

## CONFERENCE COMMITTEE SUBSTITUTE

FOR

## HOUSE COMMITTEE SUBSTITUTE

FOR

## SENATE SUBSTITUTE

FOR

## SENATE BILL NO. 333

## AN ACT

To repeal sections 208.018, 208.285, 210.251, 347.020, 347.143, 347.179, 347.183, 347.186, 358.460, 358.470, 394.120, and 431.202, RSMo, and to enact in lieu thereof twenty new sections relating to nonprofit organizations, with penalty provisions.

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

Section A. Sections 208.018, 208.285, 210.251, 347.020, 347.143, 347.179, 347.183, 347.186, 358.460, 358.470, 394.120, and 431.202, RSMo, are repealed and twenty new sections enacted in lieu thereof, to be known as sections 105.1500, 208.018, 208.285, 208.1060, 210.251, 253.387, 261.450, 347.020, 347.044, 347.143, 347.179, 347.183, 347.186, 358.460, 358.470, 362.034, 394.120, 407.475, 431.201, and 431.202, to read as follows:

105.1500. 1. This section shall be known and may be cited as "The Personal Privacy Protection Act".

2. As used in this section, the following terms mean:

(1) "Personal information", any list, record, register, registry, roll, roster, or other compilation of data of any kind that directly or indirectly identifies a person as a member, supporter, or volunteer of, or donor of financial or nonfinancial support to, any entity exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986, as amended;

11       (2) "Public agency", the state and any political  
12 subdivision thereof including, but not limited to, any  
13 department, agency, office, commission, board, division, or  
14 other entity of state government; any county, city,  
15 township, village, school district, community college  
16 district; or any other local governmental unit, agency,  
17 authority, council, board, commission, state or local court,  
18 tribunal, or other judicial or quasi-judicial body.

19       3. (1) Notwithstanding any provision of law to the  
20 contrary, but subject to the exceptions listed in subsection  
21 4 of this section, a public agency shall not:

22       (a) Require any individual to provide the public  
23 agency with personal information or otherwise compel the  
24 release of personal information;

25       (b) Require any entity exempt from federal income  
26 taxation under Section 501(c) of the Internal Revenue Code  
27 to provide the public agency with personal information or  
28 otherwise compel the release of personal information;

29       (c) Release, publicize, or otherwise publicly disclose  
30 personal information in possession of a public agency; or

31       (d) Request or require a current or prospective  
32 contractor or grantee with the public agency to provide the  
33 public agency with a list of entities exempt from federal  
34 income taxation under Section 501(c) of the Internal Revenue  
35 Code of 1986, as amended, to which it has provided financial  
36 or nonfinancial support.

37       (2) All personal information in the possession of a  
38 public agency shall be considered a closed record under  
39 chapter 610.

40       4. The provisions of this section shall not preclude  
41 any individual or entity from being required to comply with  
42 any of the following:

43       (1) Submitting any report or disclosure required by  
44 this chapter or chapter 130;

45       (2) Responding to any lawful request or subpoena for  
46 personal information from the Missouri ethics commission as  
47 a part of an investigation or publicly disclosing personal  
48 information as a result of an enforcement action from the  
49 Missouri ethics commission pursuant to its authority in  
50 sections 105.955 to 105.966;

51       (3) Responding to any lawful warrant for personal  
52 information issued by a court of competent jurisdiction;

53       (4) Responding to any lawful request for discovery of  
54 personal information in litigation if:

55       (a) The requestor demonstrates a compelling need for  
56 the personal information by clear and convincing evidence;  
57 and

58       (b) The requestor obtains a protective order barring  
59 disclosure of personal information to any person not named  
60 in the litigation;

61       (5) Providing any report or disclosure required by  
62 state law to be filed with the secretary of state; or

63       (6) Admitting any personal information as relevant  
64 evidence before a court of competent jurisdiction. However,  
65 no court shall publicly reveal personal information absent a  
66 specific finding of good cause.

67       5. (1) A person or entity alleging a violation of  
68 this section may bring a civil action for appropriate  
69 injunctive relief, damages, or both. Damages awarded under  
70 this section may include one of the following, as  
71 appropriate:

72       (a) A sum of moneys not less than two thousand five  
73 hundred dollars to compensate for injury or loss caused by  
74 each violation of this section; or

75        (b) For an intentional violation of this section, a  
76 sum of moneys not to exceed three times the sum described in  
77 paragraph (a) of this subdivision.

78        (2) A court, in rendering a judgment in an action  
79 brought under this section, may award all or a portion of  
80 the costs of litigation, including reasonable attorney's  
81 fees and witness fees, to the complainant in the action if  
82 the court determines that the award is appropriate.

83        (3) A person who knowingly violates this section is  
84 guilty of a class B misdemeanor.

208.018. 1. Subject to federal approval, the  
2 department of social services shall establish a pilot  
3 program for the purpose of providing Supplemental Nutrition  
4 Assistance Program (SNAP) participants with access and the  
5 ability to afford fresh food when purchasing fresh food at  
6 farmers' markets. The pilot program shall be established in  
7 at least one rural area and one urban area. Under the pilot  
8 program, such participants shall be able to:

9        (1) Purchase fresh fruit, vegetables, meat, fish,  
10 poultry, eggs, and honey with SNAP benefits with an  
11 electronic benefit transfer (EBT) card; and

12        (2) Receive a dollar-for-dollar match for every SNAP  
13 dollar spent at a participating farmers' market or vending  
14 urban agricultural zone as defined in section 262.900 in an  
15 amount up to ten dollars per week whenever the participant  
16 purchases fresh food with an EBT card.

17        2. For purposes of this section, the term "farmers'  
18 market" shall mean a market with multiple stalls at which  
19 farmer-producers sell agricultural products, particularly  
20 fresh fruit and vegetables, directly to the general public  
21 at a central or fixed location.

22        3. Purchases of approved fresh food by SNAP  
23 participants under this section shall automatically trigger

24 matching funds reimbursement into the central farmers'  
25 market vendor accounts by the department.

26 4. The funding of this pilot program shall be subject  
27 to appropriation. In addition to appropriations from the  
28 general assembly, the department may apply for available  
29 grants and shall be able to accept other gifts, grants, and  
30 donations to develop and maintain the program.

31 5. The department shall promulgate rules setting forth  
32 the procedures and methods of implementing this section.  
33 Any rule or portion of a rule, as that term is defined in  
34 section 536.010, that is created under and pursuant to the  
35 authority delegated in this section shall become effective  
36 only if it complies with and is subject to all of the  
37 provisions of chapter 536 and, if applicable, section  
38 536.028. This section and chapter 536 are nonseverable and  
39 if any of the powers vested with the general assembly  
40 pursuant to chapter 536 to review, to delay the effective  
41 date, or to disapprove and annul a rule are subsequently  
42 held unconstitutional, then the grant of rulemaking  
43 authority and any rule proposed or adopted after August 28,  
44 2014, shall be invalid and void.

45 6. Under and pursuant to section 23.253 of the  
46 Missouri sunset act:

47 (1) The provisions of this section shall sunset  
48 automatically six years after [the effective date of this  
49 section] August 28, 2021, unless reauthorized by an act of  
50 the general assembly; and

51 (2) If such program is reauthorized, the program  
52 authorized under this section shall sunset automatically  
53 twelve years after the effective date of the reauthorization  
54 of this section; and

55           (3) This section shall terminate on September first of  
56 the calendar year immediately following the calendar year in  
57 which the program authorized under this section is sunset.

208.285. 1. The department of agriculture shall apply  
2 for a grant under the United States Department of  
3 Agriculture's Senior Farmers' Market Nutrition Program and  
4 apply for a grant and submit a state plan under the United  
5 States Department of Agriculture's Women, Infants and  
6 Children (WIC) Farmers' Market Nutrition Program to provide  
7 low-income seniors and pregnant and postpartum women,  
8 infants, and children under five years of age who are found  
9 to be at nutritional risk with vouchers or other approved  
10 and acceptable methods of payment including, but not limited  
11 to, electronic cards that may be used to purchase eligible  
12 foods at farmers' markets[, roadside stands, and community-  
13 supported agriculture (CSA) programs].

14           2. There is hereby established the "Missouri [Senior]  
15 Farmers' Market Nutrition Program" within the department of  
16 agriculture. Upon receipt of any grant moneys under  
17 subsection 1 of this section, the program shall supply  
18 Missouri-grown, fresh produce to [senior] participants  
19 through the distribution of vouchers or other approved  
20 methods of payment that may be used only at designated  
21 Missouri farmers' markets[, roadside stands, and CSA  
22 programs]. The program is designed to provide a  
23 supplemental source of fresh produce for the dietary needs  
24 of low-income seniors and pregnant and postpartum women,  
25 infants, and children under five years of age who are found  
26 to be at nutritional risk; to stimulate an increased demand  
27 for Missouri-grown produce at farmers' markets[, roadside  
28 stands, and CSA programs]; and to develop new and additional  
29 farmers' markets[, roadside stands, and CSA programs].

30           3. Eligible seniors and pregnant and postpartum women,  
31 infants, and children under five years of age who are found  
32 to be at nutritional risk shall receive [senior] farmers'  
33 market nutrition program vouchers or other approved methods  
34 of payment from designated distribution sites in their  
35 county of residence or a neighboring county. Upon the  
36 issuance of vouchers or other approved methods of payment,  
37 participants shall be provided with a list of participating  
38 farmers[, ] and farmers' markets[, roadside stands, and CSA  
39 programs. The department shall provide distribution site  
40 information at all county area agencies on aging].

41           4. For purposes of this section, "[senior]  
42 participant" means a person who is sixty years of age or  
43 older [by December thirty-first of the program year] at the  
44 time of application and who meets the income eligibility  
45 criteria based on guidelines published annually by the  
46 United States Department of Agriculture or a person who  
47 participates in the women, infants and children (WIC)  
48 special supplemental nutrition program administered by the  
49 department of health and senior services.

50           5. The department of agriculture and any other state  
51 department, state or local government agency, or nonprofit  
52 entity participating in the Missouri farmers' market  
53 nutrition program shall cooperate as necessary including,  
54 but not limited to, entering into written agreements in  
55 order to effectively establish and maintain the United  
56 States Department of Agriculture's Senior Farmers' Market  
57 and the Women, Infants and Children (WIC) Farmers' Market  
58 Nutrition Programs.

59           6. The department may promulgate rules to implement  
60 the provisions of this section. Any rule or portion of a  
61 rule, as that term is defined in section 536.010, that is  
62 created under the authority delegated in this section shall

63 become effective only if it complies with and is subject to  
64 all of the provisions of chapter 536 and, if applicable,  
65 section 536.028. This section and chapter 536 are  
66 nonseverable, and if any of the powers vested with the  
67 general assembly pursuant to chapter 536 to review, to delay  
68 the effective date, or to disapprove and annul a rule are  
69 subsequently held unconstitutional, then the grant of  
70 rulemaking authority and any rule proposed or adopted after  
71 August 28, [2018] 2021, shall be invalid and void.

208.1060. The department of social services shall  
2 submit a state plan to the U.S. Department of Agriculture  
3 for a "Farm to Food Bank Project" under 7 CFR 251.10(j) and  
4 shall contract with any qualified food bank, as defined in 7  
5 CFR 251.3(f), for the purpose of operating the project.

210.251. 1. By January 1, 1994, financial incentives  
2 shall be provided by the department of health and senior  
3 services through the child development block grant and other  
4 public moneys for child-care facilities wishing to upgrade  
5 their standard of care and which meet quality standards.

6 2. The department of health and senior services shall  
7 make federal funds available to licensed or inspected child-  
8 care centers pursuant to federal law as set forth in the  
9 Child and Adult Food Program, 42 U.S.C. 1766.

10 3. Notwithstanding any other provision of law, in the  
11 administration of the program for at-risk children through  
12 the Child and Adult Food Program, 42 U.S.C. 1766, this state  
13 shall not have requirements that are stricter than federal  
14 regulations for participants in such program. Child care  
15 facilities shall not be required to be licensed child care  
16 providers to participate in such federal program so long as  
17 minimum health and safety standards are met and documented.

253.387. 1. As provided in Article III, Section 48 of  
2 the Constitution of Missouri, the department of natural

3 resources is hereby authorized to acquire by purchase, from  
4 funds appropriated or otherwise available to the department,  
5 or to acquire by gift, if such gift is unencumbered by any  
6 lien or mortgage, the Antioch Cemetery, a historic cemetery  
7 wherein is interred freed African-American slaves and their  
8 descendants, for the purpose of historic preservation and to  
9 inform and educate future generations to the contribution  
10 and sacrifice of freed African-American slaves and  
11 descendants to their country and to preserve for posterity  
12 this historic site located at 2300 Antioch Road, Clinton,  
13 Missouri, to be operated and maintained by the division of  
14 state parks within the department of natural resources. The  
15 cemetery is hereby designated as a state historic site.

16 2. In acquiring this cemetery, which may include both  
17 real and personal property, the department shall make  
18 adequate provisions for the proper care, maintenance, and  
19 safekeeping of the property. The department may contract  
20 for maintenance of the property.

21 3. The attorney general shall approve the form of the  
22 instrument of conveyance.

23 4. Upon acquisition of the property, the department  
24 shall allow for burials to continue in the same manner as  
25 they had been conducted prior to acquisition until all  
26 burial plots have been purchased. The department shall  
27 charge no more than one hundred dollars per burial credited  
28 to the Antioch cemetery fund established in this section and  
29 shall not be liable for any additional costs associated with  
30 any burial. The department shall not be responsible for  
31 active burials.

32 5. (1) There is hereby created in the state treasury  
33 the "Antioch Cemetery Fund", which shall consist of gifts,  
34 bequests, and moneys donated or collected under this  
35 section. The state treasurer shall be custodian of the

36 fund. In accordance with sections 30.170 and 30.180, the  
37 state treasurer may approve disbursements. The fund shall  
38 be a dedicated fund and, upon appropriation, moneys in the  
39 fund shall be used solely for the administration of this  
40 section.

41 (2) Notwithstanding the provisions of section 33.080  
42 to the contrary, any moneys remaining in the fund at the end  
43 of the biennium shall not revert to the credit of the  
44 general revenue fund.

45 (3) The state treasurer shall invest moneys in the  
46 fund in the same manner as other funds are invested. Any  
47 interest and moneys earned on such investments shall be  
48 credited to the fund.

261.450. 1. There is hereby established the "Missouri  
2 Food Security Task Force".

3 2. The task force shall be comprised of the following  
4 members:

5 (1) Two members of the house of representatives, with  
6 one member to be appointed by the speaker of the house of  
7 representatives and one member to be appointed by the  
8 minority floor leader of the house of representatives;

9 (2) Two members of the senate, with one member to be  
10 appointed by the president pro tempore of the senate and one  
11 member to be appointed by the minority floor leader of the  
12 senate;

13 (3) The director of the department of agriculture, or  
14 the director's designee;

15 (4) The director of the department of economic  
16 development, or the director's designee;

17 (5) The director of the department of health and  
18 senior services, or the director's designee;

19 (6) The director of the department of social services,  
20 or the director's designee;

21       (7) One registered dietician, appointed by the  
22 Missouri Academy of Nutrition and Dietetics;  
23       (8) The commissioner of the department of elementary  
24 and secondary education, or the commissioner's designee;  
25       (9) Two representatives from institutions of higher  
26 education located in Missouri, with knowledge or experience  
27 with hunger on college campuses, with one representative  
28 from a four-year college or university and one  
29 representative from a two-year college;  
30       (10) One member representing a statewide association  
31 providing direct services to low-income Missourians  
32 experiences food insecurity;  
33       (11) Two members representing advocacy organizations  
34 focused on addressing child hunger and family food  
35 insecurity;  
36       (12) One member representing food banks located in  
37 Missouri;  
38       (13) One member representing a business specializing  
39 in retail or direct food sales;  
40       (14) Two members representing a community development  
41 financial institution, one with experience in food retail  
42 financing and one with experience in consumers experiencing  
43 food insecurity;  
44       (15) Two members representing local food producers,  
45 with one representing an urban area and one representing a  
46 rural area;  
47       (16) Two members representing statewide farmer-led or  
48 farmer-based organizations;  
49       (17) One member representing a faith-based  
50 organization offering food security services;  
51       (18) One member representing a nonprofit organization  
52 working in food systems to address food insecurity concerns.

53       3. Members of the task force, other than the  
54 legislative members and directors of state agencies, shall  
55 be appointed by the director of the department of  
56 agriculture.

57       4. The director of the department of agriculture shall  
58 ensure that the membership of the task force reflects the  
59 diversity of the state, with members on the task force  
60 representing urban and rural areas and various geographic  
61 regions of the state.

62       5. The department of agriculture shall provide  
63 technical and administrative support as required by the task  
64 force to fulfill its duties.

65       6. State departments shall provide relevant data as  
66 requested by the task force to fulfill its duties.

67       7. Members of the task force shall serve without  
68 compensation but shall receive reimbursement for actual and  
69 necessary expenses incurred in attending meetings of the  
70 task force or any subcommittee thereof.

71       8. The task force shall hold its first meeting within  
72 two months after the effective date of this section and  
73 organize by selecting a chair and a vice chair.

74       9. The mission of the task force shall be to:

75       (1) Determine the ability of individuals located in  
76 urban and rural areas throughout the state to access healthy  
77 food and identify populations and areas in which access to  
78 food is limited or uncertain;

79       (2) Identify ways in which the state could connect  
80 resources and individuals in an effort to ensure food  
81 security for all Missourians;

82       (3) Evaluate the impact of tax increment financing  
83 projects and restrictive deed covenants imposed by grocery  
84 retailers on creating food deserts or prolonging existing  
85 food deserts;

86           (4) Evaluate the potential impacts of online food  
87 retail on food insecurity throughout the state; and

88           (5) Evaluate potential strategies to improve  
89 collaborations and efficiencies in federal and state  
90 nutrition safety net programming.

91           10. The task force shall report a summary of its  
92 findings and recommendations to the governor's office and  
93 the general assembly by August twenty-eighth of each year.

94           11. The task force shall be dissolved on December 31,  
95 2023, unless extended until December 31, 2025, as determined  
96 necessary by the department of agriculture.

          347.020. The name of each limited liability company as  
2 set forth in its articles of organization:

3           (1) Shall contain the words "limited company" or  
4 "limited liability company" or the abbreviation "LC", "LLC",  
5 "L.C." or "L.L.C." and shall be the name under which the  
6 limited liability company transacts business in this state  
7 unless the limited liability company registers another name  
8 under which it transacts business as provided under chapter  
9 417 or conspicuously discloses its name as set forth in its  
10 articles of organization;

11           (2) May not contain the word "corporation",  
12 "incorporated", "limited partnership", "limited liability  
13 partnership", "limited liability limited partnership", or  
14 "Ltd." or any abbreviation of one of such words or any word  
15 or phrase which indicates or implies that it is organized  
16 for any purpose not stated in its articles of organization  
17 or that it is a governmental agency; [and]

18           (3) Must be distinguishable upon the records of the  
19 secretary from the name of any corporation, limited  
20 liability company, limited partnership, limited liability  
21 partnership, or limited liability limited partnership which

is licensed, organized, reserved, or registered under the laws of this state as a domestic or foreign entity, unless:

(a) Such other holder of a reserved or registered name consents to such use in writing and files appropriate documentation to the secretary to change its name to a name that is distinguishable upon the records of the secretary from the name of the applying limited liability company; or

(b) A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the applicant to the use of such name in this state is filed with the secretary; and

(4) For a limited liability company that has been dissolved or canceled, shall not be available for use by others for a period of one year from the effective date of the dissolution or cancellation.

347.044. 1. Each limited liability company organized pursuant to this chapter and each foreign limited liability company registered in this state shall file an information statement with the secretary of state.

2. The information statement shall include:

(1) The name of the limited liability company or foreign limited liability company;

(2) The company charter number assigned by the secretary of state;

(3) The address of the principal place of business;

(4) The address, including street and number, if any, of the registered office and the name of the registered agent at such office; and

(5) If a foreign limited liability company, the state or other jurisdiction under whose law the company is formed.

3. The information statement shall be current as of the date the statement is filed with the secretary of state.

18       4. The limited liability company or foreign limited  
19 liability company shall file an information statement every  
20 five years, and the information statement shall be due on  
21 the fifteenth day of the month in which the anniversary of  
22 the date the limited liability company or foreign limited  
23 liability company organized or registered in Missouri  
24 occurs. For limited liability companies and foreign limited  
25 liability companies that organized or registered in an even-  
26 numbered year before January 1, 2022, the first information  
27 statement shall be due in 2024. For limited liability  
28 companies and foreign limited liability companies that  
29 organized or registered in an odd-numbered year before  
30 January 1, 2023, the first information statement shall be  
31 due in 2025.

32       5. The information statement shall be signed by an  
33 authorized person.

34       6. If the information statement does not contain the  
35 information required under this section, the secretary of  
36 state shall promptly notify the limited liability company or  
37 foreign limited liability company and return the information  
38 statement for completion. The entity shall return the  
39 completed information statement to the secretary within  
40 sixty days of the issuance of the notice.

41       7. Ninety days before the statement is due, the  
42 secretary of state shall send notice to each limited  
43 liability company or foreign limited liability company that  
44 the information statement is due. The notice shall be  
45 directed to the limited liability company's registered  
46 office as stated in the company's most recent filing with  
47 the secretary of state.

347.143. 1. A limited liability company may be  
2 dissolved involuntarily by a decree of the circuit court for  
3 the county in which the registered office of the limited

4 liability company is situated in an action filed by the  
5 attorney general when it is established that the limited  
6 liability company:

7 (1) Has procured its articles of organization through  
8 fraud;

9 (2) Has exceeded or abused the authority conferred  
10 upon it by law;

11 (3) Has carried on, conducted, or transacted its  
12 business in a fraudulent or illegal manner; or

13 (4) By the abuse of its powers contrary to the public  
14 policy of the state, has become liable to be dissolved.

15 2. On application by or for a member, the circuit  
16 court for the county in which the registered office of the  
17 limited liability company is located may decree dissolution  
18 of a limited liability company [whenever] if the court  
19 determines:

20 (1) It is not reasonably practicable to carry on the  
21 business in conformity with the operating agreement;

22 (2) Dissolution is reasonably necessary for the  
23 protection of the rights or interests of the complaining  
24 members;

25 (3) The business of the limited liability company has  
26 been abandoned;

27 (4) The management of the limited liability company is  
28 deadlocked or subject to internal dissension; or

29 (5) Those in control of the limited liability company  
30 have been found guilty of, or have knowingly countenanced,  
31 persistent and pervasive fraud, mismanagement, or abuse of  
32 authority.

347.179. 1. The secretary shall charge and collect:

2 (1) For filing the original articles of organization,  
3 a fee of [one hundred] ninety-five dollars;

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

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

11           (4) Amendments to and restatements of articles of  
12 limited liability companies to application for registration  
13 of a foreign limited liability company or any other filing  
14 otherwise provided for, a fee of twenty dollars or, if filed  
15 online in an electronic format prescribed by the secretary,  
16 a fee of ten dollars;

17           (5) Articles of termination of limited liability  
18 companies or cancellation of registration of foreign limited  
19 liability companies, a fee of twenty dollars or, if filed  
20 online in an electronic format prescribed by the secretary,  
21 a fee of ten dollars;

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

24           (7) For filing a notice of winding up, a fee of twenty  
25 dollars or, if filed online in an electronic format  
26 prescribed by the secretary, a fee of ten dollars;

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

29           (9) For a notice of the abandonment of merger or  
30 consolidation, a fee of twenty dollars;

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

33           (11) For accepting an application for reservation of a  
34 name, or for filing a notice of the transfer or cancellation  
35 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;

(16) For filing an information statement for a domestic or foreign limited liability company, a fee of fifteen dollars or, if filing online in an electronic format prescribed by the secretary, a fee of five dollars;

(17) For filing a withdrawal of an erroneously or accidentally filed notice of winding up or articles of termination, a fee of ninety-five dollars; and

(18) For a filing relating to a limited liability series, an additional fee of ten dollars for each series effected or, if filing online in an electronic format prescribed by the secretary, a fee of five dollars for each series effected.

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 member of the Missouri National Guard or any other active duty military, resides in the state of

68 Missouri, and provides proof of such service to the  
69 secretary of state.

347.183. In addition to the other powers of the  
2 secretary established in sections 347.010 to 347.187, the  
3 secretary shall, as is reasonably necessary to enable the  
4 secretary to administer sections 347.010 to 347.187  
5 efficiently and to perform the secretary's duties, have the  
6 following powers including, but not limited to:

7 (1) The power to examine the books and records of any  
8 limited liability company to which sections 347.010 to  
9 347.187 apply, and it shall be the duty of any manager,  
10 member or agent of such limited liability company having  
11 possession or control of such books and records to produce  
12 such books and records for examination on demand of the  
13 secretary or his designated employee; except that no person  
14 shall be subject to any criminal prosecution on account of  
15 any matter or thing which may be disclosed by examination of  
16 any limited liability company books and records, which they  
17 may produce or exhibit for examination; or on account of any  
18 other matter or thing concerning which they may make any  
19 voluntary and truthful statement in writing to the secretary  
20 or his designated employee. All facts obtained in the  
21 examination of the books and records of any limited  
22 liability company, or through the voluntary sworn statement  
23 of any manager, member, agent or employee of any limited  
24 liability company, shall be treated as confidential, except  
25 insofar as official duty may require the disclosure of same,  
26 or when such facts are material to any issue in any legal  
27 proceeding in which the secretary or [his] the secretary's  
28 designated employee may be a party or called as witness,  
29 and, if the secretary or [his] the secretary's designated  
30 employee shall, except as provided in this subdivision,  
31 disclose any information relative to the private accounts,

32 affairs, and transactions of any such limited liability  
33 company, he or she shall be guilty of a class C  
34 misdemeanor. If any manager, member or registered agent in  
35 possession or control of such books and records of any such  
36 limited liability company shall refuse a demand of the  
37 secretary or his designated employee, to exhibit the books  
38 and records of such limited liability company for  
39 examination, such person shall be guilty of a class B  
40 misdemeanor;

41 (2) The power to cancel or disapprove any articles of  
42 organization or other filing required under sections 347.010  
43 to 347.187, if the limited liability company fails to comply  
44 with the provisions of sections 347.010 to 347.187 by  
45 failing to file required documents under sections 347.010 to  
46 347.187, by failing to maintain a registered agent, by  
47 failing to pay the required filing fees, by using fraud or  
48 deception in effecting any filing, by filing a required  
49 document containing a false statement, or by violating any  
50 section or sections of the criminal laws of Missouri, the  
51 federal government or any other state of the United States.  
52 Thirty days before such cancellation shall take effect, the  
53 secretary shall notify the limited liability company with  
54 written notice, either personally or by certified mail,  
55 deposited in the United States mail in a sealed envelope  
56 addressed to such limited liability company's last  
57 registered agent in office, or to one of the limited  
58 liability company's members or managers. Written notice of  
59 the secretary's proposed cancellation to the limited  
60 liability company, domestic or foreign, shall specify the  
61 reasons for such action. The limited liability company may  
62 appeal this notice of proposed cancellation to the circuit  
63 court of the county in which the registered office of such  
64 limited liability company is or is proposed to be situated

65 by filing with the clerk of such court a petition setting  
66 forth a copy of the articles of organization or other  
67 relevant documents and a copy of the proposed written  
68 cancellation thereof by the secretary, such petition to be  
69 filed within thirty days after notice of such cancellation  
70 shall have been given, and the matter shall be tried by the  
71 court, and the court shall either sustain the action of the  
72 secretary or direct him to take such action as the court may  
73 deem proper. An appeal from the circuit court in such a  
74 case shall be allowed as in civil action. The limited  
75 liability company may provide information to the secretary  
76 that would allow the secretary to withdraw the notice of  
77 proposed cancellation. This information may consist of, but  
78 need not be limited to, corrected statements and documents,  
79 new filings, affidavits and certified copies of other filed  
80 documents;

81 (3) The power to rescind cancellation provided for in  
82 subdivision (2) of this section upon compliance with either  
83 of the following:

84 (a) The affected limited liability company provides  
85 the necessary documents and affidavits indicating the  
86 limited liability company has corrected the conditions  
87 causing the proposed cancellation or the cancellation; or

88 (b) The limited liability company provides the correct  
89 statements or documentation that the limited liability  
90 company is not in violation of any section of the criminal  
91 code; [and]

92 (4) The power to charge late filing fees for any  
93 filing fee required under sections 347.010 to 347.187 and  
94 the power to impose civil penalties as provided in section  
95 347.053. Late filing fees shall be assessed at a rate of ten  
96 dollars for each thirty-day period of delinquency;

97 (5) (a) The power to administratively cancel [an]

98       a. Articles of organization if the limited liability  
99       company's period of duration stated in articles of  
100       organization expires or if the limited liability company  
101       fails to timely file its information statement; or

102       b. The registration of a foreign limited liability  
103       company if the foreign limited liability company fails to  
104       timely file its information statement.

105       (b) Not less than thirty days before such  
106       administrative cancellation shall take effect, the secretary  
107       shall notify the domestic or foreign limited liability  
108       company with written notice, either personally or by mail.  
109       If mailed, the notice shall be deemed delivered five days  
110       after it is deposited in the United States mail in a sealed  
111       envelope addressed to such limited liability company's last  
112       registered agent and office or to one of the limited  
113       liability company's managers or members.

114       (c) If the limited liability company does not timely  
115       file an articles of amendment in accordance with section  
116       347.041 to extend the duration of the limited liability  
117       company, which may be any number of years or perpetual, or  
118       demonstrate to the reasonable satisfaction of the secretary  
119       that the period of duration determined by the secretary is  
120       incorrect, within sixty days after service of the notice is  
121       perfected by posting with the United States Postal Service,  
122       then the secretary shall cancel the articles of organization  
123       by signing an administrative cancellation that recites the  
124       grounds for cancellation and its effective date. The  
125       secretary shall file the original of the administrative  
126       cancellation and serve a copy on the limited liability  
127       company as provided in section 347.051.

128       (d) A limited liability company whose articles of  
129       organization has been administratively cancelled continues  
130       its existence but may not carry on any business except that

necessary to wind up and liquidate its business and affairs under section 347.147 and notify claimants under section 347.141.

(e) The administrative cancellation of an articles of organization does not terminate the authority of its registered agent.

(f) If a limited liability company does not timely file an information statement in accordance with section 347.044 within sixty days after service of the notice is perfected by posting with the United States Postal Service or fails to demonstrate to the reasonable satisfaction of the secretary that the information statement was timely filed, the secretary shall cancel the articles of organization by signing an administrative cancellation that states the grounds for cancellation and the effective date of the cancellation. The secretary shall file the original administrative cancellation and serve a copy to the limited liability company as provided under section 347.051.

(g) If a foreign limited liability company does not timely file an information statement in accordance with section 347.044 within sixty days after service of the notice is perfected by posting with the United States Postal Service or fails to demonstrate to the reasonable satisfaction of the secretary that the information statement was timely filed, the secretary shall cancel the registration of the foreign limited liability company by signing an administrative cancellation that states the grounds for cancellation and the effective date of the cancellation. The secretary shall file the original administrative cancellation and serve a copy to the foreign limited liability company as provided in section 347.051. A foreign limited liability company whose registration has been administratively cancelled may continue its existence

164 but shall not conduct any business in this state except to  
165 wind up and liquidate its business and affairs in this  
166 state; and

167 (6) (a) The power to rescind an administrative  
168 cancellation and reinstate the articles of organization.

169 (b) Except as otherwise provided in the operating  
170 agreement, a limited liability company whose articles of  
171 organization has been administratively cancelled under  
172 subdivision (5) of this section may file an articles of  
173 amendment in accordance with section 347.041 to extend the  
174 duration of the limited liability company, which may be any  
175 number or perpetual.

176 (c) A limited liability company whose articles of  
177 organization has been administratively cancelled under  
178 subdivision (5) of this section may apply to the secretary  
179 for reinstatement. The applicant shall:

180 a. Recite the name of the limited liability company  
181 and the effective date of its administrative cancellation;

182 b. State that the grounds for cancellation either did  
183 not exist or have been eliminated, as applicable, and be  
184 accompanied by documentation satisfactory to the secretary  
185 evidencing the same;

186 c. State that the limited liability company's name  
187 satisfies the requirements of section 347.020;

188 d. Be accompanied by a reinstatement fee in the amount  
189 of ~~[one hundred]~~ ninety-five dollars, or such greater amount  
190 as required by state regulation, plus any delinquent fees,  
191 penalties, and other charges as determined by the secretary  
192 to then be due.

193 (d) If the secretary determines that the application  
194 contains the information and is accompanied by the fees  
195 required in paragraph (c) of this subdivision and that the  
196 information and fees are correct, the secretary shall

197 rescind the cancellation and prepare a certificate of  
198 reinstatement that recites his or her determination and the  
199 effective date of reinstatement, file the original articles  
200 of organization, and serve a copy on the limited liability  
201 company as provided in section 347.051.

202 (e) When the reinstatement is effective, it shall  
203 relate back to and take effect as of the effective date of  
204 the administrative cancellation of the articles of  
205 organization and the limited liability company may continue  
206 carrying on its business as if the administrative  
207 cancellation had never occurred.

208 (f) In the event the name of the limited liability  
209 company was reissued by the secretary to another entity  
210 prior to the time application for reinstatement was filed,  
211 the limited liability company applying for reinstatement may  
212 elect to reinstate using a new name that complies with the  
213 requirements of section 347.020 and that has been approved  
214 by appropriate action of the limited liability company for  
215 changing the name thereof.

216 (g) If the secretary denies a limited liability  
217 company's application for reinstatement following  
218 administrative cancellation of the articles of organization,  
219 he or she shall serve the limited liability company as  
220 provided in section 347.051 with a written notice that  
221 explains the reason or reasons for denial.

222 (h) The limited liability company may appeal a denial  
223 of reinstatement as provided for in subdivision (2) of this  
224 section.

225 [(7)]

226 This subdivision [(6) of this section] shall apply to any  
227 limited liability company whose articles of organization was  
228 cancelled because such limited liability company's period of

duration stated in the articles of organization expired on or after August 28, 2003;

(7) The power to rescind an administrative cancellation and reinstate the registration of a foreign limited liability company. The following procedures apply:

(a) A foreign limited liability company whose registration was administratively cancelled under subdivision (5) of this section may apply to the secretary for reinstatement. The application shall:

a. State the name of the foreign limited liability company and the date of the administrative cancellation;

b. State that the grounds for cancellation either did not exist or have been eliminated, with supporting documentation satisfactory to the secretary;

c. State that the foreign limited liability company's name satisfies the requirements of section 347.020; and

d. Include a reinstatement fee in the amount of ninety-five dollars, or a higher amount if required by state regulation, and any delinquent fees, penalties, or other charges as the secretary determines are due;

(b) If the secretary determines that the application satisfies the requirements under paragraph (a) of this subdivision, the secretary shall rescind the cancellation and prepare a certificate of reinstatement that includes the effective date of reinstatement and shall deliver a copy to the limited liability company as provided under section 347.051;

(c) If reinstatement is granted, the administrative cancellation shall be retroactively voided, and the foreign limited liability company may conduct its business as if the administrative cancellation never occurred;

(d) If the name of the foreign limited liability company was issued to another entity before the application

for reinstatement was filed, the foreign limited liability company applying for reinstatement may elect to reinstate using a new name that complies with the requirements under section 347.020 and is approved by appropriate action of the foreign limited liability company for changing its name;

(e) If the secretary denies a foreign limited liability company's application for reinstatement, the secretary shall serve the limited liability company with a written notice as provided under section 347.051 that explains the reason for denial; and

(f) The foreign limited liability company may appeal a denial of reinstatement by using the procedure under subdivision (2) of this section; and

(8) The power to reinstate a limited liability company that erroneously or accidentally filed a notice of winding up or notice of termination. The following procedures apply:

(a) A limited liability company whose articles of organization were terminated due to an erroneously or accidentally filed notice of winding up or notice of termination may apply to the secretary for reinstatement by filing a withdrawal of notice of winding up or withdrawal of notice of termination. The application shall:

a. State the name of the limited liability company and the filing date of the erroneous or accidental notice;

b. State the grounds for erroneously or accidentally filing the notice, with supporting documentation satisfactory to the secretary;

c. State that the limited liability company's name satisfies the requirements under section 347.020; and

d. Include a reinstatement fee in the amount of ninety-five dollars, or a higher amount if required by state regulation, and any delinquent fees, penalties, or other charges as the secretary determines are due;

295       **(b) If the secretary determines that the application**  
296 **satisfies the requirements under paragraph (a) of this**  
297 **subdivision, the secretary shall rescind the notice of**  
298 **winding up or notice of termination and prepare a**  
299 **certificate of reinstatement that includes the effective**  
300 **notice of termination and prepare a certificate of**  
301 **reinstatement that includes the effective limited liability**  
302 **company as provided under section 347.051;**

303       **(c) If reinstatement is granted, the termination of**  
304 **the articles of organization shall be retroactively voided,**  
305 **and the limited liability company may conduct its business**  
306 **as if the administrative cancellation never occurred;**

307       **(d) If the name of the limited liability company was**  
308 **issued to another entity before the application for**  
309 **reinstatement was filed, the limited liability company**  
310 **applying for the reinstatement may elect to reinstate using**  
311 **a new name that complies with the requirements under section**  
312 **347.020 and is approved by appropriate action of the limited**  
313 **liability company for changing its name;**

314       **(e) If the secretary of state denies a limited**  
315 **liability company's application for reinstatement, the**  
316 **secretary shall serve the limited liability company with a**  
317 **written notice as provided under section 347.051 that**  
318 **explains the reason for denial; and**

319       **(f) The limited liability company may appeal a denial**  
320 **of reinstatement by using the procedure under subdivision**  
321 **(2) of this section.**

347.186. 1. An operating agreement may establish or  
2 provide for the establishment of a designated series of  
3 members, managers, or limited liability company interests  
4 having separate rights, powers, or duties with respect to  
5 specified property or obligations of the limited liability  
6 company or profits and losses associated with specified

7 property or obligations. To the extent provided in the  
8 operating agreement, any such series may have a separate  
9 business purpose or investment objective.

10 2. (1) Notwithstanding any other provisions of law to  
11 the contrary, the debts, liabilities, and obligations  
12 incurred, contracted for, or otherwise existing with respect  
13 to a particular series shall be enforceable against the  
14 assets of such series only, and not against the assets of  
15 the limited liability company generally or any other series  
16 thereof. Such particular series shall be deemed to have  
17 possession, custody, and control only of the books, records,  
18 information, and documentation related to such series and  
19 not of the books, records, information, and documentation  
20 related to the limited liability company as a whole or any  
21 other series thereof if all of the following apply:

22 (a) The operating agreement creates one or more series;

23 (b) Separate and distinct records are maintained for  
24 or on behalf of any such series;

25 (c) The assets associated with any such series,  
26 whether held directly or indirectly, including through a  
27 nominee or otherwise, are accounted for separately from the  
28 other assets of the limited liability company or of any  
29 other series;

30 (d) The operating agreement provides for the  
31 limitations on liabilities of a series described in this  
32 subdivision;

33 (e) Notice of the limitation on liabilities of a  
34 series described in this subdivision is included in the  
35 limited liability company's articles of organization; and

36 (f) The limited liability company has filed articles  
37 of organization that separately identify each series which  
38 is to have limited liability under this section.

39           (2) With respect to a particular series, unless  
40 otherwise provided in the operating agreement, none of the  
41 debts, liabilities, obligations, and expenses incurred,  
42 contracted for or otherwise existing with respect to a  
43 limited liability company generally, or any other series  
44 thereof, shall be enforceable against the assets of such  
45 series, subject to the provisions of subdivision (1) of this  
46 subsection.

47           (3) Compliance with paragraphs (e) and (f) of  
48 subdivision (1) of this subsection shall constitute notice  
49 of such limitation of liability of a series.

50           (4) A series with limited liability shall be treated  
51 as a separate entity to the extent set forth in the articles  
52 of organization. Each series with limited liability may, in  
53 its own name, contract, hold title to assets, grant security  
54 interests, sue and be sued, and otherwise conduct business  
55 and exercise the powers of a limited liability company under  
56 this chapter. The limited liability company and any of its  
57 series may elect to consolidate its operations as a single  
58 taxpayer to the extent permitted under applicable law, elect  
59 to work cooperatively, elect to contract jointly, or elect  
60 to be treated as a single business for the purposes of  
61 qualification or authorization to do business in this or any  
62 other state. Such elections shall not affect the limitation  
63 of liability set forth in this section except to the extent  
64 that the series have specifically accepted joint liability  
65 by contract.

66           3. Except in the case of a foreign limited liability  
67 company that has adopted a name that is not the name under  
68 which it is registered in its jurisdiction of organization,  
69 as permitted under sections 347.153 and 347.157, the name of  
70 the series with limited liability is required to contain the  
71 entire name of the limited liability company and be

distinguishable from the names of the other series set forth in the articles of organization. In the case of a foreign limited liability company that has adopted a name that is not the name under which it is registered in its jurisdiction of organization, as permitted under sections 347.153 and 347.157, the name of the series with limited liability must contain the entire name under which the foreign limited liability company has been admitted to transact business in this state.

4. (1) (a) Upon filing of articles of organization setting forth the name of each series with limited liability, in compliance with section 347.037 or amendments under section 347.041, the series' existence shall begin.

(b) Each copy of the articles of organization stamped "Filed" and marked with the filing date shall be conclusive evidence that all required conditions have been met and that the series has been or shall be legally organized and formed under this section and is notice for all purposes of all other facts required to be set forth therein.

(c) The name of a series with limited liability under this section may be changed by filing articles of amendment with the secretary of state pursuant to section 347.041, identifying the series whose name is being changed and the new name of such series. If not the same as the limited liability company, the names of the members of a member-managed series or of the managers of a manager-managed series may be changed by an amendment to the articles of organization with the secretary of state.

(d) A series with limited liability under this section may be dissolved by filing with the secretary of state articles of amendment pursuant to section 347.041 identifying the series being dissolved or by the dissolution of the limited liability company as provided in section

347.045. Except to the extent otherwise provided in the operating agreement, a series may be dissolved and its affairs wound up without causing the dissolution of the limited liability company. The dissolution of a series established in accordance with subsection 2 of this section shall not affect the limitation on liabilities of such series provided by subsection 2 of this section. A series is terminated and its affairs shall be wound up upon the dissolution of the limited liability company under section 347.045.

(e) Articles of organization, amendment, or termination described under this subdivision may be executed by the limited liability company or any manager, person, or entity designated in the operating agreement for the limited liability company.

(f) Notwithstanding paragraph (d) of subdivision (1) of this subsection, the maximum number of designated series that may be effected by any one filing shall be limited to fifty.

(2) If different from the limited liability company, the articles of organization shall list the names of the members for each series if the series is member-managed or the names of the managers if the series is manager-managed.

(3) A series of a limited liability company shall be deemed to be in good standing as long as the limited liability company is in good standing.

(4) The registered agent and registered office for the limited liability company appointed under section 347.033 shall serve as the agent and office for service of process for each series in this state.

5. (1) An operating agreement may provide for classes or groups of members or managers associated with a series having such relative rights, powers, and duties as an

operating agreement may provide and may make provision for the future creation of additional classes or groups of members or managers associated with the series having such relative rights, powers, and duties as may from time to time be established, including rights, powers, and duties senior and subordinate to or different from existing classes and groups of members or managers associated with the series.

(2) A series may be managed either by the member or members associated with the series or by the manager or managers chosen by the members of such series, as provided in the operating agreement. Unless otherwise provided in an operating agreement, the management of a series shall be vested in the members associated with such series.

(3) An operating agreement may grant to all or certain identified members or managers, or to a specified class or group of the members or managers associated with a series, the right to vote separately or with all or any class or group of the members or managers associated with the series, on any matter. An operating agreement may provide that any member or class or group of members associated with a series shall have no voting rights or ability to otherwise participate in the management or governance of such series, but any such member or class or group of members are owners of the series.

(4) Except as modified in this section, the provisions of this chapter which are generally applicable to limited liability companies and their managers, members, and transferees shall be applicable to each particular series with respect to the operation of such series.

(5) Except as otherwise provided in an operating agreement, any event specified in this chapter or in an operating agreement that causes a manager to cease to be a manager with respect to a series shall not, in itself, cause

such manager to cease to be a manager of the limited liability company or with respect to any other series thereof.

(6) Except as otherwise provided in an operating agreement, any event specified in this chapter or in an operating agreement that causes a member to cease to be associated with a series shall not, in itself, cause such member to cease to be associated with any other series, terminate the continued membership of a member in the limited liability company, or cause the termination of the series, regardless of whether such member was the last remaining member associated with such series.

(7) An operating agreement may impose restrictions, duties, and obligations on members of the limited liability company or any series thereof as a matter of internal governance, including, without limitation, those with regard to:

(a) Choice of law, forum selection, or consent to personal jurisdiction;

(b) Capital contributions;

(c) Restrictions on, or terms and conditions of, the transfer of membership interests;

(d) Restrictive covenants, including noncompetition, nonsolicitation, and confidentiality provisions;

(e) Fiduciary duties; and

(f) Restrictions, duties, or obligations to or for the benefit of the limited liability company, other series thereof, or their affiliates.

6. (1) If a limited liability company with the ability to establish series does not register to do business in a foreign jurisdiction for itself and its series, a series of a limited liability company may itself register to do business as a limited liability company in the foreign

204 jurisdiction in accordance with the laws of the foreign  
205 jurisdiction.

206       (2) If a foreign limited liability company, as  
207 permitted in the jurisdiction of its organization, has  
208 established a series having separate rights, powers, or  
209 duties and has limited the liabilities of such series so  
210 that the debts, liabilities, and obligations incurred,  
211 contracted for, or otherwise existing with respect to a  
212 particular series are enforceable against the assets of such  
213 series only, and not against the assets of the limited  
214 liability company generally or any other series thereof, or  
215 so that the debts, liabilities, obligations, and expenses  
216 incurred, contracted for, or otherwise existing with respect  
217 to the limited liability company generally or any other  
218 series thereof are not enforceable against the assets of  
219 such series, then the limited liability company, on behalf  
220 of itself or any of its series, or any of its series on its  
221 own behalf may register to do business in this state in  
222 accordance with this chapter. The limitation of liability  
223 shall also be stated on the application for registration.  
224 As required under section 347.153, the registration  
225 application filed shall identify each series being  
226 registered to do business in the state by the limited  
227 liability company. Unless otherwise provided in the  
228 operating agreement, the debts, liabilities, and obligations  
229 incurred, contracted for, or otherwise existing with respect  
230 to a particular series of such a foreign limited liability  
231 company shall be enforceable against the assets of such  
232 series only and not against the assets of the foreign  
233 limited liability company generally or any other series  
234 thereof, and none of the debts, liabilities, obligations,  
235 and expenses incurred, contracted for, or otherwise existing  
236 with respect to such a foreign limited liability company

237 generally or any other series thereof shall be enforceable  
238 against the assets of such series.

239 7. Nothing in sections 347.039, 347.153, or 347.186  
240 shall be construed to alter existing Missouri statute or  
241 common law providing any cause of action for fraudulent  
242 conveyance, including but not limited to chapter 428, or any  
243 relief available under existing law that permits a challenge  
244 to limited liability.

358.460. 1. The exclusive right to the use of a name  
2 of a registered limited liability partnership or foreign  
3 registered limited liability partnership may be reserved by:

4 (1) Any person intending to become a registered  
5 limited liability partnership or foreign registered limited  
6 liability partnership under this chapter and to adopt that  
7 name; and

8 (2) Any registered limited liability partnership or  
9 foreign registered limited liability partnership which  
10 proposes to change its name.

11 2. The reservation of a specified name shall be made  
12 by filing with the secretary of state an application,  
13 executed by the applicant, specifying the name to be  
14 reserved and the name and address of the applicant. If the  
15 secretary of state finds that the name is available for use  
16 by a registered limited liability partnership or foreign  
17 registered limited liability partnership, the secretary of  
18 state shall reserve the name for the exclusive use of the  
19 applicant for a period of sixty days. A name reservation  
20 shall not exceed a period of one hundred eighty days from  
21 the date of the first name reservation application. Upon  
22 the one hundred eighty-first day the name shall cease  
23 reserve status and shall not be placed back in such status.  
24 The right to the exclusive use of a reserved name may be  
25 transferred to any other person by filing in the office of

the secretary of state a notice of the transfer, executed by the applicant for whom the name was reserved, specifying the name to be transferred and the name and address of the transferee. The reservation of a specified name may be cancelled by filing with the secretary of state a notice of cancellation, executed by the applicant or transferee, specifying the name reservation to be cancelled and the name and address of the applicant or transferee.

3. A fee in the amount of ~~twenty-five~~ twenty dollars shall be paid to the secretary of state upon receipt for filing of an application for reservation of name, an application for renewal of reservation or a notice of transfer or cancellation pursuant to this section. All moneys from the payment of this fee shall be deposited into the general revenue fund.

358.470. 1. Each registered limited liability partnership and each foreign registered limited liability partnership shall have and maintain in the state of Missouri:

(1) A registered office, which may, but need not be, a place of its business in the state of Missouri; and

(2) A registered agent for service of process on the registered limited liability partnership or foreign registered limited liability partnership, which agent may be either an individual resident of the state of Missouri whose business office is identical with the registered limited liability partnership's or foreign registered limited liability partnership's registered office, or a domestic corporation, or a foreign corporation authorized to do business in the state of Missouri, having a business office identical with such registered office or the registered limited liability partnership or foreign registered limited liability partnership itself.

2. A registered agent may change the address of the registered office of the registered limited liability partnerships or foreign registered limited liability partnerships for which the agent is the registered agent to another address in the state of Missouri by paying a fee in the amount of ~~ten~~ five dollars[, and a further fee in the amount of two dollars] for each registered limited liability partnership or foreign registered limited liability partnership affected thereby, to the secretary of state and filing with the secretary of state a certificate, executed by such registered agent, setting forth the names of all the registered limited liability partnerships or foreign registered limited liability partnerships represented by such registered agent, and the address at which such registered agent has maintained the registered office for each of such registered limited liability partnerships or foreign registered limited liability partnerships, and further certifying to the new address to which such registered office will be changed on a given day, and at which new address such registered agent will thereafter maintain the registered office for each of the registered limited liability partnerships or foreign registered limited liability partnerships recited in the certificate. Upon the filing of such certificate, the secretary of state shall furnish to the registered agent a certified copy of the same under the secretary of state's hand and seal of office, and thereafter, or until further change of address, as authorized by law, the registered office in the state of Missouri of each of the registered limited liability partnerships or foreign registered limited liability partnerships recited in the certificate shall be located at the new address of the registered agent thereof as given in the certificate. In the event of a change of name of any

51 person acting as a registered agent of a registered limited  
52 liability partnership or foreign registered limited  
53 liability partnership, such registered agent shall file with  
54 the secretary of state a certificate, executed by such  
55 registered agent, setting forth the new name of such  
56 registered agent, the name of such registered agent before  
57 it was changed, the names of all the registered limited  
58 liability partnerships or foreign registered limited  
59 liability partnerships represented by such registered agent,  
60 and the address at which such registered agent has  
61 maintained the registered office for each of such registered  
62 limited liability partnerships or foreign registered limited  
63 liability partnerships, and shall pay a fee in the amount of  
64 ~~[twenty-five]~~ five dollars[, and a further fee in the amount  
65 of two dollars] for each registered limited liability  
66 partnership or foreign registered limited liability  
67 partnership affected thereby, to the secretary of state.  
68 Upon the filing of such certificate, the secretary of state  
69 shall furnish to the registered agent a certified copy of  
70 the same under the secretary of state's hand and seal of  
71 office. Filing a certificate under this section shall be  
72 deemed to be an amendment of the application, renewal  
73 application or notice filed pursuant to subsection 19 of  
74 section 358.440, as the case may be, of each registered  
75 limited liability partnership or foreign registered limited  
76 liability partnership affected thereby, and each such  
77 registered limited liability partnership or foreign  
78 registered limited liability partnership shall not be  
79 required to take any further action with respect thereto to  
80 amend its application, renewal application or notice filed,  
81 as the case may be, pursuant to section 358.440. Any  
82 registered agent filing a certificate under this section  
83 shall promptly, upon such filing, deliver a copy of any such

certificate to each registered limited liability partnership or foreign registered limited liability partnership affected thereby.

3. The registered agent of one or more registered limited liability partnerships or foreign registered limited liability partnerships may resign and appoint a successor registered agent by paying a fee in the amount of [fifty] five dollars[, and a further fee in the amount of two dollars] for each registered limited liability partnership or foreign registered limited liability partnership affected thereby, to the secretary of state and filing a certificate with the secretary of state, stating that it resigns and the name and address of the successor registered agent. There shall be attached to such certificate a statement executed by each affected registered limited liability partnership or foreign registered limited liability partnership ratifying and approving such change of registered agent. Upon such filing, the successor registered agent shall become the registered agent of such registered limited liability partnerships or foreign registered limited liability partnerships as have ratified and approved such substitution and the successor registered agent's address, as stated in such certificate, shall become the address of each such registered limited liability partnership's or foreign registered limited liability partnership's registered office in the state of Missouri. The secretary of state shall furnish to the successor registered agent a certified copy of the certificate of resignation. Filing of such certificate of resignation shall be deemed to be an amendment of the application, renewal application or notice filed pursuant to subsection 19 of section 358.440, as the case may be, of each registered limited liability partnership or foreign registered limited liability

partnership affected thereby, and each such registered limited liability partnership or foreign registered limited liability partnership shall not be required to take any further action with respect thereto, to amend its application, renewal application or notice filed pursuant to subsection 19 of section 358.440, as the case may be, pursuant to section 358.440.

4. The registered agent of a registered limited liability partnership or foreign registered limited liability partnership may resign without appointing a successor registered agent by paying a fee in the amount of ~~[ten]~~ five dollars to the secretary of state and filing a certificate with the secretary of state stating that it resigns as registered agent for the registered limited liability partnership or foreign registered limited liability partnership identified in the certificate, but such resignation shall not become effective until one hundred twenty days after the certificate is filed. There shall be attached to such certificate an affidavit of such registered agent, if an individual, or the president, a vice president or the secretary thereof if a corporation, that at least thirty days prior to and on or about the date of the filing of the certificate, notices were sent by certified or registered mail to the registered limited liability partnership or foreign registered limited liability partnership for which such registered agent is resigning as registered agent, at the principal office thereof within or outside the state of Missouri, if known to such registered agent or, if not, to the last known address of the attorney or other individual at whose request such registered agent was appointed for such registered limited liability partnership or foreign registered limited liability partnership, of the resignation of such registered agent.

150 After receipt of the notice of the resignation of its  
151 registered agent, the registered limited liability  
152 partnership or foreign registered limited liability  
153 partnership for which such registered agent was acting shall  
154 obtain and designate a new registered agent, to take the  
155 place of the registered agent so resigning. If such  
156 registered limited liability partnership or foreign  
157 registered limited liability partnership fails to obtain and  
158 designate a new registered agent prior to the expiration of  
159 the period of one hundred twenty days after the filing by  
160 the registered agent of the certificate of resignation, the  
161 application, renewal application or notice filed pursuant to  
162 subsection 19 of section 358.440 of such registered limited  
163 liability partnership or foreign registered limited  
164 liability partnership shall be deemed to be cancelled.

362.034. 1. Any entity that operates as a facility  
2 licensed or certified under Article XIV, Section 1 of the  
3 Constitution of Missouri may request in writing that a state  
4 or local licensing authority or agency, including but not  
5 limited to the department of health and senior services or  
6 department of revenue, share the entity's application,  
7 license, or other regulatory and financial information with  
8 a banking institution. A state or local licensing authority  
9 or agency may also share such information with the banking  
10 institution's state and federal supervisory agencies.

11 2. In order to ensure the state or local licensing  
12 authority or agency is properly maintaining the  
13 confidentiality of individualized data, information, or  
14 records, an entity shall include in the written request a  
15 waiver giving authorization for the transfer of the  
16 individualized data, information, or records and waiving any  
17 confidentiality or privilege that applies to that  
18 individualized data, information, or records.

19       3. This section shall only apply to the disclosure of  
20 information by a state or local licensing authority or  
21 agency reasonably necessary to facilitate the provision of  
22 financial services by a banking institution to the entity  
23 making a request pursuant to this section.

24       4. The recipient of any information pursuant to this  
25 section shall treat such information as confidential and use  
26 it only for the purposes described in this section.

27       5. Nothing in this section shall be construed to  
28 authorize the disclosure of confidential or privileged  
29 information, nor waive an entity's rights to assert  
30 confidentiality or privilege, except as reasonably necessary  
31 to facilitate the provision of financial services for the  
32 entity making the request.

33       6. An entity that has provided a waiver pursuant to  
34 this section may withdraw the waiver with thirty days'  
35 notice in writing.

36       7. Nothing in this section shall be construed to  
37 modify the requirements of chapter 610.

38       8. For purposes of this section, the following terms  
39 mean:

40       (1) "Banking institution", the same meaning as in  
41 Article IV, Section 15 of the Missouri Constitution;

42       (2) "Entity", the same meaning as in Article XIV,  
43 Section 1 of the Missouri Constitution.

394.120. 1. No person shall become a member of a  
2 cooperative unless such person shall agree to use electric  
3 energy furnished by the cooperative when such electric  
4 energy shall be available through its facilities. The  
5 bylaws of a cooperative may provide that any person,  
6 including an incorporator, shall cease to be a member  
7 thereof if he or she shall fail or refuse to use electric  
8 energy made available by the cooperative or if electric

9 energy shall not be made available to such person by the  
10 cooperative within a specified time after such person shall  
11 have become a member thereof. Membership in the cooperative  
12 shall not be transferable, except as provided in the  
13 bylaws. The bylaws may prescribe additional qualifications  
14 and limitations in respect of membership.

15 2. An annual meeting of the members shall be held at  
16 such time as shall be provided in the bylaws.

17 3. Special meetings of the members may be called by  
18 the board of directors, by any three directors, by not less  
19 than ten percent of the members, or by the president.

20 4. Meetings of members shall be held at such place as  
21 may be provided in the bylaws. In the absence of any such  
22 provisions, all meetings shall be held in the city or town  
23 in which the principal office of the cooperative is located.

24 5. Except as herein otherwise provided, written or  
25 printed notice stating the time and place of each meeting of  
26 members and, in the case of a special meeting, the purpose  
27 or purposes for which the meeting is called, shall be given  
28 to each member, either personally or by mail, not less than  
29 ten nor more than twenty-five days before the date of the  
30 meeting.

31 6. Two percent of the first two thousand members and  
32 one percent of the remaining members, present in person, or  
33 if the bylaws so provide, participating electronically or by  
34 mail, shall constitute a quorum for the transaction of  
35 business at all meetings of the members, unless the bylaws  
36 prescribe the presence of a greater percentage of the  
37 members for a quorum. If less than a quorum is present at  
38 any meeting, a majority of those present in person may  
39 adjourn the meeting from time to time without further notice.

40 7. Each member shall be entitled to one vote on each  
41 matter submitted to a vote at a meeting. Voting shall be in

person, but, if the bylaws so provide, may also be by proxy, by electronic means, by mail, or any combination thereof.

If the bylaws provide for voting by proxy, by electronic means, or by mail, they shall also prescribe the conditions under which proxy, electronic, or mail voting shall be exercised. In any event, no person shall vote as proxy for more than two members at any meeting of the members.

8. Notwithstanding the provisions of subsections 2 and 7 of this section, the board of directors shall have the power to set the time and place of the annual meeting and also to provide for voting by proxy, electronic means, by mail, or any combination thereof, and to prescribe the conditions under which such voting shall be exercised. The meeting requirement provided in this section may be satisfied through virtual means. The provisions of this subsection shall expire on August 28, 2022.

407.475. 1. Except when specifically required or authorized by federal law, no state agency or state official shall impose any annual filing or reporting requirements on an organization regulated or specifically exempted from regulation under sections 407.450 to 407.478 that are more stringent, restrictive, or expansive than the requirements authorized under section 407.462.

2. This section shall not apply to state grants or contracts nor investigations under section 407.472 and shall not restrict enforcement actions against specific charitable organizations.

3. This section shall not prohibit the department of labor and industrial relations or the state board of mediation from enforcing the provisions of sections 105.500 to 105.598.

431.201. As used in section 431.202, unless the context otherwise requires, the following terms mean:

3       (1) "Business entity", any natural person, business,  
4 corporation, limited liability company, series limited  
5 liability company, partnership, sole or other  
6 proprietorship, professional practice, or any other business  
7 organization or commercial enterprise, whether for profit or  
8 not, including, but not limited to, any successor-in-  
9 interest to a business entity who conducts business or who,  
10 directly or indirectly, owns any equity interest, ownership,  
11 or profit participation in the business entity;

12       (2) "Customers with whom the employee dealt", each  
13 customer or prospective customer:

14       (a) Who was serviced, directly or indirectly, by an  
15 employee of a business entity;

16       (b) Whose business or other dealings with a business  
17 entity were supervised, coordinated, or otherwise worked on,  
18 directly or indirectly, by an employee;

19       (c) Who was solicited, produced, induced, persuaded,  
20 encouraged, or otherwise dealt with, directly or indirectly,  
21 by an employee;

22       (d) About whom an employee, directly or indirectly,  
23 obtained, had knowledge of, had access to, or is in  
24 possession of confidential business or proprietary  
25 information or trade secrets in the course of or as a result  
26 of the employee's relationship with the business entity;

27       (e) Who has purchased or otherwise obtained products  
28 or services from a business entity and the sale or provision  
29 of which resulted in compensation, commissions, earnings, or  
30 profits to or for the employee within two years prior to the  
31 end of the employee's employment or business relationship  
32 with the business entity; or

33       (f) With whom an employee had contact, directly or  
34 indirectly, of sufficient quality, frequency, and duration  
35 during the employee's employment or other business

relationship with the business entity such that the employee had influence over the customer;

(3) "Employee":

(a) A natural person currently or formerly employed or retained by a business entity in any capacity, or who has performed work for a business entity, including, but not limited to, a member of a board of directors, an officer, a supervisor, an independent contractor, or a vendor;

(b) A natural person who, by reason of having been employed by or having a business relationship with a business entity:

a. Obtained specialized skills, training, learning, or abilities; or

b. Obtained, had knowledge of, had access to, or is in possession of confidential or proprietary business information or trade secrets of the business entity, including, but not limited to, customer contact information or information of or belonging to customers of the business entity; or

(c) A current or former owner or seller of all or any part of the assets of a business entity or of any interest in a business entity, including, but not limited to, all or any part of the shares of a corporation, a partnership interest, a membership or membership interest in a limited liability company or a series limited liability company, or an equity interest, ownership, profit participation, or other interest of any type in any business entity.

The definition of "employee" set forth in this subdivision shall be applicable only with respect to section 431.202 and shall have no application in any other context. The definition of "employee" is not intended, and shall not be relied upon, to create, change, or affect the employment status of any natural person or the meaning of the terms

69 "employee", "employment", or "employer" that may be  
70 applicable in any other context or under any other provision  
71 of law.

431.202. 1. A reasonable covenant in writing  
2 promising not to solicit, recruit, hire, induce, persuade,  
3 encourage, or otherwise interfere with, directly or  
4 indirectly, the employment or other business relationship of  
5 one or more employees of a business entity shall be  
6 enforceable and not a restraint of trade pursuant to  
7 subsection 1 of section 416.031 if:

8 (1) Between two or more [corporations or other]  
9 business entities seeking to preserve workforce stability  
10 (which shall be deemed to be among the protectable interests  
11 of each [corporation or] such business entity) during, and  
12 for a reasonable period following, negotiations between such  
13 [corporations or] business entities for the acquisition of  
14 all or a part of one or more of such [corporations or]  
15 business entities;

16 (2) Between two or more [corporations or] business  
17 entities engaged in a joint venture or other legally  
18 permissible business arrangement where such covenant seeks  
19 to protect against possible misuse of confidential business  
20 or proprietary information or trade [secret business  
21 information] secrets shared or to be shared between or among  
22 such [corporations or] entities;

23 (3) Between [an employer] a business entity and one or  
24 more employees of such business entity seeking on the part  
25 of the [employer] business entity to protect:

26 (a) Confidential business or proprietary information  
27 or trade [secret business information] secrets; or

28 (b) Customer or supplier relationships, goodwill or  
29 loyalty, which shall be deemed to be among the protectable  
30 interests of the [employer] business entity; or

31           (4) Between [an employer] a business entity and one or  
32 more employees of such business entity, notwithstanding the  
33 absence of the protectable interests described in  
34 subdivision (3) of this subsection, so long as such covenant  
35 does not continue for more than [one year] two years  
36 following the employee's employment or business relationship  
37 with the business entity; provided, however, that this  
38 subdivision shall not apply to covenants signed by employees  
39 who provide only secretarial or clerical services and who  
40 own no shares, partnership interest, or membership or  
41 membership interest in a limited liability company or series  
42 limited liability company, or equity interest, ownership,  
43 profit participation, or other interest of any type in the  
44 business entity.

45           2. Whether a covenant covered by subsection 1 of this  
46 section is reasonable shall be determined based upon the  
47 facts and circumstances pertaining to such covenant, but a  
48 covenant covered exclusively by subdivision (3) or (4) of  
49 subsection 1 of this section shall be conclusively presumed  
50 to be reasonable if its postemployment or postbusiness  
51 duration is no more than [one year] two years.

52           3. A reasonable covenant in writing promising not to  
53 solicit, induce, persuade, encourage, service, accept  
54 business from, or otherwise interfere with, directly or  
55 indirectly, a business entity's customers, including, but  
56 not limited to, any reduction, termination, or transfer of  
57 any customer's business, in whole or in part, for purposes  
58 of providing any product or any service that is competitive  
59 with those provided by the business entity, shall be  
60 enforceable and not a restraint of trade under subsection 1  
61 of section 416.031, if the covenant is limited to customers  
62 with whom the employee dealt during the employee's

employment or other business relationship with the business entity, and if:

(1) The covenant is between a business entity and one or more current or former employees of the business entity and is not associated with the sale or ownership of all or any part of:

(a) The assets of a business entity; or

(b) Any interest in a business entity including, but not limited to, all or any part of the shares of a corporation, a partnership interest, a membership or membership interest in a limited liability company or series limited liability company, or an equity interest, ownership, profit participation, or other interest of any type in any business entity;

provided that, the covenant does not continue for more than two years following the end of the employee's employment or business relationship with the business entity.

Notwithstanding the foregoing, this subdivision shall not apply to covenants with current or former distributors, dealers, franchisees, lessees of real or personal property, or licensees of a trademark, trade dress, or service mark;

(2) The covenant is between a business entity and a current or former distributor, dealer, franchisee, lessee of real or personal property, or licensee of a trademark, trade dress, or service mark, and is not associated with the sale or ownership of all or any part of any of the items provided in paragraph (a) or (b) of subdivision (1) of this subsection; provided that, the covenant does not continue for more than three years following the end of the business relationship; or

(3) The covenant is between a business entity and the owner or seller of all or any part of any of the items provided in paragraph (a) or (b) of subdivision (1) of this

subsection, so long as the covenant does not continue for longer than five years in duration or the period of time during which payments are being made to the owner or seller as a result of any sale, measured from the date of termination, closing, or disposition of such items. A breach or threatened breach of a covenant described in this subdivision shall create a conclusive presumption of irreparable harm in the absence of an issuance of injunctive relief in connection with the enforcement of the covenant, without the necessity of establishing by prima facie evidence any actual or threatened damages or harm. Nothing in this paragraph shall be construed to change any applicable evidentiary standard or other standard necessary for obtaining temporary, preliminary, or permanent injunctive relief relating to the enforcement of covenants. A provision in writing by which an employee promises to provide prior notice to a business entity of the employee's intent to terminate, sell, or otherwise dispose of all or any part of any of the items covered by this subdivision shall be conclusively presumed to be enforceable and not a restraint of trade under subsection 1 of section 416.031, if the specified notice period is no longer than thirty days in duration and the business entity agrees in writing to pay the employee at the employee's regular rate of pay and to provide the employee with the employee's regular benefits during the applicable notice period even if the business entity does not require the employee to provide services during the notice period.

4. Whether a covenant covered by subsection 3 of this section is reasonable shall be determined based upon the facts and circumstances pertaining to the covenant, but a covenant covered by subdivisions (1) to (3) of subsection 3 of this section shall be conclusively presumed to be

reasonable if the duration of its postemployment,  
posttermination, postbusiness relationship, postsale, or  
postdisposition period is consistent with the applicable  
duration limits set forth in subdivisions (1) to (3) of  
subsection 3 of this section.

5. No express reference to geographic area shall be  
required for a covenant described in this section to be  
enforceable.

6. If a covenant is overbroad, overlong, or otherwise  
not reasonably necessary to protect the legitimate business  
interests of the person seeking enforcement of the covenant,  
a court shall modify the covenant, enforce the covenant as  
modified, and grant only the relief reasonably necessary to  
protect such interests.

7. Nothing in subdivision (3) or (4) of subsection 1  
or subdivisions (1) to (3) of subsection 3 of this section  
is intended to create, or to affect the validity or  
enforceability of, [employer-employee] covenants not to  
compete, other types of covenants, or nondisclosure or  
confidentiality agreements, except as expressly provided in  
this section.

[4.] 8. Nothing in this section shall preclude a  
covenant described in subsection 1 of this section from  
being enforceable in circumstances other than those  
described in subdivisions (1) to (4) of subsection 1 of this  
section, or a covenant described in subsection 3 of this  
section from being enforceable in circumstances other than  
those described in subdivisions (1) to (3) of subsection 3  
of this section, where such covenant is reasonably necessary  
to protect a party's legally permissible business interests.

[5.] 9. Except as otherwise expressly provided in this  
section, nothing [is] in this section shall be construed to  
limit an employee's ability to seek or accept employment

162 with another employer immediately upon, or at any time  
163 subsequent to, termination of employment, whether said  
164 termination was voluntary or nonvoluntary.

165       [6.] 10. This section shall have retrospective as well  
166 as prospective effect.

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Eric Burlison

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Ben Baker