

By: Representative Deweese

To: Judiciary A

HOUSE BILL NO. 611

1 AN ACT TO AMEND SECTION 79-4-14.21, MISSISSIPPI CODE OF 1972,
 2 TO AUTHORIZE THE SECRETARY OF STATE TO SERVE A NOTICE OF
 3 DETERMINATION THAT GROUNDS EXIST FOR DISSOLVING A CORPORATION BY
 4 ELECTRONIC MAIL TO THE EMAIL ADDRESS OF THE REGISTERED AGENT OF
 5 THE CORPORATION; TO AUTHORIZE THE SECRETARY OF STATE TO SERVE A
 6 COPY OF THE CERTIFICATE OF DISSOLUTION AFTER ADMINISTRATIVELY
 7 DISSOLVING THE CORPORATION BY ELECTRONIC MAIL TO THE EMAIL ADDRESS
 8 OF THE REGISTERED AGENT OF THE CORPORATION; TO AMEND SECTION
 9 79-29-823, MISSISSIPPI CODE OF 1972, TO AUTHORIZE THE SECRETARY OF
 10 STATE TO SERVE A NOTICE OF DETERMINATION THAT GROUNDS EXIST FOR
 11 ADMINISTRATIVELY DISSOLVING A LIMITED LIABILITY COMPANY BY
 12 ELECTRONIC MAIL TO THE EMAIL ADDRESS OF THE REGISTERED AGENT OF
 13 THE LIMITED LIABILITY COMPANY; TO AUTHORIZE THE SECRETARY OF STATE
 14 TO SERVE A LIMITED LIABILITY COMPANY A COPY OF THE CERTIFICATE OF
 15 DISSOLUTION BY ELECTRONIC MAIL AFTER ADMINISTRATIVELY DISSOLVING
 16 SUCH LIMITED LIABILITY COMPANY BY ELECTRONIC MAIL TO THE EMAIL
 17 ADDRESS OF THE REGISTERED AGENT OF THE LIMITED LIABILITY COMPANY;
 18 AND FOR RELATED PURPOSES.

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

20 **SECTION 1.** Section 79-4-14.21, Mississippi Code of 1972, is
 21 amended as follows:

22 79-4-14.21. (a) If the Secretary of State determines that
 23 one or more grounds exist under Section 79-4-14.20 for dissolving
 24 a corporation, he shall serve the corporation with written notice
 25 of his determination, except that such determination may be served



26 by * * * electronic mail to the email address of the registered
27 agent of the corporation.

28 (b) If the corporation does not correct each ground for
29 dissolution or demonstrate to the reasonable satisfaction of the
30 Secretary of State that each ground determined by the Secretary of
31 State does not exist within sixty (60) days after service of the
32 notice is perfected, the Secretary of State shall administratively
33 dissolve the corporation by signing a certificate of dissolution
34 that recites the ground or grounds for dissolution and its
35 effective date. The Secretary of State shall file the original of
36 the certificate and serve a copy on the corporation, except that
37 such certificate may be served by * * * electronic mail to the
38 email address of the registered agent of the corporation.

39 (c) A corporation that has been administratively dissolved
40 continues its corporate existence but may not carry on any
41 business except as necessary to wind up and liquidate its business
42 and affairs under Section 79-4-14.05 and notify claimants under
43 Sections 79-4-14.06 and 79-4-14.07.

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

46 (e) The administrative dissolution of a corporation shall
47 not impair the validity of any contract, deed, mortgage, security
48 interest, lien, or act of the corporation or prevent the
49 corporation from defending any action, suit or proceeding in any
50 court of this state.



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

54 **SECTION 2.** Section 79-29-823, Mississippi Code of 1972, is
55 amended as follows:

56 79-29-823. (1) If the Secretary of State determines that
57 one or more grounds exist under Section 79-29-821 for
58 administratively dissolving a limited liability company, the
59 Secretary of State shall serve the limited liability company with
60 written notice of the determination under Section 79-35-13, except
61 that such determination may be served by * * * electronic mail to
62 the email address of the registered agent of the limited liability
63 company.

64 (2) If the limited liability company does not correct each
65 ground for dissolution or demonstrate to the reasonable
66 satisfaction of the Secretary of State that each ground determined
67 by the Secretary of State does not exist within sixty (60) days
68 after the service of the notice, the Secretary of State shall
69 administratively dissolve the limited liability company by signing
70 a certification of the administrative dissolution that recites the
71 ground or grounds for dissolution and its effective date. The
72 Secretary of State shall file the original of the certificate of
73 administrative dissolution and serve the limited liability company
74 with a copy of the certificate of administrative dissolution under
75 Section 79-35-13, except that such certificate of administrative



76 dissolution may be served by * * * electronic mail to the email
77 address of the registered agent of the limited liability company.

78 **SECTION 3.** This act shall take effect and be in force from
79 and after July 1, 2022.

