

FOREIGN CORPORATIONS  
CORPORATION SUPERVISOR:

Foreign corporations not ~~entitled~~  
to transact business in this  
state unless qualified.

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April 5, 1933

Honorable Neal J. Ross  
Corporation Supervisor  
Secretary of State's Office  
Jefferson City, Missouri

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Dear Mr. Ross:

We have your letter dated March 29, 1933, as follows:

"This Department has several inquiries recently as to whether or not a foreign corporation duly incorporated under the laws of another state can qualify in this state to do business without actually having any capital or business transactions in this state at the time they asked to be qualified. We are unable to find any statute exactly on this point but are going to have to make some ruling on account of the various inquiries."

Section 4598 Revised Statutes Missouri, 1929, requires every corporation incorporated for the purpose of gain under the laws of any other state, territory or country now or hereafter doing business within this state, to qualify to do business in this state as provided in such Section 4598. Section 4596 requires every such corporation before it is authorized or permitted to transact business in this state, or to continue business herein if it is established, to maintain a public office or place in this state for the transaction of its business, where legal service may be obtained upon it.

Section 4597 makes further provision to the same effect with reference to corporations formed in any country outside of the United States.

Section 4599 provides a penalty being inflicted for failure to comply with Sections 4596, 4597 and 4598.

Under the settled law of this state the corporations mentioned in the foregoing sections can not do or transact business in this state until they have complied with the provisions of the foregoing sections. The Supreme Court of this state in

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Parke, Davis and Company v. Mullett, 245 Mo., 158, 173 said

"The reply, in effect, admits plaintiff was transacting business in Missouri in violation of the statute (Secs. 3039, 3040, R. S. 1909) in so far as the business of its Kansas City branch office was concerned and it follows its business was, to that extent at least, unlawful and contrary to State policy as declared by the statutes mentioned (Zinc and Lead Co. v. Zinc Mining Co. 221 Mo. 404) and every contract into which it entered in furtherance of that business was void."

The only exception to the foregoing rule is that if the business being transacted by the corporation referred to in the above sections is Interstate in its character, then the statutes are not applicable.

Yerxa, Andrews & Thurston v. Macaroni Manufacturing Co., 315 Mo., 927, 951.

It necessarily follows that any corporation mentioned in the foregoing section, is not only not required to have but it is a violation of the law for it to have capital and transact business in this state prior to its qualification so to do under the foregoing statutes.

Very truly yours,

GILBERT LAMB  
Assistant Attorney General.

APPROVED:

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Attorney General.

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