

SENATE SUBSTITUTE
FOR
SENATE COMMITTEE SUBSTITUTE
FOR
SENATE BILL NO. 931
AN ACT

To repeal sections 44.032, 130.029, 143.081, 143.121, 347.020, 347.143, 347.179, 347.183, 347.186, 358.460, and 358.470, RSMo, and to enact in lieu thereof fifteen new sections relating to corporations, with penalty provisions.

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

Section A. Sections 44.032, 130.029, 143.081, 143.121, 2 347.020, 347.143, 347.179, 347.183, 347.186, 358.460, and 3 358.470, RSMo, are repealed and fifteen new sections enacted in 4 lieu thereof, to be known as sections 44.032, 130.029, 143.081, 5 143.121, 143.436, 347.020, 347.044, 347.143, 347.179, 347.183, 6 347.186, 358.460, 358.470, 362.034, and 407.475, to read as 7 follows:

44.032. 1. (1) As used in this section, the term
2 "rural electric cooperative" means any rural electric
3 cooperative organized or operating under the provisions of
4 chapter 394, any corporation organized on a nonprofit or a
5 cooperative basis as described in subsection 1 of section
6 394.200, or any electrical corporation operating under a
7 cooperative business plan as described in subsection 2 of
8 section 393.110.

9 (2) The general assembly recognizes the necessity for
10 anticipating and making advance provisions to care for the
11 unusual and extraordinary burdens imposed by disasters or
12 emergencies on this state [and], its political subdivisions
13 [by disasters or emergencies], and rural electric

14 cooperatives. To meet such situations, it is the intention
15 of the general assembly to confer emergency powers on the
16 governor, acting through the director, and vesting the
17 governor with adequate power and authority within the
18 limitation of available funds in the Missouri disaster fund
19 to meet any such emergency or disaster.

20 2. There is hereby established a fund to be known as
21 the "Missouri Disaster Fund", to which the general assembly
22 may appropriate funds and from which funds may be

23 appropriated annually to the state emergency management
24 agency. The funds appropriated shall be expended during a
25 state emergency at the direction of the governor and upon
26 the issuance of an emergency declaration which shall set
27 forth the emergency and shall state that it requires the
28 expenditure of public funds to furnish immediate aid and
29 relief. The director of the state emergency management
30 agency shall administer the fund.

31 3. Expenditures may be made upon direction of the
32 governor for emergency management, as defined in section
33 44.010, or to implement the state disaster plans.
34 Expenditures may also be made to meet the matching
35 requirements of state and federal agencies for any
36 applicable assistance programs.

37 4. Assistance may be provided from the Missouri
38 disaster fund to political subdivisions of this state
39 [which] and rural electric cooperatives that have suffered
40 from a disaster to such an extent as to impose a severe
41 financial burden exceeding the ordinary reserve capacity of
42 the subdivision or rural electric cooperative affected.
43 Applications for aid under this section shall be made to the
44 state emergency management agency on such forms as may be
45 prescribed and furnished by the agency, which forms shall
46 require the furnishing of sufficient information to

47 determine eligibility for aid and the extent of the
48 financial burden incurred. The agency may call upon other
49 agencies of the state in evaluating such applications. The
50 director of the state emergency management agency shall
51 review each application for aid under the provisions of this
52 section and recommend its approval or disapproval, in whole
53 or in part, to the governor. If approved, the governor
54 shall determine and certify to the director of the state
55 emergency management agency the amount of aid to be
56 furnished. The director of the state emergency management
57 agency shall thereupon issue [his] the director's voucher to
58 the commissioner of administration, who shall issue [his]
59 the commissioner's warrants therefor to the applicant.

60 5. When a disaster or emergency has been proclaimed by
61 the governor or there is a national emergency, the director
62 of the state emergency management agency, upon order of the
63 governor, shall have authority to expend funds for the
64 following:

65 (1) The purposes of sections 44.010 to 44.130 and the
66 responsibilities of the governor and the state emergency
67 management agency as outlined in sections 44.010 to 44.130;

68 (2) Employing, for the duration of the response and
69 recovery to emergency, additional personnel and contracting
70 or otherwise procuring necessary appliances, supplies,
71 equipment, and transport;

72 (3) Performing services for and furnishing materials
73 and supplies to state government agencies, counties, [and]
74 municipalities, and rural electric cooperatives with respect
75 to performance of any duties enjoined by law upon such
76 agencies, counties, [and] municipalities, and rural electric
77 cooperatives which they are unable to perform because of
78 extreme natural or man-made phenomena, and receiving
79 reimbursement in whole or in part from such agencies,

80 counties, [and] municipalities, and rural electric
81 cooperatives able to pay therefor under such terms and
82 conditions as may be agreed upon by the director of the
83 state emergency management agency and any such agency,
84 county, [or] municipality, or rural electric cooperative;

85 (4) Performing services for and furnishing materials
86 to any individual in connection with alleviating hardship
87 and distress growing out of extreme natural or man-made
88 phenomena, and receiving reimbursement in whole or in part
89 from such individual under such terms as may be agreed upon
90 by the director of the state emergency management agency and
91 such individual;

92 (5) Providing services to counties and municipalities
93 with respect to quelling riots and civil disturbances;

94 (6) Repairing and restoring public infrastructure;

95 (7) Furnishing transportation for supplies to
96 alleviate suffering and distress;

97 (8) Furnishing medical services and supplies to
98 prevent the spread of disease and epidemics;

99 (9) Quelling riots and civil disturbances;

100 (10) Training individuals or governmental agencies for
101 the purpose of perfecting the performance of emergency
102 assistance duties as defined in the state disaster plans;

103 (11) Procurement, storage, and transport of special
104 emergency supplies or equipment determined by the director
105 to be necessary to provide rapid response by state
106 government to assist counties and municipalities in
107 impending or actual emergencies;

108 (12) Clearing or removing from publicly or privately
109 owned land or water, debris and wreckage which may threaten
110 public health or safety;

111 (13) Reimbursement to any urban search and rescue task
112 force for any reasonable and necessary expenditures incurred

113 in the course of responding to any declared emergency under
114 this section; and

115 (14) Such other measures as are customarily necessary
116 to furnish adequate relief in cases of catastrophe or
117 disaster.

118 6. The governor may receive such voluntary
119 contributions as may be made from any source to aid in
120 carrying out the purposes of this section and shall credit
121 the same to the Missouri disaster fund.

122 7. All obligations and expenses incurred by the
123 governor in the exercise of the powers and duties vested by
124 the provisions of this section shall be paid by the state
125 treasurer out of available funds in the Missouri disaster
126 fund, and the commissioner of administration shall draw
127 warrants upon the state treasurer for the payment of such
128 sum, or so much thereof as may be required, upon receipt of
129 proper vouchers provided by the director of the state
130 emergency management agency.

131 8. The provisions of this section shall be liberally
132 construed in order to accomplish the purposes of sections
133 44.010 to 44.130 and to permit the governor to cope
134 adequately with any emergency which may arise, and the
135 powers vested in the governor by this section shall be
136 construed as being in addition to all other powers presently
137 vested in the governor and not in derogation of any existing
138 powers.

139 9. Such funds as may be made available by the
140 government of the United States for the purpose of
141 alleviating distress from disasters may be accepted by the
142 state treasurer and shall be credited to the Missouri
143 disaster fund, unless otherwise specifically provided in the
144 act of Congress making such funds available.

145 10. The foregoing provisions of this section
146 notwithstanding, any expenditure or proposed series of
147 expenditures which total in excess of one thousand dollars
148 per project shall be approved by the governor prior to the
149 expenditure.

130.029. 1. Nothing herein contained shall be
2 construed to prohibit any corporation organized under any
3 general or special law of this state, or any other state or
4 by an act of the Congress of the United States or any labor
5 organization, cooperative association or mutual association
6 from making any contributions or expenditures, provided:

7 (1) That the board of directors of any corporation by
8 resolution has authorized contributions or expenditures, or
9 by resolution has authorized a designated officer to make
10 such contributions or expenditures; or

11 (2) That the members of any labor organization,
12 cooperative association or mutual association have
13 authorized contributions or expenditures by a majority vote
14 of the members present at a duly called meeting of any such
15 labor organization, cooperative association or mutual
16 association or by such vote has authorized a designated
17 officer to make such contributions or expenditures.

18 2. No provision of this section shall be construed to
19 authorize contributions or expenditures otherwise prohibited
20 by, or to change any necessary percentage of vote otherwise
21 required by, the articles of incorporation or association or
22 bylaws of such labor organization, corporation, cooperative
23 or mutual association.

24 3. Authority to make contributions or expenditures as
25 authorized by this section shall be adopted by general or
26 specific resolution. This resolution shall state the total
27 amount of contributions or expenditures authorized, the

28 purposes of such contributions or expenditures and the time
29 period within which such authority shall exist.

30 4. (1) Any limited liability company that is duly
31 registered pursuant to chapter 347 and that has not elected
32 to be classified as a corporation under the federal tax code
33 and any S corporation may make contributions to any
34 committee if the limited liability company or S corporation
35 has:

36 (a) Been in existence for at least one year prior to
37 such contribution; and

38 (b) Submitted to the Missouri ethics commission a form
39 indicating that the limited liability company or S
40 corporation is a legitimate business with a legitimate
41 business interest and is not created for the sole purpose of
42 making campaign contributions.

43 (2) The Missouri ethics commission shall develop a
44 form for limited liability companies and S corporations to
45 use for purposes of paragraph (b) of subdivision (1) of this
46 subsection. The commission shall post all forms submitted
47 pursuant to this subdivision on its website on a public page
48 in a searchable format.

49 (3) For purposes of this subsection and section 23 of
50 article VIII of the Missouri Constitution, the term
51 "corporation" shall include any C corporation, provided that
52 the term shall not include any limited liability company
53 that is duly registered pursuant to chapter 347 and that has
54 not elected to be classified as a corporation under the
55 federal tax code and any S corporation.

143.081. 1. A resident individual, resident estate,
2 and resident trust shall be allowed a credit against the tax
3 otherwise due pursuant to sections 143.005 to 143.998 for
4 the amount of any income tax imposed for the taxable year by
5 another state of the United States (or a political

6 subdivision thereof) or the District of Columbia on income
7 derived from sources therein and which is also subject to
8 tax pursuant to sections 143.005 to 143.998. For purposes
9 of this subsection, the phrase "income tax imposed" shall be
10 that amount of tax before any income tax credit allowed by
11 such other state or the District of Columbia if the other
12 state or the District of Columbia authorizes a reciprocal
13 benefit for residents of this state.

14 2. The credit provided pursuant to this section shall
15 not exceed an amount which bears the same ratio to the tax
16 otherwise due pursuant to sections 143.005 to 143.998 as the
17 amount of the taxpayer's Missouri adjusted gross income
18 derived from sources in the other taxing jurisdiction bears
19 to the taxpayer's Missouri adjusted gross income derived
20 from all sources. In applying the limitation of the
21 previous sentence to an estate or trust, Missouri taxable
22 income shall be substituted for Missouri adjusted gross
23 income. If the tax of more than one other taxing
24 jurisdiction is imposed on the same item of income, the
25 credit shall not exceed the limitation that would result if
26 the taxes of all the other jurisdictions applicable to the
27 item were deemed to be of a single jurisdiction.

28 3. (1) For the purposes of this section, in the case
29 of an S corporation, each resident S shareholder shall be
30 considered to have paid a tax imposed on the shareholder in
31 an amount equal to the shareholder's pro rata share of any
32 net income tax paid by the S corporation to a state which
33 does not measure the income of shareholders on an S
34 corporation by reference to the income of the S corporation
35 or where a composite return and composite payments are made
36 in such state on behalf of the S shareholders by the S
37 corporation.

38 (2) A resident S shareholder shall be eligible for a
39 credit issued pursuant to this section in an amount equal to
40 the shareholder's pro rata share of any income tax imposed
41 pursuant to chapter 143 on income derived from sources in
42 another state of the United States, or a political
43 subdivision thereof, or the District of Columbia, and which
44 is subject to tax pursuant to chapter 143 but is not subject
45 to tax in such other jurisdiction.

46 4. For purposes of subsection 3 of this section, in
47 the case of an S corporation that is a bank chartered by a
48 state, the Office of Thrift Supervision, or the comptroller
49 of currency, each Missouri resident S shareholder of such
50 out-of-state bank shall qualify for the shareholder's pro
51 rata share of any net tax paid, including a bank franchise
52 tax based on the income of the bank, by such S corporation
53 where bank payment of taxes are made in such state on behalf
54 of the S shareholders by the S bank to the extent of the tax
55 paid.

 143.121. 1. The Missouri adjusted gross income of a
2 resident individual shall be the taxpayer's federal adjusted
3 gross income subject to the modifications in this section.

4 2. There shall be added to the taxpayer's federal
5 adjusted gross income:

6 (1) The amount of any federal income tax refund
7 received for a prior year which resulted in a Missouri
8 income tax benefit. The amount added pursuant to this
9 subdivision shall not include any amount of a federal income
10 tax refund attributable to a tax credit reducing a
11 taxpayer's federal tax liability pursuant to Public Law 116-
12 136 or 116-260, enacted by the 116th United States Congress,
13 for the tax year beginning on or after January 1, 2020, and
14 ending on or before December 31, 2020, and deducted from
15 Missouri adjusted gross income pursuant to section 143.171.

16 The amount added under this subdivision shall also not
17 include any amount of a federal income tax refund
18 attributable to a tax credit reducing a taxpayer's federal
19 tax liability under any other federal law that provides
20 direct economic impact payments to taxpayers to mitigate
21 financial challenges related to the COVID-19 pandemic, and
22 deducted from Missouri adjusted gross income under section
23 143.171;

24 (2) Interest on certain governmental obligations
25 excluded from federal gross income by 26 U.S.C. Section 103
26 of the Internal Revenue Code, as amended. The previous
27 sentence shall not apply to interest on obligations of the
28 state of Missouri or any of its political subdivisions or
29 authorities and shall not apply to the interest described in
30 subdivision (1) of subsection 3 of this section. The amount
31 added pursuant to this subdivision shall be reduced by the
32 amounts applicable to such interest that would have been
33 deductible in computing the taxable income of the taxpayer
34 except only for the application of 26 U.S.C. Section 265 of
35 the Internal Revenue Code, as amended. The reduction shall
36 only be made if it is at least five hundred dollars;

37 (3) The amount of any deduction that is included in
38 the computation of federal taxable income pursuant to 26
39 U.S.C. Section 168 of the Internal Revenue Code as amended
40 by the Job Creation and Worker Assistance Act of 2002 to the
41 extent the amount deducted relates to property purchased on
42 or after July 1, 2002, but before July 1, 2003, and to the
43 extent the amount deducted exceeds the amount that would
44 have been deductible pursuant to 26 U.S.C. Section 168 of
45 the Internal Revenue Code of 1986 as in effect on January 1,
46 2002;

47 (4) The amount of any deduction that is included in
48 the computation of federal taxable income for net operating

49 loss allowed by 26 U.S.C. Section 172 of the Internal
50 Revenue Code of 1986, as amended, other than the deduction
51 allowed by 26 U.S.C. Section 172(b)(1)(G) and 26 U.S.C.
52 Section 172(i) of the Internal Revenue Code of 1986, as
53 amended, for a net operating loss the taxpayer claims in the
54 tax year in which the net operating loss occurred or carries
55 forward for a period of more than twenty years and carries
56 backward for more than two years. Any amount of net
57 operating loss taken against federal taxable income but
58 disallowed for Missouri income tax purposes pursuant to this
59 subdivision after June 18, 2002, may be carried forward and
60 taken against any income on the Missouri income tax return
61 for a period of not more than twenty years from the year of
62 the initial loss; and

63 (5) For nonresident individuals in all taxable years
64 ending on or after December 31, 2006, the amount of any
65 property taxes paid to another state or a political
66 subdivision of another state for which a deduction was
67 allowed on such nonresident's federal return in the taxable
68 year unless such state, political subdivision of a state, or
69 the District of Columbia allows a subtraction from income
70 for property taxes paid to this state for purposes of
71 calculating income for the income tax for such state,
72 political subdivision of a state, or the District of
73 Columbia;

74 (6) For all tax years beginning on or after January 1,
75 2018, any interest expense paid or accrued in a previous
76 taxable year, but allowed as a deduction under 26 U.S.C.
77 Section 163, as amended, in the current taxable year by
78 reason of the carryforward of disallowed business interest
79 provisions of 26 U.S.C. Section 163(j), as amended. For the
80 purposes of this subdivision, an interest expense is
81 considered paid or accrued only in the first taxable year

82 the deduction would have been allowable under 26 U.S.C.
83 Section 163, as amended, if the limitation under 26 U.S.C.
84 Section 163(j), as amended, did not exist.

85 3. There shall be subtracted from the taxpayer's
86 federal adjusted gross income the following amounts to the
87 extent included in federal adjusted gross income:

88 (1) Interest received on deposits held at a federal
89 reserve bank or interest or dividends on obligations of the
90 United States and its territories and possessions or of any
91 authority, commission or instrumentality of the United
92 States to the extent exempt from Missouri income taxes
93 pursuant to the laws of the United States. The amount
94 subtracted pursuant to this subdivision shall be reduced by
95 any interest on indebtedness incurred to carry the described
96 obligations or securities and by any expenses incurred in
97 the production of interest or dividend income described in
98 this subdivision. The reduction in the previous sentence
99 shall only apply to the extent that such expenses including
100 amortizable bond premiums are deducted in determining the
101 taxpayer's federal adjusted gross income or included in the
102 taxpayer's Missouri itemized deduction. The reduction shall
103 only be made if the expenses total at least five hundred
104 dollars;

105 (2) The portion of any gain, from the sale or other
106 disposition of property having a higher adjusted basis to
107 the taxpayer for Missouri income tax purposes than for
108 federal income tax purposes on December 31, 1972, that does
109 not exceed such difference in basis. If a gain is
110 considered a long-term capital gain for federal income tax
111 purposes, the modification shall be limited to one-half of
112 such portion of the gain;

113 (3) The amount necessary to prevent the taxation
114 pursuant to this chapter of any annuity or other amount of

115 income or gain which was properly included in income or gain
116 and was taxed pursuant to the laws of Missouri for a taxable
117 year prior to January 1, 1973, to the taxpayer, or to a
118 decedent by reason of whose death the taxpayer acquired the
119 right to receive the income or gain, or to a trust or estate
120 from which the taxpayer received the income or gain;

121 (4) Accumulation distributions received by a taxpayer
122 as a beneficiary of a trust to the extent that the same are
123 included in federal adjusted gross income;

124 (5) The amount of any state income tax refund for a
125 prior year which was included in the federal adjusted gross
126 income;

127 (6) The portion of capital gain specified in section
128 135.357 that would otherwise be included in federal adjusted
129 gross income;

130 (7) The amount that would have been deducted in the
131 computation of federal taxable income pursuant to 26 U.S.C.
132 Section 168 of the Internal Revenue Code as in effect on
133 January 1, 2002, to the extent that amount relates to
134 property purchased on or after July 1, 2002, but before July
135 1, 2003, and to the extent that amount exceeds the amount
136 actually deducted pursuant to 26 U.S.C. Section 168 of the
137 Internal Revenue Code as amended by the Job Creation and
138 Worker Assistance Act of 2002;

139 (8) For all tax years beginning on or after January 1,
140 2005, the amount of any income received for military service
141 while the taxpayer serves in a combat zone which is included
142 in federal adjusted gross income and not otherwise excluded
143 therefrom. As used in this section, "combat zone" means any
144 area which the President of the United States by Executive
145 Order designates as an area in which Armed Forces of the
146 United States are or have engaged in combat. Service is
147 performed in a combat zone only if performed on or after the

148 date designated by the President by Executive Order as the
149 date of the commencing of combat activities in such zone,
150 and on or before the date designated by the President by
151 Executive Order as the date of the termination of combatant
152 activities in such zone;

153 (9) For all tax years ending on or after July 1, 2002,
154 with respect to qualified property that is sold or otherwise
155 disposed of during a taxable year by a taxpayer and for
156 which an additional modification was made under subdivision
157 (3) of subsection 2 of this section, the amount by which
158 additional modification made under subdivision (3) of
159 subsection 2 of this section on qualified property has not
160 been recovered through the additional subtractions provided
161 in subdivision (7) of this subsection;

162 (10) For all tax years beginning on or after January
163 1, 2014, the amount of any income received as payment from
164 any program which provides compensation to agricultural
165 producers who have suffered a loss as the result of a
166 disaster or emergency, including the:

- 167 (a) Livestock Forage Disaster Program;
- 168 (b) Livestock Indemnity Program;
- 169 (c) Emergency Assistance for Livestock, Honeybees, and
170 Farm-Raised Fish;
- 171 (d) Emergency Conservation Program;
- 172 (e) Noninsured Crop Disaster Assistance Program;
- 173 (f) Pasture, Rangeland, Forage Pilot Insurance Program;
- 174 (g) Annual Forage Pilot Program;
- 175 (h) Livestock Risk Protection Insurance Plan;
- 176 (i) Livestock Gross Margin Insurance Plan;

177 (11) For all tax years beginning on or after January
178 1, 2018, any interest expense paid or accrued in the current
179 taxable year, but not deducted as a result of the limitation
180 imposed under 26 U.S.C. Section 163(j), as amended. For the

181 purposes of this subdivision, an interest expense is
182 considered paid or accrued only in the first taxable year
183 the deduction would have been allowable under 26 U.S.C.
184 Section 163, as amended, if the limitation under 26 U.S.C.
185 Section 163(j), as amended, did not exist; [and]

186 (12) One hundred percent of any retirement benefits
187 received by any taxpayer as a result of the taxpayer's
188 service in the Armed Forces of the United States, including
189 reserve components and the National Guard of this state, as
190 defined in 32 U.S.C. Sections 101(3) and 109, and any other
191 military force organized under the laws of this state; and

192 (13) For taxpayers authorized to do business pursuant
193 to article XIV of the Missouri Constitution, the amount
194 equal to any expenditure otherwise allowable as a federal
195 income tax deduction, but that is disallowed pursuant to 26
196 U.S.C. Section 280E, as in effect on January 1, 2022,
197 because cannabis is a controlled substance under federal law.

198 4. There shall be added to or subtracted from the
199 taxpayer's federal adjusted gross income the taxpayer's
200 share of the Missouri fiduciary adjustment provided in
201 section 143.351.

202 5. There shall be added to or subtracted from the
203 taxpayer's federal adjusted gross income the modifications
204 provided in section 143.411.

205 6. In addition to the modifications to a taxpayer's
206 federal adjusted gross income in this section, to calculate
207 Missouri adjusted gross income there shall be subtracted
208 from the taxpayer's federal adjusted gross income any gain
209 recognized pursuant to 26 U.S.C. Section 1033 of the
210 Internal Revenue Code of 1986, as amended, arising from
211 compulsory or involuntary conversion of property as a result
212 of condemnation or the imminence thereof.

213 7. (1) As used in this subsection, "qualified health
214 insurance premium" means the amount paid during the tax year
215 by such taxpayer for any insurance policy primarily
216 providing health care coverage for the taxpayer, the
217 taxpayer's spouse, or the taxpayer's dependents.

218 (2) In addition to the subtractions in subsection 3 of
219 this section, one hundred percent of the amount of qualified
220 health insurance premiums shall be subtracted from the
221 taxpayer's federal adjusted gross income to the extent the
222 amount paid for such premiums is included in federal taxable
223 income. The taxpayer shall provide the department of
224 revenue with proof of the amount of qualified health
225 insurance premiums paid.

226 8. (1) Beginning January 1, 2014, in addition to the
227 subtractions provided in this section, one hundred percent
228 of the cost incurred by a taxpayer for a home energy audit
229 conducted by an entity certified by the department of
230 natural resources under section 640.153 or the
231 implementation of any energy efficiency recommendations made
232 in such an audit shall be subtracted from the taxpayer's
233 federal adjusted gross income to the extent the amount paid
234 for any such activity is included in federal taxable
235 income. The taxpayer shall provide the department of
236 revenue with a summary of any recommendations made in a
237 qualified home energy audit, the name and certification
238 number of the qualified home energy auditor who conducted
239 the audit, and proof of the amount paid for any activities
240 under this subsection for which a deduction is claimed. The
241 taxpayer shall also provide a copy of the summary of any
242 recommendations made in a qualified home energy audit to the
243 department of natural resources.

244 (2) At no time shall a deduction claimed under this
245 subsection by an individual taxpayer or taxpayers filing

246 combined returns exceed one thousand dollars per year for
247 individual taxpayers or cumulatively exceed two thousand
248 dollars per year for taxpayers filing combined returns.

249 (3) Any deduction claimed under this subsection shall
250 be claimed for the tax year in which the qualified home
251 energy audit was conducted or in which the implementation of
252 the energy efficiency recommendations occurred. If
253 implementation of the energy efficiency recommendations
254 occurred during more than one year, the deduction may be
255 claimed in more than one year, subject to the limitations
256 provided under subdivision (2) of this subsection.

257 (4) A deduction shall not be claimed for any otherwise
258 eligible activity under this subsection if such activity
259 qualified for and received any rebate or other incentive
260 through a state-sponsored energy program or through an
261 electric corporation, gas corporation, electric cooperative,
262 or municipally owned utility.

263 9. The provisions of subsection 8 of this section
264 shall expire on December 31, 2020.

143.436. 1. This section shall be known and may be
2 cited as the "SALT Parity Act".

3 2. For the purposes of this section, the following
4 terms shall mean:

5 (1) "Affected business entity", any partnership or S
6 corporation that elects to be subject to tax pursuant to
7 subsection 10 of this section;

8 (2) "Direct member", a member that holds an interest
9 directly in an affected business entity;

10 (3) "Indirect member", a member that itself holds an
11 interest, through a direct or indirect member that is a
12 partnership or an S corporation, in an affected business
13 entity;

14 (4) "Member":

15 (a) A shareholder of an S corporation;
16 (b) A partner in a general partnership, a limited
17 partnership, or a limited liability partnership; or
18 (c) A member of a limited liability company that is
19 treated as a partnership or S corporation for federal income
20 tax purposes;
21 (5) "Partnership", the same meaning as provided in 26
22 U.S.C. Section 7701(a) (2). The term "partnership" shall
23 include a limited liability company that is treated as a
24 partnership for federal income tax purposes;
25 (6) "S corporation", a corporation or limited
26 liability company that is treated as an S corporation for
27 federal income tax purposes;
28 (7) "Tax year", the tax year of a partnership or S
29 corporation for federal income tax purposes.
30 3. (1) Notwithstanding any provision of law to the
31 contrary, a tax is hereby imposed on each affected business
32 entity that is a partnership and that is doing business in
33 this state. Such affected business entity shall, at the
34 time that the affected business entity's return is due, pay
35 a tax in an amount equal to the sum of the separately and
36 nonseparately computed items, as described in 26 U.S.C.
37 Section 702(a), of the affected business entity, to the
38 extent derived from or connected with sources within this
39 state, as determined pursuant to section 143.455, decreased
40 by the deduction allowed under 26 U.S.C. Section 199A
41 computed as if such deduction was allowed to be taken by the
42 affected business entity for federal tax purposes, and
43 increased or decreased by any modification made pursuant to
44 section 143.471 that relates to an item of the affected
45 business entity's income, gain, loss, or deduction, to the
46 extent derived from or connected with sources within this
47 state, as determined pursuant to section 143.455, with such

48 sum multiplied by the highest rate of tax used to determine
49 a Missouri income tax liability for an individual pursuant
50 to section 143.011. An affected entity paying the tax
51 pursuant to this subsection shall include with the payment
52 of such taxes each report provided to a member pursuant to
53 subsection 7 of this section.

54 (2) If the amount calculated pursuant to subdivision
55 (1) of this section results in a net loss, such net loss may
56 be carried forward to succeeding tax years for which the
57 affected business entity elects to be subject to tax
58 pursuant to subsection 11 of this section until fully used.

59 4. (1) Notwithstanding any provision of law to the
60 contrary, a tax is hereby imposed on each affected business
61 entity that is an S corporation and that is doing business
62 in this state. Such affected business entity shall, at the
63 time that the affected business entity's return is due, pay
64 a tax in an amount equal to the sum of the separately and
65 nonseparately computed items, as described in 26 U.S.C.
66 Section 1366, of the affected business entity, to the extent
67 derived from or connected with sources within this state, as
68 determined pursuant to section 143.455, decreased by the
69 deduction allowed under 26 U.S.C. Section 199A computed as
70 if such deduction was allowed to be taken by the affected
71 business entity for federal tax purposes, and increased or
72 decreased by any modification made pursuant to section
73 143.471 that relates to an item of the affected business
74 entity's income, gain, loss, or deduction, to the extent
75 derived from or connected with sources within this state, as
76 determined pursuant to section 143.455, with such sum
77 multiplied by the highest rate of tax used to determine a
78 Missouri income tax liability for an individual pursuant to
79 section 143.011. An affected entity paying the tax pursuant
80 to this subsection shall include with the payment of such

81 taxes each report provided to a member pursuant to
82 subsection 7 of this section.

83 (2) If the amount calculated pursuant to subdivision
84 (1) of this section results in a net loss, such net loss may
85 be carried forward to succeeding tax years for which the
86 affected business entity elects to be subject to tax
87 pursuant to subsection 11 of this section until fully used.

88 5. If an affected business entity is a direct or
89 indirect member of another affected business entity, the
90 member affected business entity shall, when calculating its
91 net income or loss pursuant to subsections 3 or 4 of this
92 section, subtract its distributive share of income or add
93 its distributive share of loss from the affected business
94 entity in which it is a direct or indirect member to the
95 extent that the income or loss was derived from or connected
96 with sources within this state, as determined pursuant to
97 section 143.455.

98 6. A nonresident individual who is a member shall not
99 be required to file an income tax return pursuant to this
100 chapter for a tax year if, for such tax year, the only
101 source of income derived from or connected with sources
102 within the state for such member, or the member and the
103 member's spouse if a joint federal income tax return is or
104 shall be filed, is from one or more affected business
105 entities and such affected business entity or entities file
106 and pay the tax due under this section.

107 7. Each partnership and S corporation shall report to
108 each of its members, for each tax year, such member's direct
109 pro rata share of the tax imposed pursuant to this section
110 on such partnership or S corporation if it is an affected
111 business entity and its indirect pro rata share of the tax
112 imposed on any affected business entity in which such
113 affected business entity is a direct or indirect member.

114 8. (1) Each member that is subject to the tax imposed
115 pursuant to section 143.011 shall be entitled to a credit
116 against the tax imposed pursuant to section 143.011. Such
117 credit shall be in an amount equal to such member's direct
118 and indirect pro rata share of the tax paid pursuant to this
119 section by any affected business entity of which such member
120 is directly or indirectly a member.

121 (2) If the amount of the credit authorized by this
122 subsection exceeds such member's tax liability for the tax
123 imposed pursuant to section 143.011, the excess amount shall
124 not be refunded but may be carried forward to each
125 succeeding tax year until such credit is fully taken.

126 9. (1) Each member that is subject to the tax imposed
127 pursuant to section 143.011 as a resident or part-year
128 resident of this state shall be entitled to a credit against
129 the tax imposed pursuant to section 143.011 for such
130 member's direct and indirect pro rata share of taxes paid to
131 another state of the United States or to the District of
132 Columbia, on income of any partnership or S corporation of
133 which such person is a member that is derived therefrom,
134 provided the taxes paid to another state of the United
135 States or to the District of Columbia results from a tax
136 that the director of revenue determines is substantially
137 similar to the tax imposed pursuant to this section. Any
138 such credit shall be calculated in a manner to be prescribed
139 by the director of revenue, provided such calculation is
140 consistent with the provisions of this section, and further
141 provided that the limitations provided in subsection 2 of
142 section 143.081 shall apply to the credit authorized by this
143 subsection.

144 (2) If the amount of the credit authorized by this
145 subsection exceeds such member's tax liability for the tax

146 imposed pursuant to section 143.011, the excess amount shall
147 not be refunded and shall not be carried forward.

148 10. (1) Each corporation that is subject to the tax
149 imposed pursuant to section 143.071 and that is a member
150 shall be entitled to a credit against the tax imposed
151 pursuant to section 143.071. Such credit shall be in an
152 amount equal to such corporation's direct and indirect pro
153 rata share of the tax paid pursuant to this section by any
154 affected business entity of which such corporation is
155 directly or indirectly a member. Such credit shall be
156 applied after all other credits.

157 (2) If the amount of the credit authorized by this
158 subsection exceeds such corporation's tax liability for the
159 tax imposed pursuant to section 143.071, the excess amount
160 shall not be refunded but may be carried forward to each
161 succeeding tax year until such credit is fully taken.

162 11. A partnership or an S corporation may elect to
163 become an affected business entity that is required to pay
164 the tax pursuant to this section in any tax year. A
165 separate election shall be made for each taxable year. Such
166 election shall be made on such form and in such manner as
167 the director of revenue may prescribe by rule. An election
168 made pursuant to this subsection shall be signed by:

169 (1) Each member of the electing entity who is a member
170 at the time the election is filed; or

171 (2) Any officer, manager, or member of the electing
172 entity who is authorized to make the election and who
173 attests to having such authorization under penalty of
174 perjury.

175 12. The provisions of sections 143.425 and 143.601
176 shall apply to any modifications made to an affected
177 business entity's federal return, and such affected business

178 entity shall pay any resulting underpayment of tax to the
179 extent not already paid pursuant to section 143.425.

180 13. (1) With respect to an action required or
181 permitted to be taken by an affected business entity
182 pursuant to this section, a proceeding under section 143.631
183 for reconsideration by the director of revenue, an appeal to
184 the administrative hearing commission, or a review by the
185 judiciary with respect to such action, the affected business
186 entity shall designate an affected business entity
187 representative for the tax year, and such affected business
188 entity representative shall have the sole authority to act
189 on behalf of the affected business entity, and the affected
190 business entity's members shall be bound by those actions.

191 (2) The department of revenue may establish reasonable
192 qualifications and procedures for designating a person to be
193 the affected business entity representative.

194 (3) The affected business entity representative shall
195 be considered an authorized representative of the affected
196 business entity and its members under section 32.057 for the
197 purposes of compliance with this section, or participating
198 in a proceeding described in subdivision (1) of this
199 subsection.

200 14. The provisions of this section shall only apply to
201 tax years ending on or after December 31, 2022.

202 15. The department of revenue may promulgate rules to
203 implement the provisions of this section. Any rule or
204 portion of a rule, as that term is defined in section
205 536.010, that is created under the authority delegated in
206 this section shall become effective only if it complies with
207 and is subject to all of the provisions of chapter 536 and,
208 if applicable, section 536.028. This section and chapter
209 536 are nonseverable and if any of the powers vested with
210 the general assembly pursuant to chapter 536 to review, to

211 delay the effective date, or to disapprove and annul a rule
212 are subsequently held unconstitutional, then the grant of
213 rulemaking authority and any rule proposed or adopted after
214 August 28, 2022, shall be invalid and void.

347.020. 1. The name of each limited liability
2 company as 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
22 is licensed, organized, reserved, or registered under the
23 laws of this state as a domestic or foreign entity, unless:

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

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

33 2. The name of a limited liability company that has
34 been dissolved or cancelled shall not be available for use
35 by others for a period of one year from the effective date
36 of the dissolution or cancellation.

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

5 2. The information statement shall include:

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

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

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

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

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

16 3. The information statement shall be current as of
17 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 odd-

26 numbered year before January 1, 2022, the first information
27 statement shall be due in 2025. For limited liability
28 companies and foreign limited liability companies that
29 organized or registered in an even-numbered year before
30 January 1, 2023, the first information statement shall be
31 due in 2026.

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;

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

39 (13) For any service of notice, demand, or process
40 upon the secretary as resident agent of a limited liability
41 company, a fee of twenty dollars, which amount may be
42 recovered as taxable costs by the party instituting such

43 suit, action, or proceeding causing such service to be made
44 if such party prevails therein;

45 (14) For filing an amended certificate of registration
46 a fee of twenty dollars or, if filed online in an electronic
47 format prescribed by the secretary, a fee of ten dollars;
48 **[and]**

49 (15) For filing a statement of correction a fee of
50 five dollars;

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

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

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

63 (19) For filing an application for reinstatement, a
64 fee of ninety-five dollars or, if filed online in an
65 electronic format prescribed by the secretary, a fee of
66 forty-five dollars.

67 2. Fees mandated in subdivisions (1) and (2) of
68 subsection 1 of this section and for application for
69 reservation of a name in subdivision (11) of subsection 1 of
70 this section shall be waived if an organizer who is listed
71 as a member in the operating agreement of the limited
72 liability company is a member of the Missouri National Guard
73 or any other active duty military, resides in the state of
74 Missouri, and provides proof of such service to the
75 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:

(1) The power to examine the books and records of any
7 limited liability company to which sections 347.010 to
8 347.187 apply, and it shall be the duty of any manager,
9 member or agent of such limited liability company having
10 possession or control of such books and records to produce
11 such books and records for examination on demand of the
12 secretary or [his] the secretary's designated employee;
13 except that no person shall be subject to any criminal
14 prosecution on account of any matter or thing which may be
15 disclosed by examination of any limited liability company
16 books and records, which they may produce or exhibit for
17 examination; or on account of any other matter or thing
18 concerning which they may make any voluntary and truthful
19 statement in writing to the secretary or [his] the
20 secretary's 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

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

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

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

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

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

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

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

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

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

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

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

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

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

132 necessary to wind up and liquidate its business and affairs
133 under section 347.147 and notify claimants under section
134 347.141.

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

138 (f) If a limited liability company does not timely
139 file an information statement in accordance with section
140 347.044 within sixty days after service of the notice is
141 perfected by posting with the United States Postal Service
142 or fails to demonstrate to the reasonable satisfaction of
143 the secretary that the information statement was timely
144 filed, the secretary shall cancel the articles of
145 organization by signing an administrative cancellation that
146 states the grounds for cancellation and the effective date
147 of the cancellation. The secretary shall file the original
148 administrative cancellation and serve a copy on the limited
149 liability company as provided under section 347.051.

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

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

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 (2) or (5) of this section may file an articles
173 of amendment in accordance with section 347.041 to extend
174 the duration of the limited liability company, which may be
175 any number of years 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] application 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 dollars] specified in subdivision (19) of
190 subsection 1 of section 347.179, or such greater amount as
191 required by state regulation, plus any delinquent fees,
192 penalties, and other charges as determined by the secretary
193 to then be due.

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

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

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

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

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

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

226 [(7)] (i) This subdivision [(6) of this section] shall
227 apply to any limited liability company whose articles of
228 organization was cancelled because such limited liability
229 company's period of duration stated in the articles of
230 organization expired on or after August 28, 2003;

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

234 (a) A foreign limited liability company whose
235 registration was administratively cancelled under
236 subdivision (2) or (5) of this section may apply to the
237 secretary for reinstatement. The application shall:

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

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

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

245 d. Include a reinstatement fee in the amount specified
246 in subdivision (19) of subsection 1 of section 347.179, or a
247 higher amount if required by state regulation, and any
248 delinquent fees, penalties, or other charges as the
249 secretary determines are due;

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

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

260 (d) If the name of the foreign limited liability
261 company was issued to another entity before the application
262 for reinstatement was filed, the foreign limited liability
263 company applying for reinstatement may elect to reinstate

264 using a new name that complies with the requirements under
265 section 347.020 and is approved by appropriate action of the
266 foreign limited liability company for changing its name;

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

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

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

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

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

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

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

291 d. Include a reinstatement fee in the amount specified
292 in subdivision (19) of subsection 1 of section 347.179, or a
293 higher amount if required by state regulation, and any
294 delinquent fees, penalties, or other charges as the
295 secretary determines are due;

296 (b) If the secretary determines that the application
297 satisfies the requirements under paragraph (a) of this
298 subdivision, the secretary shall rescind the notice of
299 winding up or notice of termination and prepare a
300 certificate of reinstatement that includes the effective
301 date of reinstatement and deliver a copy to the limited
302 liability 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 notice of winding up or notice of termination
307 never occurred;

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

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

320 (f) The limited liability company may appeal a denial
321 of reinstatement by using the procedure under subdivision
322 (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

72 distinguishable from the names of the other series set forth
73 in the articles of organization. In the case of a foreign
74 limited liability company that has adopted a name that is
75 not the name under which it is registered in its
76 jurisdiction of organization, as permitted under sections
77 347.153 and 347.157, the name of the series with limited
78 liability must contain the entire name under which the
79 foreign limited liability company has been admitted to
80 transact business in this state.

81 4. (1) (a) Upon filing of articles of organization
82 setting forth the name of each series with limited
83 liability, in compliance with section 347.037 or amendments
84 under section 347.041, the series' existence shall begin.

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

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

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

105 347.045. Except to the extent otherwise provided in the
106 operating agreement, a series may be dissolved and its
107 affairs wound up without causing the dissolution of the
108 limited liability company. The dissolution of a series
109 established in accordance with subsection 2 of this section
110 shall not affect the limitation on liabilities of such
111 series provided by subsection 2 of this section. A series
112 is terminated and its affairs shall be wound up upon the
113 dissolution of the limited liability company under section
114 347.045.

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

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

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

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

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

134 5. (1) An operating agreement may provide for classes
135 or groups of members or managers associated with a series
136 having such relative rights, powers, and duties as an
137 operating agreement may provide and may make provision for

138 the future creation of additional classes or groups of
139 members or managers associated with the series having such
140 relative rights, powers, and duties as may from time to time
141 be established, including rights, powers, and duties senior
142 and subordinate to or different from existing classes and
143 groups of members or managers associated with the series.

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

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

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

166 (5) Except as otherwise provided in an operating
167 agreement, any event specified in this chapter or in an
168 operating agreement that causes a manager to cease to be a
169 manager with respect to a series shall not, in itself, cause
170 such manager to cease to be a manager of the limited

171 liability company or with respect to any other series
172 thereof.

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

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

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

189 (b) Capital contributions;

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

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

194 (e) Fiduciary duties; and

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

198 6. (1) If a limited liability company with the
199 ability to establish series does not register to do business
200 in a foreign jurisdiction for itself and its series, a
201 series of a limited liability company may itself register to
202 do business as a limited liability company in the foreign

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

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

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

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

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

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

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

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

6 (2) A registered agent for service of process on the
7 registered limited liability partnership or foreign
8 registered limited liability partnership, which agent may be
9 either an individual resident of the state of Missouri whose
10 business office is identical with the registered limited
11 liability partnership's or foreign registered limited
12 liability partnership's registered office, or a domestic
13 corporation, or a foreign corporation authorized to do
14 business in the state of Missouri, having a business office
15 identical with such registered office or the registered
16 limited liability partnership or foreign registered limited
17 liability partnership itself.

18 2. A registered agent may change the address of the
19 registered office of the registered limited liability
20 partnerships or foreign registered limited liability
21 partnerships for which the agent is the registered agent to
22 another address in the state of Missouri by paying a fee in
23 the amount of [ten] five dollars[, and a further fee in the
24 amount of two dollars] for each registered limited liability
25 partnership or foreign registered limited liability
26 partnership affected thereby, to the secretary of state and
27 filing with the secretary of state a certificate, executed
28 by such registered agent, setting forth the names of all the
29 registered limited liability partnerships or foreign
30 registered limited liability partnerships represented by
31 such registered agent, and the address at which such
32 registered agent has maintained the registered office for
33 each of such registered limited liability partnerships or
34 foreign registered limited liability partnerships, and
35 further certifying to the new address to which such
36 registered office will be changed on a given day, and at
37 which new address such registered agent will thereafter
38 maintain the registered office for each of the registered
39 limited liability partnerships or foreign registered limited
40 liability partnerships recited in the certificate. Upon the
41 filing of such certificate, the secretary of state shall
42 furnish to the registered agent a certified copy of the same
43 under the secretary of state's hand and seal of office, and
44 thereafter, or until further change of address, as
45 authorized by law, the registered office in the state of
46 Missouri of each of the registered limited liability
47 partnerships or foreign registered limited liability
48 partnerships recited in the certificate shall be located at
49 the new address of the registered agent thereof as given in
50 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

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

87 3. The registered agent of one or more registered
88 limited liability partnerships or foreign registered limited
89 liability partnerships may resign and appoint a successor
90 registered agent by paying a fee in the amount of [fifty]
91 five dollars[, and a further fee in the amount of two
92 dollars] for each registered limited liability partnership
93 or foreign registered limited liability partnership affected
94 thereby, to the secretary of state and filing a certificate
95 with the secretary of state, stating that it resigns and the
96 name and address of the successor registered agent. There
97 shall be attached to such certificate a statement executed
98 by each affected registered limited liability partnership or
99 foreign registered limited liability partnership ratifying
100 and approving such change of registered agent. Upon such
101 filing, the successor registered agent shall become the
102 registered agent of such registered limited liability
103 partnerships or foreign registered limited liability
104 partnerships as have ratified and approved such substitution
105 and the successor registered agent's address, as stated in
106 such certificate, shall become the address of each such
107 registered limited liability partnership's or foreign
108 registered limited liability partnership's registered office
109 in the state of Missouri. The secretary of state shall
110 furnish to the successor registered agent a certified copy
111 of the certificate of resignation. Filing of such
112 certificate of resignation shall be deemed to be an
113 amendment of the application, renewal application or notice
114 filed pursuant to subsection 19 of section 358.440, as the
115 case may be, of each registered limited liability
116 partnership or foreign registered limited liability

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

124 4. The registered agent of a registered limited
125 liability partnership or foreign registered limited
126 liability partnership may resign without appointing a
127 successor registered agent by paying a fee in the amount of
128 [ten] five dollars to the secretary of state and filing a
129 certificate with the secretary of state stating that it
130 resigns as registered agent for the registered limited
131 liability partnership or foreign registered limited
132 liability partnership identified in the certificate, but
133 such resignation shall not become effective until one
134 hundred twenty days after the certificate is filed. There
135 shall be attached to such certificate an affidavit of such
136 registered agent, if an individual, or the president, a vice
137 president or the secretary thereof if a corporation, that at
138 least thirty days prior to and on or about the date of the
139 filing of the certificate, notices were sent by certified or
140 registered mail to the registered limited liability
141 partnership or foreign registered limited liability
142 partnership for which such registered agent is resigning as
143 registered agent, at the principal office thereof within or
144 outside the state of Missouri, if known to such registered
145 agent or, if not, to the last known address of the attorney
146 or other individual at whose request such registered agent
147 was appointed for such registered limited liability
148 partnership or foreign registered limited liability
149 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.

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

8 2. This section shall not apply to state grants or
9 contracts, nor investigations under section 407.472 and
10 shall not restrict enforcement actions against specific
11 charitable organizations. This section shall not apply to
12 labor organizations, as that term is defined in section
13 105.500.

14 3. This section shall not apply when an organization
15 regulated or specifically exempted from regulation under
16 sections 407.450 to 407.475 is providing any report or
17 disclosure required by state law to be filed with the
18 secretary of state.