

IN THE CIRCUIT COURT OF JACKSON COUNTY  
16TH JUDICIAL CIRCUIT  
STATE OF MISSOURI

RIGHT BY YOU,

*Plaintiff,*

v.

THE STATE OF MISSOURI, ET AL.,

*Defendants.*

CASE No. 2516-CV13783

**SUGGESTIONS IN SUPPORT OF MOTION TO STAY PROCEEDINGS  
FOR FAILURE TO OBTAIN A CERTIFICATE OF AUTHORITY**

Plaintiff Right By You’s Petition is full of allegations about its activities in Missouri. Right By You alleges that its “core activity is to openly help young people *in Missouri* effectuate their own decisions about their pregnancies.” Pet. ¶ 19 (emphasis added). Part of that “core activity” includes “funding abortions,” “funding transportation, lodging, childcare, and other costs,” and “directly transporting young people.” *Id.* ¶ 24. Right By You has seven agents who “live in Missouri” to “manage and oversee most of the organization’s programming.” PI Ex. A ¶ 8. Those agents provide “counseling” to teenagers in Missouri, including “referrals to abortion providers in Missouri.” Pet. ¶ 22. And it “partner[s] directly with businesses located in Jefferson City” and “volunteer organizations” in “Columbia and Hannibal” to distribute “emergency contraception” and other products. PI Ex. A ¶ 19.

Despite focusing its “core activity” in Missouri, Right By You is not a Missouri corporation. Right By You alleges that it is “fiscally sponsored by a 501(c)(3) nonprofit

organization incorporated in California.” Pet. ¶ 22. As foreign entity, Right By You is required to “obtain[] a certificate of authority from the secretary of state.” § 351.572.1; § 355.751.1.<sup>1</sup> Right By You’s Petition does not allege that it has obtained a certificate of authority from the Secretary of State, and a review of publicly available business records shows that Right By You is not registered as a foreign corporation or other foreign entity.<sup>2</sup> Right By You is therefore conducting business in Missouri without a certificate of authority.

Missouri law is clear and mandatory: “A foreign corporation transacting business in this state without a certificate of authority *may not maintain a proceeding in any court* in this state until it obtains a certificate of authority.” § 351.574.1; § 355.756.1 (emphasis added). This Court should therefore “stay the proceeding until the foreign corporation or its successor obtains the certificate.” § 351.574.3; § 355.756.3.

## ARGUMENT

### I. Right By You is conducting business in Missouri.

A foreign corporation “may not transact business in this state until it obtains a certificate of authority from the secretary of state.” § 351.572.1; § 355.751.1. The statutory requirements for business corporations and nonprofit corporations are

---

<sup>1</sup> All statutory citations are to the Revised Statutes of Missouri unless otherwise noted.

<sup>2</sup> *Search for a Business Entity*, Mo. Sec. State, <https://bsd.sos.mo.gov/BusinessEntity/BESearch.aspx?SearchType=0> (select “Business Name” from dropdown menu, type “Right By You” into search bar, and click “Search” button) (last visited June 27, 2025).

similar, and under either statute Right By You is “transact[ing] business” in Missouri. *Compare* § 351.572, *with* § 355.751.<sup>3</sup> “A finding of what constitutes ‘doing business’ in the state is to be determined on the facts in each individual case.” *Ozark Emp. Specialists, Inc. v. Beeman*, 80 S.W.3d 882, 889 (Mo. App. W.D. 2002) (citation omitted). The facts alleged in Right By You’s Petition, the sworn declaration from Right By You’s Director and Founder, and public statements on Right By You’s website and social media all establish that Right By You is “transacting business” in Missouri without a certificate of authority.

***Petition.*** Right By You’s Petition alleges that its “core activity is to openly help young people *in Missouri* effectuate their own decisions about their pregnancies.” Pet. ¶ 19 (emphasis added). To accomplish that mission, it uses agents who work both “in and outside of Missouri.” *Id.* ¶ 22. Right By You provides “counseling to young people *throughout Missouri*,” which includes “referrals to abortion providers in Missouri.” *Id.* (emphasis added). And Right By You spends “considerable time and money” on its counseling activities. *Id.* ¶ 23. Beyond counseling, Right By You alleges that its “core activity” includes “1) funding abortions; 2) funding transportation, lodging, childcare, and other costs associated with accessing abortion care; 3) making abortion appointments and arrangements for

---

<sup>3</sup> Right By You has not alleged that it is an LLC. But even if it claims that it is an LLC, a similar prohibition applies to foreign LLCs. *See* § 347.163.1 (“[N]o 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.”).

such transportation and lodging; and 4) directly transporting young people.” *Id.* ¶ 24. *See also id.* ¶¶ 38, 132, 134.

***Declaration.*** Attached to Right By You’s Petition is a sworn declaration from its “Direct or Founder.” PI Ex. A ¶ 2. The declaration expands on Right By You’s activities in Missouri. The declaration explains that Right By You was “started” to assist “teens *in Missouri* who are seeking reproductive healthcare.” *Id.* ¶ 7 (emphasis added). And it specifies that Right By You has seven volunteers who “live in Missouri” and “manage and oversee most of the organization’s programming.” *Id.* ¶ 8. Right By You has “two primary programs.” *Id.* ¶ 9. First, Right By You’s “text line” is operated six days a week and targeted at Missouri teens. *Id.* ¶ 10. Through the text line, Right By You’s Missouri-based volunteers “counsel clients *throughout Missouri* about the abortion care they are eligible for” and “refer clients to abortion providers that can meet their needs *in Missouri* and in other states.” *Id.* ¶ 14 (emphasis added); *id.* ¶ 17.

Right By You’s second primary program is an “Emergency Contraception program.” *Id.* ¶ 19. Through this program, Right By You works with businesses at locations throughout Missouri to distribute emergency contraceptives. The declaration explains that it “partner[s] directly with businesses located in Jefferson City to distribute discreetly packed kits that Right By You prepares with emergency contraception, a pregnancy test, condoms, stickers, and information about teens’ pregnancy options and Right By You’s Text Line.” *Id.* Right By You also works in “Columbia and Hannibal” to “distribute the Emergency Contraception kits to teens

and adults in those cities.” *Id.* And it “also distribute[s] the kits at events throughout the state.” *Id.*

In the past, Right By You has also “engaged in two other programs,” a “year-long campaign to educate Missourians about legal abortion care” and a “microgrant program that helped fund community groups piloting reproductive justice initiatives.” *Id.* ¶ 20.

**Website.** Right By You’s Petition and attached declaration are more than enough to show that it is “transact[ing] business” in Missouri, but its website provides even more evidence. § 351.572; § 355.751. Right By You’s “About Us” page explains that it “is dedicated to providing comprehensive support and advocacy for teens and adults seeking reproductive health services in Missouri.” Ex. 1 (About Us).<sup>4</sup> And the same page explains that Right By You (1) “assists Missourians in navigating logistical challenges, such as scheduling appointments, accessing transportation, and securing financial assistance for reproductive health services” and (2) “partners with organizations in Columbia, Hannibal and Jefferson City to keep designated local businesses stocked with emergency contraception kits containing two doses of the morning after pill.” *Id.* Right By You’s website is also full of information tailored to Missouri teens. *See, e.g.,* Ex. 2 (Abortion Care).<sup>5</sup> It solicits donations and volunteers to support its activities in Missouri. *See* Ex. 3 (Get Involved).<sup>6</sup> And its blog posts

---

<sup>4</sup> <https://www.rightbyyou.org/about-the-text-line>

<sup>5</sup> <https://www.rightbyyou.org/abortion-care>

<sup>6</sup> <https://www.rightbyyou.org/get-involved>

discuss how Right By You has distributed contraceptives throughout Missouri over the past few years. *See* Ex. 4 (June 6, 2023 Blog); Ex. 5 (Nov. 26, 2024 Blog).<sup>7</sup>

***Social Media.*** Right By You’s social media also provides evidence of its activities in Missouri. For example, Right By You posted extensively about its partnership with the Missouri Abortion Fund to distribute contraception at an Olivia Rodrigo concert in St. Louis in March 2024. *See* Ex. 6 (X Posts).<sup>8</sup> Right By You used its activities at the concert in Missouri to solicit donations. *Id.*<sup>9</sup> And Right By You stressed in its posts that “giving [emergency contraception] is core to our work and not something that we did for the first time at her concert.” *Id.*<sup>10</sup> Right By You called the work “routine” and explained that they “give it out free to Missourians in Columbia, Hannibal & at events like this.” *Id.*<sup>11</sup>

That evidence establishes that Right By You satisfies the statutory requirements for transacting business in Missouri. Sections 351.572.2 and 355.751.2 list some activities that “do not constitute transacting business,” but Right By You’s activities in Missouri go far beyond those exceptions. Right By You is not just

---

<sup>7</sup> <https://www.rightbyyou.org/post/free-emergency-contraception-in-missouri-this-summer>; <https://www.rightbyyou.org/post/2024-recap-making-a-difference-at-the-olivia-rodrigo-concert-providing-free-emergency-contraceptio>

<sup>8</sup> <https://x.com/TextRightByYou/status/1768043389658792372>;  
<https://x.com/TextRightByYou/status/1768013193614393717>;  
<https://x.com/TextRightByYou/status/1767927248374407557>.

<sup>9</sup> <https://x.com/TextRightByYou/status/1768762785414992358>

<sup>10</sup> <https://x.com/TextRightByYou/status/1769101922865185236>

<sup>11</sup> <https://x.com/TextRightByYou/status/1769101922865185236>;  
<https://x.com/TextRightByYou/status/1767927248374407557>

“[h]olding meetings,” “carrying on other activities concerning internal corporate affairs,” “maintaining bank accounts,” or “owning real or personal property” in Missouri. § 355.751.2. Nor is it just “[t]ransacting business in interstate commerce.” *Id.* This evidence shows that Right By You regularly operates in Missouri, targets Missouri residents, and partners with Missouri businesses.

The statutes set a low bar for what constitutes transacting business. For example, the Western District Court of Appeals found a political consulting business from Florida to be transacting business in Missouri “[o]nce [it] sent its representative to Missouri, as it did at least twice, to consult with and give advice” to a political candidate in Missouri. *Campaign Works, Ltd. v. Hughes*, 779 S.W.2d 305, 307 (Mo. App. W.D. 1989). Right By You not only sends representatives into Missouri—it has seven volunteers who “live in Missouri” and “manage and oversee most of the organization’s programming” here. PI Ex. A ¶ 8. And Right By You “partner[s] directly” with Missouri businesses in three cities to distribute emergency contraception kits while also “distribut[ing] the kits at events throughout the state.” *Id.* ¶ 19. That is far more than the two visits the court found sufficient in *Campaign Works*. *Campaign Works* is directly on point given the textual similarities between § 351.572 (the general business statute) and § 355.751 (the nonprofit statute).

Other states’ interpretations of their foreign nonprofit registration statutes reinforce the conclusion that Right By You is transacting business in Missouri. Illinois, for example, requires foreign nonprofits “conduct[ing] affairs” in Illinois to “procure authority so to do from the Secretary of State.” 805 Ill. Comp. Stat. Ann.

105/113.05. Illinois Courts have interpreted this broadly to include “carrying on activities that further the charitable, educational, or other purposes for which the not-for-profit organization was created.” *Young Am.’s Found. v. Doris A. Pistole Revocable Living Tr.*, 998 N.E.2d 94, 103 (Ill. App. Ct. 2013). Thus, a Tennessee nonprofit “working actively with student groups on Illinois campuses, holding conferences in Illinois, meeting with donors in Illinois, and sponsoring lectures in Illinois” was required to seek authority from the secretary of state because those activities “promoted the purposes for which it was created.” *Id.* at 105.

The same is true here. Right By You was “created” to “help ensure that all teens in Missouri could achieve whatever pregnancy outcome they chose for themselves.” PI Ex. A. ¶ 7. Right By You is clearly “promot[ing] the purposes for which it was created,” *Young Am.’s Found.*, 998 N.E.2d at 105, by using agents located in Missouri, operating a text line targeted at Missouri residents, soliciting donations from Missouri residents, and partnering with Missouri businesses to distribute contraception at locations throughout Missouri.

## **II. Right By You cannot maintain this suit without a certificate of authority.**

Missouri law is clear about the consequences of failing to obtain a certificate of authority. “A foreign corporation transacting business in this state without a certificate of authority may not maintain a proceeding in any court in this state until it obtains a certificate of authority.” § 351.574.1; § 355.756.1. “[T]he failure to obtain a certificate of authority to conduct business provides grounds for halting a lawsuit.” *P.F. Techs., Inc. v. Cont’l Cement Co.*, 2007 WL 3232520, at \*3 (E.D. Mo. Nov. 1, 2007);



*see also State ex rel. Carlund Corp. v. Mauer*, 850 S.W.2d 357, 363 (Mo. App. W.D. 1993) (“Section 351.574.1 requires that a ‘foreign corporation transacting business’ in Missouri without authorization may not ‘maintain a proceeding in any court within this state until it obtains a certificate of authority.’”).

When a foreign corporation fails to obtain a certificate of authority, courts have two options. First, a court may “stay a proceeding commenced by a foreign corporation, its successor, or assignee until it determines whether the foreign corporation or its successor requires a certificate of authority.” § 351.574.3; § 355.756.3. Second, if the court “so determines,” it may “further stay the proceeding until the foreign corporation or its successor obtains the certificate.” *Id.* This Court already has ample evidence to hold that Right By You requires a certificate of authority. It should therefore stay the proceedings until Right By You “obtains the certificate.” *Id.*

This Court should not hold any preliminary injunction hearing or otherwise consider the merits of Right By You’s case until Right By You obtains the required certificate of authority. The language of § 351.574 and § 355.756 is absolute. Right By You cannot “maintain a proceeding in any court in this state until it obtains a certificate of authority. § 351.574.1; § 355.756.1. And the Western District Court of Appeals has interpreted “maintain” to mean “‘carry on,’ ‘continue,’ ‘sustain,’ and ‘keep in force.’” *Carlund Corp.*, 850 S.W.2d at 363. The statutes therefore prohibit Right By You from carrying on or continuing this lawsuit in any way—including requesting

or participating in a preliminary injunction hearing—until it fulfills its statutory obligations.

**III. This Court should dismiss this case if Right By You fails to obtain a certificate of authority.**

Right By You’s Petition and supporting affidavit provide limited information about Right By You’s corporate status and organization. Right By You does not allege that it is organized under the laws of a specific state, only that it is “fiscally sponsored by a 501(c)(3) nonprofit organization in California.” Pet. ¶ 22. The Secretary of State form “Application for a Certificate of Authority of a Foreign Nonprofit Corporation” requires the applicant to identify its home state, its date of incorporation, the name and physical address of its registered agent and office in Missouri, and the names and addresses of its officers and directors. *See* Mo. Sec. State Form Corp. 55A.<sup>12</sup> Using this form is mandatory. *See* § 355.016.

Because of this uncertainty about Right By You’s status, State Defendants contemporaneously move to dismiss this case under Rule 55.27(a)(3) on the ground that Right By You “does not have legal capacity to sue.” That argument is fully discussed in the State Defendants’ motion to dismiss briefing.

**CONCLUSION**

This Court should stay the action until Right By You obtains a certificate of authority from the Missouri Secretary of State.

---

<sup>12</sup> <https://www.sos.mo.gov/CMSImages/Business/corp55a.pdf?v=2025>

June 27, 2025.

**ANDREW T. BAILEY,**  
Attorney General

Joshua M. Divine, #69875  
*Solicitor General*

/s/Dominic X. Barceleau  
Peter F. Donohue Sr., #75835  
*Deputy Director of Special Litigation*  
J. Michael Patton, #76490  
*Deputy Solicitor General*  
Dominic X. Barceleau, #76510  
*Assistant Attorney General*

---

Office of the Attorney General  
Old Post Office Building  
815 Olive St, Suite 200  
St. Louis, MO 63101  
Office: (314) 340-7366  
Michael.Patton@ago.mo.gov  
Peter.Donohue@ago.mo.gov  
Dominic.Barceleau@ago.mo.gov

*Counsel for State Defendants*

### **CERTIFICATE OF SERVICE**

I hereby certify that, on June 27, 2025, the foregoing was filed electronically through the Court's electronic filing system to be served electronically on all parties.

/s/*Dominic X. Barceleau*