

House \_\_\_\_\_ Amendment NO. \_\_\_\_\_

Offered By \_\_\_\_\_

1 AMEND Senate Substitute for Senate Bill No. 333, Page 1, Section A, Line 3, by inserting after  
2 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.

18 347.044. 1. Each limited liability company organized pursuant to this chapter and each  
19 foreign limited liability company registered in this state shall file an information statement with the  
20 secretary of state.

21 2. The information statement shall include:

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

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

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

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

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

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

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

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

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

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

48 347.143. 1. A limited liability company may be dissolved involuntarily by a decree of the  
49 circuit court for the county in which the registered office of the limited liability company is situated

1 in an action filed by the attorney general when it is established that the limited liability company:

- 2 (1) Has procured its articles of organization through fraud;
- 3 (2) Has exceeded or abused the authority conferred upon it by law;
- 4 (3) Has carried on, conducted, or transacted its business in a fraudulent or illegal manner; or
- 5 (4) By the abuse of its powers contrary to the public policy of the state, has become liable to
- 6 be dissolved.

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

- 10 (1) It is not reasonably practicable to carry on the business in conformity with the operating
- 11 agreement;
- 12 (2) Dissolution is reasonably necessary for the protection of the rights or interests of the
- 13 complaining members;
- 14 (3) The business of the limited liability company has been abandoned;
- 15 (4) The management of the limited liability company is deadlocked or subject to internal
- 16 dissension; or
- 17 (5) Those in control of the limited liability company have been found guilty of, or have
- 18 knowingly countenanced, persistent and pervasive fraud, mismanagement, or abuse of authority.

19 347.179. 1. The secretary shall charge and collect:

- 20 (1) For filing the original articles of organization, a fee of ~~[one hundred]~~ ninety-five dollars;
- 21 (2) For filing the original articles of organization online, in an electronic format prescribed
- 22 by the secretary of state, a fee of ~~[forty-five]~~ thirty-five dollars;
- 23 (3) Applications for registration of foreign limited liability companies and issuance of a
- 24 certificate of registration to transact business in this state, a fee of one hundred dollars;
- 25 (4) Amendments to and restatements of articles of limited liability companies to application
- 26 for registration of a foreign limited liability company or any other filing otherwise provided for, a
- 27 fee of twenty dollars or, if filed online in an electronic format prescribed by the secretary, a fee of
- 28 ten dollars;
- 29 (5) Articles of termination of limited liability companies or cancellation of registration of
- 30 foreign limited liability companies, a fee of twenty dollars or, if filed online in an electronic format
- 31 prescribed by the secretary, a fee of ten dollars;
- 32 (6) For filing notice of merger or consolidation, a fee of twenty dollars;
- 33 (7) For filing a notice of winding up, a fee of twenty dollars or, if filed online in an
- 34 electronic format prescribed by the secretary, a fee of ten dollars;
- 35 (8) For issuing a certificate of good standing, a fee of five dollars;
- 36 (9) For a notice of the abandonment of merger or consolidation, a fee of twenty dollars;
- 37 (10) For furnishing a copy of any document or instrument, a fee of fifty cents per page;
- 38 (11) For accepting an application for reservation of a name, or for filing a notice of the
- 39 transfer or cancellation of any name reservation, a fee of twenty dollars;
- 40 (12) For filing a statement of change of address of registered office or registered agent, or
- 41 both, a fee of five dollars;
- 42 (13) For any service of notice, demand, or process upon the secretary as resident agent of a
- 43 limited liability company, a fee of twenty dollars, which amount may be recovered as taxable costs
- 44 by the party instituting such suit, action, or proceeding causing such service to be made if such party
- 45 prevails therein;
- 46 (14) For filing an amended certificate of registration a fee of twenty dollars; ~~[and]~~
- 47 (15) For filing a statement of correction a fee of five dollars;
- 48 (16) For filing an information statement for a domestic or foreign limited liability company,
- 49 a fee of fifteen dollars or, if filing online in an electronic format prescribed by the secretary, a fee of

1 five dollars;

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

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

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

12 347.183. In addition to the other powers of the secretary established in sections 347.010 to  
 13 347.187, the secretary shall, as is reasonably necessary to enable the secretary to administer sections  
 14 347.010 to 347.187 efficiently and to perform the secretary's duties, have the following powers  
 15 including, but not limited to:

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

36 (2) The power to cancel or disapprove any articles of organization or other filing required  
 37 under sections 347.010 to 347.187, if the limited liability company fails to comply with the  
 38 provisions of sections 347.010 to 347.187 by failing to file required documents under sections  
 39 347.010 to 347.187, by failing to maintain a registered agent, by failing to pay the required filing  
 40 fees, by using fraud or deception in effecting any filing, by filing a required document containing a  
 41 false statement, or by violating any section or sections of the criminal laws of Missouri, the federal  
 42 government or any other state of the United States. Thirty days before such cancellation shall take  
 43 effect, the secretary shall notify the limited liability company with written notice, either personally  
 44 or by certified mail, deposited in the United States mail in a sealed envelope addressed to such  
 45 limited liability company's last registered agent in office, or to one of the limited liability company's  
 46 members or managers. Written notice of the secretary's proposed cancellation to the limited liability  
 47 company, domestic or foreign, shall specify the reasons for such action. The limited liability  
 48 company may appeal this notice of proposed cancellation to the circuit court of the county in which  
 49 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 secretary shall notify the domestic or foreign limited liability company with written notice, either personally or by mail. If mailed, the notice shall be deemed delivered five days after it is deposited in the United States mail in a sealed envelope addressed to such limited liability company's last registered agent and office or to one of the limited liability company's managers or members.

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

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

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

(f) If a limited liability company does not timely file an information statement in accordance with section 347.044 within sixty days after service of the notice is perfected by posting with the United States Postal Service or fails to demonstrate to the reasonable satisfaction of the secretary that the information statement was timely filed, the secretary shall cancel the articles of organization by signing an administrative cancellation that states the grounds for cancellation and the effective

1 date of the cancellation. The secretary shall file the original administrative cancellation and serve a  
2 copy to the limited liability company as provided under section 347.051.

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

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

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

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

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

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

26 c. State that the limited liability company's name satisfies the requirements of section  
27 347.020;

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

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

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

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

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

49 (h) The limited liability company may appeal a denial of reinstatement as provided for in

subdivision (2) of this section.

~~[(7)]~~

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

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

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

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

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

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

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

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

(c) If reinstatement is granted, the administrative cancellation shall be retroactively voided, and the foreign limited liability company may conduct its business as if the administrative cancellation never occurred;

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

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

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

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

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

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

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

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

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

4 (b) If the secretary determines that the application satisfies the requirements under  
 5 paragraph (a) of this subdivision, the secretary shall rescind the notice of winding up or notice of  
 6 termination and prepare a certificate of reinstatement that includes the effective notice of  
 7 termination and prepare a certificate of reinstatement that includes the effective limited liability  
 8 company as provided under section 347.051;

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

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

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

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

21 358.460. 1. The exclusive right to the use of a name of a registered limited liability  
 22 partnership or foreign registered limited liability partnership may be reserved by:

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

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

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

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

45 358.470. 1. Each registered limited liability partnership and each foreign registered limited  
 46 liability partnership shall have and maintain in the state of Missouri:

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

49 (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 registered agent shall file with the secretary of state a certificate, executed by such registered agent, setting forth the new name of such registered agent, the name of such registered agent before it was changed, 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 shall pay a fee in the amount of ~~twenty-five~~ 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. 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. Filing a certificate under this section shall be deemed to be an amendment of the application, renewal application or notice filed pursuant to subsection 19 of section 358.440, as the case may be, of each registered limited liability partnership or foreign registered limited liability partnership affected thereby, and each such registered limited liability partnership or foreign registered limited liability partnership shall not be required to take any further action with respect thereto to amend its application, renewal application or notice filed, as the case may be, pursuant to section 358.440. Any registered agent filing a certificate under this section shall promptly, upon such filing, deliver a copy of any such certificate to each registered limited liability partnership or foreign registered limited liability partnership affected thereby.

3. The registered agent of one or more registered limited liability partnerships or foreign registered limited liability partnerships may resign and appoint a successor registered agent by paying a fee in the amount of ~~fifty~~ 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

1 thereby, to the secretary of state and filing a certificate with the secretary of state, stating that it  
2 resigns and the name and address of the successor registered agent. There shall be attached to such  
3 certificate a statement executed by each affected registered limited liability partnership or foreign  
4 registered limited liability partnership ratifying and approving such change of registered agent.  
5 Upon such filing, the successor registered agent shall become the registered agent of such registered  
6 limited liability partnerships or foreign registered limited liability partnerships as have ratified and  
7 approved such substitution and the successor registered agent's address, as stated in such certificate,  
8 shall become the address of each such registered limited liability partnership's or foreign registered  
9 limited liability partnership's registered office in the state of Missouri. The secretary of state shall  
10 furnish to the successor registered agent a certified copy of the certificate of resignation. Filing of  
11 such certificate of resignation shall be deemed to be an amendment of the application, renewal  
12 application or notice filed pursuant to subsection 19 of section 358.440, as the case may be, of each  
13 registered limited liability partnership or foreign registered limited liability partnership affected  
14 thereby, and each such registered limited liability partnership or foreign registered limited liability  
15 partnership shall not be required to take any further action with respect thereto, to amend its  
16 application, renewal application or notice filed pursuant to subsection 19 of section 358.440, as the  
17 case may be, pursuant to section 358.440.

18 4. The registered agent of a registered limited liability partnership or foreign registered  
19 limited liability partnership may resign without appointing a successor registered agent by paying a  
20 fee in the amount of ~~ten~~ five dollars to the secretary of state and filing a certificate with the  
21 secretary of state stating that it resigns as registered agent for the registered limited liability  
22 partnership or foreign registered limited liability partnership identified in the certificate, but such  
23 resignation shall not become effective until one hundred twenty days after the certificate is filed.  
24 There shall be attached to such certificate an affidavit of such registered agent, if an individual, or  
25 the president, a vice president or the secretary thereof if a corporation, that at least thirty days prior  
26 to and on or about the date of the filing of the certificate, notices were sent by certified or registered  
27 mail to the registered limited liability partnership or foreign registered limited liability partnership  
28 for which such registered agent is resigning as registered agent, at the principal office thereof within  
29 or outside the state of Missouri, if known to such registered agent or, if not, to the last known  
30 address of the attorney or other individual at whose request such registered agent was appointed for  
31 such registered limited liability partnership or foreign registered limited liability partnership, of the  
32 resignation of such registered agent. After receipt of the notice of the resignation of its registered  
33 agent, the registered limited liability partnership or foreign registered limited liability partnership for  
34 which such registered agent was acting shall obtain and designate a new registered agent, to take the  
35 place of the registered agent so resigning. If such registered limited liability partnership or foreign  
36 registered limited liability partnership fails to obtain and designate a new registered agent prior to  
37 the expiration of the period of one hundred twenty days after the filing by the registered agent of the  
38 certificate of resignation, the application, renewal application or notice filed pursuant to subsection  
39 19 of section 358.440 of such registered limited liability partnership or foreign registered limited  
40 liability partnership shall be deemed to be cancelled."; and

41  
42 Further amend said bill by amending the title, enacting clause, and intersectional references  
43 accordingly.