

By: Representatives Reynolds, Brown

To: Apportionment and  
Elections; Judiciary A

## HOUSE BILL NO. 683

1 AN ACT TO CREATE NEW SECTION 79-29-215, MISSISSIPPI CODE OF  
2 1972, TO REQUIRE DOMESTIC AND FOREIGN LIMITED LIABILITY COMPANIES  
3 TO FILE AN ANNUAL REPORT; TO CREATE NEW SECTION 79-29-821,  
4 MISSISSIPPI CODE OF 1972, TO PROVIDE FOR ADMINISTRATIVE  
5 DISSOLUTION OF A LIMITED LIABILITY COMPANY UNDER CERTAIN  
6 CIRCUMSTANCES; TO CREATE NEW SECTION 79-29-823, MISSISSIPPI CODE  
7 OF 1972, TO SPECIFY THE PROCEDURE FOR ADMINISTRATIVE DISSOLUTION;  
8 TO CREATE NEW SECTION 79-29-825, MISSISSIPPI CODE OF 1972, TO  
9 PROVIDE FOR REINSTATEMENT FOLLOWING ADMINISTRATIVE DISSOLUTION; TO  
10 CREATE NEW SECTION 79-29-827, MISSISSIPPI CODE OF 1972, TO PROVIDE  
11 FOR APPEAL FROM A DENIAL OF REINSTATEMENT; TO CREATE NEW SECTION  
12 79-29-831, MISSISSIPPI CODE OF 1972, TO SPECIFY THE VARIOUS  
13 EFFECTS OF DISSOLUTION; TO CREATE NEW SECTION 79-29-1021,  
14 MISSISSIPPI CODE OF 1972, TO PROVIDE FOR ADMINISTRATIVE  
15 DISSOLUTION OF A FOREIGN LIMITED LIABILITY COMPANY; TO CREATE NEW  
16 SECTION 79-29-1023, MISSISSIPPI CODE OF 1972, TO SPECIFY THE  
17 PROCEDURE FOR ADMINISTRATIVE DISSOLUTION OF A FOREIGN LIMITED  
18 LIABILITY COMPANY; TO CREATE NEW SECTION 79-29-1025, MISSISSIPPI  
19 CODE OF 1972, TO PROVIDE FOR REINSTATEMENT OF A FOREIGN LIMITED  
20 LIABILITY COMPANY FOLLOWING ADMINISTRATIVE DISSOLUTION; TO CREATE  
21 NEW SECTION 79-29-1027, MISSISSIPPI CODE OF 1972, TO PROVIDE FOR  
22 APPEAL FROM A DENIAL OF REINSTATEMENT OF A FOREIGN LIMITED  
23 LIABILITY COMPANY; TO AMEND SECTION 79-29-1203, MISSISSIPPI CODE  
24 OF 1972, TO REVISE THE FEES CHARGED IN REFERENCE TO CERTAIN  
25 FILINGS UNDER THE LIMITED LIABILITY COMPANY ACT; AND FOR RELATED  
26 PURPOSES.

27 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MISSISSIPPI:

28 **SECTION 1.** A special fund, to be designated the "Elections  
29 Support Fund" is created within the State Treasury. The fund  
30 shall be maintained by the State Treasurer as a separate and  
31 special fund, separate and apart from the General Fund of the  
32 state. Unexpended amounts remaining in the fund at the end of the  
33 fiscal year shall not lapse into the State General Fund, and any  
34 interest earned or investment earnings on amounts in the fund  
35 shall be disbursed, in the discretion of the Secretary of State,  
36 for the purpose of making funds available to use to support and  
37 pay for federal and state elections. The expenditure of monies in



38 the fund shall be under the direction of the Secretary of State,  
39 and such funds shall be paid by the State Treasurer upon warrants  
40 issued by the Department of Finance and Administration.

41 **SECTION 2.** The following shall be codified as Section  
42 79-29-215, Mississippi Code of 1972:

43 79-29-215. **Annual report for Secretary of State.** (1) Each  
44 domestic limited liability company, and each foreign limited  
45 liability company authorized to transact business in this state,  
46 shall deliver on such date as may be established by the Secretary  
47 of State, to the Secretary of State for filing an annual report  
48 that sets forth:

49 (a) The name of the limited liability company and the  
50 state or country or other foreign jurisdiction country under  
51 whose law it is organized;

52 (b) The name and street or physical address of its  
53 registered agent in this state;

54 (c) The address of its principal office;

55 (d) The names and business addresses of the managers  
56 if manager-managed and the name and address of at least one (1)  
57 member if member-managed;

58 (e) [Reserved]

59 (f) A statement as to whether the limited liability  
60 company has a written operating agreement; and

61 (g) A brief description of the nature of its business.

62 (2) Information in the annual report must be current as of  
63 the date the annual report is executed on behalf of the limited  
64 liability company.

65 (3) If an annual report does not contain the information  
66 required by this section, the Secretary of State shall notify  
67 promptly the reporting domestic or foreign limited liability  
68 company in writing and return the report to it for correction.

69 If the report is corrected to contain the information required by  
70 this section and delivered to the Secretary of State within



71 thirty (30) days after the effective date of notice, it is deemed  
72 to be timely filed.

73 **SECTION 3.** The following shall be codified as Section  
74 79-29-821, Mississippi Code of 1972:

75 79-29-821. **Grounds for administrative dissolution.** The  
76 Secretary of State may commence a proceeding under Section  
77 79-29-823 to administratively dissolve a limited liability  
78 company if:

79 (a) The limited liability company does not pay within  
80 sixty (60) days after they are due any fees imposed by this  
81 chapter or other law;

82 (b) The limited liability company does not deliver its  
83 annual report to the Secretary of State within sixty (60) days  
84 after it is due;

85 (c) The limited liability company is without a  
86 registered agent in this state for sixty (60) days or more;

87 (d) The limited liability company does not notify the  
88 Secretary of State within sixty (60) days that its registered  
89 agent has been changed or that its registered agent has resigned;

90 (e) The Department of Revenue notifies the Secretary  
91 of State that the limited liability company is delinquent in any  
92 payments or tax owed by the limited liability company to the  
93 State of Mississippi; or

94 (f) A misrepresentation has been made of any material  
95 matter in any application, report, affidavit, or other record  
96 submitted by the limited liability company to the Secretary of  
97 State pursuant to this chapter.

98 **SECTION 4.** The following shall be codified as Section  
99 79-29-823, Mississippi Code of 1972:

100 79-29-823. **Procedure for administrative dissolution.** (1)  
101 If the Secretary of State determines that one or more grounds  
102 exist under Section 79-29-821 for administratively dissolving a  
103 limited liability company, the Secretary of State shall serve the



104 limited liability company with written notice of the  
105 determination under Section 79-29-111, except that such  
106 determination may be served by first class mail.

107 (2) If the limited liability company does not correct each  
108 ground for dissolution or demonstrate to the reasonable  
109 satisfaction of the Secretary of State that each ground  
110 determined by the Secretary of State does not exist within sixty  
111 (60) days after the service of the notice, the Secretary of State  
112 shall administratively dissolve the limited liability company by  
113 signing a certification of the administrative dissolution that  
114 recites the ground or grounds for dissolution and its effective  
115 date. The Secretary of State shall file the original of the  
116 certificate of administrative dissolution and serve the limited  
117 liability company with a copy of the certificate of  
118 administrative dissolution under Section 79-29-111, except that  
119 the certificate of administrative dissolution may be served by  
120 first class mail.

121 **SECTION 5.** The following shall be codified as Section  
122 79-29-825, Mississippi Code of 1972:

123 79-29-825. **Reinstatement following administrative**  
124 **dissolution.** (1) A limited liability company administratively  
125 dissolved under Section 79-29-823 may apply to the Secretary of  
126 State for reinstatement at any time after the effective date of  
127 dissolution. The application must:

128 (a) Recite the name of the limited liability company  
129 and the effective date of its administrative dissolution;

130 (b) State that the ground or grounds for  
131 administrative dissolution either did not exist or have been  
132 eliminated; and

133 (c) State that the limited liability company's name  
134 satisfies the requirements of Section 79-29-104.

135 (2) If the Secretary of State determines that the  
136 application contains the information required by subsection (1)



137 of this section and that the information is correct, the  
138 Secretary of State shall cancel the certificate of administrative  
139 dissolution and prepare a certificate of reinstatement that  
140 recites this determination and the effective date of  
141 reinstatement, file the original of the certificate of  
142 reinstatement, and serve the limited liability company with a  
143 copy of the certificate of reinstatement under Section 79-29-111,  
144 except that the certificate of reinstatement may be served by  
145 first class mail.

146 (3) When the reinstatement is effective:

147 (a) The reinstatement relates back to and takes effect  
148 as of the effective date of the administrative dissolution;

149 (b) Any liability incurred by the limited liability  
150 company or a member after the administrative dissolution and  
151 before the reinstatement shall be determined as if the  
152 administrative dissolution had never occurred; and

153 (c) The limited liability company may resume carrying  
154 on its business as if the administrative dissolution had never  
155 occurred.

156 **SECTION 6.** The following shall be codified as Section  
157 79-29-827, Mississippi Code of 1972:

158 79-29-827. **Appeal from denial of reinstatement.** (1) If  
159 the Secretary of State denies a limited liability company's  
160 application for reinstatement following administrative  
161 dissolution, the Secretary of State shall serve the limited  
162 liability company under Section 79-29-111 with a record that  
163 explains the reason or reasons for denial, except that such  
164 record may be served by first class mail.

165 (2) The limited liability company may appeal the denial of  
166 reinstatement to the Chancery Court of the First Judicial  
167 District of Hinds County, Mississippi, or the chancery court  
168 where the limited liability company is domiciled within thirty  
169 (30) days after service of the notice of denial is perfected.



170 The limited liability company appeals by petitioning the court to  
171 set aside the dissolution and attaching to the petition copies of  
172 the Secretary of State's certificate of administrative  
173 dissolution, the limited liability company's application for  
174 reinstatement, and the Secretary of State's notice of denial.

175 (3) The court may summarily order the Secretary of State to  
176 reinstate the dissolved limited liability company or may take  
177 other action the court considers appropriate.

178 (4) The court's final decision may be appealed as in other  
179 civil proceedings.

180 **SECTION 7.** The following shall be codified as Section  
181 79-29-831, Mississippi Code of 1972:

182 79-29-831. **Effect of dissolution.** (1) The administrative  
183 dissolution of a limited liability company does not terminate the  
184 authority of the registered agent of the limited liability  
185 company.

186 (2) The administrative dissolution of a limited liability  
187 company shall not impair the validity on any contract, deed,  
188 mortgage, security interest, lien or act of such limited  
189 liability company or prevent the limited liability company from  
190 defending any action, suit or proceeding with any court of this  
191 state.

192 (3) A member or manager of a limited liability company is  
193 not liable for the debts, obligations or liabilities of the  
194 limited liability company solely by reason of the administrative  
195 dissolution of a limited liability company.

196 (4) A limited liability company that has been  
197 administratively dissolved may not maintain any action, suit or  
198 proceeding in any court of this state until the limited liability  
199 company is reinstated. An action, suit or proceeding may not be  
200 maintained in any court of this state by any successor or  
201 assignee of the limited liability company or foreign limited  
202 liability company on any right, claim or demand arising out of



203 the transaction of business by the limited liability company  
204 after the administrative dissolution.

205 (5) A limited liability company that is dissolved pursuant  
206 to Section 79-29-801 or 79-29-802 continues its legal existence  
207 but may carry on only business necessary or appropriate to wind up  
208 and liquidate its business and affairs under Section 79-29-803 and  
209 to notify claimants under Sections 79-29-806 and 79-29-807.

210 **SECTION 8.** The following shall be codified as Section  
211 79-29-1021, Mississippi Code of 1972:

212 79-29-1021. **Administrative revocation of registration of**  
213 **foreign limited liability company.** (1) The Secretary of State  
214 may commence a proceeding under Section 79-29-1023 to revoke the  
215 registration of a foreign limited liability company authorized to  
216 transact business in this state if:

217 (a) The foreign limited liability company does not pay  
218 within sixty (60) days after they are due any fees imposed by this  
219 chapter or other law;

220 (b) The foreign limited liability company does not  
221 deliver its annual report to the Secretary of State within sixty  
222 (60) days after it is due;

223 (c) The foreign limited liability company is without a  
224 registered agent in this state for sixty (60) days or more;

225 (d) The foreign limited liability company does not  
226 notify the Secretary of State within sixty (60) days that its  
227 registered agent has been changed or that its registered agent has  
228 resigned;

229 (e) The Secretary of State receives a duly  
230 authenticated certificate from the Secretary of State or other  
231 public official having custody of corporate records in the state  
232 or country under whose law the foreign limited liability company  
233 is organized stating that it has been dissolved or ceased to exist  
234 as the result of a merger; or



235 (f) A misrepresentation has been made of any material  
236 matter in any application, report, affidavit, or other record  
237 submitted by the foreign limited liability company to the  
238 Secretary of State pursuant to this chapter.

239 (2) The Secretary of State may not revoke a registration of  
240 a foreign limited liability company unless the Secretary of State  
241 sends the foreign limited liability company notice of the  
242 administrative revocation under Section 79-29-1023, at least sixty  
243 (60) days before its effective date, by a record addressed to its  
244 registered agent, or to the foreign limited liability company if  
245 the foreign limited liability company fails to appoint and  
246 maintain a proper agent in this state. The notice must specify  
247 the cause for the administrative revocation of the registration.  
248 The authority of the foreign limited liability company to transact  
249 business in this state ceases on the effective date of the  
250 administrative revocation unless the foreign limited liability  
251 company cures the failure before that date.

252 **SECTION 9.** The following shall be codified as Section  
253 79-29-1023, Mississippi Code of 1972:

254 79-29-1023. **Administrative revocation of registration,**  
255 **procedure and effect.** (1) If the Secretary of State determines  
256 that one or more grounds exist under Section 79-29-1021 for  
257 revocation of registration, the Secretary of State shall serve the  
258 foreign limited liability company with written notice of the  
259 determination under Section 79-29-111, except that the  
260 determination may be served by first class mail.

261 (2) If the foreign limited liability company does not  
262 correct each ground for administrative revocation or demonstrate  
263 to the reasonable satisfaction of the Secretary of State that each  
264 ground determined by the Secretary of State does not exist within  
265 sixty (60) days after the service of the notice, the Secretary of  
266 State may revoke the foreign limited liability company's  
267 registration by signing a certificate of administrative revocation



268 that recites the ground or grounds for administrative revocation  
269 and its effective date. The Secretary of State shall file the  
270 original of the certificate of administrative revocation and serve  
271 the foreign limited liability company with a copy of the  
272 certificate of administrative revocation under Section 79-29-111,  
273 except that the certificate of administrative revocation may be  
274 served by first class mail.

275 (3) The authority of a foreign limited liability company to  
276 transact business in this state ceases on the date shown on the  
277 certificate of administrative revocation.

278 (4) The Secretary of State's administrative revocation of a  
279 foreign limited liability company's registration appoints the  
280 Secretary of State the foreign limited liability company's agent  
281 for service of process in any proceeding based on a cause of  
282 action which arose during the time the foreign limited liability  
283 company was authorized to transact business in this state.  
284 Service of process on the Secretary of State under this subsection  
285 is service on the foreign limited liability company. Upon receipt  
286 of process and the payment of the fee specified in Section  
287 79-29-1203, the Secretary of State shall mail a copy of the  
288 process to the foreign limited liability company at the office of  
289 its registered agent, or if the agent has resigned or cannot be  
290 located, at its principal office shown in its most recent  
291 communication received from the foreign limited liability company  
292 stating the current mailing address of its principal office, or,  
293 if none are on file, in its application for registration of  
294 foreign limited liability company.

295 (5) The administrative revocation of a foreign limited  
296 liability company's registration does not terminate the authority  
297 of the registered agent of the foreign limited liability company.

298 (6) The administrative revocation of the registration of a  
299 foreign limited liability company shall not impair the validity on  
300 any contract, deed, mortgage, security interest, lien or act of



301 the foreign limited liability company or prevent the foreign  
302 limited liability company from defending any action, suit or  
303 proceeding with any court of this state.

304 (7) A member or manager of a foreign limited liability  
305 company is not liable for the debts, obligations or liabilities of  
306 the foreign limited liability company solely by reason of the  
307 administrative revocation of the registration of a foreign limited  
308 liability company.

309 (8) A foreign limited liability company whose registration  
310 has been administratively revoked may not maintain any action,  
311 suit or proceeding in any court of this state until the foreign  
312 limited liability company's registration has been reinstated. An  
313 action, suit or proceeding may not be maintained in any court of  
314 this state by any successor or assignee of the foreign limited  
315 liability company on any right, claim or demand arising out of the  
316 transaction of business by a foreign limited liability company  
317 after the administrative revocation.

318 **SECTION 10.** The following shall be codified as Section  
319 79-29-1025, Mississippi Code of 1972:

320 79-29-1025. **Administrative revocation of registration,**  
321 **appeal and reinstatement.** (1) A foreign limited liability  
322 company whose registration is administratively revoked under  
323 Section 79-29-1021 may apply to the Secretary of State for  
324 reinstatement at any time after the effective date of such  
325 administrative revocation. The application must:

326 (a) Recite the name of the foreign limited liability  
327 company and the effective date of the administrative revocation;

328 (b) State that the ground or grounds for administrative  
329 revocation either did not exist or have been eliminated; and

330 (c) State that the foreign limited liability company's  
331 name satisfies the requirements of Section 79-29-1004.

332 (2) If the Secretary of State determines that the  
333 application contains the information required by subsection (1) of



334 this section and that the information is correct, the Secretary of  
335 State shall reinstate the registration of the foreign limited  
336 liability company, prepare a certificate of reinstatement that  
337 recites this determination and the effective date of  
338 reinstatement, file the original of the certificate of  
339 reinstatement, and serve the foreign limited liability company  
340 with a copy of the certificate of reinstatement under Section  
341 79-29-111, except that the certificate may be served by first  
342 class mail.

343 (3) When the reinstatement is effective:

344 (a) The reinstatement relates back to and takes effect  
345 as of the effective date of the administrative revocation;

346 (b) Any liability incurred by the foreign limited  
347 liability company or a member after the administrative revocation  
348 and before the reinstatement shall be determined as if the  
349 administrative revocation had never occurred; and

350 (c) The foreign limited liability company may resume  
351 carrying on its business as if the administrative revocation had  
352 never occurred.

353 **SECTION 11.** The following shall be codified as Section  
354 79-29-1027, Mississippi Code of 1972:

355 79-29-1027. **Administrative revocation of registration,**  
356 **denial of reinstatement; further review.** (1) If the Secretary of  
357 State denies a foreign limited liability company's application for  
358 reinstatement of the registration following administrative  
359 revocation, the Secretary of State shall serve the foreign limited  
360 liability company with a record that explains the reason or  
361 reasons for denial.

362 (2) The foreign limited liability company may appeal the  
363 denial of reinstatement to the Chancery Court of the First  
364 Judicial District of Hinds County or the chancery court of the  
365 county where the foreign limited liability company is domiciled  
366 within thirty (30) days after service of the notice of denial is



367 perfected. The foreign limited liability company appeals by  
368 petitioning the court to set aside the administrative revocation  
369 and attaching to the petition copies of the Secretary of State's  
370 certificate of administrative revocation, the foreign limited  
371 liability company's application for reinstatement and the  
372 Secretary of State's notice of denial.

373 (3) The court may summarily order the Secretary of State to  
374 reinstate the certificate of authority of the foreign limited  
375 liability company or may take other action the court considers  
376 appropriate.

377 (4) The court's final decision may be appealed as in other  
378 civil proceedings.

379 **SECTION 12.** Section 79-29-1203, Mississippi Code of 1972, is  
380 amended as follows:

381 79-29-1203. (1) No document required to be filed under this  
382 chapter shall be effective until the applicable fee required by  
383 this section is paid.

384 (a) Filing of Reservation of Limited Liability Company  
385 Name, Twenty-Five Dollars (\$25.00).

386 (b) Filing of Change of Address of Registered Agent,  
387 Twenty-Five Dollars (\$25.00).

388 (c) Filing of Resignation of Registered Agent, Five  
389 Dollars (\$5.00).

390 (d) Filing of Certificate of Formation, Fifty Dollars  
391 (\$50.00).

392 (e) Filing of Amendment to Certificate of Formation,  
393 Fifty Dollars (\$50.00).

394 (f) Filing of Certificate of Dissolution, Twenty-Five  
395 Dollars (\$25.00).

396 (g) Filing of Certificate of Cancellation, Twenty-Five  
397 Dollars (\$25.00).



398 (h) Filing of Restated Certificate of Formation or  
399 Amended and Restated Certificate of Formation, Twenty-Five Dollars  
400 (\$25.00).

401 (i) Filing of Certificate of Withdrawal, Twenty-Five  
402 Dollars (\$25.00).

403 (j) Filing of Application for Registration of Foreign  
404 Limited Liability Company, Two Hundred Fifty Dollars (\$250.00) and  
405 Ten Dollars (\$10.00) for each day, not to exceed a total of One  
406 Thousand Dollars (\$1,000.00), for each year the foreign limited  
407 liability company transacts business in this state without  
408 registration as a foreign limited liability company.

409 (k) Filing of Certificate of Correction, Fifty Dollars  
410 (\$50.00).

411 (l) Filing of Certificate of Cancellation of  
412 Registration of Foreign Limited Liability Company, Fifty Dollars  
413 (\$50.00).

414 (m) Filing of Annual Report of Domestic Limited  
415 Liability Company, Twenty-five Dollars (\$25.00).

416 (n) Filing of Annual Report of Foreign Limited  
417 Liability Company, One Hundred Dollars (\$100.00).

418 (o) Certificate of Administrative Dissolution, (no  
419 fee).

420 (p) Filing of Application for Reinstatement Following  
421 Administrative Dissolution, Fifty Dollars (\$50.00).

422 (q) Certificate of Administrative Revocation of  
423 Authority to Transact Business, (no fee).

424 (r) Filing of Application for Reinstatement Following  
425 Administrative Revocation, One Hundred Dollars (\$100.00).

426 (s) Certificate of Reinstatement Following  
427 Administrative Dissolution, (no fee).

428 (t) Certificate of Reinstatement Following  
429 Administrative Revocation of Authority to Transact Business, (no  
430 fee).



431 (u) Filing of Certificate of Revocation of Dissolution,  
432 Twenty-five Dollars (\$25.00).

433 (v) Application for Certificate of Existence or  
434 Authorization, Twenty-five Dollars (\$25.00).

435 (w) Any other document required or permitted to be  
436 filed under this chapter, Twenty-five Dollars (\$25.00).

437 (2) The Secretary of State shall collect a fee of  
438 Twenty-five Dollars (\$25.00) each time process is served on the  
439 Secretary of State under Section 79-29-101 et seq.

440 (3) The Secretary of State shall collect the following fees  
441 for copying and certifying the copy of any filed document relating  
442 to a domestic or foreign limited liability company:

443 (a) One Dollar (\$1.00) a page for copying; and

444 (b) Ten Dollars (\$10.00) for the certificate.

445 (4) The Secretary of State may promulgate rules to:

446 (a) Reduce the filing fees set forth in this section or  
447 provide for discounts of fees as set forth in this section to  
448 encourage online filing of documents or for other reasons as  
449 determined by the secretary; and

450 (b) Provide for documents to be filed and accepted on  
451 an expedited basis upon the request of the applicant. The  
452 secretary may promulgate rules to provide for an additional  
453 reasonable filing fee to be paid by the applicant and collected by  
454 the secretary for such expedited filing services.

455 **SECTION 13.** This act shall take effect and be in force from  
456 and after July 1, 2010.

