

SECOND REGULAR SESSION

SENATE BILL NO. 845

93RD GENERAL ASSEMBLY

INTRODUCED BY SENATORS KENNEDY, COLEMAN, WILSON, BRAY, GRAHAM, DOUGHERTY,
GRIESHEIMER, ALTER, CALLAHAN, GREEN, BARNITZ, NODLER, LOUDON,
MAYER, CAUTHORN, KOSTER AND ENGLER.

Read 1st time January 11, 2006, and ordered printed.

TERRY L. SPIELER, Secretary.

3760S.021

AN ACT

To repeal section 351.488, RSMo, and to enact in lieu thereof one new section relating to corporate dissolution due to military service.

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

Section A. Section 351.488, RSMo, is repealed and one new section
2 enacted in lieu thereof, to be known as section 351.488, to read as follows:

351.488. 1. A corporation administratively dissolved pursuant to section
2 351.486 may apply to the secretary of state for reinstatement. The application
3 must:

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

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

8 (3) State that the corporation's name satisfies the requirements of section
9 351.110;

10 (4) Contain a certificate from the department of revenue reciting that all
11 taxes owed by the corporation, including all liabilities owed as determined by the
12 division of employment security pursuant to chapter 288, RSMo, have been paid
13 or that a tax payback plan has been arranged with the department of revenue for
14 liabilities owed to the department of revenue and a tax payback plan has been
15 arranged with the department of labor and industrial relations division of
16 employment security for any liabilities owed as determined by the division of
17 employment security pursuant to chapter 288, RSMo; and

18 (5) Be accompanied by a reinstatement fee in the amount of fifty dollars
19 plus any delinquent fees, penalties, and charges that might have accrued.

20 2. If the secretary of state determines that the application contains the

21 information and is accompanied by the fees required by subsection 1 of this
22 section and that the information and fees are correct, the secretary of state shall
23 cancel the certificate of dissolution and prepare a certificate of reinstatement that
24 recites his or her determination and the effective date of reinstatement, file the
25 original of the certificate, and serve a copy on the corporation as provided in
26 section 351.380.

27 3. When the reinstatement is effective, it relates back to and takes effect
28 as of the effective date of the administrative dissolution and the corporation
29 resumes carrying on its business as if the administrative dissolution had never
30 occurred.

31 4. **In the event a corporation was administratively dissolved for**
32 **failure to file an annual registration report, and the secretary of state**
33 **determines that such failure was due to military service, as described**
34 **in section 41.950, RSMo, the secretary of state may waive the**
35 **requirements of subsection 1 of this section, including waiver of the**
36 **reinstatement fee described in subdivision (5) of subsection 1 of this**
37 **section, and shall, as required by subdivision (5) of subsection 1 of**
38 **section 41.950, RSMo, waive any penalties or charges as provided in**
39 **subdivision (5) of subsection 1 of section 41.950, RSMo. Upon making**
40 **the determination that failure to file an annual registration report was**
41 **due to military service, the secretary of state shall cancel the**
42 **certificate of dissolution and prepare a certificate of reinstatement that**
43 **recites his or her determination and the effective date of reinstatement,**
44 **file the original of the certificate, and serve a copy on the corporation**
45 **as provided in section 351.380, RSMo. Nothing in this subsection shall**
46 **be construed so as to waive the annual registration report fees due for**
47 **the year or years in which no annual registration report was filed.**

48 5. In the event the name was reissued prior to the time application for
49 reinstatement was filed, the corporation applying for reinstatement may elect to
50 reinstate using a new name that complies with the requirements of section
51 351.110, and that has been approved by appropriate action of the corporation for
52 changing the name thereof.

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