

By: Representative Wilson

To: Judiciary A

HOUSE BILL NO. 1410

1 AN ACT TO AMEND SECTION 79-4-7.30, MISSISSIPPI CODE OF 1972,
2 TO REVISE THE TIME THAT A SHAREHOLDER VOTING TRUST IS VALID; TO
3 AMEND SECTION 79-4-14.21, MISSISSIPPI CODE OF 1972, TO PROVIDE HOW
4 A CORPORATION THAT IS ADMINISTRATIVELY DISSOLVED CONTINUES; AND
5 FOR RELATED PURPOSES.

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

7 **SECTION 1.** Section 79-4-7.30, Mississippi Code of 1972, is
8 amended as follows:

9 79-4-7.30. (a) One or more shareholders may create a voting
10 trust, conferring on a trustee the right to vote or otherwise act
11 for them, by signing an agreement setting out the provisions of
12 the trust (which may include anything consistent with its purpose)
13 and transferring their shares to the trustee. When a voting trust
14 agreement is signed, the trustee shall prepare a list of the names
15 and addresses of all owners of beneficial interests in the trust,
16 together with the number and class of shares each transferred to
17 the trust, and deliver copies of the list and agreement to the
18 corporation's principal office.



19 (b) A voting trust becomes effective on the date the first
20 shares subject to the trust are registered in the trustee's name.
21 A voting trust is valid for * * * the period specified in the
22 trust agreement.

23 (c) All or some of the parties to a voting trust may extend
24 it for additional terms * * * by signing an extension agreement
25 and obtaining the voting trustee's written consent to the
26 extension. An extension is valid for * * * the period specified
27 in the extension agreement. The voting trustee must deliver
28 copies of the extension agreement and list of beneficial owners to
29 the corporation's principal office. An extension agreement binds
30 only those parties signing it.

31 **SECTION 2.** Section 79-4-14.21, Mississippi Code of 1972, is
32 amended as follows:

33 79-4-14.21. (a) If the Secretary of State determines that
34 one or more grounds exist under Section 79-4-14.20 for dissolving
35 a corporation, he shall serve the corporation with written notice
36 of his determination, except that such determination may be served
37 by first-class mail.

38 (b) If the corporation does not correct each ground for
39 dissolution or demonstrate to the reasonable satisfaction of the
40 Secretary of State that each ground determined by the Secretary of
41 State does not exist within sixty (60) days after service of the
42 notice is perfected, the Secretary of State shall administratively
43 dissolve the corporation by signing a certificate of dissolution



44 that recites the ground or grounds for dissolution and its
45 effective date. The Secretary of State shall file the original of
46 the certificate and serve a copy on the corporation, except that
47 such certificate may be served by first-class mail.

48 (c) * * * A corporation administratively dissolved continues
49 its corporate existence but may not carry on any business except
50 as necessary to wind up and liquidate its business and affairs
51 under Section 79-4-14.05 and notify claimants under Sections
52 79-4-14.06 and 79-14-4.07.

53 (d) The administrative dissolution of a corporation does not
54 terminate the authority of its registered agent.

55 (e) The administrative dissolution of a corporation shall
56 not impair the validity of any contract, deed, mortgage, security
57 interest, lien, or act of the corporation or prevent the
58 corporation from defending any action, suit or proceeding in any
59 court of this state.

60 (f) A corporation that has been administratively dissolved
61 may not maintain any action, suit or proceeding in any court of
62 this state until the corporation is reinstated.

63 **SECTION 3.** This act shall take effect and be in force from
64 and after July 1, 2017.

