

By: Senator(s) Williams

To: Judiciary, Division A

SENATE BILL NO. 2456

1 AN ACT TO AMEND SECTION 79-4-14.21, MISSISSIPPI CODE OF 1972,
 2 OF THE MISSISSIPPI BUSINESS CORPORATION ACT TO AUTHORIZE NOTICE OF
 3 DISSOLUTION BY ELECTRONIC MAIL TO REGISTERED AGENTS HAVING AN
 4 EMAIL ADDRESS ON FILE; TO AMEND SECTION 79-29-823, MISSISSIPPI
 5 CODE OF 1972, OF THE REVISED MISSISSIPPI LIMITED LIABILITY COMPANY
 6 ACT TO AUTHORIZE NOTICE OF DISSOLUTION BY ELECTRONIC MAIL TO
 7 REGISTERED AGENTS HAVING AN EMAIL ADDRESS ON FILE; AND FOR RELATED
 8 PURPOSES.

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

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

12 79-4-14.21. (a) If the Secretary of State determines that
 13 one or more grounds exist under Section 79-4-14.20 for dissolving
 14 a corporation, he shall serve the corporation with written notice
 15 of his determination, except that such determination may be served
 16 by electronic mail to the email address of the registered agent of
 17 the corporation or by first-class mail.

18 (b) If the corporation does not correct each ground for
 19 dissolution or demonstrate to the reasonable satisfaction of the
 20 Secretary of State that each ground determined by the Secretary of
 21 State does not exist within sixty (60) days after service of the



22 notice is perfected, the Secretary of State shall administratively
23 dissolve the corporation by signing a certificate of dissolution
24 that recites the ground or grounds for dissolution and its
25 effective date. The Secretary of State shall file the original of
26 the certificate and serve a copy on the corporation, except that
27 such certificate may be served by electronic mail to the email
28 address of the registered agent of the limited liability company
29 or by first-class mail.

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

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

37 (e) The administrative dissolution of a corporation shall
38 not impair the validity of any contract, deed, mortgage, security
39 interest, lien, or act of the corporation or prevent the
40 corporation from defending any action, suit or proceeding in any
41 court of this state.

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

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



47 79-29-823. (1) If the Secretary of State determines that
48 one or more grounds exist under Section 79-29-821 for
49 administratively dissolving a limited liability company, the
50 Secretary of State shall serve the limited liability company with
51 written notice of the determination under Section 79-35-13, except
52 that such determination may be served by electronic mail to the
53 email address of the registered agent of the corporation or by
54 first-class mail.

55 (2) If the limited liability company does not correct each
56 ground for dissolution or demonstrate to the reasonable
57 satisfaction of the Secretary of State that each ground determined
58 by the Secretary of State does not exist within sixty (60) days
59 after the service of the notice, the Secretary of State shall
60 administratively dissolve the limited liability company by signing
61 a certification of the administrative dissolution that recites the
62 ground or grounds for dissolution and its effective date. The
63 Secretary of State shall file the original of the certificate of
64 administrative dissolution and serve the limited liability company
65 with a copy of the certificate of administrative dissolution under
66 Section 79-35-13, except that such certificate of administrative
67 dissolution may be served by first-class mail.

68 **SECTION 3.** This act shall take effect and be in force from
69 and after its passage.

