

By: Representative Mansell

To: State Affairs

HOUSE BILL NO. 1467

1 AN ACT TO CREATE NEW SECTION 79-35-21, MISSISSIPPI CODE OF
2 1972, TO AUTHORIZE THE SECRETARY OF STATE TO REMOVE A FRAUDULENT
3 RESIDENCE ADDRESS OF A REGISTERED AGENT WHEN THE CURRENT OCCUPANT
4 OF THE RESIDENCE ADDRESS REQUESTS REMOVAL AND ATTESTS THAT THE
5 PERSON LISTING THE RESIDENCE ADDRESS IS NOT ASSOCIATED WITH THE
6 RESIDENCE ADDRESS; TO AMEND SECTIONS 79-4-1.25 AND 79-29-211,
7 MISSISSIPPI CODE OF 1972, TO INCREASE THE NUMBER OF DAYS ALLOWED
8 FOR THE SECRETARY OF STATE TO RETURN A DOCUMENT REFUSED FOR FILING
9 TO A CORPORATION OR LIMITED LIABILITY COMPANY; AND FOR RELATED
10 PURPOSES.

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

12 **SECTION 1.** The following shall be codified as Section
13 79-35-21, Mississippi Code of 1972:

14 79-35-21. (1) If the address for a registered agent is a
15 residence address and the registered agent no longer resides at
16 the residence address or the residence address is being used
17 without the current occupant's permission, the current occupant of
18 the residence address may have the address for the registered
19 office removed from public record.

20 (2) (a) To request removal of the residence address from
21 the public record, the current occupant shall attest the following
22 on a form prescribed by the Secretary of State:



23 (i) The current occupant's name;
24 (ii) The address for the residence that is listed
25 as the address for the registered office;
26 (iii) Affirmation that the registered office
27 address is a residence address;
28 (iv) Affirmation that the person filing the
29 request is the current occupant of the residence
30 address; and
31 (v) Affirmation that the person or entity listing
32 the residence address as the registered office address is not
33 associated with the residence address.
34 (b) The submitted form must be signed and sworn under
35 the penalties of perjury.
36 (c) The submitted form is considered confidential and
37 is not subject to the Mississippi Public Records Act of 1983
38 (Sections 25-61-5 through 25-61-19).
39 (3) Upon receiving a submitted form, the Secretary of State
40 shall:
41 (a) Attempt to contact the entity and the registered
42 agent to request an address change pursuant to this chapter; and
43 (b) Remove the residence address from public record as
44 the address for a registered office.
45 (4) If the entity receives notice from the Secretary of
46 State pursuant to subsection (3), the represented entity must



designate and certify to the Secretary of State the name and address of its resident agent pursuant to Section 79-35-5.

SECTION 2. Section 79-4-1.25, Mississippi Code of 1972, is amended as follows:

79-4-1.25. (a) If a document delivered to the Office of the Secretary of State for filing satisfies the requirements of Section 79-4-1.20, the Secretary of State shall file it.

(b) The Secretary of State files a document by recording it as filed on the date and time of receipt. After filing a document, the Secretary of State shall deliver to the domestic or foreign corporation or its representative a copy of the document with an acknowledgment of the date and time of filing.

(c) If the Secretary of State refuses to file a document, he shall return it to the domestic or foreign corporation or its representative within * * * thirty (30) days after the document was delivered, together with a brief, written explanation of the reason for his refusal.

(d) The Secretary of State's duty to file documents under this section is ministerial. His filing or refusing to file a document does not:

(1) Affect the validity or invalidity of the document, in whole or in part;

(2) Relate to the correctness or incorrectness of information contained in the document;



(3) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.

SECTION 3. Section 79-29-211, Mississippi Code of 1972, is amended as follows:

79-29-211. (1) The certificate of formation and any certificate of amendment, dissolution, correction or merger and any restated certificate must be delivered to the Office of the Secretary of State. A person who signs a certificate as an agent or fiduciary need not exhibit evidence of the person's authority as a prerequisite to filing by the Secretary of State. Unless the Secretary of State finds that a certificate is not acceptable for filing, upon receipt of all filing fees required by Section 79-29-1203 and delivery of the certificate, the Secretary of State shall:

(a) Certify that the certificate has been filed in the Secretary of State's office by endorsing upon the signed certificate the word "Filed" and the date and time of the filing. This endorsement is conclusive evidence of the date and time of its filing in absence of actual fraud;

(b) File the certificate; and

(c) Return a copy to the person who delivered it for filing or that person's representative with an acknowledgment of the date and time of filing.



96 (2) Upon the filing of a certificate of amendment or upon
97 the future effective date of a certificate of amendment (or
98 judicial decree thereof) or an amended and restated certificate,
99 as provided for therein, the certificate of formation shall be
100 amended, corrected or restated as set forth therein. Upon the
101 filing of a certificate of dissolution (or a judicial decree
102 thereof) by the Secretary of State or upon the future effective
103 date of a certificate of dissolution (or a judicial decree
104 thereof), the certificate of formation is dissolved.

105 (3) Each certificate delivered to the Office of the
106 Secretary of State for filing must be typewritten or printed, or,
107 if electronically transmitted, it must be in a format that can be
108 retrieved or reproduced by the Secretary of State in typewritten
109 or printed form, and must be in the English language. A limited
110 liability company name need not be in English if written in
111 English letters or Arabic or Roman numerals.

112 (4) Refused documents shall be returned by the Secretary of
113 State to the limited liability company or its representative
114 within * * * thirty (30) days after the document was delivered,
115 together with a brief, written explanation of the reason for the
116 refusal.

117 (a) If the Secretary of State refuses to file a
118 document, the limited liability company may appeal the refusal to
119 the chancery court of the county where the limited liability
120 company's principal office is or will be located. The appeal is



121 commenced by petitioning the court to compel filing the document
122 and by attaching to the petition the document and the Secretary of
123 State's explanation of the refusal to file.

124 (b) The court may summarily order the Secretary of
125 State to file the document or take other action the court
126 considers appropriate.

127 (c) The court's final decision may be appealed as in
128 other civil proceedings.

129 (5) A certificate from the Secretary of State delivered with
130 a copy of the document filed by the Secretary of State is
131 conclusive evidence that the original document is on file with the
132 Secretary of State.

133 **SECTION 4.** This act shall take effect and be in force from
134 and after July 1, 2025.

