

By: Senator(s) Harkins

To: Business and Financial
Institutions

SENATE BILL NO. 2420

1 AN ACT TO PROVIDE THAT, IF THE ADDRESS FOR ANY REGISTERED
2 AGENT OF ANY REPRESENTED ORGANIZATION IS A RESIDENCE ADDRESS, AND
3 THE REGISTERED AGENT NO LONGER RESIDES AT THE RESIDENCE ADDRESS,
4 OR THE RESIDENCE ADDRESS IS BEING USED WITHOUT THE CURRENT
5 OCCUPANT'S PERMISSION, THE CURRENT OCCUPANT MAY HAVE THE ADDRESS
6 REMOVED FROM PUBLIC RECORD BY SUBMITTING TO THE SECRETARY OF STATE
7 A SIGNED AND SWORN FORM PRESCRIBED BY THE SECRETARY OF STATE; TO
8 AMEND SECTIONS 79-4-1.25 AND 79-29-211, MISSISSIPPI CODE OF 1972,
9 TO INCREASE, FROM 10 DAYS TO 30 DAYS, THE LENGTH OF TIME WITHIN
10 WHICH THE SECRETARY OF STATE MAY RETURN A REJECTED FILING TO A
11 CORPORATION OR A LIMITED LIABILITY COMPANY AFTER RECEIPT; AND FOR
12 RELATED PURPOSES.

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

14 **SECTION 1.** (1) If the address for any registered agent of
15 any represented organization is a residence address, and the
16 registered agent no longer resides at the residence address, or
17 the residence address is being used without the current occupant's
18 permission, the current occupant of the residence address may have
19 the address for the registered office removed from public record
20 pursuant to this section.

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



24 (i) The current occupant's name;
25 (ii) The address for the residence that is listed
26 as the address for the registered office;
27 (iii) Affirmation that the registered office
28 address is a residence address;
29 (iv) Affirmation that the person filing the
30 request is the current occupant of the residence 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 shall be signed and sworn under
35 the penalties of perjury.
36 (c) The submitted form shall be confidential and shall
37 not be subject to the Mississippi Public Records Act of 1983.
38 (3) Upon receiving a submitted form, the Secretary of State
39 shall:
40 (a) Attempt to contact the entity and the registered
41 agent to request an address change under Section 79-35-5; and
42 (b) Remove the residence address from public record as
43 the address for a registered office.
44 (4) If the entity receives notice from the Secretary of
45 State under this section, the entity shall designate and certify
46 to the Secretary of State the name and address of its resident
47 agent under Section 79-35-5.



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

50 79-4-1.25. (a) If a document delivered to the Office of the
51 Secretary of State for filing satisfies the requirements of
52 Section 79-4-1.20, the Secretary of State shall file it.

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

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

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

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

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

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



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

75 79-29-211. (1) The certificate of formation and any
76 certificate of amendment, dissolution, correction or merger and
77 any restated certificate must be delivered to the Office of the
78 Secretary of State. A person who signs a certificate as an agent
79 or fiduciary need not exhibit evidence of the person's authority
80 as a prerequisite to filing by the Secretary of State. Unless the
81 Secretary of State finds that a certificate is not acceptable for
82 filing, upon receipt of all filing fees required by Section
83 79-29-1203 and delivery of the certificate the Secretary of State
84 shall:

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

90 (b) File the certificate; and

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

94 (2) Upon the filing of a certificate of amendment or upon
95 the future effective date of a certificate of amendment (or
96 judicial decree thereof) or an amended and restated certificate,
97 as provided for therein, the certificate of formation shall be



amended, corrected or restated as set forth therein. Upon the filing of a certificate of dissolution (or a judicial decree thereof) by the Secretary of State or upon the future effective date of a certificate of dissolution (or a judicial decree thereof), the certificate of formation is dissolved.

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

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

(a) If the Secretary of State refuses to file a document, the limited liability company may appeal the refusal to the chancery court of the county where the limited liability company's principal office is or will be located. The appeal is commenced by petitioning the court to compel filing the document and by attaching to the petition the document and the Secretary of State's explanation of the refusal to file.



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

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

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

131 **SECTION 4.** Section 1 of this act shall be codified in
132 Chapter 35, Title 79, Mississippi Code of 1972.

133 **SECTION 5.** This act shall take effect and be in force from
134 and after July 1, 2025.

