

# Missouri Secretary of State, Robin Carnahan

SOS Home :: Business Services :: Corporations :: Starting a Business

## Starting a Business



- Download Forms
- Online Entity Registration
- Information on Missouri Business Entities
- Entity Names: Availability & Requirements
- Fictitious Name Filings
- Business Name Reservations
- Business Links to Helpful Organizations & Government Agencies
- Registered Agents Listing

### Download Forms

For a listing of some of the filings required of general business corporations, click [here](#).

Before filing any required document with the Corporations Division, check to see that:

1. All necessary parties have signed the document;
2. The correct filing fee accompanies the document;
3. The correct entity name and spelling is given.

Click [here](#) to view a list of Corporations Division's downloadable forms for use in filing.

Any person may presubmit any document to be filed to the Secretary of State for a "preclearance examination." The charge for such preclearance examination is \$55.

[ [back to top](#) ]

### Online Entity Registration

A limited liability company may be registered electronically by filing articles of organization online. Click [here](#) for more information regarding online LLC registration.

The Secretary of State's Office is working to provide more online services. Check back to see what filings are offered online in the coming months.

[ [back to top](#) ]

### Information on Missouri Business Entities

#### I. General Missouri Business Corporations

A corporation's existence begins when its articles of incorporation are filed with the Secretary of State. The articles of incorporation of a general business corporation must provide the information required by Section 351.055, RSMo. The Secretary of State's office provides a blank form that may be used to comply with the statutory requirements.

It is important to calculate incorporation fees properly. Under Section 351.065, RSMo., the fee is based upon the dollar value of authorized shares. The filing fee (incorporation fee) is \$50 for the first \$30,000 of authorized shares with an increase of \$5 for each additional \$10,000 (or fraction thereof) of authorized shares. The dollar amount of authorized shares is calculated by multiplying the number of total authorized shares by the par value of a single share. "No par" shares are assessed at \$1 per share. In addition, there is a \$3 fee for issuing the

certificate of incorporation and an additional \$5 for the Technology Trust Fund.

#### **a. Close Corporations**

Missouri law allows for the creation of close corporations under Sections 351.750, RSMo. *et seq.* Missouri's close corporation law is designed to make it easier for a corporation with a small number of shareholders to operate. Under this law, a close corporation can choose not to have a board of directors, annual meetings or bylaws if so stated in its articles of incorporation.

#### **b. Foreign Corporations**

Foreign corporations "transacting business" in Missouri must first register with the Secretary of State. Because a foreign corporation has already filed its articles of incorporation in another jurisdiction, it does not file articles of incorporation in Missouri; instead, it obtains a certificate of authority to do business in Missouri. There is a fee of \$155 to obtain a certificate of authority.

The application must be accompanied by a certificate from the Secretary of State or other equivalent office of the jurisdiction where the foreign corporation is incorporated stating that the corporation is an existing corporation and is in good standing. The certificate must not be more than 60 days old.

### **II. Nonprofit Corporations**

Nonprofit corporations may be organized under Chapter 355, RSMo. for a variety of purposes. Common examples include churches, civic associations, political groups and trade organizations.

All nonprofit corporations registered to do business in Missouri are required to be designated as either "public benefit" or "mutual benefit" corporations. See Section 355.881, RSMo. for more information.

Please note that the Office of the Secretary of State does not grant tax-exempt status to nonprofit corporations. Nonprofit corporations seeking tax-exempt status must apply directly to the Internal Revenue Service and the Missouri Department of Revenue.

### **III. Professional Corporations**

Professional corporations are formed under Chapter 356 RSMo. Only those persons licensed to practice certain professions are eligible to be shareholders in this corporate entity. Those professions which may organize under this chapter include: accountants; architects or engineers; attorneys at law; chiropracist-podiatrists; chiropractors; dentists; optometrists; physicians, surgeons, doctors of medicine or doctors of osteopathy; psychologists; veterinarians; registered nurses; any natural person licensed as a real estate salesperson; and physical therapists.

### **IV. Sole Proprietorship/General Partnership**

Sole proprietorships and general partnerships can be formed or created without the involvement of the Secretary of State. In fact, the Secretary of State does not receive or accept filings related to the creation of these business types.

Pursuant to Sections 358.440, RSMo. *et seq.*, however, a Missouri general partnership may elect to become a limited liability partnership. Limited liability status affords certain protections against liability for the partnership's partners. The application must include, among other items, the name of the partnership and the number of partners in that partnership as of the date of the application. An initial application by a partnership to register a limited liability partnership expires one year after the date of registration unless renewed. Thereafter, a renewal is required annually.

The fee for an initial application is \$55 if there are two partners, \$80 if there are three partners, and \$105 for four or more partners. The basic fee for each subsequent renewal is \$105, plus an additional \$50 for each new partner added up to a maximum fee of \$205.

### **V. Limited Partnerships**

In order to form a limited partnership, a certificate of limited partnership must be filed with the Corporations Division. See Section 359.091, RSMo. All foreign limited partnerships doing business in Missouri are also required to register with the Corporations Division. See Section 359.501, RSMo.

The fee for filing both an original certificate of limited partnership and for registering a foreign limited partnership is \$105.

#### **a. Limited Liability Limited Partnerships**

A Missouri limited partnership may elect to become a limited liability limited partnership pursuant to Section 359.172, RSMo. by filing an application with the Corporations Division. The fee for the initial application to

become a limited liability limited partnership is calculated in the same manner as for a limited liability partnership. However, fees are based on the number of general partners, not on all partners. Thus, if there is only one general partner, the initial application fee is \$30. This initial application expires one year after the date of issuance unless renewed. Thereafter a renewal is required annually. The fee for each subsequent renewal is also calculated as with a limited liability partnership.

## VI. Limited Liability Companies

A limited liability company is formed by filing articles of organization with the Corporations Division. Section 347.039, RSMo. sets forth the information that must be provided in the articles of organization. A limited liability company may designate one or more "managers" to operate its business or it may choose to operate under the direction of its members. Foreign limited liability companies must register with the Secretary of State in order to conduct business in the state of Missouri.

[ back to top ]

## Entity Names: Availability & Requirements

### I. Availability

The name of a new business entity must be distinguishable from the name of any other foreign or domestic business entity registered under any law of this state. If the proposed name is already in use or reserved, it must be changed to make the desired name distinguishable from the name of that other business entity.

The availability of a corporate name may be checked by telephone; however, telephone name searches are only preliminary and *do not guarantee the availability of the name*. Upon reserving a name in writing and receiving confirmation of that reservation, that name may be used in forming the corporation.

If a foreign corporation finds that its name is reserved or in use in Missouri as a corporate name, the foreign corporation must adopt an assumed name for use in this state and indicate that name on its application. The assumed name shall then be deemed to be the corporate name of the foreign corporation in this state. The assumed name need not be registered as a fictitious name, provided that the foreign corporation's actual name shall be used together with its assumed name on documents filed with the Secretary of State. See Section 351.584, RSMo.

Search existing corporate names to find out if a name is still available for reservation or registration.

### II. Other Requirements

The name of every Missouri for profit corporation must contain the word "corporation", "company", "incorporated" or "limited" or end with an abbreviation of one of those words.

A person intending to organize a corporation in Missouri, a Missouri corporation intending to change its name, a foreign corporation intending to apply for a certificate of authority to transact business in this state, or a foreign corporation authorized to do business in this state and wanting to change its name may reserve that name by filing an application in writing in the Office of Secretary of State and paying a fee of \$25. Upon receipt of this filing and a finding by the Secretary of State that the name is available, it will be reserved for a period of 60 days. See Section 351.115, RSMo. A person may not reserve a name for more than 180 days.

### III. Other Business Entities

Similar rules apply for all other foreign and domesticated business entities in this state, including LLC's and limited partnerships. For instance, a desired name for any such entity may be reserved in advance, and all names must be distinguishable from other names already in use or reserved. Further, the appropriate business entity designations must also be used for each of these other entities.

[ back to top ]

## Fictitious Name Filings

Missouri law requires any person or business entity which transacts business in the state under a name other than their own "true name" to register that business name with the Secretary of State's Office as a Fictitious

### Name Registration.

Online registration of a fictitious name with the Office of Secretary of State can be accomplished at <https://www.sos.mo.gov/BusinessEntity/NameRegistration/>.

For answers to frequently asked questions regarding the registration of fictitious names, [click here](#).

[ [back to top](#) ]

## Business Name Reservations

A specific name for a corporation or other business entity may be reserved. Upon such reservation, the reserving party has exclusive right to such name for business entity purposes for 60 days.

A name reservation may be renewed or extended for two additional sixty-day periods, for a total possible name reservation period of 180 days.

After the third sixty-day reservation period expires, the reserving entity is prohibited from ever again reserving that specific name. This prohibition does not preclude the reserver from using the subject name in a creation filing, provided the name is available, nor does it prevent a different party from reserving the name. The fee to reserve a name is \$25 for all business entities with the exception of \$30 for Limited Liability Partnership. [Click here to download the name reservation form](#).

[ [back to top](#) ]

## Business Links to Helpful Organizations & Government Agencies

New businesses have obligations to the Office of Secretary of State and several other State and Federal Government agencies. For your convenience, the Corporations Division of the Office of Secretary of State has compiled a list of State agencies that new businesses may need to contact. To access the list, along with the links to State agency web sites, [click here](#).

[ [back to top](#) ]