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### *New filing requirements for business entities:*

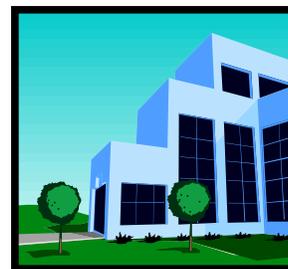
- *No notarization required on filings*
- *Reduced fees for annual registrations filed on-line*
- *No more duplicate filings*
- *Fictitious registrations renewable every 5 years*

## New Business Bill Makes Filing Changes

House Bill 1664 has been delivered to the Governor. When signed it will change the registration process for business entities. For all business entities, the bill: (1) allows entities to file documents electronically and reduces filing fees for annual reports if they are so filed; (2) repeals the requirement that filings be notarized; (3) clarifies that all statements made in these filings are subject to the penalties for perjury; (4) repeals the requirement that filings be made in duplicate; (5) waives the 50 cent/page fee for certified copies when requested electronically; and (6) limits reservation of a business name

to 180 days. For LLCs, the bill: (1) requires any foreign LLC to provide a certificate of good standing from its home state; (2) establishes procedures to amend a foreign LLC's certificate of registration; and (3) establishes a \$5 fee for filing a statement of correction.

For corporations, the bill: (1) clarifies what is required in the articles of incorporation; (2) lowers the fee for annual registrations from \$40 to \$15 when submitted electronically; (3) repeals notification of the Secretary when they reduce stated capital; (4) allows a one person board of directors; and (5) allows a corporation to create a



trust fund or purchase an insurance policy.

Fictitious name registrations must now be renewed every five years, and no longer last indefinitely. No business entity may register under a name which implies it is a governmental agency.



## Missouri Statutes: Is This Really a Law?

Back by popular demand, here are a few more unusual MO laws: Did you know ...

- *That* prior to the feeding of garbage, other than garbage obtained from his own household, to any swine located in the state of Missouri, the owner or feeder, as the case may be, shall first obtain an annual permit from the department of agriculture of Missouri, for which he shall pay an annual fee of twenty-five dollars.
- *That* the council of any incor-

porated town having more than thirty thousand inhabitants may by ordinance levy and collect a license tax on any of the following: ice trucks, laundry wagons, milk wagons, cigar and tobacco stands, hay scales, wood dealers, undertakers, artists, drummers, paperhanger contractors, wagons, buggies, carriages, bookbinders, and shoe cobbler shops. It may also collect a license tax and regulate: hawkers, peddlers, pawnbrokers, restaurants, butchers, bathhouses and masseurs, popcorn stands, hucksters, opera

houses, moving picture shows, blacksmith shops, radio repair shops, foundries, ice plants, ice dealers, dance halls, fortune tellers, pistol galleries, palmists, picture shows, telescopic views, lung testers, muscle developers, magnifying glasses, ten pin alleys, bowling alleys, billiard tables. (Just to mention a few!)

- *That* any member of the Missouri Federation of Square and Round Dance Clubs may receive special license plates for any motor vehicle. (Have you ever seen one?)

## Repeal of the Bulk Transfers Law

Under the laws of most states, including Missouri, the Uniform Commercial Code required businesses that were making a bulk transfer to give notification of such ten days before transfer to the entities' creditors. The purpose of the law is to allow creditors to protect their interests in property that they may have taken a security interest in.

A "bulk transfer" is defined in the statutes as "any transfer in bulk and not in the ordinary course of the transferor's business of a major part of the ma-

terials, supplies, merchandise or other inventory".

The statute further clarified that a transfer of a substantial part of the equipment of such an enterprise is a bulk transfer if it is made in connection with a bulk transfer of inventory, but not otherwise.

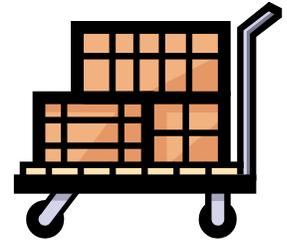
The businesses subject to the law were all those whose principal business was the sale of merchandise from stock, including those who manufactured what they sell.

The issue most often arose

when a business was being sold. The purchase contract, as a result of the UCC requirement, usually had a provision concerning the bulk transfer notification responsibilities of the seller.

Most contracts stated that the bulk sale transfer notification requirements were waived, and never made. The seller usually agreed to indemnify the buyer for any loss that might occur as a result of the waiver.

Now, Missouri joins those states repealing the requirement, so that it will no longer be necessary to give notice.



Bulk sales notification law now repealed for the State of Missouri.

## The Death of the Daubert Challenge?

The Missouri Supreme Court recently held in *State Board of Registration for the Healing Arts v. McDonough*, 1323 SW 3rd 146 (Mo en banc, 2003), that MO statute 490.065 is the standard for determining the admissibility of expert testimony at trial.

Prior to the *McDonough* case, when there was a challenge to the admissibility of expert scien-

tific testimony, the court had to follow the Daubert case standard to determine what could be presented at trial. Daubert required the judge to look at: whether the theory has been tested; whether the theory has been subject to peer review; the rate of error; and finally the degree of acceptance of the theory or technique within the scientific community. Needless to say, this was an onerous task

and very expensive to the party seeking to introduce the testimony at trial.

Now courts can follow the tenets of statute 490:065, which is far simpler, basically allows introduction of scientific evidence if its presentation would be useful to the trier of fact (the jury). No longer should it be required to show the testimony has been tested and accepted.

*Expert witness testimony now easier to admit in Court proceedings after new standard set by Missouri Supreme Court.*

## Affiliation with Firms on Selected Personal Injury Matters

I am pleased to announce that I am now accepting cases relating to personal injury on a selective basis. In the past couple of years, I have both solely and in with collaborated with other attorneys been pursuing personal injury claims for clients.

Personal injury and tort law are a dynamic area in which to practice. Legislators this past

session sought to pass tort reform laws over the veto of Governor Holden that would have reduced non-economic damages from the current limit of \$565,000 (after the annual inflation adjustment of the base amount of \$350,000 established in 1986) to \$400,000. Caps on civil damages recoverable against certain physicians,

dentists, hospitals, would have been limited to \$200,000 for the care or assistance rendered in a hospital emergency room.

Personal injury law today requires careful attention to detail, coupled with perseverance and patience. If you have a need in this area of the law, we may be able to assist you.



Limited personal injury cases accepted.