

By: Representative Yancey

To: Business and Commerce

COMMITTEE SUBSTITUTE  
FOR  
HOUSE BILL NO. 1344

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

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

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

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



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

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

25 (c) The address of its principal office;

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

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

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

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

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



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

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

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

52 79-11-107. (1) The Secretary of State may prescribe and  
53 furnish, on request, forms for: (a) an application for a  
54 certificate of existence; (b) a foreign corporation's application  
55 for a certificate of authority to transact business in this state;  
56 (c) a foreign corporation's application for a certificate of  
57 withdrawal; and (d) the \* \* \* annual report. If the Secretary of  
58 State so requires, use of these forms is mandatory.

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

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

65 79-11-109. (1) Except as otherwise provided in subsection  
66 (4) of this section, the Secretary of State shall collect the  
67 following fees when the documents described in this subsection are  
68 delivered for filing:



| 69 | <b>Document</b>                              | <b>Fee</b> |
|----|--|------------|
| 70 | (a) Articles of incorporation                | \$50.00    |
| 71 | (b) [Reserved]                               |            |
| 72 | (c) Application for reserved name            | 25.00      |
| 73 | (d) Notice of transfer or cancellation       |            |
| 74 | of reserved name                             | 25.00      |
| 75 | (e) [Reserved]                               |            |
| 76 | (f) [Reserved]                               |            |
| 77 | (g) [Reserved]                               |            |
| 78 | (h) [Reserved]                               |            |
| 79 | (i) [Reserved]                               |            |
| 80 | (j) Amendment of articles of incorporation   | 50.00      |
| 81 | (k) Restatement of articles of incorporation |            |
| 82 | with amendments                              | 50.00      |
| 83 | (l) Articles of merger                       | 50.00      |
| 84 | (m) Articles of dissolution                  | 25.00      |
| 85 | (n) Articles of revocation of dissolution    | 25.00      |
| 86 | (o) Certificate of administrative            |            |
| 87 | dissolution                                  | No Fee     |
| 88 | (p) Application for reinstatement following  |            |
| 89 | administrative dissolution                   | 50.00      |
| 90 | (q) Certificate of reinstatement             | No Fee     |
| 91 | (r) Certificate of judicial dissolution      | No Fee     |
| 92 | (s) Application for certificate of authority | 100.00     |
| 93 | (t) Application for amended certificate of   |            |



|     |   |        |
|-----|---|--------|
| 94  | authority                                     | 50.00  |
| 95  | (u) Application for certificate of withdrawal | 25.00  |
| 96  | (v) Certificate of revocation of authority    |        |
| 97  | to transact business                          | No Fee |
| 98  | (w) * * * <u>Annual</u> report                | 25.00  |
| 99  | (x) Articles of correction                    | 50.00  |
| 100 | (y) Application for certificate of existence  |        |
| 101 | or authorization                              | 25.00  |
| 102 | (z) Any other document required or permitted  |        |
| 103 | to be filed by Section 79-11-101 et seq.      | 25.00  |

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

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

- 114 (a) One Dollar (\$1.00) a page for copying; and
- 115 (b) Ten Dollars (\$10.00) for the certificate.

116 (4) The Secretary of State may collect a filing fee greater  
117 than the fee set forth in subsections (1), (2) and (3) in an  
118 amount not to exceed twice the fee set forth in subsections (1),



119 (2) and (3) of processing the filing, if the form prescribed by  
120 the Secretary of State for such filing has not been used.

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

123 79-11-121. (1) Any person may apply to the Secretary of  
124 State to furnish a certificate of existence for a domestic or  
125 foreign corporation.

126 (2) The certificate of existence sets forth:

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

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

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

138 (d) That its most recent \* \* \* annual report required  
139 by \* \* \* Section 1 of House Bill No. \_\_\_\_\_, 2024 Regular Session,  
140 has been delivered to the Secretary of State;

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



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

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

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

152 79-11-129. (1) Notice under this chapter must be in the  
153 form of a record unless oral notice is authorized by this chapter  
154 or is reasonable under the circumstances.

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

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

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

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



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

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

173 (a) When received;

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

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

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

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

191 (8) Written notice is correctly addressed to a domestic or  
192 foreign corporation (authorized to transact business in this





193 state), other than in its capacity as a member, if addressed to  
194 its registered agent or to its secretary at its principal office  
195 shown in its most recent \* \* \* annual report or, in the case of a  
196 foreign corporation that has not yet delivered \* \* \* an annual  
197 report, in its application for a certificate of authority.

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

204 (10) With respect to electronic communications:

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

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

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

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



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

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

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

234 79-11-283. (1) A corporation shall keep as permanent  
235 records minutes of all meetings of its members and board of  
236 directors, a record of all actions taken by the members or  
237 directors without a meeting, and a record of all actions taken by  
238 committees of the board of directors as authorized by Section  
239 79-11-265.

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



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

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

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

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

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

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

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

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

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





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

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

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

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

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

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

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

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



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

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

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

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

329 79-11-387. (1) The Secretary of State upon determining that  
330 one or more grounds exist under Section 79-11-385 for revocation  
331 of a certificate of authority shall serve the foreign corporation  
332 with written notice of that determination under Section 79-11-381.

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



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

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

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



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

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

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

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

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

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

379 (c) The address of its principal office;

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

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

384 (f) Whether or not it has members.

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





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

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

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

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

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

