

By: Representative Moak

To: Judiciary A; Ways and Means

HOUSE BILL NO. 542

1 AN ACT TO CREATE THE MISSISSIPPI REGISTERED AGENTS ACT; TO
2 CREATE NEW SECTION 79-35-1, MISSISSIPPI CODE OF 1972, TO ENACT A
3 SHORT TITLE; TO CREATE NEW SECTION 79-35-2, MISSISSIPPI CODE OF
4 1972, TO ENACT DEFINITIONS; TO CREATE NEW SECTION 79-35-3,
5 MISSISSIPPI CODE OF 1972, TO PRESCRIBE FEES AND ALLOW THE
6 SECRETARY OF STATE TO REDUCE FEES FOR ELECTRONIC FILINGS UNDER THE
7 ACT; TO CREATE NEW SECTION 79-35-4, MISSISSIPPI CODE OF 1972, TO
8 PRESCRIBE STANDARDS FOR STREET AND MAILING ADDRESSES USED IN
9 REGISTERING UNDER THE ACT; TO CREATE NEW SECTION 79-35-5,
10 MISSISSIPPI CODE OF 1972, TO PROVIDE FOR THE APPOINTMENT OF A
11 REGISTERED AGENT; TO CREATE NEW SECTION 79-35-6, MISSISSIPPI CODE
12 OF 1972, TO PROVIDE FOR LISTING OF A COMMERCIAL REGISTERED AGENT;
13 TO CREATE NEW SECTION 79-35-7, MISSISSIPPI CODE OF 1972, TO
14 PROVIDE FOR THE TERMINATION OF LISTING OF A COMMERCIAL REGISTERED
15 AGENT; TO CREATE NEW SECTION 79-35-8, MISSISSIPPI CODE OF 1972, TO
16 PROVIDE FOR A CHANGE IN REGISTERED AGENTS; TO CREATE NEW SECTION
17 79-35-9, MISSISSIPPI CODE OF 1972, TO PROVIDE FOR A CHANGE OF NAME
18 OR ADDRESS BY A NONCOMMERCIAL REGISTERED AGENT; TO CREATE NEW
19 SECTION 79-35-10, MISSISSIPPI CODE OF 1972, TO PROVIDE FOR A
20 CHANGE OF NAME, ADDRESS OR BUSINESS TYPE BY A COMMERCIAL
21 REGISTERED AGENT; TO CREATE NEW SECTION 79-35-11, MISSISSIPPI CODE
22 OF 1972, TO PROVIDE FOR THE RESIGNATION OF A REGISTERED AGENT; TO
23 CREATE NEW SECTION 79-35-12, MISSISSIPPI CODE OF 1972, TO PROVIDE
24 FOR THE APPOINTMENT OF AN AGENT BY A NONFILING OR NONQUALIFIED
25 FOREIGN ENTITY; TO CREATE NEW SECTION 79-35-13, MISSISSIPPI CODE
26 OF 1972, TO PROVIDE FOR SERVICE OF PROCESS ON ENTITIES AND TO
27 SPECIFY PROCEDURES WHEN SERVICE CANNOT BE HAD; TO CREATE NEW
28 SECTION 79-35-14, MISSISSIPPI CODE OF 1972, TO SPECIFY THE DUTIES
29 OF A REGISTERED AGENT; TO CREATE NEW SECTION 79-35-15, MISSISSIPPI
30 CODE OF 1972, TO PROVIDE THAT THE APPOINTMENT OF AN AGENT DOES NOT
31 CONFER JURISDICTION OR DETERMINE VENUE; TO CREATE NEW SECTION
32 79-35-16, MISSISSIPPI CODE OF 1972, TO DIRECT UNIFORMITY WITH
33 OTHER STATES IN THE CONSTRUCTION OF THE ACT; TO CREATE NEW SECTION
34 79-35-17, MISSISSIPPI CODE OF 1972, TO DEFINE THE RELATIONSHIP
35 BETWEEN THIS ACT AND THE ELECTRONIC SIGNATURES ACT; TO CREATE NEW
36 SECTION 79-35-18, MISSISSIPPI CODE OF 1972, TO ENACT A SAVINGS
37 CLAUSE; TO CREATE NEW SECTION 79-35-19, MISSISSIPPI CODE OF 1972,
38 TO PRESCRIBE PENALTIES FOR VIOLATION OF THE ACT; TO AMEND SECTIONS
39 79-4-1.20, 79-4-1.22, 79-4-1.25, 79-4-1.26, 79-4-1.41, 79-4-2.02,
40 79-4-7.03, 79-4-7.04, 79-4-7.20, 79-4-7.48, 79-4-8.09, 79-4-10.05,
41 79-4-11.07, 79-4-13.30, 79-4-14.07, 79-4-14.08, 79-4-14.20,
42 79-4-14.21, 79-4-14.22, 79-4-14.23, 79-4-14.31, 79-4-15.03,
43 79-4-15.04, 79-4-15.10, 79-4-15.20, 79-4-15.30, 79-4-15.31,
44 79-4-15.32, 79-4-15.33, 79-4-16.04, 79-4-16.05, 79-4-16.22,
45 79-11-109, 79-11-115, 79-11-117, 79-11-131, 79-11-137, 79-11-201,
46 79-11-213, 79-11-289, 79-11-299, 79-11-327, 79-11-345, 79-11-347,



47 79-11-349, 79-11-351, 79-11-353, 79-11-355, 79-11-357, 79-11-367,
48 79-11-369, 79-11-381, 79-11-383, 79-11-385, 79-11-389, 79-11-391
49 AND 79-13-1001, MISSISSIPPI CODE OF 1972, TO CONFORM; TO CREATE
50 NEW SECTION 79-13-1003, MISSISSIPPI CODE OF 1972, TO PROVIDE FOR
51 ADMINISTRATIVE DISSOLUTION OF A LIMITED LIABILITY PARTNERSHIP; TO
52 CREATE NEW SECTION 79-13-1004, MISSISSIPPI CODE OF 1972, TO ALLOW
53 FOR A LIMITED LIABILITY PARTNERSHIP TO CORRECT DEFICIENCIES IN
54 ORDER TO AVOID ADMINISTRATIVE DISSOLUTION; TO CREATE NEW SECTION
55 79-13-1005, MISSISSIPPI CODE OF 1972, TO PROVIDE FOR REINSTATEMENT
56 OF A LIMITED LIABILITY PARTNERSHIP FOLLOWING ADMINISTRATIVE
57 DISSOLUTION; TO CREATE NEW SECTION 79-13-1006, MISSISSIPPI CODE OF
58 1972, TO PROVIDE FOR DENIAL OF REINSTATEMENT; TO AMEND SECTION
59 79-13-1102, MISSISSIPPI CODE OF 1972, TO CONFORM; TO CREATE NEW
60 SECTION 79-13-1106, MISSISSIPPI CODE OF 1972, TO PROVIDE FOR
61 NOTICE OF PENDING REVOCATION OF QUALIFICATION OF A FOREIGN LIMITED
62 LIABILITY PARTNERSHIP; TO CREATE NEW SECTION 79-13-1107,
63 MISSISSIPPI CODE OF 1972, TO PROVIDE FOR REVOCATION OF FOREIGN
64 QUALIFICATION; TO CREATE NEW SECTION 79-13-1108, MISSISSIPPI CODE
65 OF 1972, TO PROVIDE FOR REINSTATEMENT OF QUALIFICATION OF A
66 FOREIGN LIMITED LIABILITY PARTNERSHIP; TO CREATE NEW SECTION
67 79-13-1109, MISSISSIPPI CODE OF 1972, TO PROVIDE FOR DENIAL OF
68 REINSTATEMENT OF A FOREIGN LIMITED LIABILITY PARTNERSHIP; TO AMEND
69 SECTIONS 79-14-104, 79-14-201, 79-14-202 AND 79-14-207,
70 MISSISSIPPI CODE OF 1972, TO CONFORM; TO CREATE NEW SECTION
71 79-14-809, MISSISSIPPI CODE OF 1972, TO PROVIDE FOR ADMINISTRATIVE
72 DISSOLUTION OF A LIMITED PARTNERSHIP; TO CREATE NEW SECTION
73 79-14-810, MISSISSIPPI CODE OF 1972, TO PROVIDE FOR NOTICE OF
74 PENDING ADMINISTRATIVE DISSOLUTION OF A LIMITED PARTNERSHIP; TO
75 CREATE NEW SECTION 79-14-811, MISSISSIPPI CODE OF 1972, TO PROVIDE
76 FOR REINSTATEMENT FOLLOWING ADMINISTRATION DISSOLUTION OF A
77 LIMITED PARTNERSHIP; TO CREATE NEW SECTION 79-14-812, MISSISSIPPI
78 CODE OF 1972, TO PROVIDE FOR NOTICE FOLLOWING DENIAL OF
79 REINSTATEMENT; TO AMEND SECTION 79-14-902, MISSISSIPPI CODE OF
80 1972, TO CONFORM; TO CREATE NEW SECTION 79-14-910, MISSISSIPPI
81 CODE OF 1972, TO PROVIDE FOR REVOCATION OF REGISTRATION OF A
82 FOREIGN LIMITED PARTNERSHIP; TO CREATE NEW SECTION 79-14-911,
83 MISSISSIPPI CODE OF 1972, TO PROVIDE A PROCEDURE FOR REVOCATION OF
84 REGISTRATION OF A FOREIGN LIMITED PARTNERSHIP; TO CREATE NEW
85 SECTION 79-14-912, MISSISSIPPI CODE OF 1972, TO PROVIDE FOR
86 REINSTATEMENT FOLLOWING REVOCATION OF REGISTRATION OF A FOREIGN
87 LIMITED PARTNERSHIP; TO CREATE NEW SECTION 79-14-913, MISSISSIPPI
88 CODE OF 1972, TO PROVIDE A PROCEDURE FOR DENIAL OF REINSTATEMENT;
89 TO AMEND SECTIONS 79-14-1104, 79-15-109, 79-15-129, 79-15-131,
90 79-15-135, 79-16-11, 79-16-27, 79-16-29, 79-16-33, 79-29-201,
91 79-29-209, 79-29-211, 79-29-231, 79-29-803, 79-29-809, 79-29-819,
92 79-29-823, 79-29-825, 79-29-827, 79-29-831, 79-29-913, 79-29-923,
93 79-29-1003, 79-29-1023 AND 79-29-1025, MISSISSIPPI CODE OF 1972,
94 TO CONFORM; TO AMEND SECTION 79-29-1203, MISSISSIPPI CODE OF 1972,
95 TO CONFORM FEES; TO REPEAL SECTIONS 79-4-5.01, 79-4-5.02,
96 79-4-5.03 AND 79-4-5.04, MISSISSIPPI CODE OF 1972, WHICH PROVIDE
97 FOR A REGISTERED AGENT MAINTAINING A REGISTERED OFFICE, FOR THE
98 CHANGE OF THE REGISTERED OFFICE OF A REGISTERED AGENT, FOR THE
99 RESIGNATION OF A REGISTERED AGENT, FOR SERVICE OF PROCESS ON A
100 CORPORATION, AND WHICH COLLECTIVELY CONSTITUTE ARTICLE 5, OFFICE
101 AND AGENT, OF THE MISSISSIPPI BUSINESS CORPORATION ACT; TO REPEAL
102 SECTION 79-4-15.07, MISSISSIPPI CODE OF 1972, WHICH PROVIDES FOR
103 THE REGISTERED OFFICE OF A REGISTERED AGENT OF A FOREIGN
104 CORPORATION; TO REPEAL SECTION 79-4-15.08, MISSISSIPPI CODE OF



105 1972, WHICH PROVIDES FOR THE CHANGE OF AN OFFICER OR REGISTERED
106 AGENT OF A FOREIGN CORPORATION; TO REPEAL SECTION 79-4-15.09,
107 MISSISSIPPI CODE OF 1972, WHICH PROVIDES FOR THE RESIGNATION OF A
108 REGISTERED AGENT OF A FOREIGN CORPORATION; TO REPEAL SECTION
109 79-11-163, MISSISSIPPI CODE OF 1972, WHICH REQUIRES THAT A
110 NONPROFIT CORPORATION MAINTAIN A REGISTERED OFFICE AND REGISTERED
111 AGENT WITHIN THE STATE; TO REPEAL SECTION 79-11-165, MISSISSIPPI
112 CODE OF 1972, WHICH PROVIDES FOR A CHANGE OF REGISTERED OFFICE OR
113 REGISTERED AGENT BY A NONPROFIT CORPORATION; TO REPEAL SECTION
114 79-11-167, MISSISSIPPI CODE OF 1972, WHICH PROVIDES FOR THE
115 RESIGNATION OF A NONPROFIT CORPORATION'S REGISTERED AGENT; TO
116 REPEAL SECTION 79-11-169, MISSISSIPPI CODE OF 1972, WHICH PROVIDES
117 FOR SERVICE OF PROCESS UPON A NONPROFIT CORPORATION; TO REPEAL
118 SECTION 79-11-375, MISSISSIPPI CODE OF 1972, WHICH REQUIRES THAT A
119 FOREIGN NONPROFIT CORPORATION MAINTAIN A REGISTERED OFFICE AND
120 REGISTERED AGENT WITHIN THE STATE; TO REPEAL SECTION 79-11-377,
121 MISSISSIPPI CODE OF 1972, WHICH PROVIDES FOR A CHANGE OF
122 REGISTERED OFFICE OR REGISTERED AGENT BY A FOREIGN NONPROFIT
123 CORPORATION; TO REPEAL SECTION 79-11-379, MISSISSIPPI CODE OF
124 1972, WHICH PROVIDES FOR THE RESIGNATION OF A FOREIGN NONPROFIT
125 CORPORATION'S REGISTERED AGENT; TO REPEAL SECTION 79-15-115,
126 MISSISSIPPI CODE OF 1972, WHICH REQUIRES THAT A FOREIGN INVESTMENT
127 TRUST MAINTAIN A REGISTERED OFFICE AND REGISTERED AGENT WITHIN THE
128 STATE; TO REPEAL SECTION 79-15-117, MISSISSIPPI CODE OF 1972,
129 WHICH PROVIDES FOR A CHANGE OR RESIGNATION OF REGISTERED OFFICE OR
130 REGISTERED AGENT BY A FOREIGN INVESTMENT TRUST; TO REPEAL SECTION
131 79-15-119, MISSISSIPPI CODE OF 1972, WHICH PROVIDES FOR SERVICE OF
132 PROCESS UPON A FOREIGN INVESTMENT TRUST; TO REPEAL SECTION
133 79-16-17, MISSISSIPPI CODE OF 1972, WHICH REQUIRES THAT A FOREIGN
134 BUSINESS TRUST MAINTAIN A REGISTERED OFFICE AND REGISTERED AGENT
135 WITHIN THE STATE; TO REPEAL SECTION 79-16-19, MISSISSIPPI CODE OF
136 1972, WHICH PROVIDES FOR A CHANGE OR RESIGNATION OF REGISTERED
137 OFFICE OR REGISTERED AGENT BY A FOREIGN BUSINESS TRUST; TO REPEAL
138 SECTION 79-16-21, MISSISSIPPI CODE OF 1972, WHICH PROVIDES FOR
139 SERVICE OF PROCESS UPON A FOREIGN BUSINESS TRUST; AND FOR RELATED
140 PURPOSES.

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

142 **SECTION 1.** The following shall be codified as Section
143 79-35-1, Mississippi Code of 1972:

144 79-35-1. **Short title.** This chapter shall be known and may
145 be cited as the Mississippi Registered Agents Act.

146 **SECTION 2.** The following shall be codified as Section
147 79-35-2, Mississippi Code of 1972:

148 79-35-2. **Definitions.** As used in this chapter unless the
149 context otherwise requires:

150 (1) "Appointment of agent" means a statement appointing
151 an agent for service of process filed by a domestic entity that is



152 not a filing entity or a nonqualified foreign entity under Section
153 79-35-12.

154 (2) "Commercial registered agent" means an individual
155 or a domestic or foreign entity listed under Section 79-35-6.

156 (3) "Domestic entity" means an entity whose internal
157 affairs are governed by the law of this state.

158 (4) "Entity" means a person that has a separate legal
159 existence or has the power to acquire an interest in real property
160 in its own name other than:

161 (A) An individual;

162 (B) A testamentary, inter vivos, or charitable
163 trust, with the exception of a business trust, statutory trust, or
164 similar trust;

165 (C) An association or relationship that is not a
166 partnership by reason of Section 79-13-202(c) or a similar
167 provision of the law of any other jurisdiction;

168 (D) A decedent's estate; or

169 (E) A public corporation, government or
170 governmental subdivision, agency, or instrumentality, or
171 quasi-governmental instrumentality.

172 (5) "Filing entity" means an entity that is created by
173 the filing of a public organic document.

174 (6) "Foreign entity" means an entity other than a
175 domestic entity.

176 (7) "Foreign qualification document" means an
177 application for a certificate of authority or other foreign
178 qualification filing with the Secretary of State by a foreign
179 entity.

180 (8) "Governance interest" means the right under the
181 organic law or organic rules of an entity, other than as a
182 governor, agent, assignee, or proxy, to:

183 (A) Receive or demand access to information
184 concerning, or the books and records of, the entity;



185 (B) Vote for the election of the governors of the
186 entity; or

187 (C) Receive notice of or vote on any or all issues
188 involving the internal affairs of the entity.

189 (9) "Governor" means a person by or under whose
190 authority the powers of an entity are exercised and under whose
191 direction the business and affairs of the entity are managed
192 pursuant to the organic law and organic rules of the entity.

193 (10) "Interest" means:

194 (A) A governance interest in an unincorporated
195 entity;

196 (B) A transferable interest in an unincorporated
197 entity; or

198 (C) A share or membership in a corporation.

199 (11) "Interest holder" means a direct holder of an
200 interest.

201 (12) "Jurisdiction of organization," with respect to an
202 entity, means the jurisdiction whose law includes the organic law
203 of the entity.

204 (13) "Noncommercial registered agent" means a person
205 that is not listed as a commercial registered agent under Section
206 79-35-6 and that is an individual or a domestic or foreign entity
207 that serves in this state as the agent for service of process of
208 an entity.

209 (14) "Nonqualified foreign entity" means a foreign
210 entity that is not authorized to transact business in this state
211 pursuant to a filing with the Secretary of State.

212 (15) "Nonresident LLP statement" means:

213 (A) A statement of qualification of a domestic
214 limited liability partnership that does not have an office in this
215 state; or



216 (B) A statement of foreign qualification of a
217 foreign limited liability partnership that does not have an office
218 in this state.

219 (16) "Organic law" means the statutes, if any, other
220 than this chapter, governing the internal affairs of an entity.

221 (17) "Organic rules" means the public organic document
222 and private organic rules of an entity.

223 (18) "Person" means an individual, corporation, estate,
224 trust, partnership, limited liability company, business or similar
225 trust, association, joint venture, public corporation, government
226 or governmental subdivision, agency, or instrumentality, or any
227 other legal or commercial entity.

228 (19) "Private organic rules" mean the rules, whether or
229 not in a record, that govern the internal affairs of an entity,
230 are binding on all of its interest holders, and are not part of
231 its public organic document, if any.

232 (20) "Public organic document" means the public record
233 the filing of which creates an entity, and any amendment to or
234 restatement of that record.

235 (21) "Qualified foreign entity" means a foreign entity
236 that is authorized to transact business in this state pursuant to
237 a filing with the Secretary of State.

238 (22) "Record" means information that is inscribed on a
239 tangible medium or that is stored in an electronic or other medium
240 and is retrievable in perceivable form.

241 (23) "Registered agent" means a commercial registered
242 agent or a noncommercial registered agent.

243 (24) "Registered agent filing" means:

244 (A) The public organic document of a domestic
245 filing entity;

246 (B) A nonresident LLP statement;

247 (C) A foreign qualification document; or

248 (D) An appointment of agent.



249 (25) "Represented entity" means:
 250 (A) A domestic filing entity;
 251 (B) A domestic or qualified foreign limited
 252 liability partnership that does not have an office in this state;
 253 (C) A qualified foreign entity;
 254 (D) A domestic entity that is not a filing entity
 255 for which an appointment of agent has been filed; or
 256 (E) A nonqualified foreign entity for which an
 257 appointment of agent has been filed.

258 (26) "Sign" means, with present intent to authenticate
 259 or adopt a record:
 260 (A) To execute or adopt a tangible symbol; or
 261 (B) To attach to or logically associate with the
 262 record an electronic sound, symbol, or process.

263 (27) "Transferable interest" means the right under an
 264 entity's organic law to receive distributions from the entity.

265 (28) "Type," with respect to an entity, means a generic
 266 form of entity:
 267 (A) Recognized at common law; or
 268 (B) Organized under an organic law, whether or not
 269 some entities organized under that organic law are subject to
 270 provisions of that law that create different categories of the
 271 form of entity.

272 **SECTION 3.** The following shall be codified as Section
 273 79-35-3, Mississippi Code of 1972:

274 79-35-3. **Fees.** (a) The Secretary of State shall collect
 275 the following fees when a filing is made under this chapter:

Document	Fee
(1) Commercial registered agent listing statement.....	\$100.00
(2) Commercial registered agent termination statement.....	\$ 50.00
(3) Statement of change.....	\$ 10.00



282 entity, not to
283 exceed \$1,000.00
284 (4) (A) Statement of resignation.....No fee
285 (B) Statement of nonacceptance.....No fee
286 (5) Statement appointing an agent for
287 service of process pursuant to Section 79-35-12.....\$ 10.00

288 (b) The Secretary of State shall collect the following fees
289 for copying and certifying a copy of any document filed under this
290 chapter:

- 291 (1) \$1.00 a page for copying; and
- 292 (2) \$10.00 for a certificate.

293 (c) The Secretary of State shall collect a fee of
294 Twenty-five Dollars (\$25.00) each time process is served on the
295 Secretary of State under this chapter. The party to a proceeding
296 causing service of process is entitled to recover the fee as costs
297 if he prevails in the proceeding.

298 (d) The Secretary of State may collect a filing fee greater
299 than the fee as prescribed by rule, not to exceed Twenty-five
300 Dollars (\$25.00), if the form for such filings prescribed by the
301 Secretary of State has not been used.

302 (e) The Secretary of State may promulgate rules to reduce
303 the filing fees set forth in this section or provide for discounts
304 of fees as set forth in this section to encourage online filing of
305 documents or for other reasons as determined by the Secretary.

306 **SECTION 4.** The following shall be codified as Section
307 79-35-4, Mississippi Code of 1972:

308 79-35-4. **Addresses in filings.** Whenever a provision of this
309 chapter other than Section 79-35-11(a) (4) requires that a filing
310 state an address, the filing must state:

- 311 (1) An actual street address in this state; and
- 312 (2) A mailing address in this state, if different from
313 the address under paragraph (1).



314 **SECTION 5.** The following shall be codified as Section
315 79-35-5, Mississippi Code of 1972:

316 79-35-5. **Appointment of registered agent.** (a) A registered
317 agent filing must state:

318 (1) The name of the represented entity's commercial
319 registered agent; or

320 (2) If the entity does not have a commercial registered
321 agent, the name and address of the entity's noncommercial
322 registered agent.

323 (b) The appointment of a registered agent pursuant to
324 subsection (a) (1) or (a) (2) is an affirmation by the represented
325 entity that:

326 (1) The entity has:

327 (A) Notified the agent of the appointment; and

328 (B) Provided the agent with a forwarding address
329 as provided in Section 79-35-14; and

330 (2) The agent has consented to serve as such.

331 (c) The Secretary of State shall make available in a record
332 as soon as practicable a daily list of filings that contain the
333 name of a registered agent. The list must:

334 (1) Be available for at least fourteen (14) calendar
335 days;

336 (2) List in alphabetical order the names of the
337 registered agents; and

338 (3) State the type of filing and name of the
339 represented entity making the filing.

340 **SECTION 6.** The following shall be codified as Section
341 79-35-6, Mississippi Code of 1972:

342 79-35-6. **Listing of commercial registered agent.** (a) An
343 individual or a domestic or foreign entity may become listed as a
344 commercial registered agent by filing with the Secretary of State
345 a commercial registered agent listing statement signed by or on
346 behalf of the person which states:



347 (1) The name of the individual or the name, type, and
348 jurisdiction of organization of the entity; and

349 (2) The address of a place of business of the person in
350 this state to which service of process and other notice and
351 documents being served on or sent to entities represented by it
352 may be delivered.

353 (b) A commercial registered agent listing statement may
354 include the information regarding acceptance of service of process
355 in a record by the commercial registered agent provided for in
356 Section 79-35-13(d).

357 (c) If the name of a person filing a commercial registered
358 agent listing statement is not distinguishable on the records of
359 the Secretary of State from the name of another commercial
360 registered agent listed under this section, the person must adopt
361 a fictitious name that is distinguishable and use that name in its
362 statement and when it does business in this state as a commercial
363 registered agent.

364 (d) A commercial registered agent listing statement takes
365 effect on filing.

366 (e) The commercial registered agent listing statement must
367 be accompanied by a list in alphabetical order of the entities
368 represented by the person. The Secretary of State shall note the
369 filing of the commercial registered agent listing statement in the
370 index of filings maintained by the Secretary of State for each
371 listed entity. The statement has the effect of deleting the
372 address of the registered agent from the registered agent filing
373 of each of those entities.

374 **SECTION 7.** The following shall be codified as Section
375 79-35-7, Mississippi Code of 1972:

376 79-35-7. **Termination of listing of commercial registered**

377 **agent.** (a) A commercial registered agent may terminate its
378 listing as a commercial registered agent by filing with the



379 Secretary of State a commercial registered agent termination
380 statement signed by or on behalf of the agent which states:

381 (1) The name of the agent as currently listed under
382 Section 79-35-6; and

383 (2) That the agent is no longer in the business of
384 serving as a commercial registered agent in this state.

385 (b) A commercial registered agent termination statement
386 takes effect on the thirty-first day after the day on which it is
387 filed.

388 (c) The commercial registered agent shall promptly furnish
389 each entity represented by it with notice in a record of the
390 filing of the commercial registered agent termination statement.

391 (d) When a commercial registered agent termination statement
392 takes effect, the registered agent ceases to be an agent for
393 service of process on each entity formerly represented by it.
394 Until an entity formerly represented by a terminated commercial
395 registered agent appoints a new registered agent, service of
396 process may be made on the entity as provided in Section 79-35-13.

397 (e) Termination of the listing of a commercial registered
398 agent under this section does not affect any contractual rights a
399 represented entity may have against the agent or that the agent
400 may have against the entity.

401 **SECTION 8.** The following shall be codified as Section
402 79-35-8, Mississippi Code of 1972:

403 79-35-8. **Change of registered agent by entity.** (a) A
404 represented entity may change the information currently on file
405 under Section 79-35-5(a) by filing with the Secretary of State a
406 statement of change signed on behalf of the entity which states:

407 (1) The name of the entity; and

408 (2) The information that is to be in effect as a result
409 of the filing of the statement of change.

410 (b) The interest holders or governors of a domestic entity
411 need not approve the filing of:



412 (1) A statement of change under this section; or
413 (2) A similar filing changing the registered agent or
414 registered office of the entity in any other jurisdiction.

415 (c) The appointment of a registered agent pursuant to
416 subsection (a) is an affirmation by the represented entity that
417 the entity has notified the agent of the appointment and that the
418 agent has consented to serve as such.

419 (d) A statement of change filed under this section takes
420 effect on filing.

421 **SECTION 9.** The following shall be codified as Section
422 79-35-9, Mississippi Code of 1972:

423 79-35-9. **Change of name or address by noncommercial**
424 **registered agent.** (a) If a noncommercial registered agent
425 changes its name or its address as currently in effect with
426 respect to a represented entity pursuant to Section 79-35-5(a),
427 the agent shall file with the Secretary of State, with respect to
428 each entity represented by the agent, a statement of change signed
429 by or on behalf of the agent which states:

430 (1) The name of the entity;

431 (2) The name and address of the agent as currently in
432 effect with respect to the entity;

433 (3) If the name of the agent has changed, its new name;
434 and

435 (4) If the address of the agent has changed, the new
436 address.

437 (b) A statement of change filed under this section takes
438 effect on filing.

439 (c) A noncommercial registered agent shall promptly furnish
440 the represented entity with notice in a record of the filing of a
441 statement of change and the changes made by the filing.

442 **SECTION 10.** The following shall be codified as Section
443 79-35-10, Mississippi Code of 1972:



444 79-35-10. **Change of name, address, or type of organization**

445 **by commercial registered agent.** (a) If a commercial registered
446 agent changes its name, its address as currently listed under
447 Section 79-35-6(a), or its type or jurisdiction of organization,
448 the agent shall file with the Secretary of State a statement of
449 change signed by or on behalf of the agent which states:

450 (1) The name of the agent as currently listed under
451 Section 79-35-6(a);

452 (2) If the name of the agent has changed, its new name;

453 (3) If the address of the agent has changed, the new
454 address; and

455 (4) If the type or jurisdiction of organization of the
456 agent has changed, the new type or jurisdiction of organization.

457 (b) The filing of a statement of change under subsection (a)
458 is effective to change the information regarding the commercial
459 registered agent with respect to each entity represented by the
460 agent.

461 (c) A statement of change filed under this section takes
462 effect on filing.

463 (d) A commercial registered agent shall promptly furnish
464 each entity represented by it with notice in a record of the
465 filing of a statement of change relating to the name or address of
466 the agent and the changes made by the filing.

467 (e) If a commercial registered agent changes its address
468 without filing a statement of change as required by this section,
469 the Secretary of State may cancel the listing of the agent under
470 Section 79-35-6. A cancellation under this subsection has the
471 same effect as a termination under Section 79-35-7. Promptly
472 after canceling the listing of an agent, the Secretary of State
473 shall serve notice in a record in the manner provided in Section
474 79-35-13(b) or (c) on:

475 (1) Each entity represented by the agent, stating that
476 the agent has ceased to be an agent for service of process on the



477 entity and that, until the entity appoints a new registered agent,
478 service of process may be made on the entity as provided in
479 Section 79-35-13; and

480 (2) The agent, stating that the listing of the agent
481 has been canceled under this section.

482 **SECTION 11.** The following shall be codified as Section
483 79-35-11, Mississippi Code of 1972:

484 79-35-11. **Resignation of registered agent.** (a) A
485 registered agent may resign at any time with respect to a
486 represented entity by filing with the Secretary of State a
487 statement of resignation signed by or on behalf of the agent which
488 states:

489 (1) The name of the entity;

490 (2) The name of the agent; and

491 (3) That the agent resigns from serving as agent for
492 service of process for the entity.

493 (b) (1) The statement of resignation shall include a
494 certification of the registered agent that at least thirty (30)
495 days prior to the filing of the statement of resignation written
496 notice of the resignation of the registered agent was sent to each
497 represented entity for which the registered agent is resigning as
498 registered agent. This notice shall be addressed and delivered to
499 the last known principal office of each represented entity
500 identified in the statement. The agent shall indicate in the
501 statement each name and address to which the notice was sent.
502 After receipt of the notice of resignation of its registered
503 agent, the represented entity for which the registered agent was
504 acting shall obtain and designate a registered agent.

505 (2) For purposes of this subsection, the "last known
506 principal office" of the represented entity shall be the address
507 of the entity on file with the Secretary of State's Office or the
508 address most recently supplied to the agent by the entity,



509 whichever is more current, or the actual principal office address
510 if the actual address is known to the agent.

511 (c) A statement of resignation takes effect on the earlier
512 of the thirty-first day after the day on which it is filed or the
513 appointment of a new registered agent for the represented entity.

514 (d) When a statement of resignation takes effect, the
515 registered agent ceases to have responsibility for any matter
516 tendered to it as agent for the represented entity. A resignation
517 under this section does not affect any contractual rights the
518 entity has against the agent or that the agent has against the
519 entity.

520 (e) A registered agent may resign with respect to a
521 represented entity whether or not the entity is in good standing.

522 **SECTION 12.** The following shall be codified as Section
523 79-35-12, Mississippi Code of 1972:

524 79-35-12. **Appointment of agent by nonfiling or nonqualified**
525 **foreign entity.** (a) A domestic entity that is not a filing
526 entity or a nonqualified foreign entity may file with the
527 Secretary of State a statement appointing an agent for service of
528 process signed on behalf of the entity which states:

529 (1) The name, type, and jurisdiction of organization of
530 the entity; and

531 (2) The information required by Section 79-35-5(a).

532 (b) A statement appointing an agent for service of process
533 takes effect on filing.

534 (c) The appointment of a registered agent under this section
535 does not qualify a nonqualified foreign entity to do business in
536 this state and is not sufficient alone to create personal
537 jurisdiction over the nonqualified foreign entity in this state.

538 (d) A statement appointing an agent for service of process
539 may not be rejected for filing because the name of the entity
540 filing the statement is not distinguishable on the records of the
541 Secretary of State from the name of another entity appearing in



542 those records. The filing of a statement appointing an agent for
543 service of process does not make the name of the entity filing the
544 statement unavailable for use by another entity.

545 (e) An entity that has filed a statement appointing an agent
546 for service of process may cancel the statement by filing a
547 statement of cancellation, which shall take effect upon filing,
548 and must state the name of the entity and that the entity is
549 canceling its appointment of an agent for service of process in
550 this state.

551 (f) A statement appointing an agent for service of process
552 for a nonqualified foreign entity terminates automatically on the
553 date the entity becomes a qualified foreign entity.

554 **SECTION 13.** The following shall be codified as Section
555 79-35-13, Mississippi Code of 1972:

556 79-35-13. **Service of process on entities.** (a) A registered
557 agent is an agent of the represented entity authorized to receive
558 service of any process, notice, or demand required or permitted by
559 law to be served on the entity.

560 (b) If an entity that previously filed a registered agent
561 filing with the Secretary of State no longer has a registered
562 agent, or if its registered agent cannot with reasonable diligence
563 be served, the governors of the entity will be treated as the
564 entity's agent for service of process who may be served pursuant
565 to the provisions of the Mississippi Rules of Civil Procedure.
566 The names of the governors and the address of the principal office
567 may be as shown in the most recent annual report filed with the
568 Secretary of State. If the governors of the entity cannot with
569 reasonable diligence be served, service of process against the
570 entity shall be upon the Secretary of State in accordance with the
571 Mississippi Rules of Civil Procedure.

572 (c) If notice or demand cannot be made on an entity pursuant
573 to subsection (a) or (b), notice or demand may be made by handing



574 a copy to the manager or other individual in charge of any regular
575 place of business or activity of the entity.

576 (d) Notice or demand on a registered agent must be in the
577 form of a written document, except that notice or demand may be
578 made on a commercial registered agent in such other forms of a
579 record, and subject to such requirements as the agent has stated
580 from time to time in its listing under Section 79-35-6 that it
581 will accept.

582 (e) Service of process, notice, or demand may be perfected
583 by any other means prescribed by law other than this chapter,
584 including provisions in the organic entity laws that provide for
585 service of process on the Secretary of State in the event that
586 registration of an organic entity has been canceled, withdrawn or
587 revoked or the domestic organic entity has been administratively
588 dissolved or voluntarily dissolved under the applicable organic
589 entity statute.

590 **SECTION 14.** The following shall be codified as Section
591 79-35-14, Mississippi Code of 1972:

592 79-35-14. **Duties of registered agent.** (a) The only duties
593 under this chapter of a registered agent that has complied with
594 this chapter are:

595 (1) To forward to the represented entity at the address
596 most recently supplied to the agent by the entity any process,
597 notice, or demand that is served on the agent;

598 (2) To provide the notices required by this chapter to
599 the entity at the address most recently supplied to the agent by
600 the entity;

601 (3) If the agent is a noncommercial registered agent,
602 to keep current the information required by Section 79-35-5(a) in
603 the most recent registered agent filing for the entity; and

604 (4) If the agent is a commercial registered agent, to
605 keep current the information listed for it under Section
606 79-35-6(a).



607 (b) A person named as the registered agent for a represented
608 entity in a registered agent filing pursuant to this chapter
609 without the person's consent is not considered to be a "registered
610 agent" of the entity for purposes of this chapter and therefore
611 the person shall not have, and shall not be required to perform,
612 the duties prescribed by this section with respect to the
613 represented entity described in this subsection (b).

614 (1) In the event a person described in subsection (b)
615 is served with notice of service of process pursuant to Section
616 79-35-13(a), service on the person shall be deemed to be service
617 on the entity that named the agent, even if the person does not
618 forward the service to the entity.

619 (2) The person described in subsection (b)(1) shall
620 have no responsibility to forward such service described in
621 subsection (b)(1) to the entity, even if the person accepts the
622 service by mistake; and the person further may not be held liable
623 regardless of whether the person files a notice of nonacceptance
624 with the Secretary of State:

625 (A) Under a judgment, decree, or order of a court,
626 agency, or tribunal of any type, or in any other manner, in this
627 or any other state, or on any other basis, for a debt, obligation,
628 or liability of the represented entity, whether arising in
629 contract, tort, or otherwise, solely because of the person's
630 designation or appointment as registered agent; or

631 (B) To the represented entity or to a person who
632 reasonably relied on the unauthorized designation or appointment
633 solely because of the person's failure or refusal to perform the
634 duties of a registered agent under this section.

635 (3) A person described in subsection (b) may file a
636 notice of nonacceptance with the Secretary of State's office for
637 the purpose of removing the person's name from the records of the
638 Secretary of State that relate to the entity described in
639 subsection (b).



640 Upon the filing of the notice of nonacceptance, the Secretary
641 of State shall notify the entity in writing of the nonacceptance.
642 After receipt of the notice from the Secretary of State, the
643 entity shall obtain and designate a registered agent.

644 **SECTION 15.** The following shall be codified as Section
645 79-35-15, Mississippi Code of 1972:

646 79-35-15. **Jurisdiction and venue.** The appointment or
647 maintenance in this state of a registered agent does not by itself
648 create the basis for personal jurisdiction over the represented
649 entity in this state. The address of the agent does not determine
650 venue in an action or proceeding involving the entity.

651 **SECTION 16.** The following shall be codified as Section
652 79-35-16, Mississippi Code of 1972:

653 79-35-16. **Consistency of application.** In applying and
654 construing this chapter, consideration must be given to the need
655 to promote consistency of the law with respect to its subject
656 matter among states that enact it.

657 **SECTION 17.** The following shall be codified as Section
658 79-35-17, Mississippi Code of 1972:

659 79-35-17. **Relation to Electronic Signatures in Global and**
660 **National Commerce Act.** This chapter modifies, limits, and
661 supersedes the federal Electronic Signatures in Global and
662 National Commerce Act, 15 USC Section 7001 et seq., but does not
663 modify, limit, or supersede Section 101(c) of that act, 15 USC
664 Section 7001(c), or authorize delivery of any of the notices
665 described in Section 103(b) of that act, 15 USC Section 7003(b).

666 **SECTION 18.** The following shall be codified as Section
667 79-35-18, Mississippi Code of 1972:

668 79-35-18. **Savings clause.** This chapter does not affect an
669 action or proceeding commenced or right accrued before the
670 effective date of this chapter.

671 **SECTION 19.** The following shall be codified as Section
672 79-35-19, Mississippi Code of 1972:



673 79-35-19. **Designation of registered agent without consent;**
674 **penalties and liabilities.** In addition to other penalties, a
675 person commits an offense if the person makes a false statement in
676 a registered agent filing that names a person the registered agent
677 of a represented entity without the person's written consent. The
678 following penalties and liabilities shall apply with respect to a
679 false statement in a registered agent filing made under this
680 chapter that names a person the registered agent of a represented
681 entity without the person's consent:

682 (1) Section 79-4-1.29 (Domestic Corporations); Section
683 79-4-15.30 (Foreign Corporations); Section 79-11-123 (Domestic
684 Nonprofit Corporations); Section 79-11-385 (Foreign Nonprofit
685 Corporations); Section 79-29-205 (Domestic Limited Liability
686 Companies); Section 79-29-1010 (Foreign Limited Liability
687 Companies); Section 79-13-105 (Limited Liability Partnership);
688 Section 79-14-207 (Domestic Limited Partnerships); Section
689 79-15-129 (Foreign Investment Trusts); and Section 79-16-27
690 (Foreign Business Trusts).

691 (2) The Secretary of State may commence a proceeding to
692 administratively dissolve the domestic entity or to revoke the
693 foreign entity's certificate of authority or similar certificate
694 as prescribed by Section 79-4-14.20 (Corporations); Section
695 79-4-15.30 (Foreign Corporations); Section 79-11-347 (Nonprofit
696 Corporations); Section 79-11-385 (Foreign Nonprofit Corporations);
697 Section 79-29-809 (Limited Liability Companies); Section
698 79-29-1011 (Foreign Limited Liability Companies); Section
699 79-14-809 (Limited Partnerships); Section 79-14-910 (Foreign
700 Limited Partnerships); Section 79-15-129 (Foreign Investment
701 Trusts); and Section 79-16-27 (Foreign Business Trusts). Any
702 entity that is administratively dissolved or whose certificate of
703 authority is revoked pursuant to this paragraph shall not be
704 reinstated unless it complies with the applicable statutory
705 reinstatement requirements and unless it provides to the Secretary



706 of State with its application for reinstatement a statement of
707 appointment of registered agent signed by its appointed registered
708 agent and an additional reinstatement fee of Two Hundred Fifty
709 Dollars (\$250.00), in addition to the applicable statutory
710 reinstatement fee.

711 **SECTION 20.** Section 79-4-1.20, Mississippi Code of 1972, is
712 amended as follows:

713 79-4-1.20. (a) A document must satisfy the requirements of
714 this section, and of any other section that adds to or varies
715 these requirements, to be entitled to filing by the Secretary of
716 State.

717 (b) Section 79-4-1.01 et seq. must require or permit filing
718 the document in the Office of the Secretary of State.

719 (c) The document must contain the information required by
720 Section 79-4-1.01 et seq. It may contain other information as
721 well.

722 (d) The document must be typewritten or printed, or, if
723 electronically transmitted, it must be in a format that can be
724 retrieved or reproduced by the Secretary of State in typewritten
725 or printed form.

726 (e) The document must be in the English language. A
727 corporate name need not be in English if written in English
728 letters or Arabic or Roman numerals, and the certificate of
729 existence required of foreign corporations need not be in English
730 if accompanied by a reasonably authenticated English translation.

731 (f) The document must be executed:

732 (1) By the chairman of the board of directors of a
733 domestic or foreign corporation, by its president, or by another
734 of its officers;

735 (2) If directors have not been selected or the
736 corporation has not been formed, by an incorporator; or

737 (3) If the corporation is in the hands of a receiver,
738 trustee or other court-appointed fiduciary, by that fiduciary.



739 (g) The person executing the document shall sign it and
740 state beneath or opposite his signature his name and the capacity
741 in which he signs. The document may but need not contain a
742 corporate seal, an attestation, acknowledgment or verification. A
743 document required or permitted to be filed under this chapter
744 which contains a copy of a signature, however made, is acceptable
745 for filing.

746 (h) If the Secretary of State has prescribed a mandatory
747 form for the document under Section 79-4-1.21, the document must
748 be in or on the prescribed form.

749 (i) The document must be delivered to the Office of the
750 Secretary of State for filing. Delivery may be made by electronic
751 transmission if, to the extent and in the manner permitted by the
752 Secretary of State. If it is filed in typewritten or printed form
753 and not transmitted electronically, the Secretary of State may
754 require one (1) exact or conformed copy to be delivered with the
755 document * * *.

756 (j) When the document is delivered to the Office of the
757 Secretary of State for filing, the correct filing fee, and any
758 franchise tax, license fee, or penalty required to be paid
759 therewith by this section or any other law must be paid or
760 provision for payment made in a manner permitted by the Secretary
761 of State.

762 (k) Whenever a provision of this chapter permits any of the
763 terms of a plan or a filed document to be dependent on facts
764 objectively ascertainable outside the plan or filed document, the
765 following provisions apply:

766 (1) The manner in which the facts will operate upon the
767 terms of the plan or filed document shall be set forth in the plan
768 or filed document.

769 (2) The facts may include, but are not limited to:

770 (i) Any of the following that is available in a
771 nationally recognized news or information medium either in print



772 or electronically: statistical or market indices, market prices
773 of any security or group of securities, interest rates, currency
774 exchange rates, or similar economic or financial data;

775 (ii) A determination or action by any person or
776 body, including the corporation or any other party to a plan or
777 filed document; or

778 (iii) The terms of, or actions taken under, an
779 agreement to which the corporation is a party, or any other
780 agreement or document.

781 (3) As used in this subsection:

782 (i) "Filed document" means a document filed with
783 the Secretary of State under any provision of this chapter except
784 Article 15 or Section 79-4-16.21; and

785 (ii) "Plan" means a plan of domestication,
786 nonprofit conversion, entity conversion, merger or share exchange.

787 (4) The following provisions of a plan or filed
788 document may not be made dependent on facts outside the plan or
789 filed document:

790 (i) The name and address of any person required in
791 a filed document.

792 (ii) [Reserved]

793 (iii) The registered agent of any entity required
794 in a filed document.

795 (iv) The number of authorized shares and
796 designation of each class or series of shares.

797 (v) The effective date of a filed document.

798 (vi) Any required statement in a filed document of
799 the date on which the underlying transaction was approved or the
800 manner in which that approval was given.

801 (5) If a provision of a filed document is made
802 dependent on a fact ascertainable outside of the filed document,
803 and that fact is not ascertainable by reference to a source
804 described in subsection (k) (2) (i) or a document that is a matter



805 of public record, or the affected shareholders have not received
 806 notice of the fact from the corporation, then the corporation
 807 shall file with the Secretary of State articles of amendment
 808 setting forth the fact promptly after the time when the fact
 809 referred to is first ascertainable or thereafter changes.
 810 Articles of amendment under this subsection (k) (5) are deemed to
 811 be authorized by the authorization of the original filed document
 812 or plan to which they relate and may be filed by the corporation
 813 without further action by the board of directors or the
 814 shareholders.

815 **SECTION 21.** Section 79-4-1.22, Mississippi Code of 1972, is
 816 amended as follows:

817 79-4-1.22. (a) The Secretary of State shall collect the
 818 following fees when the documents described in this subsection are
 819 delivered to him for filing:

820	Document	Fee
821	(1) Articles of incorporation.....\$	50.00
822	(2) Application for use of indistinguishable	
823	name.....	25.00
824	(3) Application for reserved name.....	25.00
825	(4) Notice of transfer of reserved name.....	25.00
826	(5) Application for registered name.....	50.00
827	(6) Application for renewal of registered	
828	name.....	50.00
829	(7) <u>[Reserved]</u>	
830	(8) <u>[Reserved]</u>	
831	(9) <u>[Reserved]</u>	
832	(10) Amendment of articles of	
833	incorporation.....	50.00
834	(11) Restatement of articles of	
835	incorporation.....	50.00
836	with amendment of articles.....	50.00
837	(12) Articles of merger or share exchange.....	50.00



838	(13)	Articles of dissolution.....	25.00
839	(14)	Articles of revocation of dissolution....	25.00
840	(15)	Certificate of administrative	
841		dissolution.....	No fee
842	(16)	Application for reinstatement following	
843		administrative dissolution.....	50.00
844	(17)	Certificate of reinstatement.....	No fee
845	(18)	Certificate of judicial dissolution.....	No fee
846	(19)	Application for certificate of	
847		authority.....	500.00
848	(20)	Application for amended certificate of	
849		authority.....	50.00
850	(21)	Application for certificate of	
851		withdrawal.....	25.00
852	(22)	Certificate of revocation of authority to	
853		transact business.....	No fee
854	(23)	Application for reinstatement following	
855		administrative revocation.....	100.00
856	(24)	Certificate of reinstatement.....	No fee
857	(25)	Annual report.....	25.00
858	(26)	Articles of correction.....	50.00
859	(27)	Application for certificate of existence or	
860		authorization.....	25.00
861	(28)	Any other document required or permitted	
862		to be filed by Section 79-4-1.01 et seq...	25.00

863 (b) The Secretary of State shall collect a fee of
864 Twenty-five Dollars (\$25.00) each time process is served on him
865 under Section 79-4-1.01 et seq. The party to a proceeding causing
866 service of process is entitled to recover this fee as costs if he
867 prevails in the proceeding.

868 (c) The Secretary of State shall collect the following fees
869 for copying and certifying the copy of any filed document relating
870 to a domestic or foreign corporation:



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

872 (2) Ten Dollars (\$10.00) for the certificate.

873 (d) The Secretary of State may collect a filing fee greater
874 than the fee set out herein, not to exceed the actual costs of
875 processing the filing, if the form for filing as prescribed by the
876 Secretary of State has not been used.

877 (e) The Secretary of State may promulgate rules to:

878 (1) Reduce the filing fees prescribed in this section
879 or provide for discounts of fees to encourage online filing of
880 documents or for other reasons as determined by the Secretary of
881 State; and

882 (2) Provide for documents to be filed and accepted on
883 an expedited basis upon the request of the applicant. The
884 Secretary of State may promulgate rules to provide for an
885 additional reasonable filing fee not to exceed Twenty-five Dollars
886 (\$25.00) to be paid by the applicant and collected by the
887 Secretary of State for the expedited filing services.

888 **SECTION 22.** Section 79-4-1.25, Mississippi Code of 1972, is
889 amended as follows:

890 79-4-1.25. (a) If a document delivered to the Office of the
891 Secretary of State for filing satisfies the requirements of
892 Section 79-4-1.20, the Secretary of State shall file it.

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

899 (c) If the Secretary of State refuses to file a document, he
900 shall return it to the domestic or foreign corporation or its
901 representative within five (5) days after the document was
902 delivered, together with a brief, written explanation of the
903 reason for his refusal.



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

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

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

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

914 **SECTION 23.** Section 79-4-1.26, Mississippi Code of 1972, is
915 amended as follows:

916 79-4-1.26. (a) If the Secretary of State refuses to file a
917 document delivered to his office for filing, the domestic or
918 foreign corporation may appeal the refusal to the chancery court
919 of the county where the corporation's principal office * * * is or
920 will be located or the Hinds County Chancery Court if the
921 corporation does not have a principal office in this state. The
922 appeal is commenced by petitioning the court to compel filing the
923 document and by attaching to the petition the document and the
924 Secretary of State's explanation of his refusal to file.

925 (b) The court may summarily order the Secretary of State to
926 file the document or take other action the court considers
927 appropriate.

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

930 **SECTION 24.** Section 79-4-1.41, Mississippi Code of 1972, is
931 amended as follows:

932 79-4-1.41. (a) Notice under Section 79-4-1.01 et seq. shall
933 be in writing unless oral notice is reasonable under the
934 circumstances. Notice by electronic transmission is written
935 notice.



936 (b) Notice may be communicated in person; by mail or other
937 method of delivery; or by telephone, voice mail or other
938 electronic means. If these forms of personal notice are
939 impracticable, notice may be communicated by a newspaper of
940 general circulation in the area where published, or by radio,
941 television or other form of public broadcast communication.

942 (c) Written notice by a domestic or foreign corporation to
943 its shareholder, if in a comprehensible form, is effective (i)
944 upon deposit in the United States mail, if mailed postpaid and
945 correctly addressed to the shareholder's address shown in the
946 corporation's current record of shareholders, or (ii) when
947 electronically transmitted to the shareholder in a manner
948 authorized by the shareholder.

949 (d) Written notice to a domestic or foreign corporation
950 (authorized to transact business in this state) may be addressed
951 to its registered agent * * * or to the secretary of the
952 corporation at its principal office shown in its most recent
953 annual report or, in the case of a foreign corporation that has
954 not yet delivered an annual report, in its application for a
955 certificate of authority.

956 (e) Except as provided in subsection (c), written notice, if
957 in a comprehensible form, is effective at the earliest of the
958 following:

959 (1) When received;

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

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

965 (f) Oral notice is effective when communicated if
966 communicated in a comprehensible manner.

967 (g) If Section 79-4-1.01 et seq. prescribes notice
968 requirements for particular circumstances, those requirements



969 govern. If articles of incorporation, or bylaws prescribe notice
970 requirements, not inconsistent with this section or other
971 provisions of Section 79-4-1.01 et seq., those requirements
972 govern.

973 **SECTION 25.** Section 79-4-2.02, Mississippi Code of 1972, is
974 amended as follows:

975 79-4-2.02. (a) The articles of incorporation must set
976 forth:

977 (1) A corporate name for the corporation that satisfies
978 the requirements of Section 79-4-4.01;

979 (2) The number of shares the corporation is authorized
980 to issue and any information concerning the authorized shares as
981 required by Section 79-4-6.01;

982 (3) The information required by Section 79-35-5(a); and

983 (4) The name and address of each incorporator.

984 (b) The articles of incorporation may set forth:

985 (1) The names and addresses of the individuals who are
986 to serve as the initial directors;

987 (2) Provisions not inconsistent with law regarding:

988 (i) The purpose or purposes for which the
989 corporation is organized;

990 (ii) Managing the business and regulating the
991 affairs of the corporation;

992 (iii) Defining, limiting and regulating the powers
993 of the corporation, its board of directors and shareholders; and

994 (iv) A par value for authorized shares or classes
995 of shares;

996 (3) Any provision that under Section 79-4-1.01 et seq.
997 is required or permitted to be set forth in the bylaws;

998 (4) A provision eliminating or limiting the liability
999 of a director to the corporation or its shareholders for money
1000 damages for any action taken, or any failure to take any action,
1001 as a director, except liability for:



1002 (i) The amount of a financial benefit received by
1003 a director to which he is not entitled;

1004 (ii) An intentional infliction of harm on the
1005 corporation or the shareholders;

1006 (iii) A violation of Section 79-4-8.33; or

1007 (iv) An intentional violation of criminal law; and

1008 (5) A provision permitting or making obligatory
1009 indemnification of a director for liability as defined in Section
1010 79-4-8.50(5) to any person for any action taken, or any failure to
1011 take any action, as a director, except liability for:

1012 (i) Receipt of a financial benefit to which he is
1013 not entitled;

1014 (ii) An intentional infliction of harm on the
1015 corporation or its shareholders;

1016 (iii) A violation of Section 79-4-8.33; or

1017 (iv) An intentional violation of criminal law.

1018 (c) The articles of incorporation need not set forth any of
1019 the corporate powers enumerated in Section 79-4-1.01 et seq.

1020 (d) For the purposes of this section, a "director" shall
1021 include any person vested with the discretion or powers of a
1022 director under Section 79-4-7.32.

1023 (e) Provisions of the articles of incorporation may be made
1024 dependent upon facts objectively ascertainable outside the
1025 articles of incorporation in accordance with Section 79-4-1.20(k).

1026 **SECTION 26.** Section 79-4-7.03, Mississippi Code of 1972, is
1027 amended as follows:

1028 79-4-7.03. (a) The chancery court of the county where a
1029 corporation's principal office * * * is located or the Hinds
1030 County Chancery Court, if the corporation does not have a
1031 principal office in this state, may summarily order a meeting to
1032 be held:

1033 (1) On application of any shareholder of the
1034 corporation entitled to participate in an annual meeting if an



1035 annual meeting was not held or action by written consent in lieu
1036 thereof did not become effective within the earlier of six (6)
1037 months after the end of the corporation's fiscal year or fifteen
1038 (15) months after its last annual meeting or written consent in
1039 lieu thereof; or

1040 (2) On application of a shareholder who signed a demand
1041 for a special meeting valid under Section 79-4-7.02 if:

1042 (i) Notice of the special meeting was not given
1043 within thirty (30) days after the date the demand was delivered to
1044 the corporation's secretary; or

1045 (ii) The special meeting was not held in
1046 accordance with the notice.

1047 (b) The court may fix the time and place of the meeting,
1048 determine the shares entitled to participate in the meeting,
1049 specify a record date for determining shareholders entitled to
1050 notice of and to vote at the meeting, prescribe the form and
1051 content of the meeting notice, fix the quorum required for
1052 specific matters to be considered at the meeting (or direct that
1053 the votes represented at the meeting constitute a quorum for
1054 action on those matters), and enter other orders necessary to
1055 accomplish the purpose or purposes of the meeting.

1056 **SECTION 27.** Section 79-4-7.04, Mississippi Code of 1972, is
1057 amended as follows:

1058 79-4-7.04. (a) Action required or permitted by Section
1059 79-4-1.01 et seq. to be taken at a shareholders' meeting may be
1060 taken without a meeting if the action is taken by all the
1061 shareholders entitled to vote on the action. The action must be
1062 evidenced by one or more written consents describing the action
1063 taken, signed by all the shareholders entitled to vote on the
1064 action and delivered to the corporation for inclusion in the
1065 minutes or filing with the corporate records. A unanimous consent
1066 signed under this subsection is the act of the shareholders when



1067 consents signed by all shareholders have been delivered to the
1068 corporation.

1069 (b) The articles of incorporation may provide that any
1070 action required or permitted by Section 79-4-1.01 et seq. to be
1071 taken at a shareholder's meeting may be taken without a meeting
1072 and without prior notice, if consents in writing setting forth the
1073 action so taken are signed by the holders of outstanding shares
1074 having not less than the minimum number of votes that would be
1075 required to authorize or take the action at a meeting at which all
1076 shares entitled to vote on the action were present and voted. The
1077 written consent shall bear the date of signature of the
1078 shareholder who signs the consent and be delivered to the
1079 corporation for inclusion in the minutes or filing with the
1080 corporate records.

1081 (c) If not otherwise fixed under Section 79-4-7.03 or
1082 79-4-7.07, and if prior board action is not required respecting
1083 the action to be taken without a meeting, the record date for
1084 determining the shareholders entitled to take action without a
1085 meeting shall be the first date on which a signed written consent
1086 is delivered to the corporation. If not otherwise fixed under
1087 Section 79-4-7.03 or 79-4-7.07, and if prior board action is
1088 required respecting the action to be taken without a meeting, the
1089 record date shall be the close of business on the day the
1090 resolution of the board taking such prior action is adopted. No
1091 written consent shall be effective to take the corporate action
1092 referred to therein unless, within sixty (60) days of the earliest
1093 date on which a consent delivered to the corporation as required
1094 by this section was signed, written consents signed by the holders
1095 of shares having sufficient votes to take the action have been
1096 delivered to the corporation. A written consent may be revoked by
1097 a writing to that effect delivered to the corporation before
1098 unrevoked written consents sufficient in number to take the
1099 corporation action are delivered to the corporation.



1100 (d) A consent signed pursuant to the provisions of this
1101 section has the effect of a vote taken at a meeting and may be
1102 described as such in any document. Unless the articles of
1103 incorporation, bylaws, or a resolution of the board of directors
1104 provides for a reasonable delay to permit tabulation of written
1105 consents, the action taken by less than unanimous written consent
1106 shall be effective when written consents signed by the holders of
1107 shares having sufficient votes to take the action are delivered to
1108 the corporation.

1109 (e) If Section 79-4-1.01 et seq. requires that notice of a
1110 proposed action be given to nonvoting shareholders and the action
1111 is to be taken by written consent of the voting shareholders, the
1112 corporation must give its nonvoting shareholders written notice of
1113 the action not more than ten (10) days after (i) written consents
1114 sufficient to take the action have been delivered to the
1115 corporation, or (ii) such later date that tabulation of consents
1116 is completed pursuant to an authorization under subsection (d).
1117 The notice must reasonably describe the action taken and contain
1118 or be accompanied by the same material that, under Section
1119 79-4-1.01 et seq., would have been required to be sent to
1120 nonvoting shareholders in a notice of a meeting at which the
1121 proposed action would have been submitted to the shareholders for
1122 action.

1123 (f) If action is taken by less than unanimous written
1124 consent of the voting shareholders, the corporation must give its
1125 nonconsenting voting shareholders written notice of the action not
1126 more than ten (10) days after (i) written consents sufficient to
1127 take the action have been delivered to the corporation, or (ii)
1128 such later date that tabulation of consents is completed pursuant
1129 to an authorization under subsection (d). The notice must
1130 reasonably describe the action taken and contain or be accompanied
1131 by the same material that, under Section 79-4-1.01 et seq., would
1132 have been required to be sent to voting shareholders in a notice



1133 of a meeting at which the action would have been submitted to the
1134 shareholders for action.

1135 (g) The notice requirements in subsections (e) and (f) shall
1136 not delay the effectiveness of actions taken by written consent,
1137 and a failure to comply with such notice requirements shall not
1138 invalidate actions taken by written consent, provided that this
1139 subsection shall not be deemed to limit judicial power to fashion
1140 any appropriate remedy in favor of a shareholder adversely
1141 affected by a failure to give such notice within the required time
1142 period.

1143 (h) An electronic transmission may be used to consent to an
1144 action, if the electronic transmission contains or is accompanied
1145 by information from which the corporation can determine the date
1146 on which the electronic transmission was signed and that the
1147 electronic transmission was authorized by the shareholder, the
1148 shareholder's agent, or the shareholder's attorney-in-fact.

1149 (i) Delivery of a written consent to the corporation under
1150 this section is delivery to the corporation's registered
1151 agent * * * or to the secretary of the corporation at its
1152 principal office.

1153 **SECTION 28.** Section 79-4-7.20, Mississippi Code of 1972, is
1154 amended as follows:

1155 79-4-7.20. (a) After fixing a record date for a meeting, a
1156 corporation shall prepare an alphabetical list of the names of all
1157 its shareholders who are entitled to notice of a shareholders'
1158 meeting. The list must be arranged by voting group (and within
1159 each voting group by class or series of shares) and show the
1160 address of and number of shares held by each shareholder.

1161 (b) The shareholders' list must be available for inspection
1162 by any shareholder beginning two (2) business days after notice of
1163 the meeting is given for which the list was prepared and
1164 continuing through the meeting, at the corporation's principal
1165 office or at a place identified in the meeting notice in the city



1166 where the meeting will be held. A shareholder, his agent or
1167 attorney is entitled on written demand to inspect and, subject to
1168 the requirements of Section 79-4-16.02(c), to copy the list during
1169 regular business hours and at his expense, during the period it is
1170 available for inspection.

1171 (c) The corporation shall make the shareholders' list
1172 available at the meeting, and any shareholder, his agent or
1173 attorney is entitled to inspect the list at any time during the
1174 meeting or any adjournment.

1175 (d) If the corporation refuses to allow a shareholder, his
1176 agent or attorney to inspect the shareholders' list before or at
1177 the meeting (or copy the list as permitted by subsection (b)), the
1178 chancery court of the county where a corporation's principal
1179 office * * * is located or the Hinds County Chancery Court, if the
1180 corporation does not have a principal office in this state, on
1181 application of the shareholder, may summarily order the inspection
1182 or copying at the corporation's expense and may postpone the
1183 meeting for which the list was prepared until the inspection or
1184 copying is complete.

1185 (e) Refusal or failure to prepare or make available the
1186 shareholders' list does not affect the validity of action taken at
1187 the meeting.

1188 **SECTION 29.** Section 79-4-7.48, Mississippi Code of 1972, is
1189 amended as follows:

1190 79-4-7.48. **Shareholder action to appoint custodian or**
1191 **receiver.** (a) The chancery court of the county where a
1192 corporation's principal office * * * is located, or the Hinds
1193 County Chancery Court if the corporation does not have a principal
1194 office in this state, may appoint one or more persons to be
1195 custodians, or, if the corporation is insolvent, to be receivers,
1196 of and for a corporation in a proceeding by a shareholder where it
1197 is established that:



1198 (1) The directors are deadlocked in the management of
1199 the corporate affairs, the shareholders are unable to break the
1200 deadlock, and irreparable injury to the corporation is threatened
1201 or being suffered; or

1202 (2) The directors or those in control of the
1203 corporation are acting fraudulently and irreparable injury to the
1204 corporation is threatened or being suffered.

1205 (b) The court:

1206 (1) May issue injunctions, appoint a temporary
1207 custodian or temporary receiver with all the powers and duties the
1208 court directs, take other action to preserve the corporate assets
1209 wherever located, and carry on the business of the corporation
1210 until a full hearing is held;

1211 (2) Shall hold a full hearing, after notifying all
1212 parties to the proceeding and any interested persons designated by
1213 the court, before appointing a custodian or receiver; and

1214 (3) Has jurisdiction over the corporation and all of
1215 its property, wherever located.

1216 (c) The court may appoint an individual or domestic or
1217 foreign corporation (authorized to transact business in this
1218 state) as a custodian or receiver and may require the custodian or
1219 receiver to post bond, with or without sureties, in an amount the
1220 court directs.

1221 (d) The court shall describe the powers and duties of the
1222 custodian or receiver in its appointing order, which may be
1223 amended from time to time. Among other powers,

1224 (1) A custodian may exercise all of the powers of the
1225 corporation, through or in place of its board of directors, to the
1226 extent necessary to manage the business and affairs of the
1227 corporation; and

1228 (2) A receiver (i) may dispose of all or any part of
1229 the assets of the corporation wherever located, at a public or
1230 private sale, if authorized by the court; and (ii) may sue and



1231 defend in the receiver's own name as receiver in all courts of
1232 this state.

1233 (e) The court during a custodianship may redesignate the
1234 custodian a receiver, and during a receivership may redesignate
1235 the receiver a custodian, if doing so is in the best interests of
1236 the corporation.

1237 (f) The court from time to time during the custodianship or
1238 receivership may order compensation paid and expense disbursements
1239 or reimbursements made to the custodian or receiver from the
1240 assets of the corporation or proceeds from the sale of its assets

1241 **SECTION 30.** Section 79-4-8.09, Mississippi Code of 1972, is
1242 amended as follows:

1243 79-4-8.09. (a) The chancery court of the county where a
1244 corporation's principal office * * * is located, or the Hinds
1245 County Chancery Court if the corporation does not have a principal
1246 office in this state, may remove a director of the corporation
1247 from office in a proceeding commenced either by the corporation or
1248 by its shareholders holding at least ten percent (10%) of the
1249 outstanding shares of any class if the court finds that (1) the
1250 director engaged in fraudulent or dishonest conduct, or gross
1251 abuse of authority or discretion, with respect to the corporation
1252 and (2) removal is in the best interest of the corporation.

1253 (b) The court that removes a director may bar the director
1254 from reelection for a period prescribed by the court.

1255 (c) If shareholders commence a proceeding under subsection
1256 (a), they shall make the corporation a party defendant.

1257 **SECTION 31.** Section 79-4-10.05, Mississippi Code of 1972, is
1258 amended as follows:

1259 79-4-10.05. Unless the articles of incorporation provide
1260 otherwise, a corporation's board of directors may adopt amendments
1261 to the corporation's articles of incorporation without shareholder
1262 approval:



- 1263 (1) To extend the duration of the corporation if it was
1264 incorporated at a time when limited duration was required by law;
- 1265 (2) To delete the names and addresses of the initial
1266 directors;
- 1267 (3) To change the information required by Section
1268 79-35-5(a);
- 1269 (4) If the corporation has only one (1) class of shares
1270 outstanding:
- 1271 (a) To change each issued and unissued authorized
1272 share of the class into a greater number of whole shares of that
1273 class; or
- 1274 (b) To increase the number of authorized shares of
1275 the class to the extent necessary to permit the issuance of shares
1276 as a share dividend;
- 1277 (5) To change the corporate name by substituting the
1278 word "corporation," "incorporated," "company," "limited" or the
1279 abbreviation "corp.," "inc.," "co." or "ltd." for a similar word
1280 or abbreviation in the name, or by adding, deleting or changing a
1281 geographical attribution for the name;
- 1282 (6) To reflect a reduction in authorized shares, as a
1283 result of the operation of Section 79-4-6.31(b), when the
1284 corporation has acquired its own shares and the articles of
1285 incorporation prohibit the reissue of the acquired shares;
- 1286 (7) To delete a class of shares from the articles of
1287 incorporation, as a result of the operation of Section
1288 79-4-6.31(b), when there are no remaining shares of the class
1289 because the corporation has acquired all shares of the class and
1290 the articles of incorporation prohibit the reissue of the acquired
1291 shares; or
- 1292 (8) To make any change expressly permitted by Section
1293 79-4-6.02(a) or (b) to be made without shareholder approval.

1294 **SECTION 32.** Section 79-4-11.07, Mississippi Code of 1972, is
1295 amended as follows:



1296 79-4-11.07. (a) When a merger becomes effective:

1297 (1) The corporation or other entity that is designated

1298 in the plan of merger as the survivor continues or comes into

1299 existence, as the case may be;

1300 (2) The separate existence of every corporation or

1301 other entity that is merged into the survivor ceases;

1302 (3) All property owned by, and every contract right

1303 possessed by, each corporation or other entity that merges into

1304 the survivor is vested in the survivor without reversion or

1305 impairment;

1306 (4) All liabilities of each corporation or other entity

1307 that is merged into the survivor are vested in the survivor

1308 subject to the limitations as provided in Sections 79-33-1 through

1309 79-33-9;

1310 (5) The name of the survivor may, but need not be,

1311 substituted in any pending proceeding for the name of any party to

1312 the merger whose separate existence ceased in the merger;

1313 (6) The articles of incorporation or organizational

1314 documents of the survivor are amended to the extent provided in

1315 the plan of merger;

1316 (7) The articles of incorporation or organizational

1317 documents of a survivor that is created by the merger become

1318 effective; and

1319 (8) The shares of each corporation that is a party to

1320 the merger, and the interests in another entity that is a party to

1321 a merger, that are to be converted under the plan of merger into

1322 shares, interests, obligations, rights to acquire securities,

1323 other securities, cash, other property, or any combination of the

1324 foregoing, are converted and the former holders of such shares or

1325 interests are entitled only to the rights provided to them in the

1326 plan of merger or to any rights they may have under Title 79,

1327 Chapter 4, Article 13.



1328 (b) When a share exchange becomes effective, the shares of
1329 each domestic corporation that are to be exchanged for shares or
1330 other securities, interests, obligations, rights to acquire shares
1331 or securities, other securities, cash, other property, or any
1332 combination of the foregoing, are entitled only to the rights
1333 provided to them in the plan of share exchange or to any rights
1334 they may have under Title 79, Chapter 4, Article 13.

1335 (c) Any shareholder of a domestic corporation that is a
1336 party to a merger or share exchange who, prior to the merger or
1337 share exchange, was liable for the liabilities or obligations of
1338 such corporation, shall not be released from such liabilities or
1339 obligations by reason of the merger or share exchange.

1340 (d) Upon a merger becoming effective, a foreign corporation,
1341 or a foreign other entity, that is the survivor of the merger is
1342 deemed to:

1343 (1) Agree that service of process in a proceeding to
1344 enforce the rights of shareholders of each domestic corporation
1345 that is a party to the merger who exercise appraisal rights may be
1346 made in the manner provided in Section 79-35-13; and

1347 (2) Agree that it will promptly pay the amount, if any,
1348 to which such shareholders are entitled under Title 79, Chapter 4,
1349 Article 13.

1350 **SECTION 33.** Section 79-4-13.30, Mississippi Code of 1972, is
1351 amended as follows:

1352 79-4-13.30. (a) If a shareholder makes demand for payment
1353 under Section 79-4-13.26 which remains unsettled, the corporation
1354 shall commence a proceeding within sixty (60) days after receiving
1355 the payment demand and petition the court to determine the fair
1356 value of the shares and accrued interest. If the corporation does
1357 not commence the proceeding within the sixty-day period, it shall
1358 pay in cash to each shareholder the amount the shareholder
1359 demanded pursuant to Section 79-4-13.26 plus interest.



1360 (b) The corporation shall commence the proceeding in the
1361 appropriate court of the county where the corporation's principal
1362 office * * * is located, or the Hinds County Chancery Court if the
1363 corporation does not have a principal office in this state. If
1364 the corporation is a foreign corporation * * *, it shall commence
1365 the proceeding in the county in this state where the principal
1366 office * * * of the domestic corporation merged with the foreign
1367 corporation was located or, if the domestic corporation did not
1368 have its principal office in this state at the time of the
1369 transaction, in Hinds County Chancery Court.

1370 (c) The corporation shall make all shareholders (whether or
1371 not residents of this state) whose demands remain unsettled
1372 parties to the proceeding as in an action against their shares,
1373 and all parties must be served with a copy of the petition.
1374 Nonresidents may be served by registered or certified mail or by
1375 publication as provided by law.

1376 (d) The jurisdiction of the court in which the proceeding is
1377 commenced under subsection (b) is plenary and exclusive. The
1378 court may appoint one or more persons as appraisers to receive
1379 evidence and recommend a decision on the question of fair value.
1380 The appraisers shall have the powers described in the order
1381 appointing them, or in any amendment to it. The shareholders
1382 demanding appraisal rights are entitled to the same discovery
1383 rights as parties in other civil proceedings. There shall be no
1384 right to a jury trial.

1385 (e) Each shareholder made a party to the proceeding is
1386 entitled to judgment (i) for the amount, if any, by which the
1387 court finds the fair value of the shareholder's shares, plus
1388 interest, exceeds the amount paid by the corporation to the
1389 shareholder for such shares or (ii) for the fair value, plus
1390 interest, of the shareholder's shares for which the corporation
1391 elected to withhold payment under Section 79-4-13.25.



1392 **SECTION 34.** Section 79-4-14.07, Mississippi Code of 1972, is
1393 amended as follows:

1394 79-4-14.07. (a) A dissolved corporation may also publish
1395 notice of its dissolution and request that persons with claims
1396 against the dissolved corporation present them in accordance with
1397 the notice.

1398 (b) The notice must:

1399 (1) Be published one (1) time in a newspaper of general
1400 circulation in the county where the dissolved corporation's
1401 principal office * * * is or was * * * located or in Hinds County
1402 if the corporation does not have a principal office in this state;

1403 (2) Describe the information that must be included in a
1404 claim and provide a mailing address where the claim may be sent;
1405 and

1406 (3) State that a claim against the dissolved
1407 corporation will be barred unless a proceeding to enforce the
1408 claim is commenced within three (3) years after the publication of
1409 the notice.

1410 (c) If the dissolved corporation publishes a newspaper
1411 notice in accordance with subsection (b), the claim of each of the
1412 following claimants is barred unless the claimant commences a
1413 proceeding to enforce the claim against the dissolved corporation
1414 within the lesser of three (3) years after the publication date of
1415 the newspaper notice, or any other applicable limitations period
1416 established by applicable law:

1417 (1) A claimant who was not given written notice under
1418 Section 79-4-14.06;

1419 (2) A claimant whose claim was timely sent to the
1420 dissolved corporation but not acted on;

1421 (3) A claimant whose claim is contingent or based on an
1422 event occurring after the effective date of dissolution.

1423 (d) A claim that is not barred by Section 79-4-14.06(c) or
1424 Section 79-4-14.07(c) may be enforced:



1425 (1) Against the dissolved corporation, to the extent of
1426 its undistributed assets; or

1427 (2) Except as provided in Section 79-4-14.08(d), if the
1428 assets have been distributed in liquidation, against a shareholder
1429 of the dissolved corporation to the extent of the shareholder's
1430 pro rata share of the claim or the corporate assets distributed to
1431 the shareholder in liquidation, whichever is less, but a
1432 shareholder's total liability for all claims under this section
1433 may not exceed the total amount of assets distributed to the
1434 shareholder.

1435 **SECTION 35.** Section 79-4-14.08, Mississippi Code of 1972, is
1436 amended as follows:

1437 79-4-14.08. (a) A dissolved corporation that has published
1438 a notice under Section 79-4-14.07 may file an application with the
1439 chancery court of the county where the dissolved corporation's
1440 principal office * * * is located or the Hinds County Chancery
1441 Court, if the corporation does not have a principal office in this
1442 state, for a determination of the amount and form of security to
1443 be provided for payment of claims that are contingent or have not
1444 been made known to the dissolved corporation or that are based on
1445 an event occurring after the effective date of dissolution but
1446 that, based on the facts known to the dissolved corporation, are
1447 reasonably estimated to arise after the effective date of
1448 dissolution. Provision need not be made for any claim that is or
1449 is reasonably anticipated to be barred under Section
1450 79-4-14.07(c).

1451 (b) Within ten (10) days after the filing of the
1452 application, notice of the proceeding shall be given by the
1453 dissolved corporation to each claimant holding a contingent claim
1454 whose contingent claim is shown on the records of the dissolved
1455 corporation.

1456 (c) The court may appoint a guardian ad litem to represent
1457 all claimants whose identities are unknown in any proceeding



1458 brought under this section. The reasonable fees and expenses of
1459 such guardian, including all reasonable expert witness fees, shall
1460 be paid by the dissolved corporation.

1461 (d) Provision by the dissolved corporation for security in
1462 the amount and the form ordered by the court under subsection (a)
1463 of this section shall satisfy the dissolved corporation's
1464 obligations with respect to claims that are contingent, have not
1465 been made known to the dissolved corporation or are based on an
1466 event occurring after the effective date of dissolution, and such
1467 claims may not be enforced against a shareholder who received
1468 assets in liquidation.

1469 **SECTION 36.** Section 79-4-14.20, Mississippi Code of 1972, is
1470 amended as follows:

1471 79-4-14.20. The Secretary of State may commence a proceeding
1472 under Section 79-4-14.21 to administratively dissolve a
1473 corporation if:

1474 (1) The corporation does not pay within sixty (60) days
1475 after they are due any franchise taxes or penalties imposed by
1476 Section 79-4-1.01 et seq. or other law;

1477 (2) The corporation does not deliver its annual report
1478 to the Secretary of State within sixty (60) days after it is due;

1479 (3) The corporation is without a registered agent * * *
1480 in this state for sixty (60) days or more;

1481 (4) The corporation does not notify the Secretary of
1482 State within sixty (60) days that its registered agent * * * has
1483 been changed, or that its registered agent has resigned * * *;

1484 (5) The corporation's period of duration stated in its
1485 articles of incorporation expires; or

1486 (6) An incorporator, director, officer or agent of the
1487 corporation signed a document he knew was false in any material
1488 respect with intent that the document be delivered to the
1489 Secretary of State for filing.



1490 **SECTION 37.** Section 79-4-14.21, Mississippi Code of 1972, is
1491 amended as follows:

1492 79-4-14.21. (a) If the Secretary of State determines that
1493 one or more grounds exist under Section 79-4-14.20 for dissolving
1494 a corporation, he shall serve the corporation with written notice
1495 of his determination * * *, except that such determination may be
1496 served by first class mail.

1497 (b) If the corporation does not correct each ground for
1498 dissolution or demonstrate to the reasonable satisfaction of the
1499 Secretary of State that each ground determined by the Secretary of
1500 State does not exist within sixty (60) days after service of the
1501 notice is perfected * * *, the Secretary of State shall
1502 administratively dissolve the corporation by signing a certificate
1503 of dissolution that recites the ground or grounds for dissolution
1504 and its effective date. The Secretary of State shall file the
1505 original of the certificate and serve a copy on the
1506 corporation * * *, except that such certificate may be served by
1507 first class mail.

1508 (c) A corporation administratively dissolved continues its
1509 corporate existence but may not carry on any business except that
1510 necessary to wind up and liquidate its business and affairs under
1511 Section 79-4-14.05 and notify claimants under Sections 79-4-14.06
1512 and 79-4-14.07.

1513 (d) The administrative dissolution of a corporation does not
1514 terminate the authority of its registered agent.

1515 **SECTION 38.** Section 79-4-14.22, Mississippi Code of 1972, is
1516 amended as follows:

1517 79-4-14.22. (a) A corporation administratively dissolved
1518 under Section 79-4-14.21 may apply to the Secretary of State for
1519 reinstatement at any time after the effective date of dissolution.
1520 The applicant must:

1521 (1) Recite the name of the corporation and the
1522 effective date of its administrative dissolution;



1523 (2) State that the ground or grounds for dissolution
1524 either did not exist or have been eliminated;

1525 (3) State that the corporation's name satisfies the
1526 requirements of Section 79-4-4.01; and

1527 (4) Contain a certificate from the Mississippi
1528 Department of Revenue reciting that all taxes owed by the
1529 corporation have been paid.

1530 (b) If the Secretary of State determines that the
1531 application contains the information required by subsection (a)
1532 and that the information is correct, he shall cancel the
1533 certificate of dissolution and prepare a certificate of
1534 reinstatement that recites his determination and the effective
1535 date of reinstatement, file the original of the certificate and
1536 serve a copy on the corporation * * *.

1537 (c) When the reinstatement is effective, it relates back to
1538 and takes effect as of the effective date of the administrative
1539 dissolution and the corporation resumes carrying on its business
1540 as if the administrative dissolution had never occurred.

1541 **SECTION 39.** Section 79-4-14.23, Mississippi Code of 1972, is
1542 amended as follows:

1543 79-4-14.23. (a) If the Secretary of State denies a
1544 corporation's application for reinstatement following
1545 administrative dissolution, he shall serve the corporation * * *
1546 with a written notice that explains the reason or reasons for
1547 denial.

1548 (b) The corporation may appeal the denial of reinstatement
1549 to the Chancery Court of the First Judicial District of Hinds
1550 County, Mississippi, or the chancery court of the county where the
1551 corporation's principal office is located or where the corporation
1552 is domiciled, within thirty (30) days after service of the notice
1553 of denial is perfected. The corporation appeals by petitioning
1554 the court to set aside the dissolution and attaching to the
1555 petition copies of the Secretary of State's certificate of



1556 dissolution, the corporation's application for reinstatement and
1557 the Secretary of State's notice of denial.

1558 (c) The court may summarily order the Secretary of State to
1559 reinstate the dissolved corporation or may take other action the
1560 court considers appropriate.

1561 (d) The court's final decision may be appealed as in other
1562 civil proceedings.

1563 **SECTION 40.** Section 79-4-14.31, Mississippi Code of 1972, is
1564 amended as follows:

1565 79-4-14.31. (a) Venue for a proceeding brought by any party
1566 named in Section 79-4-14.30 lies in the county where a
1567 corporation's principal office * * * is or was * * * located, or
1568 the Hinds County Chancery Court if the corporation does not have a
1569 principal office in this state.

1570 (b) It is not necessary to make shareholders parties to a
1571 proceeding to dissolve a corporation unless relief is sought
1572 against them individually.

1573 (c) A court in a proceeding brought to dissolve a
1574 corporation may issue injunctions, appoint a receiver or custodian
1575 pendente lite with all powers and duties the court directs, take
1576 other action required to preserve the corporate assets wherever
1577 located, and carry on the business of the corporation until a full
1578 hearing can be held.

1579 (d) Within ten (10) days of the commencement of a proceeding
1580 under Section 79-4-14.30(2) to dissolve a corporation that is not
1581 a public corporation, the corporation shall send to all
1582 shareholders, other than the petitioner, a notice stating that the
1583 shareholders are entitled to avoid the dissolution of the
1584 corporation by electing to purchase the petitioner's shares under
1585 Section 79-4-14.34 and accompanied by a copy of Section
1586 79-4-14.34.

1587 **SECTION 41.** Section 79-4-15.03, Mississippi Code of 1972, is
1588 amended as follows:



1589 79-4-15.03. (a) A foreign corporation may apply for a
1590 certificate of authority to transact business in this state by
1591 delivering an application to the Secretary of State for filing.
1592 The application must set forth:

1593 (1) The name of the foreign corporation or, if its name
1594 is unavailable for use in this state, a corporate name that
1595 satisfies the requirements of Section 79-4-15.06;

1596 (2) The name of the state or country under whose law it
1597 is incorporated;

1598 (3) Its date of incorporation and period of duration;

1599 (4) The street address of its principal office;

1600 (5) The information required by Section 79-35-5(a); and

1601 (6) The names and usual business addresses of its
1602 current directors and officers.

1603 (b) The foreign corporation shall deliver with the completed
1604 application a certificate of existence (or a document of similar
1605 import) duly authenticated by the Secretary of State or other
1606 official having custody of corporate records in the state or
1607 country under whose law it is incorporated.

1608 **SECTION 42.** Section 79-4-15.04, Mississippi Code of 1972, is
1609 amended as follows:

1610 79-4-15.04. (a) A foreign corporation authorized to
1611 transact business in this state must obtain an amended certificate
1612 of authority from the Secretary of State if it changes:

1613 (1) Its corporate name;

1614 (2) The period of its duration; * * *

1615 (3) Any of the information required by Section
1616 79-35-5(a); or

1617 (4) The state or country of its incorporation.

1618 (b) The requirements of Section 79-4-15.03 for obtaining an
1619 original certificate of authority apply to obtaining an amended
1620 certificate under this section.



1621 **SECTION 43.** Section 79-4-15.10, Mississippi Code of 1972, is
1622 amended as follows:

1623 79-4-15.10. * * * Notice or demand required or permitted by
1624 law on a foreign corporation authorized to transact business in
1625 this state is governed by Section 13 of the Mississippi Registered
1626 Agents Act. Service of process is governed by the Mississippi
1627 Rules of Civil Procedure.

1628 **SECTION 44.** Section 79-4-15.20, Mississippi Code of 1972, is
1629 amended as follows:

1630 79-4-15.20. (a) A foreign corporation authorized to
1631 transact business in this state may not withdraw from this state
1632 until it obtains a certificate of withdrawal from the Secretary of
1633 State.

1634 (b) A foreign corporation authorized to transact business in
1635 this state may apply for a certificate of withdrawal by delivering
1636 an application to the Secretary of State for filing. The
1637 application must set forth:

1638 (1) The name of the foreign corporation and the name of
1639 the state or country under whose law it is incorporated;

1640 (2) That it is not transacting business in this state
1641 and that it surrenders its authority to transact business in this
1642 state;

1643 (3) That it revokes the authority of its registered
1644 agent to accept service on its behalf and appoints the Secretary
1645 of State as its agent for service of process in any proceeding
1646 based on a cause of action arising during the time it was
1647 authorized to transact business in this state;

1648 (4) A mailing address to which the Secretary of State
1649 may mail a copy of any process served on him under subdivision (3)
1650 of this subsection; and

1651 (5) A commitment to notify the Secretary of State in
1652 the future of any change in its mailing address.



1653 (c) After the withdrawal of the corporation is effective,
1654 service of process on the Secretary of State under the Mississippi
1655 Rules of Civil Procedure is service on the foreign corporation.
1656 Upon receipt of process, the Secretary of State shall mail a copy
1657 of the process to the foreign corporation at the mailing address
1658 set forth in its application for withdrawal.

1659 **SECTION 45.** Section 79-4-15.30, Mississippi Code of 1972, is
1660 amended as follows:

1661 79-4-15.30. The Secretary of State may commence a proceeding
1662 under Section 79-4-15.31 to revoke the certificate of authority of
1663 a foreign corporation authorized to transact business in this
1664 state if:

1665 (1) The foreign corporation does not deliver its annual
1666 report to the Secretary of State within sixty (60) days after it
1667 is due;

1668 (2) The foreign corporation does not pay within sixty
1669 (60) days after they are due any franchise taxes or penalties
1670 imposed by Section 79-4-1.01 et seq. or other law;

1671 (3) The foreign corporation is without a registered
1672 agent * * * in this state for sixty (60) days or more;

1673 (4) The foreign corporation does not inform the
1674 Secretary of State by an appropriate filing that its registered
1675 agent * * * has changed or that its registered agent has
1676 resigned, * * * within sixty (60) days of the change or
1677 resignation * * *;

1678 (5) An incorporator, director, officer or agent of the
1679 foreign corporation signed a document he knew was false in any
1680 material respect with intent that the document be delivered to the
1681 Secretary of State for filing;

1682 (6) The Secretary of State receives a duly
1683 authenticated certificate from the Secretary of State or other
1684 official having custody of corporate records in the state or
1685 country under whose law the foreign corporation is incorporated



1686 stating that it has been dissolved or disappeared as the result of
1687 a merger.

1688 **SECTION 46.** Section 79-4-15.31, Mississippi Code of 1972, is
1689 amended as follows:

1690 79-4-15.31. (a) If the Secretary of State determines that
1691 one or more grounds exist under Section 79-4-15.30 for revocation
1692 of a certificate of authority, he shall serve the foreign
1693 corporation with written notice of his determination under Section
1694 79-4-15.10, except that such determination may be served by first
1695 class mail.

1696 (b) If the foreign corporation does not correct each ground
1697 for revocation or demonstrate to the reasonable satisfaction of
1698 the Secretary of State that each ground determined by the
1699 Secretary of State does not exist within sixty (60) days after
1700 service of the notice is perfected under Section 79-4-15.10, the
1701 Secretary of State may revoke the foreign corporation's
1702 certificate of authority by signing a certificate of revocation
1703 that recites the ground or grounds for revocation and its
1704 effective date. The Secretary of State shall file the original of
1705 the certificate and serve a copy on the foreign corporation under
1706 Section 79-4-15.10, except that such certificate may be served by
1707 first class mail.

1708 (c) The authority of a foreign corporation to transact
1709 business in this state ceases on the date shown on the certificate
1710 revoking its certificate of authority.

1711 (d) The Secretary of State's revocation of a foreign
1712 corporation's certificate of authority appoints the Secretary of
1713 State the foreign corporation's agent for service of process in
1714 any proceeding based on a cause of action which arose during the
1715 time the foreign corporation was authorized to transact business
1716 in this state. Service of process on the Secretary of State under
1717 the Mississippi Rules of Civil Procedure is service on the foreign
1718 corporation. Upon receipt of process, the Secretary of State



1719 shall mail a copy of the process to the secretary of the foreign
1720 corporation at its principal office shown in its most recent
1721 annual report or in any subsequent communication received from the
1722 corporation stating the current mailing address of its principal
1723 office, or, if none are on file, in its application for a
1724 certificate of authority.

1725 (e) Revocation of a foreign corporation's certificate of
1726 authority does not terminate the authority of the registered agent
1727 of the corporation.

1728 **SECTION 47.** Section 79-4-15.32, Mississippi Code of 1972, is
1729 amended as follows:

1730 79-4-15.32. (a) A foreign corporation whose certificate of
1731 authority is administratively revoked under Section 79-4-15.31 may
1732 apply to the Secretary of State for reinstatement at any time
1733 after the effective date of such revocation. The application
1734 must:

1735 (1) Recite the name of the corporation and the
1736 effective date of the administrative revocation;

1737 (2) State that the ground or grounds for revocation
1738 either did not exist or have been eliminated;

1739 (3) State that the corporation's name satisfies the
1740 requirements of Section 79-4-4.01; and

1741 (4) Contain a certificate from the Department of
1742 Revenue reciting that the corporation has properly filed all
1743 reports and paid all taxes and penalties required by revenue laws
1744 of this state.

1745 (b) If the Secretary of State determines that the
1746 application contains the information required by subsection (a)
1747 and that the information is correct, he shall reinstate the
1748 certificate of authority, prepare a certificate that recites his
1749 determination and the effective date of reinstatement, file the
1750 original of the certificate, and serve a copy on the corporation
1751 under Section 79-35-13.



1752 (c) When the reinstatement is effective, it relates back to
1753 and takes effect as of the effective date of the administrative
1754 revocation and the corporation resumes carrying on its business as
1755 if the administrative revocation had never occurred.

1756 **SECTION 48.** Section 79-4-15.33, Mississippi Code of 1972, is
1757 amended as follows:

1758 79-4-15.33. (a) If the Secretary of State denies a foreign
1759 corporation's application for reinstatement following
1760 administrative revocation, he shall serve the corporation * * *
1761 with a written communication that explains the reason or reasons
1762 for denial.

1763 (b) The corporation may appeal the denial of reinstatement
1764 to the Chancery Court of the First Judicial District of Hinds
1765 County or the chancery court of the county where the corporation
1766 is domiciled or where the corporation's principal office is
1767 located within thirty (30) days after service of the communication
1768 of denial is perfected. The corporation appeals by petitioning
1769 the court to set aside the revocation and attaching to the
1770 petition copies of the Secretary of State's communication of
1771 denial.

1772 (c) The court may summarily order the Secretary of State to
1773 reinstate the revoked corporation or may take other action the
1774 court considers appropriate.

1775 (d) The court's final decision may be appealed as in other
1776 civil proceedings.

1777 **SECTION 49.** Section 79-4-16.04, Mississippi Code of 1972, is
1778 amended as follows:

1779 79-4-16.04. (a) If a corporation does not allow a
1780 shareholder who complies with Section 79-4-16.02(a) to inspect and
1781 copy any records required by that subsection to be available for
1782 inspection, the chancery court of the county where the
1783 corporation's principal office * * * is located or the Hinds
1784 County Chancery Court, if the corporation does not have a



1785 principal office in this state, may summarily order inspection and
1786 copying of the records demanded at the corporation's expense upon
1787 application of the shareholder.

1788 (b) If a corporation does not within a reasonable time allow
1789 a shareholder to inspect and copy any other record, the
1790 shareholder who complies with Section 79-4-16.02(b) and (c) may
1791 apply to the chancery court in the county where the corporation's
1792 principal office * * * is located or the Hinds County Chancery
1793 Court, if the corporation does not have a principal office in this
1794 state, for an order to permit inspection and copying of the
1795 records demanded. The court shall dispose of an application under
1796 this subsection on an expedited basis.

1797 (c) If the court orders inspection and copying of the
1798 records demanded, it shall also order the corporation to pay the
1799 shareholder's costs (including reasonable counsel fees) incurred
1800 to obtain the order unless the corporation proves that it refused
1801 inspection in good faith because it had a reasonable basis for
1802 doubt about the right of the shareholder to inspect the records
1803 demanded.

1804 (d) If the court orders inspection and copying of the
1805 records demanded, it may impose reasonable restrictions on the use
1806 or distribution of the records by the demanding shareholder.

1807 **SECTION 50.** Section 79-4-16.05, Mississippi Code of 1972, is
1808 amended as follows:

1809 79-4-16.05. (a) A director of a corporation is entitled to
1810 inspect and copy the books, records and documents of the
1811 corporation at any reasonable time to the extent reasonably
1812 related to the performance of the director's duties as a director,
1813 including duties as a member of a committee, but not for any other
1814 purpose or in any manner that would violate any duty to the
1815 corporation.

1816 (b) The chancery court of the county where the corporation's
1817 principal office * * * is located or the Hinds County Chancery



1818 Court, if the corporation does not have a principal office in this
1819 state, may order inspection and copying of the books, records and
1820 documents at the corporation's expense, upon application of a
1821 director who has been refused such inspection rights, unless the
1822 corporation establishes that the director is not entitled to such
1823 inspection rights. The court shall dispose of an application
1824 under this subsection on an expedited basis.

1825 (c) If an order is issued, the court may include provisions
1826 protecting the corporation from undue burden or expense, and
1827 prohibiting the director from using information obtained upon
1828 exercise of the inspection rights in a manner that would violate a
1829 duty to the corporation, and may also order the corporation to
1830 reimburse the director for the director's costs (including
1831 reasonable counsel fees) incurred in connection with the
1832 application.

1833 **SECTION 51.** Section 79-4-16.22, Mississippi Code of 1972, is
1834 amended as follows:

1835 79-4-16.22. (a) Each domestic corporation, and each foreign
1836 corporation authorized to transact business in this state, shall
1837 deliver within sixty (60) days of each anniversary date of its
1838 incorporation with respect to a domestic corporation or its
1839 authorization to transact business in this state with respect to a
1840 foreign corporation, or such other date as may be established by
1841 the Secretary of State * * *, to the Secretary of State for filing
1842 an annual report that sets forth:

1843 (1) The name of the corporation and the state or
1844 country under whose law it is incorporated;

1845 (2) The information required by Section 79-35-5(a);

1846 (3) The address of its principal office;

1847 (4) The names and business addresses of its directors
1848 and principal officers;

1849 (5) A brief description of the nature of its business;



1850 (6) The total number of authorized shares, itemized by
1851 class and series, if any, within each class; and

1852 (7) The total number of issued and outstanding shares,
1853 itemized by class and series, if any, within each class.

1854 (b) Information in the annual report must be current as of
1855 the date the annual report is executed on behalf of the
1856 corporation.

1857 (c) If an annual report does not contain the information
1858 required by this section, the Secretary of State shall notify
1859 promptly the reporting domestic or foreign corporation in writing
1860 and return the report to it for correction. If the report is
1861 corrected to contain the information required by this section and
1862 delivered to the Secretary of State within thirty (30) days after
1863 the effective date of notice, it is deemed to be timely filed.

1864 **SECTION 52.** Section 79-11-109, Mississippi Code of 1972, is
1865 amended as follows:

1866 79-11-109. (1) Except as otherwise provided in subsection
1867 (4) of this section, the Secretary of State shall collect the
1868 following fees when the documents described in this subsection are
1869 delivered for filing:

1870	Document	Fee
1871	(a) Articles of incorporation.....	\$50.00
1872	(b) Application for use of indistinguishable	
1873	name.....	25.00
1874	(c) Application for reserved name.....	25.00
1875	(d) Notice of transfer of reserved name.....	25.00
1876	(e) Application for registered name.....	50.00
1877	(f) Application for renewal of registered name...	50.00
1878	(g) <u>[Reserved]</u>	
1879	(h) <u>[Reserved]</u>	
1880	(i) <u>[Reserved]</u>	
1881	(j) Amendment of articles of incorporation.....	50.00
1882	(k) Restatement of articles of incorporation	



1883	with amendments.....	50.00
1884	(l) Articles of merger.....	50.00
1885	(m) Articles of dissolution.....	25.00
1886	(n) Articles of revocation of dissolution.....	25.00
1887	(o) Certificate of administrative	
1888	dissolution.....	No Fee
1889	(p) Application for reinstatement following	
1890	administrative dissolution.....	50.00
1891	(q) Certificate of reinstatement.....	No Fee
1892	(r) Certificate of judicial dissolution.....	No Fee
1893	(s) Application for certificate of authority.....	100.00
1894	(t) Application for amended certificate of	
1895	authority.....	50.00
1896	(u) Application for certificate of withdrawal....	25.00
1897	(v) Certificate of revocation of authority	
1898	to transact business.....	No Fee
1899	(w) Status report.....	25.00
1900	(x) Articles of correction.....	50.00
1901	(y) Application for certificate of existence	
1902	or authorization.....	25.00
1903	(z) Any other document required or permitted	
1904	to be filed by Section 79-11-101 et seq.....	25.00
1905	(2) Except as otherwise provided in subsection (4) of this	
1906	section, the Secretary of State shall collect a fee of Twenty-five	
1907	Dollars (\$25.00) upon being served with process under Section	
1908	79-11-101 et seq. The party to a proceeding causing service of	
1909	process is entitled to recover the fee paid the Secretary of State	
1910	as costs if the party prevails in the proceeding.	
1911	(3) Except as otherwise provided in subsection (4) of this	
1912	section, the Secretary of State shall collect the following fees	
1913	for copying and certifying the copy of any filed document relating	
1914	to a domestic or foreign corporation:	
1915	(a) One Dollar (\$1.00) a page for copying; and	



1916 (b) Ten Dollars (\$10.00) for the certificate.

1917 (4) The Secretary of State may collect a filing fee greater
1918 than the fee set forth in subsections (1), (2) and (3) in an
1919 amount not to exceed twice the fee set forth in subsections (1),
1920 (2) and (3) of processing the filing, if the form prescribed by
1921 the Secretary of State for such filing has not been used.

1922 **SECTION 53.** Section 79-11-115, Mississippi Code of 1972, is
1923 amended as follows:

1924 79-11-115. (1) If a document delivered to the Office of the
1925 Secretary of State for filing satisfies the requirements of
1926 Section 79-11-105, the Secretary of State shall file it.

1927 (2) The Secretary of State files a document by recording it
1928 as filed on the date and time of receipt. After filing a
1929 document, except as provided in Section 79-35-11, the Secretary of
1930 State shall deliver to the domestic or foreign corporation or its
1931 representative a copy of the document with an acknowledgement of
1932 the date and time of filing.

1933 (3) Upon refusing to file a document, the Secretary of State
1934 shall return it to the domestic or foreign corporation or its
1935 representative within five (5) days after the document was
1936 delivered, together with a brief, written explanation of the
1937 reason or reasons for the refusal.

1938 (4) The Secretary of State's duty to file documents under
1939 this section is ministerial. Filing or refusal to file a document
1940 does not:

1941 (a) Affect the validity or invalidity of the document
1942 in whole or in part;

1943 (b) Relate to the correctness or incorrectness of
1944 information contained in the document; or

1945 (c) Create a presumption that the document is valid or
1946 invalid or that information contained in the document is correct
1947 or incorrect.



1948 **SECTION 54.** Section 79-11-117, Mississippi Code of 1972, is
1949 amended as follows:

1950 79-11-117. (1) If the Secretary of State refuses to file a
1951 document delivered for filing to the Secretary of State's office,
1952 the domestic or foreign corporation may appeal the refusal to the
1953 chancery court in the county where the corporation's principal
1954 office * * * is or will be located, or the Hinds County Chancery
1955 Court if the corporation does not have a principal office in this
1956 state. The appeal is commenced by petitioning the court to compel
1957 filing the document and by attaching to the petition the document
1958 and the Secretary of State's explanation of the refusal to file.

1959 (2) The court may summarily order the Secretary of State to
1960 file the document or take other action the court considered
1961 appropriate.

1962 (3) The court's final decision may be appealed as in other
1963 civil proceedings.

1964 **SECTION 55.** Section 79-11-131, Mississippi Code of 1972, is
1965 amended as follows:

1966 79-11-131. (1) If for any reason it is impractical or
1967 impossible for any corporation to call or conduct a meeting of its
1968 members, delegates or directors, or otherwise obtain their
1969 consent, in the manner prescribed by its articles, bylaws or
1970 Section 79-11-101 et seq., then upon petition of a director,
1971 officer, delegate, member or the Attorney General, the chancery
1972 court of the county where the corporation's principal office * * *
1973 is located or the Hinds County Chancery Court, if the corporation
1974 does not have a principal office in this state, may order that
1975 such a meeting be called or that a written ballot or other form of
1976 obtaining the vote of members, delegates or directors be
1977 authorized in such a manner as the court finds fair and equitable
1978 under the circumstances.

1979 (2) The court shall, in an order issued pursuant to this
1980 section, provide for a method of notice reasonably designed to



1981 give actual notice to all persons who would be entitled to notice
1982 of a meeting held pursuant to the articles, bylaws and Section
1983 79-11-101 et seq., whether or not the method results in actual
1984 notice to all such persons or conforms to the notice requirements
1985 that would otherwise apply. In a proceeding under this section
1986 the court may determine who the members or directors are.

1987 (3) The order issued pursuant to this section may dispense
1988 with any requirement relating to the holding of or voting at
1989 meetings or obtaining votes, including any requirement as to
1990 quorums or as to the number or percentage of votes needed for
1991 approval, that would otherwise be imposed by the articles, bylaws
1992 or Section 79-11-101 et seq.

1993 (4) Whenever practical any order issued pursuant to this
1994 section shall limit the subject matter of meetings or other forms
1995 of consent authorized to items, including amendments to the
1996 articles or bylaws, the resolution of which will or may enable the
1997 corporation to continue managing its affairs without further
1998 resort to this section; provided, however, that an order under
1999 this section may also authorize the obtaining of whatever votes
2000 and approvals are necessary for the dissolution, merger or sale of
2001 assets.

2002 (5) Any meeting or other method of obtaining the vote of
2003 members, delegates or directors conducted pursuant to an order
2004 issued under this section, and which complies with all the
2005 provisions of such order, is for all purposes a valid meeting or
2006 vote, as the case may be, and shall have the force and effect as
2007 if it complied with every requirement imposed by the articles,
2008 bylaws and Section 79-11-101 et seq.

2009 **SECTION 56.** Section 79-11-137, Mississippi Code of 1972, is
2010 amended as follows:

2011 79-11-137. (1) The articles of incorporation must set
2012 forth:



2013 (a) A corporate name for the corporation that satisfies
2014 the requirements of Section 79-11-157;

2015 (b) The period of duration, which may be perpetual;

2016 (c) The information required by Section 79-35-5(a);

2017 (d) The name and address of each incorporator;

2018 (e) If the corporation is incorporated on or after
2019 January 1, 2012, the corporation's initial planned, primary
2020 nonprofit activity; and

2021 (f) Any other information the Secretary of State may
2022 reasonably require by rule, including, without limitation, the
2023 contact name, electronic mail address, telephone number or
2024 business or mailing address of the corporation or that can be used
2025 to contact the corporation.

2026 (2) The articles of incorporation may set forth:

2027 (a) The names and addresses of the individuals who are
2028 to serve as the initial directors;

2029 (b) Provisions not inconsistent with law regarding:

2030 (i) The purpose or purposes for which the
2031 corporation is organized;

2032 (ii) Managing the business and regulating the
2033 affairs of the corporation;

2034 (iii) Defining, limiting and regulating the powers
2035 of the corporation, its board of directors and members;

2036 (c) Any provision that under Section 79-11-101 et seq.
2037 is required or permitted to be set forth in the bylaws; and

2038 (d) A provision permitting or making obligatory
2039 indemnification of a director for liability (as defined in Section
2040 79-11-281(1)(c)) to any person for any action taken, or any
2041 failure to take any action as a director, except liability for:

2042 (i) Receipt of a financial benefit to which the
2043 director is not entitled;

2044 (ii) An intentional infliction of harm;

2045 (iii) A violation of Section 79-11-270; or



2046 (iv) An intentional violation of criminal law.

2047 (3) The articles of incorporation need not set forth any of
2048 the corporate powers enumerated in Section 79-11-101 et seq.

2049 (4) The liability of a director of a corporation that is not
2050 a charitable organization as defined in Section 79-11-501 may be
2051 eliminated or limited by a provision of the articles of
2052 incorporation that a director shall not be liable to the
2053 corporation or its members for money damages for any action taken
2054 or any failure to take any action as a director, except liability
2055 for:

2056 (a) The amount of a financial benefit received by the
2057 director to which the director is not entitled;

2058 (b) An intentional infliction of harm;

2059 (c) A violation of Section 79-11-270; or

2060 (d) An intentional violation of criminal law.

2061 **SECTION 57.** Section 79-11-201, Mississippi Code of 1972, is
2062 amended as follows:

2063 79-11-201. (1) The chancery court of the county where a
2064 corporation's principal office * * * is or will be located or the
2065 Hinds County Chancery Court, if the corporation does not have a
2066 principal office in this state, may summarily order a meeting to
2067 be held:

2068 (a) On application of any member or other person
2069 entitled to participate in the annual meeting, if an annual
2070 meeting was not held within the earlier of six (6) months after
2071 the end of the corporation's fiscal year or fifteen (15) months
2072 after its last annual meeting; or

2073 (b) On application of a member who signed a demand for
2074 a special meeting valid under Section 79-11-199, or a person or
2075 persons entitled to call a special meeting, if:

2076 (i) Notice of the special meeting was not given
2077 within thirty (30) days after the date the demand was delivered to
2078 a corporate officer; or



2079 (ii) The special meeting was not held in
2080 accordance with the notice.

2081 (2) The court may fix the time and place of the meeting,
2082 specify a record date for determining members entitled to notice
2083 of and to vote at the meeting, prescribe the form and content of
2084 the meeting notice, fix the quorum required for specific matters
2085 to be considered at the meeting (or direct that the votes
2086 represented at the meeting constitute a quorum for action on those
2087 matters), and enter other orders necessary to accomplish the
2088 purpose or purposes of the meeting.

2089 (3) If the court orders a meeting, it may also order the
2090 corporation to pay the member's cost (including reasonable counsel
2091 fees) incurred to obtain the order.

2092 **SECTION 58.** Section 79-11-213, Mississippi Code of 1972, is
2093 amended as follows:

2094 79-11-213. (1) After fixing a record date for a notice of a
2095 meeting, a corporation shall prepare an alphabetical list of the
2096 names of all its members who are entitled to notice of the
2097 meeting. The list must show the address and number of votes each
2098 member is entitled to vote at the meeting. The corporation shall
2099 prepare on a current basis through the time of the membership
2100 meeting a list of members, if any, who are entitled to vote at the
2101 meeting, but not entitled to notice of the meeting. This list
2102 shall be prepared on the same basis and be part of the list of
2103 members.

2104 (2) The list of members must be available for inspection by
2105 any member for the purpose of communication with other members
2106 concerning the meeting, beginning two (2) business days after
2107 notice is given of the meeting for which the list was prepared and
2108 continuing through the meeting, at the corporation's principal
2109 office or at a reasonable place identified in the meeting notice
2110 in the city where the meeting will be held. A member, a member's
2111 agent, or attorney is entitled on written demand to inspect and,



2112 subject to the limitations of Sections 79-11-285(c) and 79-11-291,
2113 to copy the list, at a reasonable time and at the member's
2114 expense, during the period it is available for inspection.

2115 (3) The corporation shall make the list of members available
2116 at the meeting, and any member, a member's agent, or attorney is
2117 entitled to inspect the list at any time during the meeting or any
2118 adjournment.

2119 (4) If the corporation refuses to allow a member, a member's
2120 agent, or attorney to inspect the list of members before or at the
2121 meeting (or copy the list as permitted by subsection (2) of this
2122 section); the chancery court of the county where a corporation's
2123 principal office * * * is located, or the Hinds County Chancery
2124 Court if the corporation does not have a principal office in this
2125 state, on application of the member, may summarily order the
2126 inspection or copying at the corporation's expense and may
2127 postpone the meeting for which the list was prepared until the
2128 inspection or copying is complete and may order the corporation to
2129 pay the member's costs (including reasonable counsel fees)
2130 incurred to obtain the order.

2131 (5) Unless a written demand to inspect and copy a membership
2132 list has been made under subsection (2) of this section prior to
2133 the membership meeting and a corporation improperly refuses to
2134 comply with the demand, refusal or failure to comply with this
2135 section does not affect the validity of action taken at the
2136 meeting.

2137 **SECTION 59.** Section 79-11-289, Mississippi Code of 1972, is
2138 amended as follows:

2139 79-11-289. (1) If a corporation does not allow a member who
2140 complies with Section 79-11-285(1) to inspect and copy any records
2141 required by that subsection to be available for inspection, the
2142 chancery court in the county where the corporation's principal
2143 office * * * is located or the Hinds County Chancery Court, if the
2144 corporation does not have a principal office in this state, may



2145 summarily order inspection and copying of the records demanded at
2146 the corporation's expense upon application of the member.

2147 (2) If a corporation does not within a reasonable time allow
2148 a member to inspect and copy any other record, the member who
2149 complies with Section 79-11-285(2) and (3) may apply to the
2150 chancery court in the county where the corporation's principal
2151 office * * * is located or the Hinds County Chancery Court, if the
2152 corporation does not have a principal office in this state, for an
2153 order to permit inspection and copying of the records demanded.
2154 The court shall dispose of an application under this subsection on
2155 an expedited basis.

2156 (3) If the court orders inspection and copying of the
2157 records demanded, it shall also order the corporation to pay the
2158 member's costs (including reasonable attorney's fees) incurred to
2159 obtain the order unless the corporation proves that it refused
2160 inspection in good faith because it had a reasonable basis for
2161 doubt about the right of the member to inspect the records
2162 demanded.

2163 (4) If the court orders inspection and copying of the
2164 records demanded, it may impose reasonable restrictions on the use
2165 or distribution of the records by the demanding member.

2166 **SECTION 60.** Section 79-11-299, Mississippi Code of 1972, is
2167 amended as follows:

2168 79-11-299. Unless the articles of incorporation provide
2169 otherwise, a corporation's board of directors may adopt one or
2170 more amendments to the corporation's articles of incorporation
2171 without action by members:

2172 (a) To extend the duration of the corporation if it was
2173 incorporated at a time when limited duration was required by law;

2174 (b) To delete the names and addresses of the initial
2175 directors;

2176 (c) To change the information required by Section
2177 79-35-5(a);



2178 (d) To make any other change expressly permitted by
2179 Section 79-11-101 et seq. to be made without member action.

2180 **SECTION 61.** Section 79-11-327, Mississippi Code of 1972, is
2181 amended as follows:

2182 79-11-327. (1) One or more foreign business or nonprofit
2183 corporations may merge with one or more domestic nonprofit
2184 corporations if:

2185 (a) The merger is permitted by the law of the state or
2186 country under whose law each foreign corporation is incorporated
2187 and each foreign corporation complies with that law in effecting
2188 the merger;

2189 (b) The foreign corporation complies with Section
2190 79-11-323 if it is the surviving corporation of the merger; and

2191 (c) Each domestic nonprofit corporation complies with
2192 the applicable provisions of Sections 79-11-319 and 79-11-321 and,
2193 if it is the surviving corporation of the merger, with Section
2194 79-11-323.

2195 (2) Upon the merger taking effect, the surviving foreign
2196 business or nonprofit corporation may be served with process in
2197 any proceeding brought against it as provided in the Mississippi
2198 Rules of Civil Procedure.

2199 **SECTION 62.** Section 79-11-345, Mississippi Code of 1972, is
2200 amended as follows:

2201 79-11-345. (1) A dissolved corporation may also publish
2202 notice of its dissolution and request that persons with claims
2203 against the corporation present them in accordance with the
2204 notice.

2205 (2) The notice must:

2206 (a) Be published one time in a newspaper of general
2207 circulation in the county where the dissolved corporation's
2208 principal office * * * is or was * * * located, or in Hinds County
2209 if the corporation does not have a principal office in this state;



2210 (b) Describe the information that must be included in a
2211 claim and provide a mailing address where the claim may be sent;
2212 and

2213 (c) State that a claim against the corporation will be
2214 barred unless a proceeding to enforce the claim is commenced
2215 within two (2) years after publication of this notice.

2216 (3) If the dissolved corporation publishes a newspaper
2217 notice in accordance with subsection (2) of this section, the
2218 claim of each of the following claimants is barred unless the
2219 claimant commences a proceeding to enforce the claim against the
2220 dissolved corporation within two (2) years after the publication
2221 date of the newspaper notice:

2222 (a) A claimant who did not receive written notice under
2223 Section 79-11-343;

2224 (b) A claimant whose claim was timely sent to the
2225 dissolved corporation but not acted on; and

2226 (c) A claimant whose claim is contingent or based on an
2227 event occurring after the effective date of dissolution.

2228 (4) A claim may be enforced under this section:

2229 (a) Against the dissolved corporation, to the extent of
2230 its undistributed assets; or

2231 (b) If the assets have been distributed in liquidation,
2232 against any person, other than a creditor of the corporation, to
2233 whom the corporation distributed its property to the extent of the
2234 distributee's pro rata share of the claim or the corporate assets
2235 distributed to such person in liquidation, whichever is less, but
2236 the distributee's total liability for all claims under this
2237 section may not exceed the total amount of assets distributed to
2238 the distributee.

2239 **SECTION 63.** Section 79-11-347, Mississippi Code of 1972, is
2240 amended as follows:



2241 79-11-347. The Secretary of State may commence a proceeding
2242 under Section 79-11-349 to administratively dissolve a corporation
2243 if:

2244 (a) The corporation does not pay within sixty (60) days
2245 after they are due any taxes or penalties imposed by Section
2246 79-11-101 et seq. or other law;

2247 (b) The corporation does not deliver a requested status
2248 report to the Secretary of State within sixty (60) days after it
2249 is due;

2250 (c) The corporation is without a registered agent or
2251 registered office in this state for sixty (60) days or more;

2252 (d) The corporation does not notify the Secretary of
2253 State within one hundred twenty (120) days that its registered
2254 agent * * * has been changed or that its registered agent has
2255 resigned * * *;

2256 (e) The corporation's period of duration, if any,
2257 stated in its articles of incorporation expires; * * *

2258 (f) The corporation fails to report within the time
2259 period specified in Section 79-11-405 the suspension or revocation
2260 of its tax-exempt status under Section 501(c)(3) of the Internal
2261 Revenue Code; or

2262 (g) An incorporator, director, officer or agent of the
2263 corporation signed a document he knew was false in any material
2264 respect with intent that the document be delivered to the
2265 Secretary of State for filing.

2266 **SECTION 64.** Section 79-11-349, Mississippi Code of 1972, is
2267 amended as follows:

2268 79-11-349. (1) Upon determining that one or more grounds
2269 exist under Section 79-11-347 for dissolving a corporation, the
2270 Secretary of State shall notify the corporation in the form of a
2271 record of that determination. For purposes of this section,
2272 notice may be made by publication by newspaper of general
2273 circulation in the area of the corporation's last-known location.



2274 (2) If the corporation does not correct each ground for
2275 dissolution or demonstrate to the reasonable satisfaction of the
2276 Secretary of State that each ground determined by the Secretary of
2277 State does not exist within at least sixty (60) days after service
2278 of the notice is perfected, the Secretary of State may
2279 administratively dissolve the corporation by signing a certificate
2280 of dissolution that recites the ground or grounds for dissolution
2281 and its effective date. The Secretary of State shall file the
2282 original of the certificate and serve a copy on the
2283 corporation * * *.

2284 (3) A corporation administratively dissolved continues its
2285 corporate existence but may not carry on any activities except
2286 those necessary to wind up and liquidate its affairs under Section
2287 79-11-341 and notify its claimants under Sections 79-11-343 and
2288 79-11-345.

2289 (4) The administrative dissolution of a corporation does not
2290 terminate the authority of its registered agent.

2291 **SECTION 65.** Section 79-11-351, Mississippi Code of 1972, is
2292 amended as follows:

2293 79-11-351. (1) A corporation administratively dissolved
2294 under Section 79-11-349 may apply to the Secretary of State for
2295 reinstatement at any time after the effective date of dissolution.
2296 The application must:

2297 (a) Recite the name of the corporation and the
2298 effective date of its administrative dissolution;

2299 (b) State that the ground or grounds for dissolution
2300 either did not exist or have been eliminated;

2301 (c) State that the corporation's name satisfies the
2302 requirements of Section 79-11-157; and

2303 (d) Contain a certificate from the Department of
2304 Revenue reciting that all taxes owed by the corporation have been
2305 paid.



2306 (2) If the Secretary of State determines that the
2307 application contains the information required by subsection (1) of
2308 this section and that the information is correct, the Secretary of
2309 State shall cancel the certificate of dissolution and prepare a
2310 certificate of reinstatement reciting that determination and the
2311 effective date of reinstatement, file the original of the
2312 certificate and serve a copy on the corporation * * *.

2313 (3) When reinstatement is effective, it relates back to and
2314 takes effect as of the effective date of the administrative
2315 dissolution and the corporation shall resume carrying on its
2316 activities as if the administrative dissolution had never
2317 occurred.

2318 **SECTION 66.** Section 79-11-353, Mississippi Code of 1972, is
2319 amended as follows:

2320 79-11-353. (1) The Secretary of State, upon denying a
2321 corporation's application for reinstatement following
2322 administrative dissolution, shall serve the corporation * * * with
2323 a written notice that explains the reason or reasons for denial.

2324 (2) The corporation may appeal the denial of reinstatement
2325 to the chancery court of the county where the corporation's
2326 principal office * * * is or was located, or in Hinds County
2327 Chancery Court if the corporation does not have a principal office
2328 in this state, within ninety (90) days after service of the notice
2329 of denial is perfected. The corporation appeals by petitioning
2330 the court to set aside the dissolution and attaching to the
2331 petition copies of the Secretary of State's certificate of
2332 dissolution, the corporation's application for reinstatement and
2333 the Secretary of State's notice of denial.

2334 (3) The court may summarily order the Secretary of State to
2335 reinstate the dissolved corporation or may take other action the
2336 court considers appropriate.

2337 (4) The court's final decision may be appealed as in other
2338 civil proceedings.



2339 **SECTION 67.** Section 79-11-355, Mississippi Code of 1972, is
2340 amended as follows:

2341 79-11-355. (1) The chancery court of the county where the
2342 corporation's principal office * * * is or was located or in Hinds
2343 County Chancery Court, if the corporation does not have a
2344 principal office in this state, may dissolve a corporation:

2345 (a) In a proceeding by the Attorney General or the
2346 Secretary of State if it is established that:

2347 (i) The corporation obtained its articles of
2348 incorporation through fraud;

2349 (ii) The corporation has continued to exceed or
2350 abuse the authority conferred upon it by law; or

2351 (iii) If the corporation is a charitable
2352 organization, as defined in Section 79-11-501, that:

2353 1. The corporate assets are being misapplied
2354 or wasted;

2355 2. The corporation is unable to carry out its
2356 purpose(s); or

2357 3. The corporation has violated the laws
2358 regulating the solicitation of charitable contributions, Section
2359 79-11-501 et seq.;

2360 (b) In a proceeding by fifty (50) members or members
2361 holding five percent (5%) of the voting power, whichever is less,
2362 or by a director if it is established that:

2363 (i) The directors are deadlocked in the management
2364 of the corporate affairs, and the members, if any, are unable to
2365 breach the deadlock;

2366 (ii) The directors or those in control of the
2367 corporation have acted, are acting or will act in a manner that is
2368 illegal, oppressive or fraudulent;

2369 (iii) The members are deadlocked in voting power
2370 and have failed, for a period that includes at least two (2)



2371 consecutive annual meeting dates, to elect successors to directors
2372 whose terms have, or would otherwise have, expired; or

2373 (iv) The corporate assets are being misapplied or
2374 wasted;

2375 (c) In a proceeding by a creditor if it is established
2376 that:

2377 (i) The creditor's claim has been reduced to
2378 judgment, the execution on the judgment returned unsatisfied and
2379 the corporation is insolvent; or

2380 (ii) The corporation has admitted in writing that
2381 the creditor's claim is due and owing and the corporation is
2382 insolvent; or

2383 (d) In a proceeding by the corporation to have its
2384 voluntary dissolution continued under court supervision.

2385 (2) Prior to dissolving a corporation, the court shall
2386 consider whether there are reasonable alternatives to dissolution.

2387 **SECTION 68.** Section 79-11-357, Mississippi Code of 1972, is
2388 amended as follows:

2389 79-11-357. (1) Venue for a proceeding to dissolve a
2390 corporation lies in the county where a corporation's principal
2391 office * * * is or was * * * located, or in Hinds County Chancery
2392 Court if the corporation does not have a principal office in this
2393 state.

2394 (2) It is not necessary to make directors or members parties
2395 to a proceeding to dissolve a corporation unless relief is sought
2396 against them individually.

2397 (3) A court in a proceeding brought to dissolve a
2398 corporation may issue injunctions, appoint a receiver or custodian
2399 pendente lite with all powers and duties the court directs, take
2400 other action required to preserve the corporate assets wherever
2401 located and carry on the activities of the corporation until a
2402 full hearing can be held.



2403 **SECTION 69.** Section 79-11-367, Mississippi Code of 1972, is
2404 amended as follows:

2405 79-11-367. (1) A foreign corporation may apply for a
2406 certificate of authority to transact business in this state by
2407 delivering an application to the Secretary of State. The
2408 application must set forth:

2409 (a) The name of the foreign corporation or, if its name
2410 is unavailable for use in this state, a corporate name that
2411 satisfies the requirements of Section 79-11-373;

2412 (b) The name of the state or country under whose law it
2413 is incorporated;

2414 (c) The date of incorporation and period of duration;

2415 (d) The street address of its principal office;

2416 (e) The information required under Section 79-35-5(a);

2417 (f) The names and usual business or home addresses of
2418 its current directors and officers; and

2419 (g) Whether the foreign corporation has members.

2420 (2) The foreign corporation shall deliver with the completed
2421 application a certificate of existence (or a document of similar
2422 import), dated not more than sixty (60) days prior to the date the
2423 application is filed in this state, duly authenticated by the
2424 Secretary of State or other official having custody of corporate
2425 records in the state or country under whose law it is
2426 incorporated.

2427 **SECTION 70.** Section 79-11-369, Mississippi Code of 1972, is
2428 amended as follows:

2429 79-11-369. (1) A foreign corporation authorized to transact
2430 business in this state must obtain an amended certificate of
2431 authority from the Secretary of State if it changes:

2432 (a) Its corporate name;

2433 (b) The period of its duration; * * *

2434 (c) Any information required by Section 79-35-5(a); or

2435 (d) The state or country or its incorporation.



2436 (2) The requirements of Section 79-11-367 for obtaining an
2437 original certificate of authority apply to obtaining an amended
2438 certificate under this section.

2439 **SECTION 71.** Section 79-11-381, Mississippi Code of 1972, is
2440 amended as follows:

2441 79-11-381. * * * Notice or demand required or permitted by
2442 law on a foreign corporation authorized to transact business in
2443 this state is governed by Section 13 of the Mississippi Registered
2444 Agents Act. Service of process is governed by the Mississippi
2445 Rules of Civil Procedure.

2446 **SECTION 72.** Section 79-11-383, Mississippi Code of 1972, is
2447 amended as follows:

2448 79-11-383. (1) A foreign corporation authorized to transact
2449 business in this state may not withdraw from this state until it
2450 obtains a certificate of withdrawal from the Secretary of State.

2451 (2) A foreign corporation authorized to transact business in
2452 this state may apply for a certificate of withdrawal by delivering
2453 an application to the Secretary of State for filing. The
2454 application must set forth:

2455 (a) The name of the foreign corporation and the name of
2456 the state or country under whose law it is incorporated;

2457 (b) A representation that it is not transacting
2458 business in this state and that it surrenders its authority to
2459 transact business in this state;

2460 (c) A representation that it revokes the authority of
2461 its registered agent to accept service on its behalf and appoints
2462 the Secretary of State as its agent for service of process in any
2463 proceeding based on a cause of action arising during the time it
2464 was authorized to do business in this state;

2465 (d) A mailing address to which the Secretary of State
2466 may mail a copy of any process served on him or her under
2467 paragraph (c) of this subsection; and



2468 (e) A commitment to notify the Secretary of State in
2469 the future of any change in the mailing address.

2470 (3) After the withdrawal of the corporation is effective,
2471 service of process on the Secretary of State under the Mississippi
2472 Rules of Civil Procedure is service on the foreign corporation.
2473 Upon receipt of process, the Secretary of State shall mail a copy
2474 of the process to the foreign corporation at the * * * address set
2475 forth in its application for withdrawal.

2476 **SECTION 73.** Section 79-11-385, Mississippi Code of 1972, is
2477 amended as follows:

2478 79-11-385. (1) The Secretary of State may commence a
2479 proceeding under Section 79-11-387 to revoke the certificate of
2480 authority of a foreign corporation authorized to transact business
2481 in this state if:

2482 (a) The foreign corporation does not deliver the status
2483 report to the Secretary of State within sixty (60) days after it
2484 is due;

2485 (b) The foreign corporation does not pay within sixty
2486 (60) days after they are due any franchise taxes or penalties
2487 imposed by Section 79-11-101 et seq. or other law;

2488 (c) The foreign corporation is without a registered
2489 agent * * * in this state for sixty (60) days or more;

2490 (d) The foreign corporation does not inform the
2491 Secretary of State by an appropriate filing that its registered
2492 agent * * * has changed or that its registered agent has
2493 resigned * * * within ninety (90) days of the change or
2494 resignation * * *;

2495 (e) An incorporator, director, officer or agent of the
2496 foreign corporation signed a document such person knew was false
2497 in any material respect with intent that the document be delivered
2498 to the Secretary of State for filing; or

2499 (f) The Secretary of State receives a duly
2500 authenticated certificate from the Secretary of State or other



2501 official having custody of corporate records in the state or
2502 country under whose law the foreign corporation is incorporated
2503 stating that it has been dissolved or has disappeared as the
2504 result of a merger.

2505 (2) The Attorney General may commence a proceeding under
2506 Section 79-11-387 to revoke the certificate of authority of a
2507 foreign corporation authorized to transact business in this state
2508 if the corporation has continued to exceed or abuse the authority
2509 conferred upon it by law.

2510 **SECTION 74.** Section 79-11-389, Mississippi Code of 1972, is
2511 amended as follows:

2512 79-11-389. (1) A foreign corporation may appeal the
2513 Secretary of State's revocation of its certificate of authority to
2514 the Hinds County Chancery Court or the chancery court of the
2515 county where the corporation's principal * * * office * * * is
2516 located within thirty (30) days after the service of the
2517 certificate of revocation is perfected under Section 79-11-381.
2518 The foreign corporation applies by petitioning the court to set
2519 aside the revocation and attaching to the petition copies of its
2520 certificate of authority and the Secretary of State's certificate
2521 of revocation.

2522 (2) The court may summarily order the Secretary of State to
2523 reinstate the certificate of authority or may take any other
2524 action the court considers appropriate.

2525 (3) The court's final decision may be appealed as in other
2526 civil proceedings.

2527 **SECTION 75.** Section 79-11-391, Mississippi Code of 1972, is
2528 amended as follows:

2529 79-11-391. (1) Each domestic corporation, and each foreign
2530 corporation authorized to transact business in this state, shall
2531 upon request deliver to the Secretary of State a status report on
2532 a form prescribed and furnished by the Secretary of State that
2533 sets forth:



2534 (a) The name of the corporation and the jurisdiction
2535 under whose law it is incorporated;

2536 (b) The information required by Section 79-35-5(a);

2537 (c) The address of its principal office;

2538 (d) The names and business or residence addresses of
2539 its directors and principal officers;

2540 (e) A brief description of the nature of its
2541 activities; and

2542 (f) Whether or not it has members.

2543 (2) Upon receiving the request for a status report, a
2544 domestic or foreign corporation shall have ninety (90) days to
2545 deliver the report to the Secretary of State.

2546 (3) The information in the status report must be current on
2547 the date the status report is executed on behalf of the
2548 corporation.

2549 (4) The Secretary of State may request a status report from
2550 time to time, but not more frequently than once every five (5)
2551 years, beginning five (5) years from the date upon which a
2552 domestic corporation was incorporated or a foreign corporation was
2553 authorized to transact business.

2554 (5) If a status report does not contain the information
2555 required by this section, the Secretary of State shall promptly
2556 notify the reporting domestic or foreign corporation in writing
2557 and return the report to it for correction. If the report is
2558 corrected to contain the information required by this section and
2559 delivered to the Secretary of State within thirty (30) days after
2560 the effective date of notice, it is deemed to be timely filed.

2561 **SECTION 76.** Section 79-13-1001, Mississippi Code of 1972, is
2562 amended as follows:

2563 79-13-1001. (a) A partnership may become a limited
2564 liability partnership pursuant to this section.

2565 (b) The terms and conditions on which a partnership becomes
2566 a limited liability partnership must be approved by the vote



2567 necessary to amend the partnership agreement except, in the case
2568 of a partnership agreement that expressly considers obligations to
2569 contribute to the partnership, the vote necessary to amend those
2570 provisions.

2571 (c) After the approval required by subsection (b), a
2572 partnership may become a limited liability partnership by filing a
2573 statement of qualification. The statement must contain:

2574 (1) The name of the partnership;

2575 (2) The street address of the partnership's chief
2576 executive office and, if different, the street address of an
2577 office in this state, if any;

2578 (3) If the partnership does not have an office in this
2579 state, the information required by Section 79-35-5(a);

2580 (4) A statement that the partnership elects to be a
2581 limited liability partnership; and

2582 (5) A deferred effective date, if any.

2583 (d) [Reserved]

2584 (e) The status of a partnership as a limited liability
2585 partnership is effective on the later of the filing of the
2586 statement or a date specified in the statement. The status
2587 remains effective, regardless of changes in the partnership, until
2588 it is canceled pursuant to Section 79-13-105(d).

2589 (f) The status of a partnership as a limited liability
2590 partnership and the liability of its partners is not affected by
2591 errors or later changes in the information required to be
2592 contained in the statement of qualification under subsection (c).

2593 (g) The filing of a statement of qualification establishes
2594 that a partnership has satisfied all conditions precedent to the
2595 qualification of the partnership as a limited liability
2596 partnership.

2597 (h) An amendment or cancellation of a statement of
2598 qualification is effective when it is filed or on a deferred
2599 effective date specified in the amendment or cancellation.



2600 **SECTION 77.** The following shall be codified as Section
2601 79-13-1003, Mississippi Code of 1972:

2602 79-13-1003. The Secretary of State may commence a proceeding
2603 under Section 79-13-1004 to administratively dissolve a statement
2604 of qualification if:

2605 (a) The limited liability partnership does not pay
2606 within sixty (60) days after they are due any fees, taxes, or
2607 penalties imposed by this chapter or other law;

2608 (b) Reserved;

2609 (c) The limited liability partnership is without a
2610 registered agent in this state for sixty (60) days or more;

2611 (d) The limited liability partnership does not notify
2612 the Secretary of State within sixty (60) days that its registered
2613 agent has been changed or that its registered agent has resigned;
2614 or

2615 (e) A misrepresentation has been made of any material
2616 matter in any application, report, affidavit, or other record
2617 submitted by the limited liability partnership pursuant to this
2618 chapter.

2619 **SECTION 78.** The following shall be codified as Section
2620 79-13-1004, Mississippi Code of 1972:

2621 79-13-1004. (a) If the Secretary of State determines that
2622 one (1) or more grounds exist under Section 79-13-1003 for the
2623 administrative dissolution of a statement of qualification, the
2624 Secretary of State shall serve the limited liability partnership
2625 with written notice of his determination except that such
2626 determination may be served by first class mail.

2627 (b) If the limited liability partnership does not correct
2628 each ground for dissolution or demonstrate to the reasonable
2629 satisfaction of the Secretary of State that each ground determined
2630 by the Secretary of State does not exist within sixty (60) days
2631 after service of the notice, the Secretary of State shall
2632 administratively dissolve the statement of qualification by



2633 signing a certification of the dissolution that recites the ground
2634 for dissolution and its effective date. The Secretary of State
2635 shall file the original of the certificate and serve the limited
2636 liability partnership with a copy of the certificate, except that
2637 such certificate may be served by first class mail.

2638 (c) The administrative dissolution of a statement of
2639 qualification affects only the partnership's status as a limited
2640 liability partnership and is not an event of dissolution of the
2641 partnership.

2642 (d) A limited liability partnership administratively
2643 dissolved continues its existence but may carry on only business
2644 necessary to wind up and liquidate its business and affairs under
2645 Section 79-13-803.

2646 (e) The administrative dissolution of the statement of
2647 qualification of a limited partnership does not terminate the
2648 authority of its agent for service of process.

2649 **SECTION 79.** The following shall be codified as Section
2650 79-13-1005, Mississippi Code of 1972:

2651 79-13-1005. (a) A limited liability partnership whose
2652 statement of qualification has been administratively dissolved
2653 under Section 79-14-1004 may apply to the Secretary of State for
2654 reinstatement at any time after the effective date of dissolution.
2655 The application must:

2656 (1) Recite the name of the limited liability
2657 partnership and the effective date of its administrative
2658 dissolution;

2659 (2) State that the ground or grounds for dissolution
2660 either did not exist or have been eliminated;

2661 (3) State that the limited liability partnership's name
2662 satisfies the requirements of Section 79-13-1002; and

2663 (4) Contain a certificate from the Mississippi State
2664 Tax Commission reciting that all taxes owed by the limited
2665 liability partnership have been paid.



2666 (b) If the Secretary of State determines that the
2667 application contains the information required by subsection (a)
2668 and that the information is correct, the Secretary of State shall
2669 cancel the certificate of dissolution and prepare a certificate of
2670 reinstatement that recites this determination and the effective
2671 date of reinstatement, file the original of the certificate, and
2672 serve the limited liability partnership with a copy of the
2673 certificate.

2674 (c) When the reinstatement is effective:

2675 (1) The reinstatement relates back to and takes effect
2676 as of the effective date of the administrative dissolution;

2677 (2) Any liability incurred by a member after the
2678 administrative dissolution and before the reinstatement shall be
2679 determined as if the administrative dissolution had never
2680 occurred; and

2681 (3) The limited liability partnership may resume its
2682 business as if the administrative dissolution had never occurred.

2683 **SECTION 80.** The following shall be codified as Section
2684 79-13-1006, Mississippi Code of 1972:

2685 79-13-1006. (a) If the Secretary of State denies a limited
2686 liability partnership's application for reinstatement following
2687 administrative dissolution, the Secretary of State shall serve
2688 the limited liability partnership with a record that explains the
2689 reason or reasons for denial.

2690 (b) The limited liability partnership may appeal the denial
2691 of reinstatement to the Chancery Court of the First Judicial
2692 District of Hinds County, Mississippi, or the chancery court of
2693 the county where the limited partnership is domiciled within
2694 thirty (30) days after service of the notice of denial is
2695 perfected. The limited liability partnership appeals by
2696 petitioning the court to set aside the dissolution and attaching
2697 to the petition copies of the Secretary of State's certificate of



2698 dissolution, the limited liability partnership's application for
2699 reinstatement, and the Secretary of State's notice of denial.

2700 (c) The court may summarily order the Secretary of State to
2701 reinstate the dissolved limited liability partnership or may take
2702 other action the court considers appropriate.

2703 (d) The court's final decision may be appealed as in other
2704 civil proceedings.

2705 **SECTION 81.** Section 79-13-1102, Mississippi Code of 1972, is
2706 amended as follows:

2707 79-13-1102. (a) Before transacting business in this state,
2708 a foreign limited liability partnership must file a statement of
2709 foreign qualification. The statement must contain:

2710 (1) The name of the foreign limited liability
2711 partnership which satisfies the requirements of the state or other
2712 jurisdiction under whose law it is formed and ends with
2713 "Registered Limited Liability Partnership," "Limited Liability
2714 Partnership," "R.L.L.P.," "L.L.P.," "RLLP" or "LLP";

2715 (2) The street address of the partnership's chief
2716 executive office * * *;

2717 (3) The information required by Section 79-35-5(a); and

2718 (4) A deferred effective date, if any.

2719 (b) [Reserved]

2720 (c) The status of a partnership as a foreign limited
2721 liability partnership is effective on the later of the filing of
2722 the statement of foreign qualification or a date specified in the
2723 statement. The status remains effective, regardless of changes in
2724 the partnership, until it is canceled pursuant to Section
2725 79-13-105(d).

2726 (d) An amendment or cancellation of a statement of foreign
2727 qualification is effective when it is filed or on a deferred
2728 effective date specified in the amendment or cancellation.

2729 **SECTION 82.** The following shall be codified as Section
2730 79-13-1106, Mississippi Code of 1972:



2731 79-13-1106. (a) The Secretary of State may commence a
2732 proceeding under Section 79-14-1107 to revoke the statement of
2733 foreign qualification of a foreign limited liability partnership
2734 authorized to transact business in this state if:

2735 (1) Reserved;

2736 (2) The foreign limited liability partnership does not
2737 pay within sixty (60) days after they are due any fees, taxes, or
2738 penalties imposed by this chapter or other law;

2739 (3) The foreign limited partnership is without a
2740 registered agent in this state for sixty (60) days or more;

2741 (4) The limited partnership does not notify the
2742 Secretary of State within sixty (60) days that its registered
2743 agent has been changed or that its registered agent has resigned;

2744 (5) The Secretary of State receives a duly
2745 authenticated certificate from the Secretary of State or other
2746 public official having custody of corporate records in the state
2747 or country under whose law the foreign limited liability
2748 partnership is organized stating that it has been dissolved or
2749 disappeared as the result of a merger; or

2750 (6) A misrepresentation has been made of any material
2751 matter in any application, report, affidavit, or other record
2752 submitted by the limited liability partnership pursuant to this
2753 chapter.

2754 (b) The Secretary of State may not revoke a statement of
2755 foreign qualification of a foreign limited liability partnership
2756 unless the Secretary of State sends the limited liability
2757 partnership notice of the revocation at least sixty (60) days
2758 before its effective date, by a record addressed to its registered
2759 agent, or to the limited liability partnership if the limited
2760 liability partnership fails to appoint and maintain a proper agent
2761 in this state. The notice must specify the cause for the
2762 revocation of the registration. The authority of the limited
2763 liability partnership to transact business in this state ceases on



2764 the effective date of the revocation unless the foreign limited
2765 liability partnership cures the failure before that date.

2766 **SECTION 83.** The following shall be codified as Section
2767 79-13-1107, Mississippi Code of 1972:

2768 79-13-1107. (a) If the Secretary of State determines that
2769 one or more grounds exist under Section 79-14-1106 for revocation
2770 of a statement of foreign qualification, he shall serve the
2771 foreign limited liability partnership with written notice of his
2772 determination, except that such determination may be served by
2773 first class mail.

2774 (b) If the foreign limited liability partnership does not
2775 correct each ground for revocation or demonstrate to the
2776 reasonable satisfaction of the Secretary of State that each
2777 ground determined by the Secretary of State does not exist within
2778 sixty (60) days after service of the notice is perfected, the
2779 Secretary of State may revoke the foreign limited liability
2780 partnership's statement of foreign qualification by signing a
2781 certificate of revocation that recites the ground or grounds for
2782 revocation and its effective date. The Secretary of State shall
2783 file the original of the certificate and serve a copy on the
2784 foreign limited liability partnership, except that such
2785 certificate may be served by first class mail.

2786 (c) The authority of a foreign limited liability
2787 partnership to transact business in this state ceases on the date
2788 shown on the certificate revoking its registration.

2789 (d) The Secretary of State's revocation of a foreign
2790 limited liability partnership's registration appoints the
2791 Secretary of State the foreign limited liability partnership's
2792 agent for service of process in any proceeding based on a cause
2793 of action which arose during the time the foreign limited
2794 liability partnership was authorized to transact business in this
2795 state. Service of process on the Secretary of State under this
2796 subsection is service on the foreign limited liability



2797 partnership. Upon receipt of process, the Secretary of State
2798 shall mail a copy of the process to the foreign limited liability
2799 partnership at its principal office shown in its most recent
2800 communication received from the foreign limited liability
2801 partnership stating the current mailing address of its principal
2802 office, or, if none are on file, in its application for a
2803 registration.

2804 (e) Revocation of a foreign limited liability partnership's
2805 statement of foreign qualification does not terminate the
2806 authority of the registered agent of the limited liability
2807 partnership.

2808 **SECTION 84.** The following shall be codified as Section
2809 79-13-1108, Mississippi Code of 1972:

2810 79-13-1108. (a) A foreign limited liability partnership
2811 whose statement of foreign qualification is administratively
2812 revoked under Section 79-13-1107 may apply to the Secretary of
2813 State for reinstatement at any time after the effective date of
2814 such revocation. The application must:

2815 (1) Recite the name of the limited liability
2816 partnership and the effective date of the administrative
2817 revocation;

2818 (2) State that the ground or grounds for revocation
2819 either did not exist or have been eliminated;

2820 (3) State that the limited liability partnership's
2821 name satisfies the requirements of Section 79-13-1002; and

2822 (4) Contain a certificate from the Mississippi State
2823 Tax Commission reciting that the limited liability partnership
2824 has properly filed all reports and paid all taxes and penalties
2825 required by revenue laws of this state.

2826 (b) If the Secretary of State determines that the
2827 application contains the information required by subsection (a)
2828 and that the information is correct, he shall reinstate the
2829 registration, prepare a certificate that recites his



2830 determination and the effective date of reinstatement, file the
2831 original of the certificate, and serve a copy on the limited
2832 liability partnership.

2833 (c) When the reinstatement is effective:

2834 (1) The reinstatement relates back to and takes effect
2835 as of the effective date of the administrative revocation;

2836 (2) Any liability incurred by a member after the
2837 administrative revocation and before the reinstatement shall be
2838 determined as if the administrative revocation had never
2839 occurred; and

2840 (3) The limited liability partnership may resume its
2841 business as if the administrative revocation had never occurred.

2842 **SECTION 85.** The following shall be codified as Section
2843 79-13-1109, Mississippi Code of 1972:

2844 79-13-1109. (a) If the Secretary of State denies a foreign
2845 limited liability partnership's application for reinstatement of
2846 the statement of foreign qualification following administrative
2847 revocation, he shall serve the limited liability partnership with
2848 a written communication that explains the reason or reasons for
2849 denial.

2850 (b) The limited liability partnership may appeal the denial
2851 of reinstatement to the Chancery Court of the First Judicial
2852 District of Hinds County or the chancery court of the county
2853 where the limited liability partnership is domiciled within
2854 thirty (30) days after service of the communication of denial is
2855 perfected. The limited liability partnership appeals by
2856 petitioning the court to set aside the revocation and attaching
2857 to the petition copies of the Secretary of State's communication
2858 of denial.

2859 (c) The court may summarily order the Secretary of State to
2860 reinstate the registration of the limited liability partnership
2861 or may take other action the court considers appropriate.



2862 (d) The court's final decision may be appealed as in other
2863 civil proceedings.

2864 **SECTION 86.** Section 79-14-104, Mississippi Code of 1972, is
2865 amended as follows:

2866 79-14-104. * * * Each limited partnership shall have and
2867 maintain continuously in the State of Mississippi * * * an office,
2868 which may but need not be a place of its business in the State of
2869 Mississippi, at which shall be kept the records required by
2870 Section 79-14-105 to be maintained. * * *

2871 * * *

2872 **SECTION 87.** Section 79-14-201, Mississippi Code of 1972, is
2873 amended as follows:

2874 79-14-201. (a) In order to form a limited partnership, a
2875 certificate of limited partnership must be signed and delivered to
2876 the Office of the Secretary of State for filing. The certificate
2877 must set forth:

2878 (1) The name of the limited partnership;

2879 (2) The information required by Section 79-35-5(a);

2880 (3) The name and the street and mailing address of each
2881 general partner;

2882 (4) The latest date upon which the limited partnership
2883 is to dissolve; and

2884 (5) Any other matters the general partners determine to
2885 include therein.

2886 (b) A limited partnership is formed at the date and time of
2887 the filing of the certificate of limited partnership in the Office
2888 of the Secretary of State, as evidenced by such means as the
2889 Secretary of State may use for the purpose of recording the date
2890 and time of filing, or at any later time specified in the
2891 certificate of limited partnership if, in either case, there has
2892 been substantial compliance with the requirements of this section.

2893 (c) For all purposes, a copy of the certificate of limited
2894 partnership duly certified by the Secretary of State is conclusive



2895 evidence of the formation of a limited partnership and prima facie
2896 evidence of its existence.

2897 **SECTION 88.** Section 79-14-202, Mississippi Code of 1972, is
2898 amended as follows:

2899 79-14-202. (a) A certificate of limited partnership is
2900 amended by delivery of a certificate of amendment thereto to the
2901 Office of the Secretary of State for filing. The certificate
2902 shall set forth:

2903 (1) The name of the limited partnership;

2904 (2) The future effective date of the amendment, which
2905 must be a date certain, unless it is effective upon the filing of
2906 the certificate of amendment; and

2907 (3) The amendment to the certificate.

2908 (b) A general partner who becomes aware that any statement
2909 in a certificate of limited partnership was false when made or
2910 that any arrangements or other facts described have changed,
2911 making the certificate inaccurate in any respect, shall promptly
2912 amend the certificate, or if appropriate, deliver to the Secretary
2913 of State for filing a statement of change of agent pursuant to
2914 Section 79-35-8.

2915 (c) Notwithstanding the requirements of subsection (b) of
2916 this section, within thirty (30) days after the happening of any
2917 of the following events an amendment to a certificate of limited
2918 partnership reflecting the occurrence of the event or events shall
2919 be delivered to the Office of the Secretary of State for filing:

2920 (1) The admission of a new general partner;

2921 (2) The withdrawal of a general partner;

2922 (3) The continuation of the business under Section
2923 79-14-801 after an event of withdrawal of a general partner;

2924 (4) A change in the name of the limited partnership; or

2925 (5) A change in the street or mailing address of the
2926 office of the limited partnership; * * *

2927 * * *



2928 (d) A certificate of limited partnership may be amended at
2929 any time for any other proper purpose the general partners may
2930 determine.

2931 (e) Except as provided in Section 79-14-402(b), if an
2932 amendment to a certificate of limited partnership is delivered to
2933 the Office of the Secretary of State in compliance with subsection
2934 (c) of this section, no person is subject to liability because the
2935 amendment was not filed earlier.

2936 **SECTION 89.** Section 79-14-207, Mississippi Code of 1972, is
2937 amended as follows:

2938 79-14-207. (a) If a certificate of limited partnership or
2939 certificate of amendment, dissolution or cancellation contains a
2940 false statement, one who suffers loss by reliance on the statement
2941 may recover damages for the loss from:

2942 (1) A person who signed the certificate, or caused
2943 another to sign it on his behalf, and knew, and a general partner
2944 who knew or should have known, the statement to be false at the
2945 time the certificate was signed; and

2946 (2) A general partner who knew or should have known
2947 after the filing of the certificate that an arrangement or other
2948 fact described in the certificate had changed, making the
2949 statement in the filed certificate inaccurate in any respect,
2950 within a reasonably sufficient time before the statements were
2951 relied upon to have enabled that general partner to amend,
2952 dissolve or cancel the certificate, * * * to file a petition for
2953 its amendment, dissolution or cancellation under Section 79-14-205
2954 or to file a statement of change of agent pursuant to Section
2955 79-35-8.

2956 (b) Except as provided in Section 79-14-402(b), no person
2957 shall have any liability for failing pursuant to subsection (a)(2)
2958 of this section to cause the amendment, dissolution or
2959 cancellation of a certificate to be filed or failing to file a
2960 petition for its amendment, dissolution or cancellation pursuant



2961 to subsection (a) (2) of this section if the certificate of
2962 amendment, certificate of dissolution, certificate of cancellation
2963 or petition is filed by the Secretary of State within thirty (30)
2964 days of when that person knew or should have known to the extent
2965 provided in subsection (a) (2) of this section that the statement
2966 in the certificate was inaccurate in any respect.

2967 **SECTION 90.** The following shall be codified as Section
2968 79-14-809, Mississippi Code of 1972:

2969 79-14-809. The Secretary of State may commence a proceeding
2970 under Section 79-14-810 to administratively dissolve a limited
2971 partnership if:

2972 (a) The limited partnership does not pay within sixty
2973 (60) days after they are due any fees, taxes, or penalties imposed
2974 by this chapter or other law;

2975 (b) Reserved;

2976 (c) The limited partnership is without a registered
2977 agent in this state for sixty (60) days or more;

2978 (d) The limited partnership does not notify the
2979 Secretary of State within sixty (60) days that its registered
2980 agent has been changed or that its registered agent has resigned;
2981 or

2982 (e) A misrepresentation has been made of any material
2983 matter in any application, report, affidavit, or other record
2984 submitted by the limited partnership pursuant to this chapter.

2985 **SECTION 91.** The following shall be codified as Section
2986 79-14-810, Mississippi Code of 1972:

2987 79-14-810. (a) If the Secretary of State determines that
2988 one or more grounds exist under Section 79-14-809 for
2989 administratively dissolving a limited partnership, the Secretary
2990 of State shall serve the limited partnership with written notice
2991 of his determination except that such determination may be served
2992 by first class mail.



2993 (b) If the limited partnership does not correct each ground
2994 for dissolution or demonstrate to the reasonable satisfaction of
2995 the Secretary of State that each ground determined by the
2996 Secretary of State does not exist within sixty (60) days after
2997 service of the notice, the Secretary of State shall
2998 administratively dissolve the limited partnership by signing a
2999 certification of the dissolution that recites the ground for
3000 dissolution and its effective date. The Secretary of State shall
3001 file the original of the certificate and serve the limited
3002 partnership with a copy of the certificate, except that such
3003 certificate may be served by first class mail.

3004 (c) A limited partnership administratively dissolved
3005 continues its existence but may carry on only business necessary
3006 to wind up and liquidate its business and affairs under Section
3007 79-14-803.

3008 (d) The administrative dissolution of a limited partnership
3009 does not terminate the authority of its agent for service of
3010 process.

3011 **SECTION 92.** The following shall be codified as Section
3012 79-14-811, Mississippi Code of 1972:

3013 79-14-811. (a) A limited partnership administratively
3014 dissolved under Section 79-14-810 may apply to the Secretary of
3015 State for reinstatement at any time after the effective date of
3016 dissolution. The application must:

3017 (1) Recite the name of the limited partnership and the
3018 effective date of its administrative dissolution;

3019 (2) State that the ground or grounds for dissolution
3020 either did not exist or have been eliminated;

3021 (3) State that the limited partnership's name
3022 satisfies the requirements of Section 79-14-102; and

3023 (4) Contain a certificate from the Mississippi State
3024 Tax Commission reciting that all taxes owed by the limited
3025 partnership have been paid.



3026 (b) If the Secretary of State determines that the
3027 application contains the information required by subsection (a)
3028 and that the information is correct, the Secretary of State shall
3029 cancel the certificate of dissolution and prepare a certificate
3030 of reinstatement that recites this determination and the
3031 effective date of reinstatement, file the original of the
3032 certificate, and serve the limited partnership with a copy of the
3033 certificate.

3034 (c) When the reinstatement is effective:

3035 (1) The reinstatement relates back to and takes effect
3036 as of the effective date of the administrative dissolution;

3037 (2) Any liability incurred by a member after the
3038 administrative dissolution and before the reinstatement shall be
3039 determined as if the administrative dissolution had never
3040 occurred; and

3041 (3) The limited partnership may resume its business as
3042 if the administrative dissolution had never occurred.

3043 **SECTION 93.** The following shall be codified as Section
3044 79-14-812, Mississippi Code of 1972:

3045 79-14-812. (a) If the Secretary of State denies a limited
3046 partnership's application for reinstatement following
3047 administrative dissolution, the Secretary of State shall serve the
3048 limited partnership with a record that explains the reason or
3049 reasons for denial.

3050 (b) The limited partnership may appeal the denial of
3051 reinstatement to the Chancery Court of the First Judicial District
3052 of Hinds County, Mississippi or the chancery court of the county
3053 where the limited partnership is domiciled within thirty (30) days
3054 after service of the notice of denial is perfected. The limited
3055 partnership appeals by petitioning the court to set aside the
3056 dissolution and attaching to the petition copies of the Secretary
3057 of State's certificate of dissolution, the limited partnership's



3058 application for reinstatement, and the Secretary of State's notice
3059 of denial.

3060 (c) The court may summarily order the Secretary of State to
3061 reinstate the dissolved limited partnership or may take other
3062 action the court considers appropriate.

3063 (d) The court's final decision may be appealed as in other
3064 civil proceedings.

3065 **SECTION 94.** Section 79-14-902, Mississippi Code of 1972, is
3066 amended as follows:

3067 79-14-902. Before transacting business in this state, a
3068 foreign limited partnership shall register with the Secretary of
3069 State. In order to register, a foreign limited partnership shall
3070 deliver to the Office of the Secretary of State for filing one (1)
3071 original of an application for registration as a foreign limited
3072 partnership, signed by a general partner and setting forth:

3073 (1) The name of the foreign limited partnership and, if
3074 different, the name under which it proposes to register and
3075 transact business in this state;

3076 (2) The state and date of its formation;

3077 (3) The information required by Section
3078 79-35-5(a); * * *

3079 (4) [Reserved];

3080 (5) The address of the office required to be maintained
3081 in the state of its organization by the laws of that state or, if
3082 not so required, the address of the principal office of the
3083 foreign limited partnership;

3084 (6) The name and mailing and street address of each
3085 general partner; and

3086 (7) The mailing and street address of the office at
3087 which is kept a list of the names and addresses of the limited
3088 partners and their contributions, together with an undertaking by
3089 the foreign limited partnership to keep those records until the



3090 foreign limited partnership's registration in this state is
3091 cancelled.

3092 **SECTION 95.** The following shall be codified as Section
3093 79-14-910, Mississippi Code of 1972:

3094 79-14-910. (a) The Secretary of State may commence a
3095 proceeding under Section 79-14-911 to revoke the registration of
3096 a foreign limited partnership authorized to transact business in
3097 this state if:

3098 (1) [Reserved]

3099 (2) The foreign limited partnership does not pay
3100 within sixty (60) days after they are due any fees, taxes, or
3101 penalties imposed by this chapter or other law;

3102 (3) The foreign limited partnership is without a
3103 registered agent in this state for sixty (60) days or more;

3104 (4) The limited partnership does not notify the
3105 Secretary of State within sixty (60) days that its registered
3106 agent has been changed or that its registered agent has resigned;

3107 (5) The Secretary of State receives a duly
3108 authenticated certificate from the Secretary of State or other
3109 public official having custody of corporate records in the state
3110 or country under whose law the foreign limited partnership is
3111 organized stating that it has been dissolved or disappeared as
3112 the result of a merger; or

3113 (6) A misrepresentation has been made of any material
3114 matter in any application, report, affidavit, or other record
3115 submitted by the limited partnership pursuant to this chapter.

3116 (b) The Secretary of State may not revoke a registration of
3117 a foreign limited partnership unless the Secretary of State sends
3118 the limited partnership notice of the revocation at least sixty
3119 (60) days before its effective date, by a record addressed to its
3120 registered agent, or to the limited partnership if the limited
3121 partnership fails to appoint and maintain a proper agent in this
3122 state. The notice must specify the cause for the revocation of



3123 the registration. The authority of the limited partnership to
3124 transact business in this state ceases on the effective date of
3125 the revocation unless the foreign limited partnership cures the
3126 failure before that date.

3127 **SECTION 96.** The following shall be codified as Section
3128 79-14-911, Mississippi Code of 1972:

3129 79-14-911. (a) If the Secretary of State determines that
3130 one or more grounds exist under Section 79-14-910 for revocation
3131 of a registration, he shall serve the foreign limited partnership
3132 with written notice of his determination, except that such
3133 determination may be served by first class mail.

3134 (b) If the foreign limited partnership does not correct
3135 each ground for revocation or demonstrate to the reasonable
3136 satisfaction of the Secretary of State that each ground
3137 determined by the Secretary of State does not exist within sixty
3138 (60) days after service of the notice is perfected, the Secretary
3139 of State may revoke the foreign limited partnership's
3140 registration by signing a certificate of revocation that recites
3141 the ground or grounds for revocation and its effective date. The
3142 Secretary of State shall file the original of the certificate and
3143 serve a copy on the foreign limited partnership, except that such
3144 certificate may be served by first class mail.

3145 (c) The authority of a foreign limited partnership to
3146 transact business in this state ceases on the date shown on the
3147 certificate revoking its registration.

3148 (d) The Secretary of State's revocation of a foreign
3149 limited partnership's registration appoints the Secretary of
3150 State the foreign limited partnership's agent for service of
3151 process in any proceeding based on a cause of action which arose
3152 during the time the foreign limited partnership was authorized to
3153 transact business in this state. Service of process on the
3154 Secretary of State under this subsection is service on the
3155 foreign limited partnership. Upon receipt of process, the



3156 Secretary of State shall mail a copy of the process to the
3157 foreign limited partnership at its principal office shown in its
3158 most recent communication received from the limited partnership
3159 stating the current mailing address of its principal office, or,
3160 if none are on file, in its application for registration.

3161 (e) Revocation of a foreign limited partnership's
3162 registration does not terminate the authority of the registered
3163 agent of the limited partnership.

3164 **SECTION 97.** The following shall be codified as Section
3165 79-14-912, Mississippi Code of 1972:

3166 79-14-912. (a) A foreign limited partnership whose
3167 registration is administratively revoked under Section 79-14-911
3168 may apply to the Secretary of State for reinstatement at any time
3169 after the effective date of such revocation. The application
3170 must:

3171 (1) Recite the name of the limited partnership and the
3172 effective date of the administrative revocation;

3173 (2) State that the ground or grounds for revocation
3174 either did not exist or have been eliminated;

3175 (3) State that the limited partnership's name
3176 satisfies the requirements of Section 79-14-102; and

3177 (4) Contain a certificate from the Mississippi State
3178 Tax Commission reciting that the limited partnership has properly
3179 filed all reports and paid all taxes and penalties required by
3180 revenue laws of this state.

3181 (b) If the Secretary of State determines that the
3182 application contains the information required by subsection (a)
3183 and that the information is correct, he shall reinstate the
3184 registration, prepare a certificate that recites his
3185 determination and the effective date of reinstatement, file the
3186 original of the certificate, and serve a copy on the limited
3187 partnership.

3188 (c) When the reinstatement is effective:



3189 (1) The reinstatement relates back to and takes effect
3190 as of the effective date of the administrative revocation;

3191 (2) Any liability incurred by a member after the
3192 administrative revocation and before the reinstatement shall be
3193 determined as if the administrative revocation had never
3194 occurred; and

3195 (3) The limited partnership may resume its business as
3196 if the administrative revocation had never occurred.

3197 **SECTION 98.** The following shall be codified as Section
3198 79-14-913, Mississippi Code of 1972:

3199 79-14-913. (a) If the Secretary of State denies a foreign
3200 limited partnership's application for reinstatement of the
3201 registration following administrative revocation, he shall serve
3202 the limited partnership with a written communication that
3203 explains the reason or reasons for denial.

3204 (b) The limited partnership may appeal the denial of
3205 reinstatement to the Chancery Court of the First Judicial
3206 District of Hinds County or the chancery court of the county
3207 where the limited partnership is domiciled within thirty (30)
3208 days after service of the communication of denial is perfected.
3209 The limited partnership appeals by petitioning the court to set
3210 aside the revocation and attaching to the petition copies of the
3211 Secretary of State's communication of denial.

3212 (c) The court may summarily order the Secretary of State to
3213 reinstate the registration of the limited partnership or may take
3214 other action the court considers appropriate.

3215 (d) The court's final decision may be appealed as in other
3216 civil proceedings.

3217 **SECTION 99.** Section 79-14-1104, Mississippi Code of 1972,
3218 is amended as follows:

3219 79-14-1104. Pursuant to this chapter, the Secretary of State
3220 shall charge and collect a fee for:

3221 (a) Filing of Reservation of Partnership Name....\$25.00



3222	(b) <u>[Reserved]</u>	
3223	(c) <u>[Reserved]</u>	
3224	(d) Filing of Certificate of Limited	
3225	Partnership.....	50.00
3226	(e) Filing of Amendment to Certificate	
3227	of Limited Partnership.....	50.00
3228	(f) Filing of Certificate of	
3229	Dissolution.....	25.00
3230	(g) Filing of Certificate of	
3231	Cancellation.....	25.00
3232	(h) Filing of Restated Certificate of	
3233	Limited Partnership or Amended and Restated	
3234	Certificate of Limited Partnership.....	25.00
3235	(i) Filing of Certificate of	
3236	Withdrawal.....	25.00
3237	(j) Filing of Application for Registration	
3238	of Foreign Limited Partnership.....	250.00
3239	(k) Filing of Certificate Correcting	
3240	Application for Registration of Foreign Limited	
3241	Partnership.....	50.00
3242	(l) Filing of Certificate of Cancellation of	
3243	Registration of Foreign Limited Partnership.....	25.00
3244	(m) <u>Certificate of Administrative</u>	
3245	<u>Dissolution.....</u>	<u>No fee</u>
3246	(n) <u>Filing of Application for Reinstatement</u>	
3247	<u>Following Administrative Dissolution.....</u>	<u>50.00</u>
3248	(o) <u>Certificate of Revocation of Registration</u>	
3249	<u>to Transact Business.....</u>	<u>No fee</u>
3250	(p) <u>Filing of Application for Reinstatement</u>	
3251	<u>Following Administrative Revocation.....</u>	<u>100.00</u>

3252 **SECTION 100.** Section 79-15-109, Mississippi Code of 1972, is
3253 amended as follows:



3254 79-15-109. A foreign investment trust, in order to procure a
3255 certificate of authority to transact business in this state, shall
3256 make application therefor to the Secretary of State, which
3257 application shall set forth:

3258 (a) The name of the foreign investment trust and the
3259 state or country under the laws of which it is organized.

3260 (b) If the name of the foreign investment trust does
3261 not contain the words "investment trust", then the name containing
3262 the words "investment trust" which it elects to use in this state.

3263 (c) The date of declaration of trust and the period of
3264 duration of the trust.

3265 (d) The address of the principal office of the foreign
3266 investment trust in the state or country under the laws of which
3267 it is organized.

3268 (e) The information required by Section 79-35-5(a).

3269 (f) The purpose or purposes of the foreign investment
3270 trust which it proposes to pursue in the transaction of business
3271 in this state.

3272 (g) The names and respective addresses of the trustees
3273 of the foreign investment trust.

3274 (h) A statement of the aggregate number of shares of
3275 beneficial interest which the foreign investment trust has
3276 authority to issue and the unit value in dollars to be received by
3277 the trust for the issuance of each of such shares.

3278 (i) A statement of the aggregate number of issued
3279 shares of beneficial interest.

3280 (j) Such additional information as may be necessary or
3281 appropriate in order to enable the Secretary of State to determine
3282 whether such corporation is entitled to a certificate of authority
3283 to transact business in this state and to determine and assess the
3284 fees payable as in Section 79-15-135 prescribed.



3285 Such application shall be made on forms prescribed and
3286 furnished by the secretary of state and shall be executed in
3287 duplicate by at least three (3) of the trustees and verified.

3288 **SECTION 101.** Section 79-15-129, Mississippi Code of 1972, is
3289 amended as follows:

3290 79-15-129. The certificate of authority of a foreign
3291 investment trust to transact business in this state may be revoked
3292 by the secretary of state upon the conditions prescribed in this
3293 section when:

3294 (a) The foreign investment trust has failed to pay any
3295 fees prescribed by Sections 79-15-101 through 79-15-139 when they
3296 have become due and payable; or

3297 (b) The foreign investment trust has failed to appoint
3298 and maintain a registered agent in this state as required by
3299 Section 79-15-115; or

3300 (c) The foreign investment trust has failed, after
3301 change of its * * * registered agent, to file in the Office of the
3302 Secretary of State a statement of such change as required by
3303 Section 79-35-8; * * *

3304 (d) The foreign investment trust has failed to file in
3305 the Office of the Secretary of State any amendment to its
3306 declaration of trust within the time prescribed by Section
3307 79-15-121; or

3308 (e) A misrepresentation has been made of any material
3309 matter in any application, report, affidavit, or other document
3310 submitted by such foreign investment trust pursuant to Sections
3311 79-15-101 through 79-15-139.

3312 No certificate of authority of a foreign investment trust
3313 shall be revoked by the Secretary of State unless (1) he shall
3314 have given the foreign investment trust not less than sixty (60)
3315 days' notice thereof by mail as provided by Section 79-35-13, and
3316 (2) the foreign investment trust shall fail prior to revocation to
3317 pay such fees, or file the required statement of change of



3318 registered agent * * *, or file such articles of amendment or
3319 correct such misrepresentation.

3320 **SECTION 102.** Section 79-15-131, Mississippi Code of 1972, is
3321 amended as follows:

3322 79-15-131. Upon revoking any such certificate of authority,
3323 the secretary of state shall:

3324 (a) Issue a certificate of revocation in duplicate.

3325 (b) File one (1) of such certificates in his office.

3326 (c) Mail to such foreign investment trust as provided
3327 in Section 79-35-13 a notice of such revocation accompanied by one
3328 (1) of such certificates.

3329 Upon issuance of such certificate of revocation, the
3330 authority of the foreign investment trust to transact business in
3331 this state shall cease.

3332 **SECTION 103.** Section 79-15-135, Mississippi Code of 1972, is
3333 amended as follows:

3334 79-15-135. The Secretary of State shall charge and collect
3335 from foreign investment trust for:

3336 (a) The fees required by Section 79-35-3.

3337 (b) Filing an application of a foreign investment trust
3338 for a certificate of authority to transact business in this state
3339 and issuing a certificate of authority, One Hundred Dollars
3340 (\$100.00).

3341 (c) Filing an application of a foreign investment trust
3342 for an amended certificate of authority to transact business in
3343 this state and issuing an amended certificate of authority, Twenty
3344 Dollars (\$20.00).

3345 (d) Filing a copy of an amendment to the articles of
3346 incorporation of a foreign investment trust holding a certificate
3347 of authority to transact business in this state, Twenty Dollars
3348 (\$20.00).



3349 (e) Filing an application for withdrawal of a foreign
3350 investment trust and issuing a certificate of withdrawal, Five
3351 Dollars (\$5.00).

3352 (f) Filing any other statement or report of a foreign
3353 investment trust, Five Dollars (\$5.00).

3354 (g) For furnishing a certified copy of any document,
3355 instrument, or paper relating to a foreign investment trust, Sixty
3356 Cents (60¢) per page and Two Dollars (\$2.00) for the certificate
3357 and affixing the seal thereto, with a minimum charge of Three
3358 Dollars (\$3.00).

3359 (h) At the time of any service of process on him as
3360 resident agent of a foreign investment trust, Five Dollars
3361 (\$5.00), which amount may be recovered as taxable cost by the
3362 party to the suit or action causing such service to be made if
3363 such party prevails in the suit or action.

3364 **SECTION 104.** Section 79-16-11, Mississippi Code of 1972, is
3365 amended as follows:

3366 79-16-11. (1) A foreign business trust, in order to procure
3367 a certificate of authority to transact business in this state,
3368 shall make application therefor to the Secretary of State, which
3369 application shall set forth:

3370 (a) The name of the foreign business trust and the
3371 state or country under the laws of which it is organized;

3372 (b) The date of declaration of trust and the period of
3373 duration of the trust;

3374 (c) The address of the principal office of the foreign
3375 business trust in the state or country under the laws of which it
3376 is organized;

3377 (d) The information required by Section 79-35-5(a);

3378 (e) The purpose or purposes of the foreign business
3379 trust which it proposes to pursue in the transaction of business
3380 in this state;



3381 (f) The names and respective addresses of the trustees
3382 of the foreign business trust; and

3383 (g) A statement of the aggregate number of shares of
3384 beneficial interest which the foreign business trust has authority
3385 to issue and the unit value in dollars to be received by the trust
3386 for the issuance of each of such shares.

3387 (2) Such application shall be made on forms prescribed and
3388 furnished by the Secretary of State and shall be executed by at
3389 least one (1) of the trustees.

3390 (3) A business trust shall deliver with the completed
3391 application a certificate of existence, or a document of similar
3392 import, duly authenticated by the Secretary of State or other
3393 official having custody of trust records in the state or country
3394 under whose law it is created.

3395 **SECTION 105.** Section 79-16-27, Mississippi Code of 1972, is
3396 amended as follows:

3397 79-16-27. (1) The certificate of authority of a foreign
3398 business trust to transact business in this state may be revoked
3399 by the Secretary of State upon the condition prescribed in this
3400 section when:

3401 (a) The foreign business trust has failed to pay any
3402 fees prescribed by law when they become due and payable;

3403 (b) The foreign business trust has failed to appoint
3404 and maintain a registered agent in this state;

3405 (c) The foreign business trust has failed, after change
3406 of its registered office or registered agent, to file in the
3407 Office of Secretary of State an appropriate filing as required by
3408 the Mississippi Registered Agents Act found at Title 79, Chapter
3409 35, Mississippi Code of 1972; or

3410 (d) A misrepresentation has been made of any material
3411 matter in an application, report, affidavit or other document
3412 submitted by such foreign business trust pursuant to law.



3413 (2) No certificate of authority of a foreign business trust
3414 shall be revoked by the Secretary of State unless:

3415 (a) He shall have given the foreign business trust not
3416 less than sixty (60) days' notice thereof by mail addressed to its
3417 registered office in this state; and

3418 (b) The foreign business trust shall fail prior to
3419 revocation to pay such fees, any taxes owed or file the required
3420 appropriate filing as required by the Mississippi Registered
3421 Agents Act, Title 39, Chapter 35, Mississippi Code of 1972, to
3422 report a change of registered agent or address of registered
3423 agent, or file such amendment or correct such misrepresentation.

3424 **SECTION 106.** Section 79-16-29, Mississippi Code of 1972, is
3425 amended as follows:

3426 79-16-29. (1) Upon revoking such certificate of authority,
3427 the Secretary of State shall:

3428 (a) Issue a certificate of revocation;

3429 (b) File one (1) of such certificates in his office;

3430 and

3431 (c) Mail to such foreign business trust to its
3432 registered agent as provided in Section 79-35-13 a notice of such
3433 revocation accompanied by one (1) of such certificates.

3434 (2) Upon issuance of such certificate of revocation, the
3435 authority of the foreign business trust to transact business in
3436 this state shall cease.

3437 **SECTION 107.** Section 79-16-33, Mississippi Code of 1972, is
3438 amended as follows:

3439 79-16-33. The Secretary of State shall charge and collect
3440 from foreign business trust for:

3441 (1) Filings required by the Mississippi Registered
3442 Agents Act, the fees required by Section 79-35-3;

3443 (2) Filing an application of a foreign business trust
3444 for a certificate of authority to transact business in this state



3445 and issuing a certificate of authority, Two Hundred Fifty Dollars
3446 (\$250.00);

3447 (3) Filing a certificate of correction or amendment of
3448 a foreign business trust authorized to transact business in this
3449 state, Fifty Dollars (\$50.00);

3450 (4) Filing an application for withdrawal of a foreign
3451 business trust and issuing a certificate of withdrawal,
3452 Twenty-five Dollars (\$25.00);

3453 (5) Filing any other statement or report of a foreign
3454 business trust, Twenty-five Dollars (\$25.00);

3455 (6) For furnishing a certified copy of any document,
3456 instrument or paper relating to a foreign business trust, One
3457 Dollar (\$1.00) per page and Ten Dollars (\$10.00) for the
3458 certificate and affixing the seal thereto; and

3459 (7) At the time of any service of process on him as
3460 resident agent of a foreign business trust, Twenty-five Dollars
3461 (\$25.00), which amount may be recovered as taxable cost by the
3462 party to the suit or action causing such service to be made if
3463 such party prevails in the suit or action.

3464 **SECTION 108.** Section 79-29-201, Mississippi Code of 1972, is
3465 amended as follows:

3466 79-29-201. (1) In order to form a limited liability
3467 company, a certificate of formation must be signed and delivered
3468 to the Office of the Secretary of State. The certificate must set
3469 forth:

3470 (a) The name of the limited liability company;

3471 (b) The street and mailing address of the registered
3472 office and the name and the street and mailing address of the
3473 registered agent for service of process, required to be maintained
3474 by Section 79-29-113; * * *

3475 (c) If the limited liability company is to have a
3476 specific date of dissolution, the latest date upon which the
3477 limited liability company is to dissolve; and



3478 (d) The information required by Section 79-35-5(a).

3479 (2) The certificate of formation may set forth any other
3480 matters the members determine to include therein.

3481 (3) A limited liability company is formed at the date and
3482 time of the filing of the certificate of formation by the
3483 Secretary of State, as evidenced by such means as the Secretary of
3484 State may use for the purpose of recording the date and time of
3485 filing, or at any later date or time specified in the certificate
3486 of formation if, in either case, the certificate of formation so
3487 filed substantially complies with the requirements of this
3488 chapter. A delayed effective date specified in a certificate of
3489 formation may not be later than the ninetieth day after the date
3490 and time it is filed by the Secretary of State.

3491 (4) For all purposes, a copy of the certificate of formation
3492 duly certified by the Secretary of State is conclusive evidence of
3493 the formation of a limited liability company and prima facie
3494 evidence of its existence.

3495 **SECTION 109.** Section 79-29-209, Mississippi Code of 1972, is
3496 amended as follows:

3497 79-29-209. If a person required by this Article 2 to sign a
3498 certificate fails or refuses to do so, any other person who is
3499 adversely affected by the failure or refusal may petition the
3500 chancery court of the county in which the principal office * * *
3501 is located, or the Hinds County Chancery Court if the limited
3502 liability company does not have a principal office in this state,
3503 to direct the signing of the certificate. If the court finds that
3504 it is proper for the certificate to be signed and that any person
3505 so designated has failed or refused to sign the certificate, it
3506 shall order appropriate relief, including an order to the
3507 Secretary of State to file an appropriate certificate.

3508 **SECTION 110.** Section 79-29-211, Mississippi Code of 1972, is
3509 amended as follows:



3510 79-29-211. (1) The certificate of formation and any
3511 certificate of amendment, dissolution, correction or merger and
3512 any restated certificate or any judicial decree of amendment,
3513 dissolution or merger or restated certificate * * * must be
3514 delivered to the Office of the Secretary of State. A person who
3515 signs a certificate as an agent or fiduciary need not exhibit
3516 evidence of the person's authority as a prerequisite to filing by
3517 the Secretary of State. Unless the Secretary of State finds that
3518 a certificate is not acceptable for filing, upon receipt of all
3519 filing fees required by Section 79-29-1203 and delivery of the
3520 certificate the Secretary of State shall:

3521 (a) Certify that the certificate has been filed in the
3522 Secretary of State's office by endorsing upon the signed
3523 certificate the word "Filed" and the date and time of the filing.
3524 This endorsement is conclusive evidence of the date and time of
3525 its filing in absence of actual fraud;

3526 (b) File the certificate; and

3527 (c) Return a copy to the person who delivered it for
3528 filing or that person's representative with an acknowledgment of
3529 the date and time of filing.

3530 (2) Upon the filing of a certificate of amendment or
3531 judicial decree of amendment * * * or upon the future effective
3532 date of a certificate of amendment or judicial decree
3533 thereof * * * as provided for therein, the certificate of
3534 formation shall be amended, corrected or restated as set forth
3535 therein. Upon the filing of a certificate of dissolution or a
3536 judicial decree thereof by the Secretary of State or upon the
3537 future effective date of a certificate of dissolution or a
3538 judicial decree thereof, the certificate of formation is
3539 dissolved.

3540 (3) Each certificate delivered to the Office of the
3541 Secretary of State for filing must be typewritten or printed, or,
3542 if electronically transmitted, it must be in a format that can be



3543 retrieved or reproduced by the Secretary of State in typewritten
3544 or printed form, and must be in the English language. A limited
3545 liability company name need not be in English if written in
3546 English letters or Arabic or Roman numerals.

3547 (4) Refused documents shall be returned by the Secretary of
3548 State to the limited liability company or its representative
3549 within ten (10) days after the document was delivered, together
3550 with a brief, written explanation of the reason for the refusal.

3551 (a) If the Secretary of State refuses to file a
3552 document, the limited liability company may appeal the refusal to
3553 the chancery court of the county where the limited liability
3554 company's principal office is or will be located. The appeal is
3555 commenced by petitioning the court to compel filing the document
3556 and by attaching to the petition the document and the Secretary of
3557 State's explanation of the refusal to file.

3558 (b) The court may summarily order the Secretary of
3559 State to file the document or take other action the court
3560 considers appropriate.

3561 (c) The court's final decision may be appealed as in
3562 other civil proceedings.

3563 (5) A certificate from the Secretary of State delivered with
3564 a copy of the document filed by the Secretary of State is
3565 conclusive evidence that the original document is on file with the
3566 Secretary of State.

3567 **SECTION 111.** Section 79-29-231, Mississippi Code of 1972, is
3568 amended as follows:

3569 79-29-231. (1) The certificate of formation or written
3570 operating agreement may eliminate, expand or restrict the
3571 appraisal rights granted in this section and may vary, modify,
3572 eliminate or expand any of the provisions of this section.

3573 (2) **Definitions.** In this section:

3574 (a) "Entitled persons" means all owners of financial
3575 interests. Financial interests may be owned by members and may



3576 also be owned by persons who are not members of the limited
3577 liability company. Members of the limited liability company who
3578 have no financial interests in the limited liability company are
3579 not entitled to appraisal rights pursuant to this section.

3580 (b) "Fair value" means the value of the financial
3581 interests of the limited liability company determined:

3582 (i) Immediately before the effectuation of the
3583 action to which the entitled person objects;

3584 (ii) Using customary and current valuation
3585 concepts and techniques generally employed for similar businesses
3586 in the context of the transaction requiring appraisal; and

3587 (iii) Without discounting for lack of
3588 marketability or minority status.

3589 (c) "Record holder" means the person in whose name
3590 interests are registered in the records of the entity or the
3591 entitled owner of interests to the extent of the rights granted by
3592 a nominee certificate on file with the entity.

3593 (d) "Holder" means both a record holder and an entitled
3594 person.

3595 (3) **Right to appraisal.** (a) Unless otherwise provided in
3596 the certificate of formation or written operating agreement or
3597 other written agreement each entitled person is entitled to
3598 appraisal rights, and to obtain payment of the fair value of the
3599 entitled person's financial interest in the event of any of the
3600 following actions:

3601 (i) Consummation of a merger to which the limited
3602 liability company is a party;

3603 (ii) Consummation of a sale, lease, exchange, or
3604 other disposition of assets if the disposition would leave the
3605 limited liability company without a significant continuing
3606 business activity. If a limited liability company retains a
3607 business activity that represented at least twenty-five percent
3608 (25%) of total assets at the end of the most recently completed



3609 fiscal year, and twenty-five percent (25%) of either income from
3610 continuing operations or revenues from continuing operations for
3611 that fiscal year, in each case of the limited liability company
3612 and its subsidiaries on a consolidated basis, the limited
3613 liability company will conclusively be deemed to have retained a
3614 significant continuing business activity;

3615 (iii) Any other action to the extent provided by
3616 the certificate of formation or written operating agreement.

3617 (b) An entitled person may not challenge a completed
3618 action for which appraisal rights are available unless such
3619 action:

3620 (i) Was not effectuated in accordance with the
3621 applicable provisions of this chapter or the limited liability
3622 company's certificate of formation or operating agreement; or

3623 (ii) Was procured as a result of fraud or material
3624 misrepresentation.

3625 (4) **Notice of appraisal rights.** If a proposed action
3626 described in subsection (3) of this section is to be submitted to
3627 a vote, the meeting notice must state that the limited liability
3628 company has concluded that entitled persons are entitled to assert
3629 appraisal rights under this section and a copy of this section or
3630 a copy of the appraisal rights and procedures as provided in the
3631 written operating agreement, as applicable, must accompany the
3632 meeting notice sent to the entitled persons.

3633 (5) **Notice of intent to demand payment.** (a) If a proposed
3634 action requiring appraisal rights under subsection (3)(a) of this
3635 section is submitted to a vote, entitled persons who wish to
3636 assert appraisal rights with respect to any class or series of
3637 financial interests:

3638 (i) Must deliver to the limited liability company
3639 before the vote is taken written notice of the person's intent to
3640 demand payment if the proposed action is effectuated; and



3641 (ii) Must not vote, or cause or permit to be
3642 voted, any of the person's financial interests in favor of the
3643 proposed action.

3644 (b) An entitled person who does not satisfy the
3645 requirements of subsection (5) (a) of this section is not entitled
3646 to payment under this section.

3647 (6) **Appraisal notice and form.** (a) If a proposed action
3648 requiring appraisal rights under subsection (3) of this section
3649 becomes effective, the limited liability company must deliver a
3650 written appraisal notice and form required by this subsection (6)
3651 to all entitled persons who satisfied the requirements of
3652 subsection (5) of this section.

3653 (b) The appraisal notice must be sent no earlier than
3654 the date the action became effective and no later than ten (10)
3655 days after such date and must:

3656 (i) Supply a form that specifies the date of the
3657 first announcement to entitled persons of the principal terms of
3658 the proposed action and requires the person asserting appraisal
3659 rights to certify: 1. whether the entitled person acquired
3660 ownership of the interests for which appraisal rights are asserted
3661 before that date; and 2. that the person did not vote for the
3662 transaction;

3663 (ii) State:

3664 1. Where the form must be sent and where
3665 certificates for certificated interests must be deposited and the
3666 date by which those certificates must be deposited, which date may
3667 not be earlier than the date for receiving the required form under
3668 subsection (6) (b) (ii) 2 of this section;

3669 2. A date by which the limited liability
3670 company must receive the form which date may not be fewer than
3671 forty (40) nor more than sixty (60) days after the date the
3672 subsection (6) (a) appraisal notice and form are sent, and state
3673 that the person shall have waived the right to demand appraisal



3674 with respect to the interests unless the form is received by the
3675 limited liability company by such specified date;

3676 3. The limited liability company's estimate
3677 of the fair value of the financial interests;

3678 4. That, if requested in writing, the limited
3679 liability company will provide to the person so requesting, within
3680 ten (10) days after the date specified in subsection (6) (b) (ii)2
3681 of this section, the number of persons who return the forms by the
3682 specified date and the aggregate interests owned by them; and

3683 5. The date by which the notice to withdraw
3684 under subsection (7) must be received, which date must be within
3685 twenty (20) days after the date specified in subsection
3686 (6) (b) (ii)2 of this section; and

3687 (c) Be accompanied by a copy of this section or by a
3688 copy of the appraisal rights and procedures as provided in the
3689 written operating agreement, as applicable.

3690 (7) **Perfection of rights; right to withdraw.** (a) An
3691 entitled person who receives notice pursuant to subsection (6) of
3692 this section and who wishes to exercise appraisal rights must
3693 certify on the form sent by the limited liability company whether
3694 the entitled person acquired ownership of the person's financial
3695 interests before the date required to be set forth in the notice
3696 pursuant to subsection (6) (b) of this section. If an entitled
3697 person fails to make this certification, the limited liability
3698 company may elect to treat the entitled person's financial
3699 interests as after-acquired interests under subsection (9) of this
3700 section. In addition, an entitled person who wishes to exercise
3701 appraisal rights must execute and return the form and, in the case
3702 of certificated interests, deposit the entitled person's
3703 certificates in accordance with the terms of the notice by the
3704 date referred to in the notice pursuant to subsection (6) (b) (ii)2
3705 of this section. Once an entitled person deposits that person's
3706 certificates or, in the case of uncertificated interests, returns



3707 the executed forms, that entitled person loses all rights as a
3708 member or owner of a financial interest, unless the entitled
3709 person withdraws pursuant to subsection (7)(b) of this section.

3710 (b) An entitled person who has complied with subsection
3711 (7)(a) of this section may nevertheless decline to exercise
3712 appraisal rights and withdraw from the appraisal process by so
3713 notifying the limited liability company in writing by the date set
3714 forth in the appraisal notice pursuant to subsection (6)(b)(ii)5
3715 of this section. An entitled person who fails to so withdraw from
3716 the appraisal process may not thereafter withdraw from the
3717 appraisal process without the limited liability company's written
3718 consent.

3719 (c) An entitled person who does not execute and return
3720 the form and, in the case of certificated interests, deposit that
3721 person's certificates where required, each by the date set forth
3722 in the notice described in subsection (6)(b)(ii)2 of this section,
3723 shall not be entitled to payment under this subsection.

3724 (8) **Payment.** (a) Except as provided in subsection (7) of
3725 this section, within thirty (30) days after the form required by
3726 subsection (6)(b)(ii)2 of this section is due, the limited
3727 liability company shall pay in cash to those entitled persons who
3728 complied with subsection (7)(a) of this section the amount the
3729 limited liability company estimates to be the fair value of their
3730 financial interests, plus interest at the legal rate.

3731 (b) The payment to each person pursuant to subsection
3732 (8)(a) of this section must be accompanied by:

3733 (i) Financial statements of the limited liability
3734 company that issued the financial interests to be appraised,
3735 consisting of a balance sheet as of the end of a fiscal year
3736 ending not more than sixteen (16) months before the date of
3737 payment, an income statement for that year, a statement of changes
3738 in equity for that year, and the latest available interim
3739 financial statements, if any;



3740 (ii) A statement of the limited liability
3741 company's estimate of the fair value of the financial interests,
3742 which estimate must equal or exceed the limited liability
3743 company's estimate given pursuant to subsection (6)(b)(ii)3 of
3744 this section;

3745 (iii) A statement that persons described in this
3746 subsection (8) have the right to demand further payment under
3747 subsection (10) of this section and that if any such person does
3748 not do so within the time period specified therein, the person
3749 shall be deemed to have accepted the payment in full satisfaction
3750 of the limited liability company's obligations under this section.

3751 (9) **After-acquired interests.** (a) A limited liability
3752 company may elect to withhold payment required by subsection (8)
3753 of this section from any entitled person who did not certify that
3754 ownership of all of the entitled person's financial interests for
3755 which appraisal rights are asserted was acquired before the date
3756 set forth in the appraisal notice sent pursuant to subsection (6)
3757 (b)(i) of this section.

3758 (b) If the limited liability company elected to
3759 withhold payment under subsection (9)(a) of this section, it must,
3760 within thirty (30) days after the form required by subsection
3761 (6)(b)(ii)2 of this section is due, notify all entitled persons
3762 who are described in subsection (9)(a) of this section:

3763 (i) Of the information required by subsection
3764 (8)(b)(i) of this section;

3765 (ii) Of the limited liability company's estimate
3766 of fair value pursuant to subsection (8)(b)(ii) of this section;

3767 (iii) That they may accept the limited liability
3768 company's estimate of fair value, plus interest at the legal rate,
3769 in full satisfaction of their demands, or demand appraisal under
3770 subsection (10) of this section;

3771 (iv) That those entitled persons who wish to
3772 accept the offer must so notify the limited liability company of



3773 the person's acceptance of the limited liability company's offer
3774 within thirty (30) days after receiving the offer; and

3775 (v) That those entitled persons who do not satisfy
3776 the requirements for demanding appraisal under subsection (10) of
3777 this section shall be deemed to have accepted the limited
3778 liability company's offer.

3779 (c) Within ten (10) days after receiving the entitled
3780 person's acceptance pursuant to subsection (9) (b) of this section,
3781 the limited liability company must pay in cash the amount it
3782 offered under subsection (9) (b) (ii) of this section to each person
3783 who agreed to accept the limited liability company's offer in full
3784 satisfaction of the person's demand.

3785 (d) Within forty (40) days after sending the notice
3786 described in subsection (9) (b) of this section, the limited
3787 liability company must pay in cash the amount it offered to pay
3788 under subsection (8) (b) of this section to each entitled person
3789 described in subsection (9) (b) (ii) of this section.

3790 (10) **Procedure if entitled person dissatisfied with payment**
3791 **or offer.** (a) An entitled person paid pursuant to subsection (8)
3792 of this section who is dissatisfied with the amount of the payment
3793 must notify the limited liability company in writing of that
3794 person's estimate of the fair value of the financial interests and
3795 demand payment of that estimate plus interest at the legal rate
3796 less any payment under subsection (8) of this section. An
3797 entitled person offered payment under subsection (9) of this
3798 section who is dissatisfied with that offer must reject the offer
3799 and demand payment of the person's stated estimate of the fair
3800 value of the financial interests plus interest at the legal rate.

3801 (b) An entitled person who fails to notify the limited
3802 liability company in writing of that entitled person's demand to
3803 be paid the entitled person's stated estimate of the fair value
3804 plus interest at the legal rate under subsection (10) (a) of this
3805 section within thirty (30) days after receiving the limited



3806 liability company's payment or offer of payment under subsections
3807 (8) or (9) of this section, respectively, waives the right to
3808 demand payment under this subsection (10) and shall be entitled
3809 only to the payment made or offered pursuant to those respective
3810 subsections.

3811 (11) **Court action.** (a) If an entitled person makes demand
3812 for payment under subsection (10) of this section which remains
3813 unsettled, the limited liability company shall commence a
3814 proceeding within sixty (60) days after receiving the payment
3815 demand and petition the court to determine the fair value of the
3816 financial interests and accrued interest at the legal rate. If
3817 the limited liability company does not commence the proceeding
3818 within the sixty-day period, it shall pay in cash to each the
3819 entitled person the amount the entitled person demanded pursuant
3820 to subsection (10)(a) of this section plus interest at the legal
3821 rate.

3822 (b) The limited liability company shall commence the
3823 proceeding in the chancery court of the county where the limited
3824 liability company's principal office is located. If the limited
3825 liability company is a foreign limited liability company * * *, it
3826 shall commence the proceeding in the county in this state where
3827 the principal office of the domestic limited liability company
3828 merged with the foreign limited liability company was located at
3829 the time of the transaction.

3830 (c) The limited liability company shall make all
3831 entitled persons whose demands remain unsettled, whether or not
3832 residents of this state, parties to the proceeding as in an action
3833 against their interests, and all parties must be served with a
3834 copy of the complaint. Nonresidents may be served as otherwise
3835 provided by law.

3836 (d) The jurisdiction of the court in which the
3837 proceeding is commenced under subsection (11)(b) of this section
3838 is plenary and exclusive. The court may appoint one or more



3839 persons as appraisers to receive evidence and recommend a decision
3840 on the question of fair value. The appraisers shall have the
3841 powers described in the order appointing them, or in any amendment
3842 to it. The entitled persons demanding appraisal rights are
3843 entitled to the same discovery rights as parties in other civil
3844 proceedings. There shall be no right to a jury trial.

3845 (e) Each entitled person made a party to the proceeding
3846 is entitled to judgment: (i) for the amount, if any, by which the
3847 court finds the fair value of the entitled person's financial
3848 interests, plus interest at the legal rate, exceeds the amount
3849 paid by the limited liability company to the entitled person for
3850 such financial interests; or (ii) for the fair value, plus
3851 interest at the legal rate, of the entitled person's financial
3852 interests for which the limited liability company elected to
3853 withhold payment under subsection (9) of this section.

3854 (12) **Court costs and counsel fees.** (a) The court in an
3855 appraisal proceeding commenced under subsection (11) of this
3856 section shall determine all costs of the proceeding including the
3857 reasonable compensation and expenses of appraisers appointed by
3858 the court. The court shall assess the costs against the limited
3859 liability company, except that the court may assess costs against
3860 all or some of the entitled persons demanding appraisal, in
3861 amounts the court finds equitable, to the extent the court finds
3862 such persons acted arbitrarily, vexatiously or not in good faith
3863 with respect to the rights provided by this subsection.

3864 (b) The court in an appraisal proceeding may also
3865 assess the fees and expenses of counsel and experts for the
3866 respective parties, in amounts the court finds equitable:

3867 (i) Against the limited liability company and in
3868 favor of any or all entitled persons demanding appraisal if the
3869 court finds the limited liability company did not substantially
3870 comply with the requirements of subsections (4), (6), (8) or (9)
3871 of this section; or



3872 (ii) Against either the limited liability company
3873 or an entitled person demanding appraisal, in favor of any other
3874 party, if the court finds that the party against whom the fees and
3875 expenses are assessed acted arbitrarily, vexatiously, or not in
3876 good faith with respect to the rights provided by this subsection.

3877 (c) If the court in an appraisal proceeding finds that
3878 the services of counsel for any entitled person were of
3879 substantial benefit to other persons similarly situated, and that
3880 the fees for those services should not be assessed against the
3881 limited liability company, the court may award to such counsel
3882 reasonable fees to be paid out of the amounts awarded the entitled
3883 persons who were benefited.

3884 (d) To the extent the limited liability company fails
3885 to make a required payment pursuant to subsections (8), (9) or
3886 (10) of this section, the entitled person may sue directly for the
3887 amount owed and, to the extent successful, shall be entitled to
3888 recover from the limited liability company all costs and expenses
3889 of the suit, including counsel fees.

3890 **SECTION 112.** Section 79-29-803, Mississippi Code of 1972, is
3891 amended as follows:

3892 79-29-803. **Judicial dissolution.** (1) On application by or
3893 for a member, the chancery court for the county in which the
3894 principal office of the limited liability company is located, or
3895 the Hinds County Chancery Court if the limited liability company
3896 does not have a principal office in this state, may decree
3897 dissolution of a limited liability company:

3898 (a) Whenever it is not reasonably practicable to carry
3899 on the business in conformity with the certificate of formation or
3900 the operating agreement;

3901 (b) Whenever the managers or the members in control of
3902 the limited liability company have been guilty of or have
3903 knowingly countenanced persistent and pervasive fraud or abuse of



3904 authority, or the property of the limited liability company is
3905 being misapplied or wasted by such persons; or

3906 (c) In a proceeding by the limited liability company to
3907 have its voluntary dissolution continued under court supervision.

3908 (2) If a limited liability company has no members due to the
3909 expulsion or withdrawal of the last remaining member pursuant to
3910 the terms of the certificate of formation or the written operating
3911 agreement and the certificate of formation or the written
3912 operating agreement of the limited liability company prohibits the
3913 substitution of a member, then an officer, manager or any assignee
3914 or owner of a financial interest of the limited liability company
3915 or the personal representative of the member may apply to the
3916 chancery court to dissolve the limited liability company; * * *
3917 however, * * * if there are no persons that hold the above
3918 described positions, then any creditor of the limited liability
3919 company or the Secretary of State may apply to the chancery court
3920 to dissolve the limited liability company.

3921 (3) A court in a judicial proceeding brought to dissolve a
3922 limited liability company may appoint one or more receivers to
3923 wind-up and liquidate, or one or more custodians to manage, the
3924 business and affairs of the limited liability company. The court
3925 appointing a receiver or custodian has jurisdiction over the
3926 limited liability company and all its property wherever located.
3927 The court may appoint an individual or entity (authorized to
3928 transact business in this state) as a receiver or custodian. The
3929 court may require the receiver or custodian to post bond, with or
3930 without sureties, in an amount the court directs.

3931 The court shall describe the powers and duties of the
3932 receiver or custodian in its appointing order, which may be
3933 amended from time to time. Among other powers:

3934 (a) The receiver (i) may dispose of all or any part of
3935 the assets of the limited liability company wherever located, at a
3936 public or private sale, if authorized by the court; and (ii) may



3937 sue and defend in the receiver's own name as receiver of the
3938 limited liability company in all courts of this state; and

3939 (b) The custodian may exercise all the powers of the
3940 limited liability company, through or in place of its members,
3941 managers or officers, to the extent necessary to manage the
3942 affairs of the limited liability company in the best interests of
3943 its members and creditors.

3944 The court during a receivership may redesignate the receiver
3945 a custodian, and during a custodianship may redesignate the
3946 custodian a receiver, if doing so is in the best interests of the
3947 limited liability company, its members and creditors.

3948 The court from time to time during the receivership or
3949 custodianship may order compensation paid and expenses paid or
3950 reimbursed to the receiver or custodian from the assets of the
3951 limited liability company or proceeds from the sale of the assets.

3952 **SECTION 113.** Section 79-29-809, Mississippi Code of 1972, is
3953 amended as follows:

3954 79-29-809. (1) A manager who has not wrongfully dissolved a
3955 limited liability company or, if none, the members or a person
3956 approved by the members or, if there is more than one class or
3957 group of members, then by each class or group of members, in
3958 either case, by members who own more than fifty percent (50%) of
3959 the then current percentage or other interest in the profits of
3960 the limited liability company owned by all of the members or by
3961 the members in each class or group, as appropriate, may wind-up
3962 the limited liability company's affairs; but the chancery court in
3963 which the principal office of the limited liability company is
3964 located, or the Hinds County Chancery Court if the limited
3965 liability company does not have a principal office in this state,
3966 upon cause shown, may wind-up the limited liability company's
3967 affairs upon application of any member or manager, the member's or
3968 manager's personal representative or assignee, and in connection
3969 therewith, may appoint a liquidating trustee.



3970 (2) Upon dissolution of a limited liability company, the
3971 persons winding-up the limited liability company's affairs may, in
3972 the name of, and for and on behalf of, the limited liability
3973 company, prosecute and defend suits, whether civil, criminal or
3974 administrative, gradually settle and close the limited liability
3975 company's business, dispose of and convey the limited liability
3976 company's property, discharge or make reasonable provision for the
3977 limited liability company's liabilities, and distribute to the
3978 members any remaining assets of the limited liability company, all
3979 without affecting the liability of members and managers and
3980 without imposing liability on a liquidating trustee.

3981 (3) Unless otherwise provided in the certificate of
3982 formation or limited liability company agreement, the persons
3983 winding-up the affairs of the limited liability company under the
3984 provisions of this section shall be entitled to reasonable
3985 compensation.

3986 **SECTION 114.** Section 79-29-819, Mississippi Code of 1972, is
3987 amended as follows:

3988 79-29-819. (1) A dissolved limited liability company may
3989 publish notice of its dissolution pursuant to this section which
3990 requests that persons with claims against the limited liability
3991 company present them in accordance with the notice.

3992 (2) The notice must:

3993 (a) Be published one time in a newspaper of general
3994 circulation in the county where the dissolved limited liability
3995 company's principal office, or, if none in this state, its
3996 registered office, is or was last located;

3997 (b) Describe the information that must be included in a
3998 claim and provide a mailing address where the claim may be sent;
3999 and

4000 (c) State that a claim against the limited liability
4001 company not otherwise barred will be barred unless a proceeding to
4002 enforce the claim is commenced within three (3) years after the



4003 latter of the publication of the notice or the filing of a
4004 certificate of dissolution with respect to the limited liability
4005 company.

4006 (3) If the dissolved limited liability company publishes a
4007 newspaper notice in accordance with subsection (2) and files a
4008 certificate of dissolution pursuant to Section 79-29-205, the
4009 claim of each of the following claimants which is not otherwise
4010 barred is barred unless the claimant commences a proceeding to
4011 enforce the claim against the dissolved limited liability company
4012 within three (3) years after the latter of the publication date of
4013 the newspaper notice or the filing of the certificate of
4014 dissolution:

4015 (a) A claimant who did not receive written notice under
4016 Section 79-29-817;

4017 (b) A claimant whose claim was timely sent to the
4018 dissolved limited liability company but not acted on within the
4019 three-year period; and

4020 (c) A claimant whose claim is contingent or based on an
4021 event occurring after the effective date of dissolution.

4022 (4) A claim may be enforced under this section:

4023 (a) Against the dissolved limited liability company, to
4024 the extent of its undistributed assets; or

4025 (b) If the assets have been distributed in liquidation,
4026 against a member of the dissolved limited liability company to the
4027 extent of the member's pro rata share of the claim or the assets
4028 of the limited liability company distributed to the member in
4029 liquidation, whichever is less, but a member's total liability for
4030 all claims under this section may not exceed the total amount of
4031 assets distributed to the member, subject to Section 79-29-611(1).

4032 79-29-819. (1) A dissolved limited liability company may
4033 publish notice of its dissolution pursuant to this section which
4034 requests that persons with claims against the limited liability
4035 company present them in accordance with the notice.



4036 (2) The notice must:

4037 (a) Be published one time in a newspaper of general
4038 circulation in the county where the dissolved limited liability
4039 company's principal office * * * is or was last located or in
4040 Hinds County, if the limited liability company does not have a
4041 principal office in this state;

4042 (b) Describe the information that must be included in a
4043 claim and provide a mailing address where the claim may be sent;
4044 and

4045 (c) State that a claim against the limited liability
4046 company not otherwise barred will be barred unless a proceeding to
4047 enforce the claim is commenced within three (3) years after the
4048 latter of the publication of the notice or the filing of a
4049 certificate of dissolution with respect to the limited liability
4050 company.

4051 (3) If the dissolved limited liability company publishes a
4052 newspaper notice in accordance with subsection (2) and files a
4053 certificate of dissolution pursuant to Section 79-29-205, the
4054 claim of each of the following claimants which is not otherwise
4055 barred is barred unless the claimant commences a proceeding to
4056 enforce the claim against the dissolved limited liability company
4057 within three (3) years after the latter of the publication date of
4058 the newspaper notice or the filing of the certificate of
4059 dissolution:

4060 (a) A claimant who did not receive written notice under
4061 Section 79-29-817;

4062 (b) A claimant whose claim was timely sent to the
4063 dissolved limited liability company but not acted on within the
4064 three-year period; and

4065 (c) A claimant whose claim is contingent or based on an
4066 event occurring after the effective date of dissolution.

4067 (4) A claim may be enforced under this section:



4068 (a) Against the dissolved limited liability company, to
4069 the extent of its undistributed assets; or

4070 (b) If the assets have been distributed in liquidation,
4071 against a member of the dissolved limited liability company to the
4072 extent of the member's pro rata share of the claim or the assets
4073 of the limited liability company distributed to the member in
4074 liquidation, whichever is less, but a member's total liability for
4075 all claims under this section may not exceed the total amount of
4076 assets distributed to the member, subject to Section 79-29-611(1).

4077 **SECTION 115.** Section 79-29-823, Mississippi Code of 1972, is
4078 amended as follows:

4079 79-29-823. (1) If the Secretary of State determines that
4080 one or more grounds exist under Section 79-29-821 for
4081 administratively dissolving a limited liability company, the
4082 Secretary of State shall serve the limited liability company with
4083 written notice of the determination under Section 79-29-125 or
4084 79-35-13, except that such determination may be served by first
4085 class mail.

4086 (2) If the limited liability company does not correct each
4087 ground for dissolution or demonstrate to the reasonable
4088 satisfaction of the Secretary of State that each ground determined
4089 by the Secretary of State does not exist within sixty (60) days
4090 after the service of the notice, the Secretary of State shall
4091 administratively dissolve the limited liability company by signing
4092 a certification of the administrative dissolution that recites the
4093 ground or grounds for dissolution and its effective date. The
4094 Secretary of State shall file the original of the certificate of
4095 administrative dissolution and serve the limited liability company
4096 with a copy of the certificate of administrative dissolution under
4097 Section 79-29-125 or 79-35-13, except that such certificate of
4098 administrative dissolution may be served by first class mail.

4099 **SECTION 116.** Section 79-29-825, Mississippi Code of 1972, is
4100 amended as follows:



4101 79-29-825. (1) A limited liability company administratively
4102 dissolved under Section 79-29-823 may apply to the Secretary of
4103 State for reinstatement at any time after the effective date of
4104 dissolution. The application must:

4105 (a) Recite the name of the limited liability company
4106 and the effective date of its administrative dissolution;

4107 (b) State that the ground or grounds for administrative
4108 dissolution either did not exist or have been eliminated; and

4109 (c) State that the limited liability company's name
4110 satisfies the requirements of Section 79-29-109.

4111 (2) If the Secretary of State determines that the
4112 application contains the information required by subsection (1) of
4113 this section and that the information is correct, the Secretary of
4114 State shall cancel the certificate of administrative dissolution
4115 and prepare a certificate of reinstatement that recites this
4116 determination and the effective date of reinstatement, file the
4117 original of the certificate of reinstatement, and serve the
4118 limited liability company with a copy of the certificate of
4119 reinstatement under Section 79-29-125 or 79-35-13, except that
4120 such certificate of reinstatement may be served by first class
4121 mail.

4122 (3) When the reinstatement is effective:

4123 (a) The reinstatement relates back to and takes effect
4124 as of the effective date of the administrative dissolution;

4125 (b) Any liability incurred by the limited liability
4126 company or a member after the administrative dissolution and
4127 before the reinstatement shall be determined as if the
4128 administrative dissolution had never occurred; and

4129 (c) The limited liability company may resume carrying
4130 on its business as if the administrative dissolution had never
4131 occurred.

4132 **SECTION 117.** Section 79-29-827, Mississippi Code of 1972, is
4133 amended as follows:



4134 79-29-827. (1) If the Secretary of State denies a limited
4135 liability company's application for reinstatement following
4136 administrative dissolution, the Secretary of State shall serve the
4137 limited liability company under Section 79-29-125 or 79-35-13 with
4138 a record that explains the reason or reasons for denial, except
4139 that such record may be served by first class mail.

4140 (2) The limited liability company may appeal the denial of
4141 reinstatement to the Chancery Court of the First Judicial District
4142 of Hinds County, Mississippi or the chancery court where the
4143 limited liability company is domiciled within thirty (30) days
4144 after service of the notice of denial is perfected. The limited
4145 liability company appeals by petitioning the court to set aside
4146 the administrative dissolution and attaching to the petition
4147 copies of the Secretary of State's certificate of administrative
4148 dissolution, the limited liability company's application for
4149 reinstatement, and the Secretary of State's notice of denial.

4150 (3) The court may summarily order the Secretary of State to
4151 reinstate the dissolved limited liability company or may take
4152 other action the court considers appropriate.

4153 (4) The court's final decision may be appealed as in other
4154 civil proceedings.

4155 **SECTION 118.** Section 79-29-831, Mississippi Code of 1972, is
4156 amended as follows:

4157 79-29-831. (1) The administrative dissolution of a limited
4158 liability company does not terminate the authority of the
4159 registered agent of the limited liability company.

4160 (2) The administrative dissolution of a limited liability
4161 company shall not impair the validity on any contract, deed,
4162 mortgage, security interest, lien or act of such limited liability
4163 company or prevent such limited liability company from defending
4164 any action, suit or proceeding with any court of this state.

4165 (3) A member, manager or officer of a limited liability
4166 company is not liable for the debts, obligations or liabilities of



4167 such limited liability company solely by reason of the
4168 administrative dissolution of a limited liability company.

4169 (4) A limited liability company that has been
4170 administratively dissolved may not maintain any action, suit or
4171 proceeding in any court of this state until such limited liability
4172 company is reinstated. An action, suit or proceeding may not be
4173 maintained in any court of this state by any successor or assignee
4174 of such limited liability company on any right, claim or demand
4175 arising out the transaction of business by such limited liability
4176 company after the administrative dissolution.

4177 (5) A limited liability company that is dissolved pursuant
4178 to Section 79-29-801 or 79-29-803 continues its legal existence
4179 but may carry on only business necessary or appropriate to
4180 wind-up and liquidate its business and affairs under Section
4181 79-29-809 and to notify claimants under Sections 79-29-817 and
4182 79-29-819.

4183 **SECTION 119.** Section 79-29-913, Mississippi Code of 1972, is
4184 amended as follows:

4185 79-29-913. (1) If the disqualified member does not accept
4186 the professional limited liability company's offer under Section
4187 79-29-912(2) within the thirty-day period, the member during the
4188 following thirty-day period may deliver a written notice to the
4189 professional limited liability company demanding that it commence
4190 a proceeding to determine the fair value of the membership
4191 interest. The limited liability company may commence a proceeding
4192 at any time during the sixty (60) days following the effective
4193 date of its offer notice. If it does not do so, the member may
4194 commence a proceeding against the professional limited liability
4195 company to determine the fair value of the disqualified person's
4196 membership interest.

4197 (2) The professional limited liability company or
4198 disqualified member shall commence the proceeding in the chancery
4199 court of the county where the professional limited liability



4200 company's principal office * * * is located, or the Hinds County
4201 Chancery Court, if the professional limited liability company does
4202 not have a principal office located in this state. The
4203 professional limited liability company shall make the disqualified
4204 person a party to the proceeding as in an action against the
4205 disqualified person's membership interest. The jurisdiction of
4206 the court in which the proceeding is commenced is plenary and
4207 exclusive.

4208 (3) The court may appoint one or more persons as appraisers
4209 to receive evidence and recommend decision on the question of fair
4210 value. The appraisers have the power described in the order
4211 appointing them, or in any amendment to it.

4212 (4) The disqualified member is entitled to judgment for the
4213 fair value of the disqualified person's membership interest
4214 determined by the court as of the date of death, disqualification
4215 or transfer, together with interest from that date at a rate found
4216 by the court to be fair and equitable.

4217 (5) The court may order the judgment paid in installments
4218 determined by the court.

4219 (6) "Fair value" means the value of the membership interest
4220 of the professional limited liability company determined:

4221 (a) Using customary and current valuation concepts and
4222 techniques generally employed for similar businesses in the
4223 context of the transaction requiring appraisal; and

4224 (b) Without discounting for lack of marketability or
4225 minority status.

4226 **SECTION 120.** Section 79-29-923, Mississippi Code of 1972, is
4227 amended as follows:

4228 79-29-923. The Attorney General may commence a proceeding
4229 under Section 79-29-803 to dissolve a professional limited
4230 liability company if:

4231 (a) The Secretary of State or a licensing authority
4232 with jurisdiction over a professional service described in the



4233 limited liability company's certificate of formation serves
4234 written notice on the limited liability company under Section
4235 79-29-125 or 75-35-13 that it has violated or is violating a
4236 provision of this article;

4237 (b) The limited liability company does not correct each
4238 alleged violation, or demonstrate to the reasonable satisfaction
4239 of the Secretary of State or licensing authority that it did not
4240 occur, within sixty (60) days after service of the notice is
4241 perfected under Section 79-29-125 or 75-35-13; and

4242 (c) The Secretary of State or licensing authority
4243 certifies to the Attorney General a description of the violation,
4244 that it notified the limited liability company of the violation,
4245 and that the limited liability company did not correct it, or
4246 demonstrate that it did not occur, within sixty (60) days after
4247 perfection of service of the notice.

4248 **SECTION 121.** Section 79-29-1003, Mississippi Code of 1972,
4249 is amended as follows:

4250 79-29-1003. (1) Before transacting business in this state,
4251 a foreign limited liability company, including a foreign limited
4252 liability company formed to render professional services, shall
4253 register with the Secretary of State. In order to register, a
4254 foreign limited liability company shall deliver the application
4255 for registration of the foreign limited liability company to the
4256 Office of the Secretary of State for filing, signed by a person
4257 with authority to do so under the laws of the state, country or
4258 other jurisdiction of its formation who is either a member,
4259 manager or officer of the foreign limited liability company and
4260 setting forth:

4261 (a) The name of the foreign limited liability company
4262 which must meet the requirements of Section 79-29-1007 and, if
4263 different, the name under which it proposes to transact business
4264 in this state which must meet the requirements of Section
4265 79-29-1007;



4266 (b) The state or other jurisdiction and date of its
4267 formation and a statement that, as of the date of filing, the
4268 foreign limited liability company validly exists as a limited
4269 liability company under the laws of the jurisdiction of its
4270 formation;

4271 (c) The name and street and mailing address of the
4272 registered agent for service of process on the foreign limited
4273 liability company which the foreign limited liability company has
4274 elected to appoint and who meets the requirements of Section
4275 79-29-113(1) (b) or 79-35-5(a);

4276 (d) A statement that the Secretary of State is
4277 appointed the registered agent of the foreign limited liability
4278 company for service of process if the registered agent's authority
4279 has been revoked or if the registered agent cannot be found or
4280 served with the exercise of reasonable diligence;

4281 (e) The date on which the foreign limited liability
4282 company first did, or intends to do, business in the State of
4283 Mississippi;

4284 (f) The address of the office required to be maintained
4285 in the state or other jurisdiction of its formation by the laws of
4286 that state or other jurisdiction or, if not so required, the
4287 address of the principal office of the foreign limited liability
4288 company;

4289 (g) If the limited liability company is to have a
4290 specific date of dissolution, the latest date upon which the
4291 foreign limited liability company is to dissolve; * * *

4292 (h) If management of the limited liability company is
4293 vested in a manager or managers, a statement to that effect; and

4294 (i) Any other matters the manager or members determine
4295 to include therein.

4296 The person signing the application shall state the person's
4297 name, the capacity in which the person signs and the street and
4298 mailing address of the person beneath or opposite the person's



4299 signature. A document required or permitted to be delivered to
4300 the Office of the Secretary of State for filing under this chapter
4301 which contains a copy of a signature, however made, is acceptable
4302 for filing by the Secretary of State.

4303 (2) The foreign limited liability company shall deliver with
4304 the completed application a certificate of existence, or a
4305 document of similar import, duly authenticated by the Secretary of
4306 State or other public official having custody of corporate records
4307 in the state or country under whose law it is formed.

4308 **SECTION 122.** Section 79-29-1023, Mississippi Code of 1972,
4309 is amended as follows:

4310 79-29-1023. (1) If the Secretary of State determines that
4311 one or more grounds exist under Section 79-29-1021 for
4312 administrative revocation of registration, the Secretary of State
4313 shall serve the foreign limited liability company with written
4314 notice of the determination under Section 79-29-125 or 79-35-13,
4315 except that such determination may be served by first class mail.

4316 (2) If the foreign limited liability company does not
4317 correct each ground for administrative revocation or demonstrate
4318 to the reasonable satisfaction of the Secretary of State that each
4319 ground determined by the Secretary of State does not exist within
4320 sixty (60) days after the service of the notice, the Secretary of
4321 State may administratively revoke the foreign limited liability
4322 company's registration by signing a certificate of administrative
4323 revocation that recites the ground or grounds for administrative
4324 revocation and its effective date. The Secretary of State shall
4325 file the original of the certificate of administrative revocation
4326 and serve the foreign limited liability company with a copy of the
4327 certificate of administrative revocation under Section 79-29-125
4328 or 79-35-13, except that such certificate of administrative
4329 revocation may be served by first class mail.



4330 (3) The authority of a foreign limited liability company to
4331 transact business in this state ceases on the date shown on the
4332 certificate of administrative revocation.

4333 (4) The Secretary of State's administrative revocation of a
4334 foreign limited liability company's registration appoints the
4335 Secretary of State the foreign limited liability company's agent
4336 for service of process in any proceeding based on a cause of
4337 action which arose during the time the foreign limited liability
4338 company was authorized to transact business in this state.
4339 Service of process on the Secretary of State under this subsection
4340 is service on the foreign limited liability company. Upon receipt
4341 of process and the payment of the fee specified in Section
4342 79-29-1203, the Secretary of State shall mail a copy of the
4343 process to the foreign limited liability company at the office of
4344 its registered agent, or if the agent has resigned or cannot be
4345 located, at its principal office shown in its most recent
4346 communication received from the foreign limited liability company
4347 stating the current mailing address of its principal office, or,
4348 if none are on file, in its application for registration of
4349 foreign limited liability company.

4350 (5) Administrative revocation of a foreign limited liability
4351 company's registration does not terminate the authority of the
4352 registered agent of the foreign limited liability company.

4353 (6) The administrative revocation of the registration of a
4354 foreign limited liability company shall not impair the validity on
4355 any contract, deed, mortgage, security interest, lien or act of
4356 such foreign limited liability company or prevent the foreign
4357 limited liability company from defending any action, suit or
4358 proceeding with any court of this state.

4359 (7) A member, manager or officer of a foreign limited
4360 liability company is not liable for the debts, obligations or
4361 liabilities of such foreign limited liability company solely by



4362 reason of the administrative revocation of the registration of a
4363 foreign limited liability company.

4364 (8) A foreign limited liability company whose registration
4365 has been administratively revoked may not maintain any action,
4366 suit or proceeding in any court of this state until such foreign
4367 limited liability company's registration has been reinstated. An
4368 action, suit or proceeding may not be maintained in any court of
4369 this state by any successor or assignee of such foreign limited
4370 liability company on any right, claim or demand arising out the
4371 transaction of business by foreign limited liability company
4372 after the administrative revocation.

4373 **SECTION 123.** Section 79-29-1025, Mississippi Code of 1972,
4374 is amended as follows:

4375 79-29-1025. (1) A foreign limited liability company whose
4376 registration is administratively revoked under Section 79-29-1021
4377 may apply to the Secretary of State for reinstatement at any time
4378 after the effective date of such administrative revocation. The
4379 application must:

4380 (a) Recite the name of the foreign limited liability
4381 company and the effective date of the administrative revocation;

4382 (b) State that the ground or grounds for administrative
4383 revocation either did not exist or have been eliminated; and

4384 (c) State that the foreign limited liability company's
4385 name satisfies the requirements of Section 79-29-1007.

4386 (2) If the Secretary of State determines that the
4387 application contains the information required by subsection (1) of
4388 this section and that the information is correct, the Secretary of
4389 State shall reinstate the registration of foreign limited
4390 liability company, prepare a certificate of reinstatement that
4391 recites this determination and the effective date of
4392 reinstatement, file the original of the certificate of
4393 reinstatement, and serve the foreign limited liability company
4394 with a copy of the certificate of reinstatement under Section



4395 79-29-125 or 79-35-13, except that such certificate may be served
4396 by first class mail.

4397 (3) When the reinstatement is effective:

4398 (a) The reinstatement relates back to and takes effect
4399 as of the effective date of the administrative revocation;

4400 (b) Any liability incurred by the foreign limited
4401 liability company or a member after the administrative revocation
4402 and before the reinstatement shall be determined as if the
4403 administrative revocation had never occurred; and

4404 (c) The foreign limited liability company may resume
4405 carrying on its business as if the administrative revocation had
4406 never occurred.

4407 **SECTION 124.** Section 79-29-1203, Mississippi Code of 1972,
4408 is amended as follows:

4409 79-29-1203. (1) No document required to be filed under this
4410 chapter shall be effective until the applicable fee required by
4411 this section is paid. The following fees shall be paid to and
4412 collected by the Secretary of State for the use of the State of
4413 Mississippi:

4414 (a) Filing of Reservation of Limited Liability Company
4415 Name or Transfer of Reservation, Twenty-five Dollars (\$25.00).

4416 (b) [Reserved]

4417 (c) [Reserved]

4418 (d) Filing of Certificate of Formation, Fifty Dollars
4419 (\$50.00).

4420 (e) Filing of Amendment to Certificate of Formation,
4421 Fifty Dollars (\$50.00).

4422 (f) Filing of Certificate of Dissolution, Fifty Dollars
4423 (\$50.00).

4424 (g) Filing of Application for Registration of Foreign
4425 Limited Liability Company, Two Hundred Fifty Dollars (\$250.00) and
4426 Ten Dollars (\$10.00) for each day, but not to exceed a total of
4427 One Thousand Dollars (\$1,000.00) for each year the foreign limited



4428 liability company transacts business in this state without a
4429 registration as a foreign limited liability company.

4430 (h) Filing of Certificate of Correction, Fifty Dollars
4431 (\$50.00).

4432 (i) Filing of Certificate of Cancellation of
4433 Registration of Foreign Limited Liability Company, Fifty Dollars
4434 (\$50.00).

4435 (j) Filing of an Annual Report of Domestic Limited
4436 Liability Company, (no fee).

4437 (k) Filing of an Annual Report of Foreign Limited
4438 Liability Company, to be deposited in the Elections Support Fund
4439 created in Section 23-15-5, Two Hundred Fifty Dollars (\$250.00).

4440 (l) Certificate of Administrative Dissolution, (no
4441 fee).

4442 (m) Filing of Application for Reinstatement Following
4443 Administrative Dissolution, Fifty Dollars (\$50.00).

4444 (n) Certificate of Administrative Revocation of
4445 Authority to Transact Business, (no fee).

4446 (o) Filing of Application for Reinstatement Following
4447 Administrative Revocation, One Hundred Dollars (\$100.00).

4448 (p) Certificate of Reinstatement Following
4449 Administrative Dissolution, (no fee).

4450 (q) Certificate of Reinstatement Following
4451 Administrative Revocation of Authority to Transact Business, (no
4452 fee).

4453 (r) Filing of Certificate of Revocation of Dissolution,
4454 Twenty-five Dollars (\$25.00).

4455 (s) Application for Certificate of Existence or
4456 Authorization, Twenty-five Dollars (\$25.00).

4457 (t) Any other document required or permitted to be
4458 filed under this chapter, Twenty-five Dollars (\$25.00).



4459 (2) The Secretary of State shall collect a fee of
4460 Twenty-five Dollars (\$25.00) each time process is served on the
4461 Secretary of State under Sections 79-29-101 et seq.

4462 (3) The Secretary of State shall collect the following fees
4463 for copying and certifying the copy of any filed document relating
4464 to a domestic or foreign limited liability company:

4465 (a) One Dollar (\$1.00) a page for copying; and

4466 (b) Ten Dollars (\$10.00) for the certificate.

4467 (4) The Secretary of State may promulgate rules to:

4468 (a) Reduce the filing fees set forth in this section or
4469 provide for discounts of fees as set forth in this section to
4470 encourage online filing of documents or for other reasons as
4471 determined by the Secretary of State; and

4472 (b) Provide for documents to be filed and accepted on
4473 an expedited basis upon the request of the applicant. The
4474 Secretary of State may promulgate rules to provide for an
4475 additional reasonable filing fee to be paid by the applicant and
4476 collected by the Secretary of State for the expedited filing
4477 services.

4478 (5) This section shall stand repealed on July 1, 2012.

4479 **SECTION 125.** Section 79-4-5.01, Mississippi Code of 1972,
4480 which provides for a registered agent maintaining a registered
4481 office, is repealed.

4482 **SECTION 126.** Section 79-4-5.02, Mississippi Code of 1972,
4483 which provides for the change of the registered office of a
4484 registered agent, is repealed.

4485 **SECTION 127.** Section 79-4-5.03, Mississippi Code of 1972,
4486 which provides for the resignation of a registered agent, is
4487 repealed.

4488 **SECTION 128.** Section 79-4-5.04, Mississippi Code of 1972,
4489 which provides for service of process on a corporation, is
4490 repealed.



4491 **SECTION 129.** Section 79-4-15.07, Mississippi Code of 1972,
4492 which provides for the registered office of a registered agent of
4493 a foreign corporation, is repealed.

4494 **SECTION 130.** Section 79-4-15.08, Mississippi Code of 1972,
4495 which provides for the change of an officer or registered agent of
4496 a foreign corporation, is repealed.

4497 **SECTION 131.** Section 79-4-15.09, Mississippi Code of 1972,
4498 which provides for the resignation of a registered agent of a
4499 foreign corporation, is repealed.

4500 **SECTION 132.** Section 79-11-163, Mississippi Code of 1972,
4501 which requires that a nonprofit corporation maintain a registered
4502 office and registered agent within the state, is repealed.

4503 **SECTION 133.** Section 79-11-165, Mississippi Code of 1972,
4504 which provides for change of registered office or registered agent
4505 by a nonprofit corporation, is repealed.

4506 **SECTION 134.** Section 79-11-167, Mississippi Code of 1972,
4507 which provides for the resignation of a nonprofit corporation's
4508 registered agent, is repealed.

4509 **SECTION 135.** Section 79-11-169, Mississippi Code of 1972,
4510 which provides for service of process upon a nonprofit
4511 corporation, is repealed.

4512 **SECTION 136.** Section 79-11-375, Mississippi Code of 1972,
4513 which requires that a foreign nonprofit corporation maintain a
4514 registered office and registered agent within the state, is
4515 repealed.

4516 **SECTION 137.** Section 79-11-377, Mississippi Code of 1972,
4517 which provides for a change of registered office or registered
4518 agent by a foreign nonprofit corporation, is repealed.

4519 **SECTION 138.** Section 79-11-379, Mississippi Code of 1972,
4520 which provides for the resignation of a foreign nonprofit
4521 corporation's registered agent, is repealed.

4522 **SECTION 139.** Section 79-15-115, Mississippi Code of 1972,
4523 which requires that a foreign investment trust maintain a



4524 registered office and registered agent within the state, is
4525 repealed.

4526 **SECTION 140.** Section 79-15-117, Mississippi Code of 1972,
4527 which provides for a change or resignation of registered office or
4528 registered agent by a foreign investment trust, is repealed.

4529 **SECTION 141.** Section 79-15-119, Mississippi Code of 1972,
4530 which provides for service of process upon a foreign investment
4531 trust, is repealed.

4532 **SECTION 142.** Section 79-16-17, Mississippi Code of 1972,
4533 which requires that a foreign business trust maintain a registered
4534 office and registered agent within the state, is repealed.

4535 **SECTION 143.** Section 79-16-19, Mississippi Code of 1972,
4536 which provides for a change or resignation of registered office or
4537 registered agent by a foreign business trust, is repealed.

4538 **SECTION 144.** Section 79-16-21, Mississippi Code of 1972,
4539 which provides for service of process upon a foreign business
4540 trust, is repealed.

4541 **SECTION 145.** This act shall take effect and be in force from
4542 and after July 1, 2012.

