

By: Representative Deweese

To: Business and Commerce

HOUSE BILL NO. 1000

1 AN ACT TO AMEND SECTION 79-4-14.21, MISSISSIPPI CODE OF 1972,  
 2 TO AUTHORIZE NOTICE OF DISSOLUTION TO A CORPORATION BY ELECTRONIC  
 3 MAIL ONLY; TO AMEND SECTION 79-4-15.31, MISSISSIPPI CODE OF 1972,  
 4 TO AUTHORIZE NOTICE OF REVOCATION OF A CERTIFICATE OF AUTHORITY TO  
 5 A CORPORATION BY ELECTRONIC MAIL ONLY; TO AMEND SECTION 79-29-823,  
 6 MISSISSIPPI CODE OF 1972, TO AUTHORIZE NOTICE OF DISSOLUTION TO A  
 7 LIMITED LIABILITY COMPANY BY ELECTRONIC MAIL ONLY; TO AMEND  
 8 SECTION 79-29-1023, MISSISSIPPI CODE OF 1972, TO AUTHORIZE NOTICE  
 9 OF ADMINISTRATIVE REVOCATION OF REGISTRATION TO A FOREIGN LIMITED  
 10 LIABILITY COMPANY BY ELECTRONIC MAIL ONLY; AND FOR RELATED  
 11 PURPOSES.

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

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

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

21 (b) If the corporation does not correct each ground for  
 22 dissolution or demonstrate to the reasonable satisfaction of the



23 Secretary of State that each ground determined by the Secretary of  
24 State does not exist within sixty (60) days after service of the  
25 notice is perfected, the Secretary of State shall administratively  
26 dissolve the corporation by signing a certificate of dissolution  
27 that recites the ground or grounds for dissolution and its  
28 effective date. The Secretary of State shall file the original of  
29 the certificate and serve a copy on the corporation, which  
30 certificate may be served \* \* \* by electronic mail to the email  
31 address of the registered agent of the corporation \* \* \*.

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

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

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

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



47           **SECTION 2.** Section 79-4-15.31, Mississippi Code of 1972, is  
48 amended as follows:

49           79-4-15.31. (a) If the Secretary of State determines that  
50 one or more grounds exist under Section 79-4-15.30 for revocation  
51 of a certificate of authority, he shall serve the foreign  
52 corporation with written notice of his determination under Section  
53 79-4-15.10, except that such determination may be served by \* \* \*  
54 electronic mail to the email address of the registered agent of  
55 the corporation.

56           (b) If the foreign corporation does not correct each ground  
57 for revocation or demonstrate to the reasonable satisfaction of  
58 the Secretary of State that each ground determined by the  
59 Secretary of State does not exist within sixty (60) days after  
60 service of the notice is perfected under Section 79-4-15.10, the  
61 Secretary of State may revoke the foreign corporation's  
62 certificate of authority by signing a certificate of revocation  
63 that recites the ground or grounds for revocation and its  
64 effective date. The Secretary of State shall file the original of  
65 the certificate and serve a copy on the foreign corporation under  
66 Section 79-4-15.10, except that such certificate may be served  
67 by \* \* \* electronic mail to the email address of the registered  
68 agent of the corporation.

69           (c) The authority of a foreign corporation to transact  
70 business in this state ceases on the date shown on the certificate  
71 revoking its certificate of authority.



72 (d) The Secretary of State's revocation of a foreign  
73 corporation's certificate of authority appoints the Secretary of  
74 State the foreign corporation's agent for service of process in  
75 any proceeding based on a cause of action which arose during the  
76 time the foreign corporation was authorized to transact business  
77 in this state. Service of process on the Secretary of State under  
78 the Mississippi Rules of Civil Procedure is service on the foreign  
79 corporation. Upon receipt of process, the Secretary of State  
80 shall mail a copy of the process to the secretary of the foreign  
81 corporation at its principal office shown in its most recent  
82 annual report or in any subsequent communication received from the  
83 corporation stating the current mailing address of its principal  
84 office, or, if none are on file, in its application for a  
85 certificate of authority.

86 (e) Revocation of a foreign corporation's certificate of  
87 authority does not terminate the authority of the registered agent  
88 of the corporation.

89 (f) The administrative revocation of a foreign corporation's  
90 certificate of authority shall not impair the validity of any  
91 contract, deed, mortgage, security interest, lien or act of such  
92 foreign corporation or prevent the foreign corporation from  
93 defending any action, suit or proceeding with any court of this  
94 state.

95 (g) A foreign corporation whose registration has been  
96 administratively revoked may not maintain any action, suit or



97 proceeding in any court of this state until such foreign  
98 corporation's certificate of authority has been reinstated.

99         **SECTION 3.** Section 79-29-823, Mississippi Code of 1972, is  
100 amended as follows:

101         79-29-823. (1) If the Secretary of State determines that  
102 one or more grounds exist under Section 79-29-821 for  
103 administratively dissolving a limited liability company, the  
104 Secretary of State shall serve the limited liability company with  
105 written notice of the determination under Section 79-35-13. Such  
106 determination may be served \* \* \* by electronic mail to the email  
107 address of the registered agent of the limited liability  
108 company \* \* \*.

109         (2) If the limited liability company does not correct each  
110 ground for dissolution or demonstrate to the reasonable  
111 satisfaction of the Secretary of State that each ground determined  
112 by the Secretary of State does not exist within sixty (60) days  
113 after the service of the notice, the Secretary of State shall  
114 administratively dissolve the limited liability company by signing  
115 a certification of the administrative dissolution that recites the  
116 ground or grounds for dissolution and its effective date. The  
117 Secretary of State shall file the original of the certificate of  
118 administrative dissolution and serve the limited liability company  
119 with a copy of the certificate of administrative dissolution under  
120 Section 79-35-13, which certificate of administrative dissolution



121 may be served \* \* \* by electronic mail to the email address of the  
122 registered agent of the limited liability company \* \* \*.

123 **SECTION 4.** Section 79-29-1023, Mississippi Code of 1972, is  
124 amended as follows:

125 79-29-1023. (1) If the Secretary of State determines that  
126 one or more grounds exist under Section 79-29-1021 for  
127 administrative revocation of registration, the Secretary of State  
128 shall serve the foreign limited liability company with written  
129 notice of the determination under Section 79-35-13, except that  
130 such determination may be served by \* \* \* electronic mail to the  
131 email address of the registered agent of the foreign limited  
132 liability company.

133 (2) If the foreign limited liability company does not  
134 correct each ground for administrative revocation or demonstrate  
135 to the reasonable satisfaction of the Secretary of State that each  
136 ground determined by the Secretary of State does not exist within  
137 sixty (60) days after the service of the notice, the Secretary of  
138 State may administratively revoke the foreign limited liability  
139 company's registration by signing a certificate of administrative  
140 revocation that recites the ground or grounds for administrative  
141 revocation and its effective date. The Secretary of State shall  
142 file the original of the certificate of administrative revocation  
143 and serve the foreign limited liability company with a copy of the  
144 certificate of administrative revocation under Section 79-35-13,  
145 except that such certificate of administrative revocation may be



146 served by \* \* \* electronic mail to the email address of the  
147 registered agent of the foreign limited liability company.

148 (3) The authority of a foreign limited liability company to  
149 transact business in this state ceases on the date shown on the  
150 certificate of administrative revocation.

151 (4) The Secretary of State's administrative revocation of a  
152 foreign limited liability company's registration appoints the  
153 Secretary of State the foreign limited liability company's agent  
154 for service of process in any proceeding based on a cause of  
155 action which arose during the time the foreign limited liability  
156 company was authorized to transact business in this state.  
157 Service of process on the Secretary of State under this subsection  
158 is service on the foreign limited liability company. Upon receipt  
159 of process and the payment of the fee specified in Section  
160 79-35-13, the Secretary of State shall mail a copy of the process  
161 to the foreign limited liability company at the office of its  
162 registered agent, or if the agent has resigned or cannot be  
163 located, at its principal office shown in its most recent  
164 communication received from the foreign limited liability company  
165 stating the current mailing address of its principal office, or,  
166 if none are on file, in its application for registration of  
167 foreign limited liability company.

168 (5) Administrative revocation of a foreign limited liability  
169 company's registration does not terminate the authority of the  
170 registered agent of the foreign limited liability company.



171 (6) The administrative revocation of the registration of a  
172 foreign limited liability company shall not impair the validity of  
173 any contract, deed, mortgage, security interest, lien or act of  
174 such foreign limited liability company or prevent the foreign  
175 limited liability company from defending any action, suit or  
176 proceeding with any court of this state.

177 (7) A member, manager or officer of a foreign limited  
178 liability company is not liable for the debts, obligations or  
179 liabilities of such foreign limited liability company solely by  
180 reason of the administrative revocation of the registration of a  
181 foreign limited liability company.

182 (8) A foreign limited liability company whose registration  
183 has been administratively revoked may not maintain any action,  
184 suit or proceeding in any court of this state until such foreign  
185 limited liability company's registration has been reinstated. An  
186 action, suit or proceeding may not be maintained in any court of  
187 this state by any successor or assignee of such foreign limited  
188 liability company on any right, claim or demand arising out of the  
189 transaction of business by a foreign limited liability company  
190 after the administrative revocation.

191 **SECTION 5.** This act shall take effect and be in force from  
192 and after July 1, 2024.

