

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 * * *. Such determination may be served
15 either by electronic mail to the email address of the registered
16 agent of the corporation or by first-class mail as indicated by
17 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, * * * which
27 certificate may be served either by electronic mail to the email
28 address of the registered agent of the corporation or by
29 first-class mail as indicated by the corporation.

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 * * *.
52 Such determination may be served either by electronic mail to the
53 email address of the registered agent of the limited liability
54 company or by first-class mail as indicated by the limited
55 liability company.

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



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

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

