

House _____ Amendment NO. _____

Offered By _____

1 AMEND House Committee Substitute for Senate Substitute for Senate Bill No. 333, Page 3, Section
2 105.1500, Line 58, by inserting after said section and line the following:

3
4 "339.150. 1. No real estate broker shall knowingly employ or engage any person to perform
5 any service to the broker for which licensure as a real estate broker or a real estate salesperson is
6 required pursuant to sections 339.010 to 339.180 and sections 339.710 to 339.860, unless such a
7 person is:

8 (1) A licensed real estate salesperson or a licensed real estate broker as required by section
9 339.020; or

10 (2) For a transaction involving commercial real estate as defined in section 339.710, a
11 person regularly engaged in the real estate brokerage business outside the state of Missouri who has,
12 in such forms as the commission may adopt by rule:

13 (a) Executed a brokerage agreement with the Missouri real estate broker;

14 (b) Consented to the jurisdiction of Missouri and the commission;

15 (c) Consented to disciplinary procedures under section 339.100; and

16 (d) Appointed the commission as his or her agent for service of process regarding any
17 administrative or legal actions relating to the conduct in Missouri; or

18 (3) For any other transaction, a person regularly engaged in the real estate brokerage
19 business outside of the state of Missouri.

20
21 Any such action shall be unlawful as provided by section 339.100 and shall be grounds for
22 investigation, complaint, proceedings and discipline as provided by section 339.100.

23 2. No real estate licensee shall pay any part of a fee, commission or other compensation
24 received by the licensee to any person for any service rendered by such person to the licensee in
25 buying, selling, exchanging, leasing, renting or negotiating a loan upon any real estate, unless such a
26 person is a licensed real estate salesperson regularly associated with such a broker, or a licensed real
27 estate broker, or a person regularly engaged in the real estate brokerage business outside of the state
28 of Missouri.

29 3. Notwithstanding the provisions of subsections 1 and 2 of this section, any real estate
30 broker who shall refuse to pay any person for services rendered by such person to the broker, with
31 the consent, knowledge and acquiescence of the broker that such person was not licensed as required
32 by section 339.020, in buying, selling, exchanging, leasing, renting or negotiating a loan upon any
33 real estate for which services a license is required, and who is employed or engaged by such broker
34 to perform such services, shall be liable to such person for the reasonable value of the same or
35 similar services rendered to the broker, regardless of whether or not the person possesses or holds
36 any particular license, permit or certification at the time the service was performed. Any such

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1 person may bring a civil action for the reasonable value of his services rendered to a broker
2 notwithstanding the provisions of section 339.160.

3 4. Notwithstanding any provision of law to the contrary, a real estate broker may pay
4 compensation directly to a business entity owned by a licensee that has been formed for the purpose
5 of receiving compensation earned by such licensee. A business entity that receives compensation
6 from a real estate broker as provided for in this subsection shall not be required to be licensed under
7 this chapter and shall be owned:

8 (1) Solely by the licensee;

9 (2) By the licensee together with the licensee's spouse, but only if the spouse and licensee
10 are both licensed and associated with the same real estate broker, or the spouse is not also licensed;
11 or

12 (3) By the licensee and one or more other licensees, but only if all such owners are licensees
13 associated with the same real estate broker.

14 For purposes of this subsection, the term "licensee" means any real estate broker-salesperson or real
15 estate salesperson, as such terms are defined under section 339.010, and the term "business entity"
16 means any corporation, partnership, limited partnership, limited liability company, professional
17 corporation, or association.

18 347.020. The name of each limited liability company as set forth in its articles of
19 organization:

20 (1) Shall contain the words "limited company" or "limited liability company" or the
21 abbreviation "LC", "LLC", "L.C." or "L.L.C." and shall be the name under which the limited
22 liability company transacts business in this state unless the limited liability company registers
23 another name under which it transacts business as provided under chapter 417 or conspicuously
24 discloses its name as set forth in its articles of organization;

25 (2) May not contain the word "corporation", "incorporated", "limited partnership", "limited
26 liability partnership", "limited liability limited partnership", or "Ltd." or any abbreviation of one of
27 such words or any word or phrase which indicates or implies that it is organized for any purpose not
28 stated in its articles of organization or that it is a governmental agency; ~~and~~

29 (3) Must be distinguishable upon the records of the secretary from the name of any
30 corporation, limited liability company, limited partnership, limited liability partnership, or limited
31 liability limited partnership which is licensed, organized, reserved, or registered under the laws of
32 this state as a domestic or foreign entity, unless:

33 (a) Such other holder of a reserved or registered name consents to such use in writing and
34 files appropriate documentation to the secretary to change its name to a name that is distinguishable
35 upon the records of the secretary from the name of the applying limited liability company; or

36 (b) A certified copy of a final decree of a court of competent jurisdiction establishing the
37 prior right of the applicant to the use of such name in this state is filed with the secretary; and

38 (4) For a limited liability company that has been dissolved or canceled, shall not be
39 available for use by others for a period of one year from the effective date of the dissolution or
40 cancellation.

41 347.044. 1. Each limited liability company organized pursuant to this chapter and each
42 foreign limited liability company registered in this state shall file an information statement with the
43 secretary of state.

44 2. The information statement shall include:

45 (1) The name of the limited liability company or foreign limited liability company;

46 (2) The company charter number assigned by the secretary of state;

47 (3) The address of the principal place of business;

48 (4) The address, including street and number, if any, of the registered office and the name of
49 the registered agent at such office; and

(5) If a foreign limited liability company, the state or other jurisdiction under whose law the company is formed.

3. The information statement shall be current as of the date the statement is filed with the secretary of state.

4. The limited liability company or foreign limited liability company shall file an information statement every five years, and the information statement shall be due on the fifteenth day of the month in which the anniversary of the date the limited liability company or foreign limited liability company organized or registered in Missouri occurs. For limited liability companies and foreign limited liability companies that organized or registered in an even-numbered year before January 1, 2022, the first information statement shall be due in 2024. For limited liability companies and foreign limited liability companies that organized or registered in an odd-numbered year before January 1, 2023, the first information statement shall be due in 2025.

5. The information statement shall be signed by an authorized person.

6. If the information statement does not contain the information required under this section, the secretary of state shall promptly notify the limited liability company or foreign limited liability company and return the information statement for completion. The entity shall return the completed information statement to the secretary within sixty days of the issuance of the notice.

7. Ninety days before the statement is due, the secretary of state shall send notice to each limited liability company or foreign limited liability company that the information statement is due. The notice shall be directed to the limited liability company's registered office as stated in the company's most recent filing with the secretary of state.

347.143. 1. A limited liability company may be dissolved involuntarily by a decree of the circuit court for the county in which the registered office of the limited liability company is situated in an action filed by the attorney general when it is established that the limited liability company:

(1) Has procured its articles of organization through fraud;

(2) Has exceeded or abused the authority conferred upon it by law;

(3) Has carried on, conducted, or transacted its business in a fraudulent or illegal manner; or

(4) By the abuse of its powers contrary to the public policy of the state, has become liable to be dissolved.

2. On application by or for a member, the circuit court for the county in which the registered office of the limited liability company is located may decree dissolution of a limited liability company ~~[whenever]~~ if the court determines:

(1) It is not reasonably practicable to carry on the business in conformity with the operating agreement;

(2) Dissolution is reasonably necessary for the protection of the rights or interests of the complaining members;

(3) The business of the limited liability company has been abandoned;

(4) The management of the limited liability company is deadlocked or subject to internal dissension; or

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

347.179. 1. The secretary shall charge and collect:

(1) For filing the original articles of organization, a fee of ~~[one hundred]~~ ninety-five dollars;

(2) For filing the original articles of organization online, in an electronic format prescribed by the secretary of state, a fee of ~~[forty-five]~~ twenty-five dollars;

(3) Applications for registration of foreign limited liability companies and issuance of a certificate of registration to transact business in this state, a fee of one hundred dollars;

(4) Amendments to and restatements of articles of limited liability companies to application for registration of a foreign limited liability company or any other filing otherwise provided for, a

1 fee of twenty dollars or, if filed online in an electronic format prescribed by the secretary, a fee of
 2 ten dollars;

3 (5) Articles of termination of limited liability companies or cancellation of registration of
 4 foreign limited liability companies, a fee of twenty dollars or, if filed online in an electronic format
 5 prescribed by the secretary, a fee of ten dollars;

6 (6) For filing notice of merger or consolidation, a fee of twenty dollars;

7 (7) For filing a notice of winding up, a fee of twenty dollars or, if filed online in an
 8 electronic format prescribed by the secretary, a fee of ten dollars;

9 (8) For issuing a certificate of good standing, a fee of five dollars;

10 (9) For a notice of the abandonment of merger or consolidation, a fee of twenty dollars;

11 (10) For furnishing a copy of any document or instrument, a fee of fifty cents per page;

12 (11) For accepting an application for reservation of a name, or for filing a notice of the
 13 transfer or cancellation of any name reservation, a fee of twenty dollars;

14 (12) For filing a statement of change of address of registered office or registered agent, or
 15 both, a fee of five dollars;

16 (13) For any service of notice, demand, or process upon the secretary as resident agent of a
 17 limited liability company, a fee of twenty dollars, which amount may be recovered as taxable costs
 18 by the party instituting such suit, action, or proceeding causing such service to be made if such party
 19 prevails therein;

20 (14) For filing an amended certificate of registration a fee of twenty dollars; ~~[and]~~

21 (15) For filing a statement of correction a fee of five dollars;

22 (16) For filing an information statement for a domestic or foreign limited liability company,
 23 a fee of fifteen dollars or, if filing online in an electronic format prescribed by the secretary, a fee of
 24 five dollars;

25 (17) For filing a withdrawal of an erroneously or accidentally filed notice of winding up or
 26 articles of termination, a fee of ninety-five dollars; and

27 (18) For a filing relating to a limited liability series, an additional fee of ten dollars for each
 28 series effected or, if filing online in an electronic format prescribed by the secretary, a fee of five
 29 dollars for each series effected.

30 2. Fees mandated in subdivisions (1) and (2) of subsection 1 of this section and for
 31 application for reservation of a name in subdivision (11) of subsection 1 of this section shall be
 32 waived if an organizer who is listed as a member in the operating agreement of the limited liability
 33 company is a member of the Missouri National Guard or any other active duty military, resides in
 34 the state of Missouri, and provides proof of such service to the secretary of state.

35 347.183. In addition to the other powers of the secretary established in sections 347.010 to
 36 347.187, the secretary shall, as is reasonably necessary to enable the secretary to administer sections
 37 347.010 to 347.187 efficiently and to perform the secretary's duties, have the following powers
 38 including, but not limited to:

39 (1) The power to examine the books and records of any limited liability company to which
 40 sections 347.010 to 347.187 apply, and it shall be the duty of any manager, member or agent of such
 41 limited liability company having possession or control of such books and records to produce such
 42 books and records for examination on demand of the secretary or his designated employee; except
 43 that no person shall be subject to any criminal prosecution on account of any matter or thing which
 44 may be disclosed by examination of any limited liability company books and records, which they
 45 may produce or exhibit for examination; or on account of any other matter or thing concerning
 46 which they may make any voluntary and truthful statement in writing to the secretary or his
 47 designated employee. All facts obtained in the examination of the books and records of any limited
 48 liability company, or through the voluntary sworn statement of any manager, member, agent or
 49 employee of any limited liability company, shall be treated as confidential, except insofar as official

duty may require the disclosure of same, or when such facts are material to any issue in any legal proceeding in which the secretary or ~~his~~ the secretary's designated employee may be a party or called as witness, and, if the secretary or ~~his~~ the secretary's designated employee shall, except as provided in this subdivision, disclose any information relative to the private accounts, affairs, and transactions of any such limited liability company, he or she shall be guilty of a class C misdemeanor. If any manager, member or registered agent in possession or control of such books and records of any such limited liability company shall refuse a demand of the secretary or his designated employee, to exhibit the books and records of such limited liability company for examination, such person shall be guilty of a class B misdemeanor;

(2) The power to cancel or disapprove any articles of organization or other filing required under sections 347.010 to 347.187, if the limited liability company fails to comply with the provisions of sections 347.010 to 347.187 by failing to file required documents under sections 347.010 to 347.187, by failing to maintain a registered agent, by failing to pay the required filing fees, by using fraud or deception in effecting any filing, by filing a required document containing a false statement, or by violating any section or sections of the criminal laws of Missouri, the federal government or any other state of the United States. Thirty days before such cancellation shall take effect, the secretary shall notify the limited liability company with written notice, either personally or by certified mail, deposited in the United States mail in a sealed envelope addressed to such limited liability company's last registered agent in office, or to one of the limited liability company's members or managers. Written notice of the secretary's proposed cancellation to the limited liability company, domestic or foreign, shall specify the reasons for such action. The limited liability company may appeal this notice of proposed cancellation to the circuit court of the county in which the registered office of such limited liability company is or is proposed to be situated by filing with the clerk of such court a petition setting forth a copy of the articles of organization or other relevant documents and a copy of the proposed written cancellation thereof by the secretary, such petition to be filed within thirty days after notice of such cancellation shall have been given, and the matter shall be tried by the court, and the court shall either sustain the action of the secretary or direct him to take such action as the court may deem proper. An appeal from the circuit court in such a case shall be allowed as in civil action. The limited liability company may provide information to the secretary that would allow the secretary to withdraw the notice of proposed cancellation. This information may consist of, but need not be limited to, corrected statements and documents, new filings, affidavits and certified copies of other filed documents;

(3) The power to rescind cancellation provided for in subdivision (2) of this section upon compliance with either of the following:

(a) The affected limited liability company provides the necessary documents and affidavits indicating the limited liability company has corrected the conditions causing the proposed cancellation or the cancellation; or

(b) The limited liability company provides the correct statements or documentation that the limited liability company is not in violation of any section of the criminal code; ~~and~~

(4) The power to charge late filing fees for any filing fee required under sections 347.010 to 347.187 and the power to impose civil penalties as provided in section 347.053. Late filing fees shall be assessed at a rate of ten dollars for each thirty-day period of delinquency;

(5) (a) The power to administratively cancel ~~an~~ :

a. Articles of organization if the limited liability company's period of duration stated in articles of organization expires or if the limited liability company fails to timely file its information statement; or

b. The registration of a foreign limited liability company if the foreign limited liability company fails to timely file its information statement.

(b) Not less than thirty days before such administrative cancellation shall take effect, the

1 secretary shall notify the domestic or foreign limited liability company with written notice, either
2 personally or by mail. If mailed, the notice shall be deemed delivered five days after it is deposited
3 in the United States mail in a sealed envelope addressed to such limited liability company's last
4 registered agent and office or to one of the limited liability company's managers or members.

5 (c) If the limited liability company does not timely file an articles of amendment in
6 accordance with section 347.041 to extend the duration of the limited liability company, which may
7 be any number of years or perpetual, or demonstrate to the reasonable satisfaction of the secretary
8 that the period of duration determined by the secretary is incorrect, within sixty days after service of
9 the notice is perfected by posting with the United States Postal Service, then the secretary shall
10 cancel the articles of organization by signing an administrative cancellation that recites the grounds
11 for cancellation and its effective date. The secretary shall file the original of the administrative
12 cancellation and serve a copy on the limited liability company as provided in section 347.051.

13 (d) A limited liability company whose articles of organization has been administratively
14 cancelled continues its existence but may not carry on any business except that necessary to wind up
15 and liquidate its business and affairs under section 347.147 and notify claimants under section
16 347.141.

17 (e) The administrative cancellation of an articles of organization does not terminate the
18 authority of its registered agent.

19 (f) If a limited liability company does not timely file an information statement in accordance
20 with section 347.044 within sixty days after service of the notice is perfected by posting with the
21 United States Postal Service or fails to demonstrate to the reasonable satisfaction of the secretary
22 that the information statement was timely filed, the secretary shall cancel the articles of organization
23 by signing an administrative cancellation that states the grounds for cancellation and the effective
24 date of the cancellation. The secretary shall file the original administrative cancellation and serve a
25 copy to the limited liability company as provided under section 347.051.

26 (g) If a foreign limited liability company does not timely file an information statement in
27 accordance with section 347.044 within sixty days after service of the notice is perfected by posting
28 with the United States Postal Service or fails to demonstrate to the reasonable satisfaction of the
29 secretary that the information statement was timely filed, the secretary shall cancel the registration
30 of the foreign limited liability company by signing an administrative cancellation that states the
31 grounds for cancellation and the effective date of the cancellation. The secretary shall file the
32 original administrative cancellation and serve a copy to the foreign limited liability company as
33 provided in section 347.051. A foreign limited liability company whose registration has been
34 administratively cancelled may continue its existence but shall not conduct any business in this state
35 except to wind up and liquidate its business and affairs in this state; and

36 (6) (a) The power to rescind an administrative cancellation and reinstate the articles of
37 organization.

38 (b) Except as otherwise provided in the operating agreement, a limited liability company
39 whose articles of organization has been administratively cancelled under subdivision (5) of this
40 section may file an articles of amendment in accordance with section 347.041 to extend the duration
41 of the limited liability company, which may be any number or perpetual.

42 (c) A limited liability company whose articles of organization has been administratively
43 cancelled under subdivision (5) of this section may apply to the secretary for reinstatement. The
44 applicant shall:

45 a. Recite the name of the limited liability company and the effective date of its
46 administrative cancellation;

47 b. State that the grounds for cancellation either did not exist or have been eliminated, as
48 applicable, and be accompanied by documentation satisfactory to the secretary evidencing the same;

49 c. State that the limited liability company's name satisfies the requirements of section

1 347.020;

2 d. Be accompanied by a reinstatement fee in the amount of ~~[one hundred]~~ ninety-five
3 dollars, or such greater amount as required by state regulation, plus any delinquent fees, penalties,
4 and other charges as determined by the secretary to then be due.

5 (d) If the secretary determines that the application contains the information and is
6 accompanied by the fees required in paragraph (c) of this subdivision and that the information and
7 fees are correct, the secretary shall rescind the cancellation and prepare a certificate of reinstatement
8 that recites his or her determination and the effective date of reinstatement, file the original articles
9 of organization, and serve a copy on the limited liability company as provided in section 347.051.

10 (e) When the reinstatement is effective, it shall relate back to and take effect as of the
11 effective date of the administrative cancellation of the articles of organization and the limited
12 liability company may continue carrying on its business as if the administrative cancellation had
13 never occurred.

14 (f) In the event the name of the limited liability company was reissued by the secretary to
15 another entity prior to the time application for reinstatement was filed, the limited liability company
16 applying for reinstatement may elect to reinstate using a new name that complies with the
17 requirements of section 347.020 and that has been approved by appropriate action of the limited
18 liability company for changing the name thereof.

19 (g) If the secretary denies a limited liability company's application for reinstatement
20 following administrative cancellation of the articles of organization, he or she shall serve the limited
21 liability company as provided in section 347.051 with a written notice that explains the reason or
22 reasons for denial.

23 (h) The limited liability company may appeal a denial of reinstatement as provided for in
24 subdivision (2) of this section.

25 ~~[(7)]~~

26
27 This subdivision ~~[(6) of this section]~~ shall apply to any limited liability company whose articles of
28 organization was cancelled because such limited liability company's period of duration stated in the
29 articles of organization expired on or after August 28, 2003;

30 (7) The power to rescind an administrative cancellation and reinstate the registration of a
31 foreign limited liability company. The following procedures apply:

32 (a) A foreign limited liability company whose registration was administratively cancelled
33 under subdivision (5) of this section may apply to the secretary for reinstatement. The application
34 shall:

35 a. State the name of the foreign limited liability company and the date of the administrative
36 cancellation;

37 b. State that the grounds for cancellation either did not exist or have been eliminated, with
38 supporting documentation satisfactory to the secretary;

39 c. State that the foreign limited liability company's name satisfies the requirements of
40 section 347.020; and

41 d. Include a reinstatement fee in the amount of ninety-five dollars, or a higher amount if
42 required by state regulation, and any delinquent fees, penalties, or other charges as the secretary
43 determines are due;

44 (b) If the secretary determines that the application satisfies the requirements under
45 paragraph (a) of this subdivision, the secretary shall rescind the cancellation and prepare a certificate
46 of reinstatement that includes the effective date of reinstatement and shall deliver a copy to the
47 limited liability company as provided under section 347.051;

48 (c) If reinstatement is granted, the administrative cancellation shall be retroactively voided,
49 and the foreign limited liability company may conduct its business as if the administrative

1 cancellation never occurred;

2 (d) If the name of the foreign limited liability company was issued to another entity before
 3 the application for reinstatement was filed, the foreign limited liability company applying for
 4 reinstatement may elect to reinstate using a new name that complies with the requirements under
 5 section 347.020 and is approved by appropriate action of the foreign limited liability company for
 6 changing its name;

7 (e) If the secretary denies a foreign limited liability company's application for reinstatement,
 8 the secretary shall serve the limited liability company with a written notice as provided under
 9 section 347.051 that explains the reason for denial; and

10 (f) The foreign limited liability company may appeal a denial of reinstatement by using the
 11 procedure under subdivision (2) of this section; and

12 (8) The power to reinstate a limited liability company that erroneously or accidentally filed
 13 a notice of winding up or notice of termination. The following procedures apply:

14 (a) A limited liability company whose articles of organization were terminated due to an
 15 erroneously or accidentally filed notice of winding up or notice of termination may apply to the
 16 secretary for reinstatement by filing a withdrawal of notice of winding up or withdrawal of notice of
 17 termination. The application shall:

18 a. State the name of the limited liability company and the filing date of the erroneous or
 19 accidental notice;

20 b. State the grounds for erroneously or accidentally filing the notice, with supporting
 21 documentation satisfactory to the secretary;

22 c. State that the limited liability company's name satisfies the requirements under section
 23 347.020; and

24 d. Include a reinstatement fee in the amount of ninety-five dollars, or a higher amount if
 25 required by state regulation, and any delinquent fees, penalties, or other charges as the secretary
 26 determines are due;

27 (b) If the secretary determines that the application satisfies the requirements under
 28 paragraph (a) of this subdivision, the secretary shall rescind the notice of winding up or notice of
 29 termination and prepare a certificate of reinstatement that includes the effective notice of
 30 termination and prepare a certificate of reinstatement that includes the effective limited liability
 31 company as provided under section 347.051;

32 (c) If reinstatement is granted, the termination of the articles of organization shall be
 33 retroactively voided, and the limited liability company may conduct its business as if the
 34 administrative cancellation never occurred;

35 (d) If the name of the limited liability company was issued to another entity before the
 36 application for reinstatement was filed, the limited liability company applying for the reinstatement
 37 may elect to reinstate using a new name that complies with the requirements under section 347.020
 38 and is approved by appropriate action of the limited liability company for changing its name;

39 (e) If the secretary of state denies a limited liability company's application for reinstatement,
 40 the secretary shall serve the limited liability company with a written notice as provided under
 41 section 347.051 that explains the reason for denial; and

42 (f) The limited liability company may appeal a denial of reinstatement by using the
 43 procedure under subdivision (2) of this section.

44 358.460. 1. The exclusive right to the use of a name of a registered limited liability
 45 partnership or foreign registered limited liability partnership may be reserved by:

46 (1) Any person intending to become a registered limited liability partnership or foreign
 47 registered limited liability partnership under this chapter and to adopt that name; and

48 (2) Any registered limited liability partnership or foreign registered limited liability
 49 partnership which proposes to change its name.

2. The reservation of a specified name shall be made by filing with the secretary of state an application, executed by the applicant, specifying the name to be reserved and the name and address of the applicant. If the secretary of state finds that the name is available for use by a registered limited liability partnership or foreign registered limited liability partnership, the secretary of state shall reserve the name for the exclusive use of the applicant for a period of sixty days. A name reservation shall not exceed a period of one hundred eighty days from the date of the first name reservation application. Upon the one hundred eighty-first day the name shall cease reserve status and shall not be placed back in such status. The right to the exclusive use of a reserved name may be transferred to any other person by filing in the office of the secretary of state a notice of the transfer, executed by the applicant for whom the name was reserved, specifying the name to be transferred and the name and address of the transferee. The reservation of a specified name may be cancelled by filing with the secretary of state a notice of cancellation, executed by the applicant or transferee, specifying the name reservation to be cancelled and the name and address of the applicant or transferee.

3. A fee in the amount of ~~[twenty-five]~~ twenty dollars shall be paid to the secretary of state upon receipt for filing of an application for reservation of name, an application for renewal of reservation or a notice of transfer or cancellation pursuant to this section. All moneys from the payment of this fee shall be deposited into the general revenue fund.

358.470. 1. Each registered limited liability partnership and each foreign registered limited liability partnership shall have and maintain in the state of Missouri:

(1) A registered office, which may, but need not be, a place of its business in the state of Missouri; and

(2) A registered agent for service of process on the registered limited liability partnership or foreign registered limited liability partnership, which agent may be either an individual resident of the state of Missouri whose business office is identical with the registered limited liability partnership's or foreign registered limited liability partnership's registered office, or a domestic corporation, or a foreign corporation authorized to do business in the state of Missouri, having a business office identical with such registered office or the registered limited liability partnership or foreign registered limited liability partnership itself.

2. A registered agent may change the address of the registered office of the registered limited liability partnerships or foreign registered limited liability partnerships for which the agent is the registered agent to another address in the state of Missouri by paying a fee in the amount of ~~[ten]~~ five dollars~~[-, and a further fee in the amount of two dollars]~~ for each registered limited liability partnership or foreign registered limited liability partnership affected thereby, to the secretary of state and filing with the secretary of state a certificate, executed by such registered agent, setting forth the names of all the registered limited liability partnerships or foreign registered limited liability partnerships represented by such registered agent, and the address at which such registered agent has maintained the registered office for each of such registered limited liability partnerships or foreign registered limited liability partnerships, and further certifying to the new address to which such registered office will be changed on a given day, and at which new address such registered agent will thereafter maintain the registered office for each of the registered limited liability partnerships or foreign registered limited liability partnerships recited in the certificate. Upon the filing of such certificate, the secretary of state shall furnish to the registered agent a certified copy of the same under the secretary of state's hand and seal of office, and thereafter, or until further change of address, as authorized by law, the registered office in the state of Missouri of each of the registered limited liability partnerships or foreign registered limited liability partnerships recited in the certificate shall be located at the new address of the registered agent thereof as given in the certificate. In the event of a change of name of any person acting as a registered agent of a registered limited liability partnership or foreign registered limited liability partnership, such

1 registered agent shall file with the secretary of state a certificate, executed by such registered agent,
 2 setting forth the new name of such registered agent, the name of such registered agent before it was
 3 changed, the names of all the registered limited liability partnerships or foreign registered limited
 4 liability partnerships represented by such registered agent, and the address at which such registered
 5 agent has maintained the registered office for each of such registered limited liability partnerships or
 6 foreign registered limited liability partnerships, and shall pay a fee in the amount of ~~[twenty-five]~~
 7 five dollars~~[-, and a further fee in the amount of two dollars]~~ for each registered limited liability
 8 partnership or foreign registered limited liability partnership affected thereby, to the secretary of
 9 state. Upon the filing of such certificate, the secretary of state shall furnish to the registered agent a
 10 certified copy of the same under the secretary of state's hand and seal of office. Filing a certificate
 11 under this section shall be deemed to be an amendment of the application, renewal application or
 12 notice filed pursuant to subsection 19 of section 358.440, as the case may be, of each registered
 13 limited liability partnership or foreign registered limited liability partnership affected thereby, and
 14 each such registered limited liability partnership or foreign registered limited liability partnership
 15 shall not be required to take any further action with respect thereto to amend its application, renewal
 16 application or notice filed, as the case may be, pursuant to section 358.440. Any registered agent
 17 filing a certificate under this section shall promptly, upon such filing, deliver a copy of any such
 18 certificate to each registered limited liability partnership or foreign registered limited liability
 19 partnership affected thereby.

20 3. The registered agent of one or more registered limited liability partnerships or foreign
 21 registered limited liability partnerships may resign and appoint a successor registered agent by
 22 paying a fee in the amount of ~~[fifty]~~ five dollars~~[-, and a further fee in the amount of two dollars]~~ for
 23 each registered limited liability partnership or foreign registered limited liability partnership affected
 24 thereby, to the secretary of state and filing a certificate with the secretary of state, stating that it
 25 resigns and the name and address of the successor registered agent. There shall be attached to such
 26 certificate a statement executed by each affected registered limited liability partnership or foreign
 27 registered limited liability partnership ratifying and approving such change of registered agent.
 28 Upon such filing, the successor registered agent shall become the registered agent of such registered
 29 limited liability partnerships or foreign registered limited liability partnerships as have ratified and
 30 approved such substitution and the successor registered agent's address, as stated in such certificate,
 31 shall become the address of each such registered limited liability partnership's or foreign registered
 32 limited liability partnership's registered office in the state of Missouri. The secretary of state shall
 33 furnish to the successor registered agent a certified copy of the certificate of resignation. Filing of
 34 such certificate of resignation shall be deemed to be an amendment of the application, renewal
 35 application or notice filed pursuant to subsection 19 of section 358.440, as the case may be, of each
 36 registered limited liability partnership or foreign registered limited liability partnership affected
 37 thereby, and each such registered limited liability partnership or foreign registered limited liability
 38 partnership shall not be required to take any further action with respect thereto, to amend its
 39 application, renewal application or notice filed pursuant to subsection 19 of section 358.440, as the
 40 case may be, pursuant to section 358.440.

41 4. The registered agent of a registered limited liability partnership or foreign registered
 42 limited liability partnership may resign without appointing a successor registered agent by paying a
 43 fee in the amount of ~~[ten]~~ five dollars to the secretary of state and filing a certificate with the
 44 secretary of state stating that it resigns as registered agent for the registered limited liability
 45 partnership or foreign registered limited liability partnership identified in the certificate, but such
 46 resignation shall not become effective until one hundred twenty days after the certificate is filed.
 47 There shall be attached to such certificate an affidavit of such registered agent, if an individual, or
 48 the president, a vice president or the secretary thereof if a corporation, that at least thirty days prior
 49 to and on or about the date of the filing of the certificate, notices were sent by certified or registered

1 mail to the registered limited liability partnership or foreign registered limited liability partnership
2 for which such registered agent is resigning as registered agent, at the principal office thereof within
3 or outside the state of Missouri, if known to such registered agent or, if not, to the last known
4 address of the attorney or other individual at whose request such registered agent was appointed for
5 such registered limited liability partnership or foreign registered limited liability partnership, of the
6 resignation of such registered agent. After receipt of the notice of the resignation of its registered
7 agent, the registered limited liability partnership or foreign registered limited liability partnership for
8 which such registered agent was acting shall obtain and designate a new registered agent, to take the
9 place of the registered agent so resigning. If such registered limited liability partnership or foreign
10 registered limited liability partnership fails to obtain and designate a new registered agent prior to
11 the expiration of the period of one hundred twenty days after the filing by the registered agent of the
12 certificate of resignation, the application, renewal application or notice filed pursuant to subsection
13 19 of section 358.440 of such registered limited liability partnership or foreign registered limited
14 liability partnership shall be deemed to be cancelled."; and

15
16 Further amend said bill by amending the title, enacting clause, and intersectional references
17 accordingly.