

By: Representative Yancey

To: Business and Commerce

HOUSE BILL NO. 609

1 AN ACT TO AMEND SECTION 79-11-407, MISSISSIPPI CODE OF 1972,
2 TO AUTHORIZE THE ADMINISTRATIVE DISSOLUTION OF A DOMESTIC OR
3 FOREIGN NONPROFIT CORPORATION FAILING TO TIMELY FILE OR DISCLOSE
4 REQUIRED INFORMATION IN ITS ANNUAL REPORT TO THE SECRETARY OF
5 STATE BUSINESS SERVICES DIVISION; TO EXEMPT CHURCHES FROM THE
6 ANNUAL REPORTING REQUIREMENTS; TO BRING FORWARD SECTIONS
7 79-11-107, 79-11-109, 79-11-121, 79-11-129, 79-11-283, 79-11-347,
8 79-11-385, 79-11-387 AND 79-11-391, MISSISSIPPI CODE OF 1972, FOR
9 PURPOSES OF POSSIBLE AMENDMENT; AND FOR RELATED PURPOSES.

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

11 **SECTION 1.** Section 79-11-407, Mississippi Code of 1972, is
12 amended as follows:

13 79-11-407. (1) Each nonprofit corporation, as defined in
14 Section 79-11-127(z), shall file an annual report with the
15 Secretary of State Business Services Division before May 15 of
16 each year on a form prescribed by the Secretary of State.

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



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

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

27 (c) The address of its principal office;

28 (d) The name, titles and business address of its
29 principal officer;

30 (e) A brief description of the nature of its business;
31 and

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

38 (3) Information in the annual report must be current as of
39 the date the annual report is executed on behalf of the nonprofit
40 corporation.

41 (4) If an annual report does not contain the information
42 required by this section, the Secretary of State shall provide
43 written notice promptly to the reporting nonprofit corporation and
44 return the report for correction. If the report is corrected to
45 contain the information required by this section and delivered to



the Secretary of State within thirty (30) days after the effective date of notice, the report is deemed to be timely filed.

(5) If the nonprofit corporation fails to file timely or fails to disclose the information required under this section, the corporation may be subject to the * * * penalty of administrative dissolution * * *.

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

(7) The requirements of this section shall not apply to churches.

SECTION 2. Section 79-11-107, Mississippi Code of 1972, is brought forward as follows:

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

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

SECTION 3. Section 79-11-109, Mississippi Code of 1972, is brought forward as follows:



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

Document	Fee
(a) Articles of incorporation	\$50.00
(b) [Reserved]	
(c) Application for reserved name	25.00
(d) Notice of transfer or cancellation of reserved name	25.00
(e) [Reserved]	
(f) [Reserved]	
(g) [Reserved]	
(h) [Reserved]	
(i) [Reserved]	
(j) Amendment of articles of incorporation	50.00
(k) Restatement of articles of incorporation with amendments	50.00
(l) Articles of merger	50.00
(m) Articles of dissolution	25.00
(n) Articles of revocation of dissolution	25.00
(o) Certificate of administrative dissolution	No Fee
(p) Application for reinstatement following administrative dissolution	50.00



96	(q) Certificate of reinstatement	No Fee
97	(r) Certificate of judicial dissolution	No Fee
98	(s) Application for certificate of authority	100.00
99	(t) Application for amended certificate of	
100	authority	50.00
101	(u) Application for certificate of withdrawal	25.00
102	(v) Certificate of revocation of authority	
103	to transact business	No Fee
104	(w) Annual report	No Fee
105	(x) Articles of correction	50.00
106	(y) Application for certificate of existence	
107	or authorization	25.00
108	(z) Any other document required or permitted	
109	to be filed by Section 79-11-101 et seq.	25.00

110 (2) Except as otherwise provided in subsection (4) of this
111 section, the Secretary of State shall collect a fee of Twenty-five
112 Dollars (\$25.00) upon being served with process under Section
113 79-11-101 et seq. The party to a proceeding causing service of
114 process is entitled to recover the fee paid the Secretary of State
115 as costs if the party prevails in the proceeding.

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

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



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

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

127 **SECTION 4.** Section 79-11-121, Mississippi Code of 1972, is
128 brought forward as follows:

129 79-11-121. (1) Any person may apply to the Secretary of
130 State to furnish a certificate of existence for a domestic or
131 foreign corporation.

132 (2) The certificate of existence sets forth:

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

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

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

144 (d) That its most recent annual report has been
145 delivered to the Secretary of State;



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

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

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

SECTION 5. Section 79-11-129, Mississippi Code of 1972, is
brought forward as follows:

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

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

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

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

(a) Upon deposit in the United States mail, if the
postage or delivery charge is paid and the notice is correctly



addressed to the member's address shown in the corporation's
current record of members, or

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

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

(a) When received;

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

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

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

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



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

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

209 (10) With respect to electronic communications:

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

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

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



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

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

(11) An authorization by a member of delivery of notices or communications by e-mail or similar electronic means may be revoked by the member by notice to the nonprofit corporation in the form of a record. Such an authorization is deemed revoked if (a) the corporation is unable to deliver two (2) consecutive notices or other communications to the member in the manner authorized; and (b) the inability becomes known to the secretary or other person responsible for giving the notice or other communication; but the failure to treat the inability as a revocation does not invalidate any meeting or other action.

SECTION 6. Section 79-11-283, Mississippi Code of 1972, is brought forward as follows:

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



(2) A corporation shall maintain appropriate accounting records.

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

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

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

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

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

(c) Resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;

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

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

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



(g) Its most recent annual report delivered to the Secretary of State.

SECTION 7. Section 79-11-347, Mississippi Code of 1972, is brought forward as follows:

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

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

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

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

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

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

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



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

SECTION 8. Section 79-11-385, Mississippi Code of 1972, is brought forward as follows:

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

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

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

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

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

(e) An incorporator, director, officer or agent of the foreign corporation signed a document such person knew was false



in any material respect with intent that the document be delivered to the Secretary of State for filing; or

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

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

SECTION 9. Section 79-11-387, Mississippi Code of 1972, is brought forward as follows:

79-11-387. (1) The Secretary of State upon determining that one or more grounds exist under Section 79-11-385 for revocation of a certificate of authority shall serve the foreign corporation with written notice of that determination under Section 79-11-381.

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



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

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

(5) The Secretary of State's revocation of a foreign corporation's certificate of authority appoints the Secretary of State, the foreign corporation's agent for service of process in any proceeding based on a cause of action which arose during the time the foreign corporation was authorized to transact business in this state. Service of process on the Secretary of State under this subsection is service on the foreign corporation. Upon receipt of process, the Secretary of State shall mail a copy of the process to the secretary of the foreign corporation at its principal office shown in its most recent annual report or in any subsequent communications received from the corporation stating



the current mailing address of its principal office, or, if none is on file, in its application for a certificate of authority.

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

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

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

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

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

(c) The address of its principal office;

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

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

(f) Whether or not it has members.

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



391 (3) The information in the status report must be current on
392 the date the status report is executed on behalf of the
393 corporation.

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

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

406 **SECTION 11.** This act shall take effect and be in force from
407 and after July 1, 2025.

