

By: Senator(s) Harkins

To: Business and Financial  
Institutions

SENATE BILL NO. 2541

1 AN ACT TO AMEND SECTION 79-29-109, MISSISSIPPI CODE OF 1972,  
2 TO ALLOW PARTNERSHIP OR LIMITED PARTNERSHIP TO BE NAMED ON THE  
3 CERTIFICATE OF FORMATION; AND FOR RELATED PURPOSES.

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

5 **SECTION 1.** Section 79-29-109, Mississippi Code of 1972, is  
6 amended as follows:

7 79-29-109. (1) The name of each limited liability company  
8 as set forth in its certificate of formation:

9 (a) Must contain the words "limited liability company"  
10 or the abbreviation "L.L.C." or "LLC";

11 (b) May contain the name of a member or manager;

12 (c) Except as authorized by subsection (3) of this  
13 section, must be distinguishable upon the records of the Secretary  
14 of State from (i) the name of any domestic or foreign corporation,  
15 nonprofit corporation, limited partnership, limited liability  
16 partnership or limited liability company that is organized or  
17 registered under the laws of this state and which has not been  
18 dissolved; and (ii) a name that is reserved or registered in the



19 Office of the Secretary of State for any of the entities named in  
20 paragraph (1)(c)(i) of this section which reservation or  
21 registration has not expired; and

22 (d) May not contain the following words: "bank,"  
23 "banker," "bankers," "banking," "trust company," "insurance,"  
24 "trust," "corporation," "incorporated \* \* \*" \* \* \* or any  
25 combination or abbreviation thereof, or any words or abbreviations  
26 of similar import.

27 (2) The Secretary of State shall reject any certificate of  
28 formation that does not comply with subsection (1) of this  
29 section.

30 (3) A limited liability company may apply to the Secretary  
31 of State for authorization to use a name that is not  
32 distinguishable upon the records in the Office of the Secretary of  
33 State from one or more of the names described in subsection (1)(c)  
34 of this section. The Secretary of State shall authorize the use  
35 of the name applied for if:

36 (a) The other domestic or foreign limited liability  
37 company, limited partnership, limited liability partnership,  
38 corporation or nonprofit corporation consents to the use in  
39 writing and submits an undertaking in form satisfactory to the  
40 Secretary of State to change its name to a name that is  
41 distinguishable upon the records of the Secretary of State from  
42 the name of the applying limited liability company; or



43                   (b) The applicant delivers to the Office of the  
44 Secretary of State for filing a certified copy of the final  
45 judgment of a court of competent jurisdiction establishing the  
46 applicant's right to use the name applied for in this state.

47                   **SECTION 2.** This act shall take effect and be in force from  
48 and after July 1, 2024.

