

SENATE SUBSTITUTE  
FOR  
SENATE COMMITTEE SUBSTITUTE  
FOR  
HOUSE COMMITTEE SUBSTITUTE  
FOR  
HOUSE BILL NO. 2508  
AN ACT

To repeal sections 347.048, 347.143, and 347.186, RSMo, and to enact in lieu thereof four new sections relating to entities regulated by the secretary of state, with a severability clause.

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

Section A. Sections 347.048, 347.143, and 347.186, RSMo,  
2 are repealed and four new sections enacted in lieu thereof, to  
3 be known as sections 347.044, 347.048, 347.143, and 347.186, to  
4 read as follows:

347.044. 1. Any person may apply to the secretary of  
2 state for a certificate of good standing for a domestic  
3 limited liability company or a foreign limited liability  
4 company.

5 2. A certificate of good standing for a domestic  
6 limited liability company shall include:

7 (1) The domestic limited liability company's name;  
8 (2) When the limited liability company was formed;  
9 (3) That the limited liability company was formed  
10 under the laws of this state; and

11 (4) That the limited liability company has complied  
12 with all the requirements of the corporation division of the  
13 secretary of state.

14 3. A certificate of good standing for a foreign  
15 limited liability company shall include:

16       (1) The name of the limited liability company as  
17 registered in the company's home state;

18       (2) The name the foreign limited liability company  
19 uses in this state;

20       (3) The name of the state or jurisdiction the limited  
21 liability company was formed in; and

22       (4) That the limited liability company has complied  
23 with all the requirements of the corporation division of the  
24 secretary of state.

25       4. Subject to any qualification stated in the  
26 certificate, a certificate of good standing issued by the  
27 secretary of state shall be prima facie evidence that the  
28 domestic or foreign limited liability company exists and is  
29 authorized to transact business in this state.

30       5. Any person may apply to the secretary of state for  
31 a certificate of good standing for any individual domestic  
32 limited liability company series or a foreign limited  
33 liability company series.

34       6. A certificate of good standing for a domestic  
35 limited liability company series shall include:

36       (1) The domestic limited liability company series'  
37 name;

38       (2) When the limited liability company series was  
39 formed;

40       (3) That the limited liability company series was  
41 formed under the laws of this state; and

42       (4) That the limited liability company series has  
43 complied with all the requirements of the corporation  
44 division of the secretary of state.

45       7. A certificate of good standing for a foreign  
46 limited liability company series shall include:

47       (1) The name of the limited liability company series  
48 as registered in the company's home state;

49       (2) The name the foreign limited liability company  
50 series uses in this state;

51       (3) The name of the state or jurisdiction the limited  
52 liability company series was formed in; and

53       (4) That the limited liability company series has  
54 complied with all the requirements of the corporation  
55 division of the secretary of state.

56       8. Subject to any qualification stated in the  
57 certificate, a certificate of good standing issued by the  
58 secretary of state shall be prima facie evidence that the  
59 domestic or foreign limited liability company series exists  
60 and is authorized to transact business in this state.

      347.048. 1. (1) Any limited liability company that  
2 owns and rents or leases real property, or owns unoccupied  
3 real property, located within:

4       (a) Any home rule city with a population of more than  
5 four hundred thousand inhabitants which is located in more  
6 than one county;

7       (b) Any home rule city with more than one hundred  
8 sixteen thousand but fewer than one hundred fifty-five  
9 thousand inhabitants; or

10       (c) Any home rule city with more than seventy-one  
11 thousand but fewer than seventy-nine thousand inhabitants  
  
12 shall file with that city's clerk an affidavit listing the  
13 name and street address of at least one natural person who  
14 has management control and responsibility for the real  
15 property owned and leased or rented by the limited liability  
16 company, or owned by the limited liability company and  
17 unoccupied.

18       (2) Within thirty days following the cessation of  
19 management control and responsibility of any natural person  
20 named in an affidavit described in this [section]

subsection, the limited liability company shall file a successor affidavit listing the name and street address of a natural person successor.

2. (1) Any limited liability company that owns and rents or leases real property, or owns unoccupied real property, located in any county with more than one million inhabitants shall file with the county clerk an affidavit listing the name and street address of at least one natural person who has management control and responsibility for the real property owned and leased or rented by the limited liability company, or owned by the limited liability company and unoccupied if:

(a) The real property has more than two ordinance violations of the political subdivision at the same property location; and

(b) There has been an unsuccessful attempt at resolution between the registered agent and the political subdivision with respect to the ordinance violation resulting in either the cause of the violation being rectified or the fine, penalty, or other respective sanction having been satisfied.

(2) Within thirty days following the cessation of management control and responsibility of any natural person named in an affidavit described in this subsection, the limited liability company shall file a successor affidavit listing the name and street address of a natural person successor.

3. No limited liability company shall be charged a fee for filing an affidavit or successor affidavit required under this section.

[3.] 4. If a limited liability company required by this section to file an affidavit or a successor affidavit fails or refuses to file such completed affidavit with the

54 appropriate clerk, any person who is adversely affected by  
55 the failure or refusal or the [home rule city] respective  
56 political subdivision may petition the circuit court in the  
57 county where the property is located to direct the execution  
58 and filing of such document.

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;

29       (5) The business operations of the limited liability  
30 company are substantially impaired; or

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

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. Not later than January 31, 2027, each series  
66 shall be individually profiled, maintained, and searchable  
67 as a business entity on the secretary of state's business  
68 services website in the same manner that a non-series entity  
69 is profiled, maintained, and searchable.

70         3. Except in the case of a foreign limited liability  
71 company that has adopted a name that is not the name under  
72 which it is registered in its jurisdiction of organization,  
73 as permitted under sections 347.153 and 347.157, the name of  
74 the series with limited liability is required to contain the  
75 entire name of the limited liability company and be  
76 distinguishable from the names of the other series set forth  
77 in the articles of organization. In the case of a foreign  
78 limited liability company that has adopted a name that is  
79 not the name under which it is registered in its  
80 jurisdiction of organization, as permitted under sections  
81 347.153 and 347.157, the name of the series with limited  
82 liability must contain the entire name under which the  
83 foreign limited liability company has been admitted to  
84 transact business in this state.

85         4. (1) (a) Upon filing of articles of organization  
86 setting forth the name of each series with limited  
87 liability, in compliance with section 347.037 or amendments  
88 under section 347.041, the series' existence shall begin.

89         (b) Each copy of the articles of organization stamped  
90 "Filed" and marked with the filing date shall be conclusive  
91 evidence that all required conditions have been met and that  
92 the series has been or shall be legally organized and formed

under this section and is notice for all purposes of all other facts required to be set forth therein.

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

(d) A series with limited liability under this section may be dissolved by filing with the secretary of state articles of amendment pursuant to section 347.041 identifying the series being dissolved or by the dissolution of the limited liability company as provided in section 347.045. Except to the extent otherwise provided in the operating agreement, a series may be dissolved and its affairs wound up without causing the dissolution of the limited liability company. The dissolution of a series established in accordance with subsection 2 of this section shall not affect the limitation on liabilities of such series provided by subsection 2 of this section. A series is terminated and its affairs shall be wound up upon the dissolution of the limited liability company under section 347.045.

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

(2) If different from the limited liability company, the articles of organization shall list the names of the

members for each series if the series is member-managed or the names of the managers if the series is manager-managed.

(3) A series of a limited liability company shall be deemed to be in good standing as long as the limited liability company is in good standing. A series of a limited liability company that is in good standing shall be able to obtain a stand-alone certificate of good standing from the secretary of state under section 347.044.

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

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

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

(3) An operating agreement may grant to all or certain identified members or managers, or to a specified class or group of the members or managers associated with a series, the right to vote separately or with all or any class or group of the members or managers associated with the series,

on any matter. An operating agreement may provide that any member or class or group of members associated with a series shall have no voting rights or ability to otherwise participate in the management or governance of such series, but any such member or class or group of members are owners of the series.

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

(5) Except as otherwise provided in an operating agreement, any event specified in this chapter or in an operating agreement that causes a manager to cease to be a manager with respect to a series shall not, in itself, cause such manager to cease to be a manager of the limited liability company or with respect to any other series thereof.

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

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

191 (a) Choice of law, forum selection, or consent to  
192 personal jurisdiction;  
193 (b) Capital contributions;  
194 (c) Restrictions on, or terms and conditions of, the  
195 transfer of membership interests;  
196 (d) Restrictive covenants, including noncompetition,  
197 nonsolicitation, and confidentiality provisions;  
198 (e) Fiduciary duties; and  
199 (f) Restrictions, duties, or obligations to or for the  
200 benefit of the limited liability company, other series  
201 thereof, or their affiliates.

202 6. (1) If a limited liability company with the  
203 ability to establish series does not register to do business  
204 in a foreign jurisdiction for itself and its series, a  
205 series of a limited liability company may itself register to  
206 do business as a limited liability company in the foreign  
207 jurisdiction in accordance with the laws of the foreign  
208 jurisdiction.

209 (2) If a foreign limited liability company, as  
210 permitted in the jurisdiction of its organization, has  
211 established a series having separate rights, powers, or  
212 duties and has limited the liabilities of such series so  
213 that the debts, liabilities, and obligations incurred,  
214 contracted for, or otherwise existing with respect to a  
215 particular series are enforceable against the assets of such  
216 series only, and not against the assets of the limited  
217 liability company generally or any other series thereof, or  
218 so that the debts, liabilities, obligations, and expenses  
219 incurred, contracted for, or otherwise existing with respect  
220 to the limited liability company generally or any other  
221 series thereof are not enforceable against the assets of  
222 such series, then the limited liability company, on behalf  
223 of itself or any of its series, or any of its series on its

own behalf may register to do business in this state in accordance with this chapter. The limitation of liability shall also be stated on the application for registration. As required under section 347.153, the registration application filed shall identify each series being registered to do business in the state by the limited liability company. Unless otherwise provided in the operating agreement, the debts, liabilities, and obligations incurred, contracted for, or otherwise existing with respect to a particular series of such a foreign limited liability company shall be enforceable against the assets of such series only and not against the assets of the foreign limited liability company generally or any other series thereof, and none of the debts, liabilities, obligations, and expenses incurred, contracted for, or otherwise existing with respect to such a foreign limited liability company generally or any other series thereof shall be enforceable against the assets of such series.

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

Section B. In the event that any section, provision, clause, phrase, or word of this act or the application thereof is declared invalid under the Constitution of the United States or the Constitution of the State of Missouri, whether on procedural or substantive grounds, it is the intent of the general assembly that the remaining sections of this act remain in force and effect as far as they are capable of being carried into execution as intended by the general assembly. The general assembly hereby declares that

10 it would have passed each section, provision, clause,  
11 phrase, or word thereof, irrespective of the fact that any  
12 one or more sections, provisions, clauses, phrases, or words  
13 of this act or the application of this act would be declared  
14 unenforceable, unconstitutional, or invalid.