

December 9, 1964



Honorable Warren E. Hearnnes  
Secretary of State  
Capitol Building  
Jefferson City, Missouri

Dear Mr. Hearnnes:

This letter is in answer to your request for an opinion of this office as to whether or not a farmers' mutual insurance company may amend its articles of incorporation or constitution.

Strictly speaking, farmers' mutual insurance companies do not have "Articles of Incorporation". Such companies were incorporated simply by the act of filing the constitution and bylaws with the Secretary of State and paying the ten dollar fee, creating thereby a corporate entity in lieu of an existing unincorporated entity.

The case of *Beazell v. Insurance Company*, 253 S.W. 125, involving a farmers' mutual insurance company, decided by the Kansas City Court of Appeals, held (l.c. 127):

"The law gave the members the right to make their own constitution and by-laws, and the members being the governing body, and there being no statutory provision forbidding them do do so, it would seem that, having the right to make their constitution in the first place, they would have the inherent right to repeal, amend, or enact a new one, provided, of course, it is done substantially in accordance with their own organic law which they have established for their own government, and is not violative of any statutory provision nor any principal of natural justice."

Assuming that the original constitution and bylaws of a farmers' mutual insurance company which were filed with the Secretary of State authorized amendments and provided the manner

Honorable Warren E. Hearnes

of doing so, we believe that the company may so amend its constitution and bylaws in any respect not violative of any statutory provision, and that these amendments may be filed with the Secretary of State. This would be desirable in order to afford notice thereof.

Yours very truly,

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THOMAS F. EAGLETON  
Attorney General

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