

SECOND REGULAR SESSION

# SENATE BILL NO. 796

89TH GENERAL ASSEMBLY

INTRODUCED BY SENATOR KLARICH.

Read 1st time January 21, 1998, and 1,000 copies ordered printed.

TERRY L. SPIELER, Secretary.

S3165.011

## AN ACT

To repeal sections 351.604, 355.716 and 355.813, RSMo 1994, relating to reinstatement of corporations, and to enact in lieu thereof three new sections relating to the same subject, with an emergency clause.

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

Section A. Sections 351.604, 355.716 and 355.813, RSMo 1994, are repealed and three new sections enacted in lieu thereof, to be known as sections 351.604, 355.716 and 355.813, to read as follows:

351.604. 1. A foreign corporation may apply to the secretary of state for reinstatement [within two years after the effective date of revocation of its certificate of authority]. The application shall:

- (1) Recite the name of the corporation and the effective date of its administrative revocation;
- (2) State that the ground or grounds for revocation either did not exist or have been eliminated;
- (3) State that the corporation's name satisfies the requirements of section 351.110;
- (4) Contain a certificate from the department of revenue reciting that all taxes owed by the corporation have been paid or a tax payback plan has been arranged with the department of revenue; and
- (5) Contain a reinstatement fee in the amount of fifty dollars plus any delinquent fees, penalties and charges that might have accrued.

2. If the secretary of state determines that the application contains the information and

**EXPLANATION--Matter enclosed in bold-faced brackets [thus] in this bill is not enacted and is intended to be omitted in the law.**

fees required by subsection 1 of this section and that the information and fees are correct, he shall cancel the certificate of revocation and prepare a certificate of reinstatement that recites his determination and the effective date of reinstatement, file the original of the certificate, and give notice to the corporation.

3. A foreign corporation may appeal the secretary of state's revocation of its certificate of authority as provided under section 351.670. The foreign corporation appeals by petitioning the court to set aside the revocation and attaching to the petition copies of its certificate of authority and the secretary of state's certificate of revocation.

4. The court may summarily order the secretary of state to reinstate the certificate of authority or may take any other action the court considers appropriate.

5. The court's final decision may be appealed as in other civil proceedings.

355.716. 1. A corporation administratively dissolved under section 355.711 may apply to the secretary of state for reinstatement [within two years after the effective date of dissolution]. The application must:

(1) Recite the name of the corporation and the effective date of its administrative dissolution;

(2) State that the ground or grounds for dissolution either did not exist or have been eliminated;

(3) State that the corporation's name satisfies the requirements of section 355.146; and

(4) Contain a certificate from the director of revenue reciting that all taxes owed by the corporation have been paid if the corporation pays taxes.

2. If the secretary of state determines that the application contains the information required by subsection 1 of this section and that the information is correct, the secretary of state shall cancel the certificate of dissolution and prepare a certificate of reinstatement reciting that determination and the effective date of reinstatement, file the original of the certificate, and serve a copy on the corporation under section 355.176.

3. When reinstatement is effective, it relates back to and takes effect as of the effective date of the administrative dissolution and the corporation shall resume carrying on its activities as if the administrative dissolution had never occurred.

355.813. A foreign corporation administratively revoked under section 355.811 may apply to the secretary of state of reinstatement [within two years after the effective date of the revocation]. The application shall:

(1) Recite the name of the foreign corporation and the effective date of its administrative revocation;

(2) State that the grounds for the administrative revocation did not exist or have been eliminated;

(3) State that the foreign corporation's name satisfies the requirements of section 355.776;

and

(4) Contain a certificate from the director of revenue reciting that all taxes owed by the corporation have been paid if the corporation pays taxes.

Section B. Because immediate action is necessary for fair and efficient business regulation, sections 351.604, 355.716 and 355.813 of this act are deemed necessary for the immediate preservation of the public health, welfare, peace and safety, and sections 351.604, 355.716 and 355.813 of this act are hereby declared to be an emergency act within the meaning of the constitution, and sections 351.604, 355.716 and 355.813 of this act shall be in full force and effect upon its passage and approval.

Unofficial

Bill

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