) A military spouse, and provides a copy of a marriage
13 certificate, and proof of his or her spouse's service to the
14 secretary; or

15 (3) A veteran or a member of the Missouri National Guard or
16 any other active duty military, who resides in the state of
17 Missouri, and provides proof of such service to the secretary of
18 state."; and

19 Further amend said bill and page, section 417.018, line 5,
20 by inserting immediately after said line the following:

21 "417.220. 1. For the registration or renewal of each
22 fictitious name under sections 417.200 to 417.230 there shall be
23 paid to the state director of revenue a fee of two dollars if
24 filed electronically in a format prescribed by the secretary of
25 state or if filed in a written format prescribed by the secretary
26 of state.

27 2. Fees mandated in subsection 1 of this section shall be
28 waived if a party owning any interest or part in the business is:

29 (1) A military spouse, and provides a copy of a marriage

1 certificate, and proof of his or her spouse's service to the
2 secretary;

3 (2) A first responder who provides proof of such service as
4 a first responder to the secretary of state; or

5 (3) A veteran or a member of the Missouri National Guard or
6 any other active duty military, who resides in the state of
7 Missouri, and provides proof of such service to the secretary of
8 state.

9 3. For purposes of this section, the following terms shall
10 mean:

11 (1) "First Responder", the same meaning as in section
12 67.145 and his or her spouse;

13 (2) "Military spouse", any person who is the spouse of a
14 uniformed services member;

15 (3) "Uniformed services member", a member of the active or
16 reserve components of the Army, Navy, Air Force, Marine Corps, or
17 Coast Guard of the United States who is on active duty, or a
18 member on activated status of the National Guard;

19 (4) "Veteran", any individual defined as a veteran by the
20 United States Department of Veterans' Affairs or its successor
21 agency."; and

22 Further amend the title and enacting clause accordingly.
23