

FIRST REGULAR SESSION

HOUSE BILL NO. 810

93RD GENERAL ASSEMBLY

INTRODUCED BY REPRESENTATIVES JOHNSON (90) (Sponsor), BARNITZ, KUESSNER, ROORDA, LAMPE, SWINGER, WITTE, SANDERS BROOKS, SCHOEMEHL, CORCORAN, ROBINSON, RUCKER, WHORTON, LeVOTA, BURNETT, ZWEIFEL, JOLLY AND WILDBERGER (Co-sponsors).

Read 1st time March 16, 2005 and copies ordered printed.

STEPHEN S. DAVIS, Chief Clerk

2100L.011

AN ACT

To repeal section 351.488, RSMo, and to enact in lieu thereof one new section relating to waivers for dissolved corporations due to military service.

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

Section A. Section 351.488, RSMo, is repealed and one new section enacted in lieu thereof, to be known as section 351.488, to read as follows:

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

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

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

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

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

EXPLANATION — Matter enclosed in bold-faced brackets [thus] in the above bill is not enacted and is intended to be omitted from the law. Matter in **bold-face** type in the above bill is proposed language.

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

17 2. If the secretary of state determines that the application contains the information and
18 is accompanied by the fees required by subsection 1 of this section and that the information and
19 fees are correct, the secretary of state shall cancel the certificate of dissolution and prepare a
20 certificate of reinstatement that recites his or her determination and the effective date of
21 reinstatement, file the original of the certificate, and serve a copy on the corporation as provided
22 in section 351.380.

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

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

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