

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.

