

By: Representative Deweese

To: Judiciary A

HOUSE BILL NO. 1101

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; AND FOR RELATED PURPOSES.

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

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

10 79-4-14.21. (a) If the Secretary of State determines that
11 one or more grounds exist under Section 79-4-14.20 for dissolving
12 a corporation, he shall serve the corporation with written notice
13 of his determination * * *. Such determination may be served
14 by * * * electronic mail to the email address of the registered
15 agent of the corporation.

16 (b) If the corporation does not correct each ground for
17 dissolution or demonstrate to the reasonable satisfaction of the
18 Secretary of State that each ground determined by the Secretary of
19 State does not exist within sixty (60) days after service of the
20 notice is perfected, the Secretary of State shall administratively



21 dissolve the corporation by signing a certificate of dissolution
22 that recites the ground or grounds for dissolution and its
23 effective date. The Secretary of State shall file the original of
24 the certificate and serve a copy on the corporation, * * * which
25 certificate may be served by * * * electronic mail to the email
26 address of the registered agent of the corporation.

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

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

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

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

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

44 79-29-823. (1) If the Secretary of State determines that
45 one or more grounds exist under Section 79-29-821 for



46 administratively dissolving a limited liability company, the
47 Secretary of State shall serve the limited liability company with
48 written notice of the determination under Section 79-35-13 * * *.
49 Such determination may be served by * * * electronic mail to the
50 email address of the registered agent of the limited liability
51 company.

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

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

