

## Senate Amendments to House Bill No. 1344

TO THE CLERK OF THE HOUSE:

THIS IS TO INFORM YOU THAT THE SENATE HAS ADOPTED THE AMENDMENTS SET OUT BELOW:

### AMENDMENT NO. 1

Amend by striking all after the enacting clause and inserting in lieu thereof the following:

11        SECTION 1. (1) Each nonprofit corporation, as defined in  
12 Section 79-11-127(z), shall file an annual report with the  
13 Secretary of State Business Services Division before May 15 of  
14 each year on a form prescribed by the Secretary of State.

15        (2) Each domestic nonprofit corporation and each foreign  
16 nonprofit corporation authorized to transact business in this  
17 state shall deliver an annual report to the Secretary of State for  
18 filing, on such date as may be established by the Secretary of  
19 State, which provides the following information:

20           (a) The name of the nonprofit corporation and the state  
21 or country or other foreign jurisdiction under whose law it is  
22 organized;

23           (b) The name, email address and street or physical  
24 address of its registered agent in this state;

25           (c) The address of its principal office;

26           (d) The name, titles and business address of its  
27 principal officer;

28 (e) A brief description of the nature of its business;  
29 and

30 (f) Whether it has received public funds and a listing  
31 of any governmental entity that distributed the public funds. The  
32 term "public funds" means funds received by the organization  
33 during its most recently completed fiscal year which were received  
34 from the State of Mississippi or any local governmental authority  
35 located within the State of Mississippi.

36 (2) Information in the annual report must be current as of  
37 the date the annual report is executed on behalf of the nonprofit  
38 corporation.

39 (3) If an annual report does not contain the information  
40 required by this section, the Secretary of State shall provide  
41 written notice promptly to the reporting nonprofit corporation and  
42 return the report for correction. If the report is corrected to  
43 contain the information required by this section and delivered to  
44 the Secretary of State within thirty (30) days after the effective  
45 date of notice, the report is deemed to be timely filed.

46 (4) If the nonprofit corporation fails to file timely or  
47 fails to disclose the information required under this section,  
48 the corporation may be subject to the penalties of dissolution or  
49 disallowance of nonprofit status, or both.

50 (5) The requirements of this section shall not apply to  
51 water associations as defined in Section 79-11-394.

52 **SECTION 2.** Section 79-11-107, Mississippi Code of 1972, is  
53 amended as follows:

54           79-11-107. (1) The Secretary of State may prescribe and  
55 furnish, on request, forms for: (a) an application for a  
56 certificate of existence; (b) a foreign corporation's application  
57 for a certificate of authority to transact business in this state;  
58 (c) a foreign corporation's application for a certificate of  
59 withdrawal; and (d) the \* \* \* annual report. If the Secretary of  
60 State so requires, use of these forms is mandatory.

61           (2) The Secretary of State may prescribe and furnish on  
62 request forms for other documents required or permitted to be  
63 filed by Section 79-11-101 et seq., but their use is not  
64 mandatory.

65           **SECTION 3.** Section 79-11-109, Mississippi Code of 1972, is  
66 amended as follows:

67           79-11-109. (1) Except as otherwise provided in subsection  
68 (4) of this section, the Secretary of State shall collect the  
69 following fees when the documents described in this subsection are  
70 delivered for filing:

71	<b>Document</b>	<b>Fee</b>
72	(a) Articles of incorporation	\$50.00
73	(b) [Reserved]	
74	(c) Application for reserved name	25.00
75	(d) Notice of transfer or cancellation	
76	of reserved name	25.00
77	(e) [Reserved]	
78	(f) [Reserved]	
79	(g) [Reserved]	

80	(h)	[Reserved]	
81	(i)	[Reserved]	
82	(j)	Amendment of articles of incorporation	50.00
83	(k)	Restatement of articles of incorporation	
84		with amendments	50.00
85	(l)	Articles of merger	50.00
86	(m)	Articles of dissolution	25.00
87	(n)	Articles of revocation of dissolution	25.00
88	(o)	Certificate of administrative	
89		dissolution	No Fee
90	(p)	Application for reinstatement following	
91		administrative dissolution	50.00
92	(q)	Certificate of reinstatement	No Fee
93	(r)	Certificate of judicial dissolution	No Fee
94	(s)	Application for certificate of authority	100.00
95	(t)	Application for amended certificate of	
96		authority	50.00
97	(u)	Application for certificate of withdrawal	25.00
98	(v)	Certificate of revocation of authority	
99		to transact business	No Fee
100	(w)	* * * <u>Annual</u> report * * *	<u>No Fee</u>
101	(x)	Articles of correction	50.00
102	(y)	Application for certificate of existence	
103		or authorization	25.00
104	(z)	Any other document required or permitted	
105		to be filed by Section 79-11-101 et seq.	25.00

106           (2) Except as otherwise provided in subsection (4) of this  
107 section, the Secretary of State shall collect a fee of Twenty-five  
108 Dollars (\$25.00) upon being served with process under Section  
109 79-11-101 et seq. The party to a proceeding causing service of  
110 process is entitled to recover the fee paid the Secretary of State  
111 as costs if the party prevails in the proceeding.

112           (3) Except as otherwise provided in subsection (4) of this  
113 section, the Secretary of State shall collect the following fees  
114 for copying and certifying the copy of any filed document relating  
115 to a domestic or foreign corporation:

116                   (a) One Dollar (\$1.00) a page for copying; and

117                   (b) Ten Dollars (\$10.00) for the certificate.

118           (4) The Secretary of State may collect a filing fee greater  
119 than the fee set forth in subsections (1), (2) and (3) in an  
120 amount not to exceed twice the fee set forth in subsections (1),  
121 (2) and (3) of processing the filing, if the form prescribed by  
122 the Secretary of State for such filing has not been used.

123           **SECTION 4.** Section 79-11-121, Mississippi Code of 1972, is  
124 amended as follows:

125           79-11-121. (1) Any person may apply to the Secretary of  
126 State to furnish a certificate of existence for a domestic or  
127 foreign corporation.

128           (2) The certificate of existence sets forth:

129                   (a) The domestic corporation's corporate name or the  
130 foreign corporation's corporate name used in this state;

131           (b) That (i) the domestic corporation is duly  
132 incorporated under the law of this state, the date of its  
133 incorporation and the period of its duration if less than  
134 perpetual; or (ii) that the foreign corporation is authorized to  
135 transact business in this state;

136           (c) That all fees, taxes, and penalties owed to this  
137 state have been paid, if (i) payment is reflected in the records  
138 of the Secretary of State and (ii) nonpayment affects the good  
139 standing of the domestic or foreign corporation;

140           (d) That its most recent \* \* \* annual report \* \* \* has  
141 been delivered to the Secretary of State;

142           (e) That articles of dissolution have not been filed;  
143 and

144           (f) Other facts of record in the Office of the  
145 Secretary of State that may be requested by the application.

146           (3) Subject to any qualification stated in the certificate,  
147 a certificate of existence issued by the Secretary of State may be  
148 relied upon as conclusive evidence that the domestic or foreign  
149 corporation is in existence or is authorized to conduct activities  
150 in this state.

151           **SECTION 5.** Section 79-11-129, Mississippi Code of 1972, is  
152 amended as follows:

153           79-11-129. (1) Notice under this chapter must be in the  
154 form of a record unless oral notice is authorized by this chapter  
155 or is reasonable under the circumstances.

156           (2) Notice may be communicated in person or by delivery. If  
157 these forms of communication are impracticable, notice may be  
158 communicated by a newspaper of general circulation in the area  
159 where published; or by radio, television or other form of public  
160 broadcast communication.

161           (3) Oral notice is effective when communicated if  
162 communicated in a comprehensible manner.

163           (4) Written notice by a domestic or foreign corporation to a  
164 member, if in a comprehensible form, is effective:

165                 (a) Upon deposit in the United States mail, if the  
166 postage or delivery charge is paid and the notice is correctly  
167 addressed to the member's address shown in the corporation's  
168 current record of members, or

169                 (b) When given if the notice is delivered in any other  
170 manner that the member has authorized.

171           (5) Except as provided in subsection (4) of this section,  
172 written notice, if in a comprehensible form, is effective at the  
173 earliest of the following:

174                 (a) When received;

175                 (b) Five (5) days after its deposit in the United  
176 States mail, if mailed postpaid and correctly addressed;

177                 (c) On the date shown on the return receipt, if sent by  
178 registered or certified mail, return receipt requested, and the  
179 receipt is signed by or on behalf of the addressee.

180 (6) Written notice is correctly addressed to a member of a  
181 domestic or foreign corporation if addressed to the member's  
182 address shown in the corporation's current list of members.

183 (7) A written notice or report delivered as part of a  
184 newsletter, magazine or other publication regularly sent to  
185 members shall constitute a written notice or report if addressed  
186 or delivered to the member's address shown in the corporation's  
187 current list of members, or in the case of members who are  
188 residents of the same household and who have the same address in  
189 the corporation's current list of members, if addressed or  
190 delivered to one (1) of such members, at the address appearing on  
191 the current list of members.

192 (8) Written notice is correctly addressed to a domestic or  
193 foreign corporation (authorized to transact business in this  
194 state), other than in its capacity as a member, if addressed to  
195 its registered agent or to its secretary at its principal office  
196 shown in its most recent \* \* \* annual report or, in the case of a  
197 foreign corporation that has not yet delivered \* \* \* an annual  
198 report, in its application for a certificate of authority.

199 (9) If Section 79-11-205 or any other provision of Section  
200 79-11-101 et seq. prescribes notice requirements for particular  
201 circumstances, those requirements govern. If articles or bylaws  
202 prescribe notice requirements, not inconsistent with this section  
203 or other provisions of Section 79-11-101 et seq., those  
204 requirements govern.

205 (10) With respect to electronic communications:



206 (a) Unless otherwise provided in the articles of  
207 incorporation or bylaws, or otherwise agreed between the sender  
208 and the recipient, an electronic communication is received when:

209 (i) It enters an information processing system  
210 that the recipient has designated or uses for the purpose of  
211 receiving electronic records or information of the type sent and  
212 from which the recipient is able to retrieve the electronic  
213 record; and

214 (ii) It is in a form capable of being processed by  
215 that system.

216 (b) An electronic communication is received under  
217 subsection (10) (a) even if no individual is aware of its receipt.

218 (c) Receipt of an electronic acknowledgement from an  
219 information processing system described in subsection (10) (a)  
220 establishes that a record was received but, by itself, does not  
221 establish that the content sent corresponds to the content  
222 received.

223 (11) An authorization by a member of delivery of notices or  
224 communications by e-mail or similar electronic means may be  
225 revoked by the member by notice to the nonprofit corporation in  
226 the form of a record. Such an authorization is deemed revoked if  
227 (a) the corporation is unable to deliver two (2) consecutive  
228 notices or other communications to the member in the manner  
229 authorized; and (b) the inability becomes known to the secretary  
230 or other person responsible for giving the notice or other

231 communication; but the failure to treat the inability as a  
232 revocation does not invalidate any meeting or other action.

233 **SECTION 6.** Section 79-11-283, Mississippi Code of 1972, is  
234 amended as follows:

235 79-11-283. (1) A corporation shall keep as permanent  
236 records minutes of all meetings of its members and board of  
237 directors, a record of all actions taken by the members or  
238 directors without a meeting, and a record of all actions taken by  
239 committees of the board of directors as authorized by Section  
240 79-11-265.

241 (2) A corporation shall maintain appropriate accounting  
242 records.

243 (3) A corporation or its agent shall maintain a record of  
244 its members in a form that permits preparation of a list of the  
245 names and addresses of all members, in alphabetical order by class  
246 showing the number of votes each member is entitled to vote.

247 (4) A corporation shall maintain its records in written form  
248 or in any other form of a record.

249 (5) A corporation shall keep a copy of the following records  
250 at its principal office:

251 (a) Its articles or restated articles of incorporation  
252 and all amendments to them currently in effect;

253 (b) Its bylaws or restated bylaws and all amendments to  
254 them currently in effect;

255 (c) Resolutions adopted by its board of directors  
256 relating to the characteristics, qualifications, rights,

257 limitations and obligations of members or any class or category of  
258 members;

259 (d) The minutes of all meetings of members and records  
260 of all actions approved by the members for the past three (3)  
261 years;

262 (e) All written communications to members generally  
263 within the past three (3) years;

264 (f) A list of the names and business or home addresses  
265 of its current directors and officers; and

266 (g) Its most recent \* \* \* annual report delivered to  
267 the Secretary of State \* \* \*.

268 **SECTION 7.** Section 79-11-347, Mississippi Code of 1972, is  
269 amended as follows:

270 79-11-347. The Secretary of State may commence a proceeding  
271 under Section 79-11-349 to administratively dissolve a corporation  
272 if:

273 (a) The corporation does not pay within sixty (60) days  
274 after they are due any taxes or penalties imposed by Section  
275 79-11-101 et seq. or other law;

276 (b) The corporation does not deliver \* \* \* the required  
277 annual report to the Secretary of State within sixty (60) days  
278 after it is due;

279 (c) The corporation is without a registered agent in  
280 this state for sixty (60) days or more;

281 (d) The corporation does not notify the Secretary of  
282 State within one hundred twenty (120) days that its registered  
283 agent has been changed or that its registered agent has resigned;

284 (e) The corporation's period of duration, if any,  
285 stated in its articles of incorporation expires;

286 (f) The corporation fails to report within the time  
287 period specified in Section 79-11-405 the suspension or revocation  
288 of its tax-exempt status under Section 501(c)(3) of the Internal  
289 Revenue Code; or

290 (g) An incorporator, director, officer or agent of the  
291 corporation signed a document he knew was false in any material  
292 respect with intent that the document be delivered to the  
293 Secretary of State for filing.

294 **SECTION 8.** Section 79-11-385, Mississippi Code of 1972, is  
295 amended as follows:

296 79-11-385. (1) The Secretary of State may commence a  
297 proceeding under Section 79-11-387 to revoke the certificate of  
298 authority of a foreign corporation authorized to transact business  
299 in this state if:

300 (a) The foreign corporation does not deliver the \* \* \*  
301 annual report to the Secretary of State within sixty (60) days  
302 after it is due;

303 (b) The foreign corporation does not pay within sixty  
304 (60) days after they are due any franchise taxes or penalties  
305 imposed by Section 79-11-101 et seq. or other law;

306 (c) The foreign corporation is without a registered  
307 agent in this state for sixty (60) days or more;

308 (d) The foreign corporation does not inform the  
309 Secretary of State by an appropriate filing that its registered  
310 agent has changed or that its registered agent has resigned within  
311 ninety (90) days of the change or resignation;

312 (e) An incorporator, director, officer or agent of the  
313 foreign corporation signed a document such person knew was false  
314 in any material respect with intent that the document be delivered  
315 to the Secretary of State for filing; or

316 (f) The Secretary of State receives a duly  
317 authenticated certificate from the Secretary of State or other  
318 official having custody of corporate records in the state or  
319 country under whose law the foreign corporation is incorporated  
320 stating that it has been dissolved or has disappeared as the  
321 result of a merger.

322 (2) The Attorney General may commence a proceeding under  
323 Section 79-11-387 to revoke the certificate of authority of a  
324 foreign corporation authorized to transact business in this state  
325 if the foreign corporation has continued to exceed or abuse the  
326 authority conferred upon it by law.

327 **SECTION 9.** Section 79-11-387, Mississippi Code of 1972, is  
328 amended as follows:

329 79-11-387. (1) The Secretary of State upon determining that  
330 one or more grounds exist under Section 79-11-385 for revocation

331 of a certificate of authority shall serve the foreign corporation  
332 with written notice of that determination under Section 79-11-381.

333 (2) The Attorney General upon determining that grounds exist  
334 under Section 79-11-385(2) for revocation of a certificate of  
335 authority shall request the Secretary of State to serve, and the  
336 Secretary of State shall serve the foreign corporation with  
337 written notice of that determination under Section 79-11-381.

338 (3) If the foreign corporation does not correct each ground  
339 for revocation or demonstrate to the reasonable satisfaction of  
340 the Secretary of State or Attorney General that each ground for  
341 revocation determined by the Secretary of State or Attorney  
342 General does not exist within sixty (60) days after service of the  
343 notice is perfected under Section 79-11-381, the Secretary of  
344 State may revoke the foreign corporation's certificate of  
345 authority by signing a certificate of revocation that recites the  
346 ground or grounds for revocation and its effective date. The  
347 Secretary of State shall file the original of the certificate and  
348 serve a copy on the foreign corporation under Section 79-11-381.

349 (4) The authority of a foreign corporation to transact  
350 business in this state ceases on the date shown on the certificate  
351 revoking its certificate of authority.

352 (5) The Secretary of State's revocation of a foreign  
353 corporation's certificate of authority appoints the Secretary of  
354 State, the foreign corporation's agent for service of process in  
355 any proceeding based on a cause of action which arose during the  
356 time the foreign corporation was authorized to transact business

357 in this state. Service of process on the Secretary of State under  
358 this subsection is service on the foreign corporation. Upon  
359 receipt of process, the Secretary of State shall mail a copy of  
360 the process to the secretary of the foreign corporation at its  
361 principal office shown in its most recent \* \* \* annual report or  
362 in any subsequent communications received from the corporation  
363 stating the current mailing address of its principal office, or,  
364 if none is on file, in its application for a certificate of  
365 authority.

366 (6) Revocation of a foreign corporation's certificate of  
367 authority does not terminate the authority of the registered agent  
368 of the corporation.

369 **SECTION 10.** Section 79-11-391, Mississippi Code of 1972, is  
370 brought forward as follows:

371 79-11-391. (1) Each domestic corporation, and each foreign  
372 corporation authorized to transact business in this state, shall  
373 upon request deliver to the Secretary of State a status report on  
374 a form prescribed and furnished by the Secretary of State that  
375 sets forth:

376 (a) The name of the corporation and the jurisdiction  
377 under whose law it is incorporated;

378 (b) The information required by Section 79-35-5(a);

379 (c) The address of its principal office;

380 (d) The names and business or residence addresses of  
381 its directors and principal officers;

382 (e) A brief description of the nature of its  
383 activities; and

384 (f) Whether or not it has members.

385 (2) Upon receiving the request for a status report, a  
386 domestic or foreign corporation shall have ninety (90) days to  
387 deliver the report to the Secretary of State.

388 (3) The information in the status report must be current on  
389 the date the status report is executed on behalf of the  
390 corporation.

391 (4) The Secretary of State may request a status report from  
392 time to time, but not more frequently than once every five (5)  
393 years, beginning five (5) years from the date upon which a  
394 domestic corporation was incorporated or a foreign corporation was  
395 authorized to transact business.

396 (5) If a status report does not contain the information  
397 required by this section, the Secretary of State shall promptly  
398 notify the reporting domestic or foreign corporation in writing  
399 and return the report to it for correction. If the report is  
400 corrected to contain the information required by this section and  
401 delivered to the Secretary of State within thirty (30) days after  
402 the effective date of notice, it is deemed to be timely filed.

403 **SECTION 11.** Section 1 of this act shall be codified as a new  
404 section in Title 79, Chapter 11, Mississippi Code of 1972.

405 **SECTION 12.** This act shall take effect and be in force from  
406 and after July 1, 2024.



**Further, amend by striking the title in its entirety and  
inserting in lieu thereof the following:**

1           AN ACT TO REQUIRE DOMESTIC AND FOREIGN NONPROFIT CORPORATIONS  
2 TO FILE AN ANNUAL REPORT WITH THE SECRETARY OF STATE PROVIDING  
3 CERTAIN SPECIFIED INFORMATION, INCLUDING WHETHER THE CORPORATION  
4 HAS RECEIVED PUBLIC FUNDS FROM A GOVERNMENTAL ENTITY; TO AMEND  
5 SECTIONS 79-11-107 THROUGH 79-11-387, MISSISSIPPI CODE OF 1972, IN  
6 CONFORMITY TO THE PROVISIONS OF THIS ACT; TO BRING FORWARD SECTION  
7 79-11-391, WHICH REQUIRES NONPROFIT CORPORATIONS TO FILE A STATUS  
8 REPORT UPON REQUEST OF THE SECRETARY OF STATE, FOR PURPOSES OF  
9 POSSIBLE AMENDMENT; AND FOR RELATED PURPOSES.

SS26\HB1344A.J

Amanda White  
Secretary of the Senate