

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.

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*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44.032, 130.029, 143.081, 143.121, 2 347.020, 347.143, 347.179, 347.183, 347.186, 358.460, and 3 358.470, RSMo, are repealed and fifteen new sections enacted in 4 lieu thereof, to be known as sections 44.032, 130.029, 143.081, 5 143.121, 143.436, 347.020, 347.044, 347.143, 347.179,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:

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

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.