



State of Missouri

Robin Carnahan, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

Application for Registration of a Foreign Limited Liability Company

(Submit with filing fee of \$105.00)

1. The name of the foreign limited liability company is _____
2. The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company", "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):

3. The foreign limited liability company was formed under the laws of _____ on the
date of _____
(month/day/year)
4. The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:

5. The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):

Name Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip

The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. **Note:** failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.

6. The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:

Name Address (PO Box may only be used in conjunction with a physical street address) City/State/Zip

7. This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

(Please see next page)

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____

In Affirmation thereof, the facts stated above are true and correct.

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

Missouri Revised Statutes

Chapter 347

Limited Liability Companies--Merger and Consolidation of Business

Section 347.163

August 28, 2008

Failure to comply with registration requirements, penalty--no maintenance of action--validity of contracts--liability for debts --causes of action--activities not constituting transaction of business--foreign corporations and partnerships--construction.

347.163. 1. Every foreign limited liability company now transacting business in or which may hereafter transact business in this state which shall neglect or fail to comply with the provisions of section 347.153 shall be subject to a fine of not less than one thousand dollars. If the secretary is advised that a foreign limited liability company is transacting business within this state in contravention of sections 347.010 to 347.187, the secretary shall report the fact to the prosecuting attorney of any county in which the limited liability company is transacting business, and the prosecuting attorney shall, as soon thereafter as is practical, institute proceedings to recover the fine prescribed in this section. In addition to such penalty, no foreign limited liability company failing to comply with sections 347.010 to 347.187 may maintain any suit or action, either legal or equitable, in any of the courts of this state, upon any demand, whether arising out of contract or tort, while the requirements of sections 347.010 to 347.187 have not been met.

2. The failure of a foreign limited liability company to register in this state does not impair the validity of any contract or act of the foreign limited liability company or prevent the foreign limited liability company from defending any action, suit or proceeding in any court of this state.

3. A member of a foreign limited liability company is not liable for any debts, obligations or liabilities of the foreign limited liability company solely by reason of having transacted business in this state without registration.

4. A foreign limited liability company, by transacting business in this state without registration, shall be subject to the provisions of sections 506.500 to 506.520, RSMo, with respect to causes of actions arising out of the transaction of business in this state.

5. Without excluding other activities which may not constitute transacting business in this state, a foreign limited liability company shall not be considered to be transacting business in this state, for purposes of sections 347.010 to 347.187, by reason of carrying on in this state any one or more of the following activities:

(1) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes;

(2) Holding meetings of its members or carrying on other activities concerning its internal affairs;

(3) Maintaining bank accounts;

(4) Borrowing money or creating evidence of debt, mortgage or lien on or other security interest in real or personal property;

(5) Securing or collecting debts or enforcing any rights in properties securing the same;

(6) Transacting any business in interstate commerce; or

- (7) Conducting an isolated transaction completed within a period of thirty days and not in the course of a number of repeated transactions of a like nature.
6. A foreign corporation, as defined in section 351.015, RSMo, or section 355.066, RSMo, shall not be deemed to be transacting business in this state for the purposes of section 351.572, RSMo, solely for the reason that it is a member of a limited liability company.
7. A foreign limited partnership or foreign registered limited liability limited partnership, as defined in section 359.011, RSMo, shall not be deemed to be transacting business in this state for the purposes of section 359.551, RSMo, solely for the reason that it is a member of a limited liability company.
8. A foreign limited liability company as defined in sections 347.010 to 347.187 shall not be deemed to be transacting business in this state for the purposes of this section, solely for the reason that it is a member of a limited liability company.
9. A foreign registered limited liability partnership, as defined in section 358.020, RSMo, shall not be deemed to be transacting business in this state for the purposes of section 351.572, RSMo, solely for the reason that it is a member of a limited liability company.
10. The provisions of this section do not apply in determining the context or activities which may subject a foreign limited liability company to service of process, suit, taxation or regulation under any other statute of this state.

Registered Agents

A registered agent may either be an individual who is a resident of Missouri or it may be a corporation authorized to transact business in Missouri. The registered agent's business office address must be a physical address located in Missouri.

As required by law, the SOS office sends notices, reminders, and correspondence to the registered agent at the registered office address. The registered agent is designated by law to receive service of process and legal notices on behalf of the business entity.

A post office box, UPS mailbox, or other rented mailbox is NOT allowed as a registered office address. The registered agent must be physically located at the registered office address.

Anyone meeting the above criteria may serve as a registered agent. The following represents a listing of the service companies that, as a part of their business, offer to act as a registered agent for a new business formation. If you would like to use their registered agent services, please contact the company in advance of completing a limited liability company filing. These companies charge a fee to use their services.

Registered Agents/Service Companies

\$49 REGISTERED AGENT SERVICES, INC.

Todd A. Campbell, CPA, Attorney
5740 Osage Beach Parkway, Ste. 1005
Osage Beach, MO 65065
Telephone: (573) 348-2050 / FAX: (573) 693-7024
Email: michelle@campbelltaxlaw.com

0 MISSOURI AGENTS, INC.

200 NE Missouri Rd., Ste. 298
Lee's Summit, MO 64086
Telephone: (816) 607-4926
Email: registeredagentservices@missouriregisteredagent.com
Website: www.MissouriRegisteredAgent.com

007 AGENTS FOR BUSINESS, INC.

2531 Burchard Dr.
St. Louis 63136
Toll free: (877) 600-7007
Telephone: (314) 368-7570 / FAX: (314) 266-0235
Email: Info@007AgentsForBusiness.com

AAA AARDVARK AARON'S AGENTS ASSOCIATION, INC.

2101 Corona Rd., Ste. 203
Columbia 65203
Telephone: (573) 256-8989 / FAX: (573) 256-5044
Email: missouricorporate@gmail.com

AAA AGENT SERVICES, INC.

222 E. Dunklin, Ste. 102
Jefferson City, MO 65101
Telephone: (573) 634-3894 / FAX: (573) 634-5159
Email: jcfiling@embarkmail.com

ACCOUNTAX, INC.

11420 Gravois Rd.
St. Louis, MO 63126
Telephone: (314) 842-1313 / FAX: (314) 842-7045
Email: greg@accountax-stl.com
Website: www.accountax-stl.com

AGENT SERVICES, INC.

106 E. Main St., PO Box 203
Lincoln, MO 65338
Toll free: (800) 371-9430 / FAX: (660) 547-9922
Email: info@paperworkplace.com

ALETA GRIMES MITCHELL

1343 Hoffman Dr.
Jefferson City, MO 65101
Telephone: (314) 368-7570
Email: aletagrimesmitchell@gmail.com

BARBARA D. GIER

13110 Gier Ln.
Russellville, MO 65074
Telephone: (573) 782-3931 / FAX: (573) 782-3831
Email: gier@socket.net

BUSINESS FILINGS INTERNATIONAL, INC.

120 S. Central Ave., Ste. 400
Clayton, MO 63105
Toll free: (800) 981-7183

CAPITOL CORPORATE SERVICES, INC.

222 E. Dunklin, Ste. 102
Jefferson City, MO 65101

CORPORATE CREATIONS NETWORK, INC.

1001 Craig Rd. #260
St. Louis, MO 63146
Toll free: (800) 672-9110 / Telephone: (314) 667-5376
Website: www.corporatecreations.com

CORPORATE FILING SOLUTIONS, INC.

5860 E. Osage Ridge Ln.
Columbia, MO 65201
Telephone: (888) 237-3410 / FAX: (888) 331-0558
Email: customerservice@filingsmadeeasy.com
Website: www.filingsmadeeasy.com

CS AGENT SERVICES, INC.

9630 Clayton Rd.
Ladue, MO 63124
Telephone: (314) 442-0368 / FAX: (314) 535-2755

CSC-LAWYERS INCORPORATING SERVICE CO.

221 Bolivar St.
Jefferson City, MO 65101
Toll free: (800) 927-9800
www.incspot.com

CSGS REGISTERED AGENT, INC.

7701 Forsyth, 12th Fl.
St. Louis, MO 63105
Telephone: (314) 505-5464 / FAX: (314) 505-5465
Email: cavicchia@capessokol.com

CT CORPORATION SYSTEM

120 S. Central Ave.
Clayton, MO 63105
Telephone: (314) 863-5545

DANIEL R. JONES, ATTORNEY AT LAW, P.C.

1234 S Willow Ave.
Independence, MO 64052
Telephone: (816) 252-0205 / FAX: (816) 326-0110
Email: Dan@dlawkc.com
Website: www.dlawkc.com

DEAN R. SPECKER, CPA, EA

Central Financial Services
501 B E. Young Ave.
Warrensburg, MO 64093
Telephone: (660) 747-9511
Cell: (816) 661-1790
FAX: (660) 747-9551

GLOBAL ENTERPRISE SERVICES, INC.

703 S. Main St., Ste. A
Chaffee, MO 63740-1011
Telephone: (573) 887-3399 / FAX: (573) 887-3388

INCorp SERVICES, INC.

2847 S. Ingram Mill Rd., Ste. A100
Springfield, MO 65804
Telephone: (702) 866-2500 / FAX: (702) 866-2689
Website: www.incorp.com

INCORPORATING SERVICES, LTD

13110 Gier Ln.
Russellville, MO 65074
Contact: Wanda Blankenship
Toll free: (800) 346-4646
Email: orders@INCserv.com
Website: www.INCserv.com

JEFF CITY FILING, INC.

222 E. Dunklin, Ste. 102
Jefferson City, MO 65101
Telephone: (573) 634-3894 / FAX: (573) 634-5159
Email: jeffcityfiling@embarqmail.com

LISA C. WRIGHT, CPA

5860 E. Osage Ridge Ln.
Columbia, MO 65201
Telephone: (573) 474-4961 / FAX: (573) 474-4961
Email: lcw@lisacwrightcpa.com
Website: www.lisacwrightcpa.com

LYNN RICCI

Ricci - Law - Group
1200 S. Big Bend Blvd.
St. Louis, MO 63117
Telephone: (314) 647-1200 / FAX: (314) 647-8816
Email: lynn@ricci-law.com
Website: www.ricci-law.com

MBc BUSINESS SERVICES, INC.

903 E. 104th, #610A
Kansas City, MO 64131
Telephone: (816) 585-7322 / FAX: (816) 941-6666
Email: mbcservices@gmail.com
Website: www.mbcbusinessservices.com

MISSOURI BUSINESS SERVICES, INC.

1650 Des Peres Rd., Ste. 150
St. Louis, MO 63131
Toll free: (877) 323-7171
Telephone: (314) 822-7171 / FAX: (314) 822-7177
Email: customerservice@MObusinesslawcenter.com
Website: www.MObusinesslawcenter.com

MISSOURI CORPORATE SOLUTIONS, INC.

2101 Corona Rd., Ste. 203
Columbia, MO 65203
Telephone: (573) 256-8989 / FAX: 256-5044
Email: missouricorporate@gmail.com

NATIONAL CORPORATE RESEARCH, LTD.

222 E. Dunklin, Ste. 102
Jefferson City, MO 65101
Toll free: (888) 883-6300 / FAX: (217) 788-2804
Email: info@nationalcorp.com

NATIONAL REGISTERED AGENTS, INC.

300 B E. High St.
Jefferson City, MO 65101
Telephone: (800) 550-6724
Email: info@registeredagent.com
Website: www.registeredagent.com

NORTHWEST REGISTERED AGENT SERVICE, INC.

200 NE Missouri Rd.
Lee's Summit 64086
Telephone: (509) 768-2249
Email: Sales@northwestregisteredagent.com
Website: www.northwestregisteredagent.com

OPTIMAL AGENT SERVICES, INC.

36 Four Seasons, Ste. 250
Chesterfield, MO 63017
Telephone: (314) 308-2900

PACIFIC REGISTERED AGENTS, INC.

150 White Oak Rd.
Seligman, MO 65745
Toll free: (800) 535-4828
Email: cfmcfm@earthlink.net

PARACORP INCORPORATED

210 E. High St.
Jefferson City, MO 65101-3207
Toll free: (800) 533-7272
Email: paracorp@parasec.com
Website: www.parasec.com

PAT MILLER CORPORATE FILING SERVICE, INC.

601-A Scott Valley Ct.
Jefferson City, MO 65101
Telephone: (573) 635-3252 / FAX: (573) 635-3252

PERRYMAN AND ASSOCIATES, INC.

3000 E. Division St., Ste. A
Springfield, MO 65802
Telephone: (866) 994-4400
Email: steve@perrymanpcpa.com

P W P, INC.**That PAPER-WORK PLACE**

106 E. Main St., PO Box 308
Lincoln, MO 65338
Toll free: (800) 371-9430
Website: www.paperworkplace.com
Website: info@paperworkplace.com

RAYMOND LAMPERT

2847 S. Ingram Mill Rd., Ste. A-100
Springfield, MO 65804
Telephone: (417) 886-3330 / FAX: (417) 886-8186
Email: lampert343@hotmail.com

REBMAN, LINHARES & BEACHEM A PROFESSIONAL CORPORATION

8000 Maryland Ave., Ste. 1060
St. Louis 63105-3762
Telephone: (314) 725-1118 / FAX: (314) 725-1026
Website: www.riblawnet.net

REGISTERED AGENTS, INC.

200 NE Missouri Rd., Ste. 298
Lee's Summit 64086
Telephone: (509) 768-2249
Email: Sales@northwestregisteredagent.com
Website: www.northwestregisteredagent.com

REGISTERED AGENT SOLUTIONS, INC.

3225-A Emerald Ln.
Jefferson City, MO 65109
Toll free: (888) 705-7274 / FAX: (888) 706-7274
Email: jgovernor@rasi.com
Website: www.rasi.com

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5740 Hwy. 54, Ste. 1005
Osage Beach, MO 65065
Telephone: (573) 348-2050 / FAX: (573) 693-7024
Email: michelle@campbelltaxlaw.com

UNITED CORPORATE SERVICES, INC.

Elm Court Plaza
1739 E. Elm St., Ste. 101
Jefferson City, MO 65101