

By: Representative Deweese

To: Judiciary A

HOUSE BILL NO. 1101
(As Sent to Governor)

1 AN ACT TO AMEND SECTIONS 79-4-14.21 AND 79-29-823,
2 MISSISSIPPI CODE OF 1972, TO AUTHORIZE THE SECRETARY OF STATE TO
3 SERVE DETERMINATION NOTICES AND CERTIFICATES OF ADMINISTRATIVE
4 DISSOLUTION ON CORPORATIONS AND LIMITED LIABILITY COMPANIES BY
5 EMAIL TO THE REGISTERED AGENT OF A CORPORATION OR LIMITED
6 LIABILITY COMPANY AS INDICATED BY THE ENTITY; AND FOR RELATED
7 PURPOSES.

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

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

11 79-4-14.21. (a) If the Secretary of State determines that
12 one or more grounds exist under Section 79-4-14.20 for dissolving
13 a corporation, he shall serve the corporation with written notice
14 of his determination * * *, ~~except that.~~ Such determination may
15 be served either by electronic mail to the email address of the
16 registered agent of the corporation or by first-class mail as
17 indicated by the corporation.

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~~
27 ~~that such~~ which certificate may be served either by electronic
28 mail to the email address of the registered agent of the
29 corporation or by first-class mail as indicated by the
30 corporation.

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

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

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

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



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

48 79-29-823. (1) If the Secretary of State determines that
49 one or more grounds exist under Section 79-29-821 for
50 administratively dissolving a limited liability company, the
51 Secretary of State shall serve the limited liability company with
52 written notice of the determination under Section 79-35-13 * * *~~7~~
53 ~~except that.~~ Such determination may be served either by
54 electronic mail to the email address of the registered agent of
55 the limited liability company or by first-class mail as indicated
56 by the limited liability company.

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



71 liability company or by first-class mail as indicated by the
72 limited liability company.

73 **SECTION 3.** This act shall take effect and be in force from
74 and after July 1, 2023.

