

**Adopted
COMMITTEE AMENDMENT NO 1 PROPOSED TO**

House Bill No. 1344

BY: Committee

**Amend by striking all after the enacting clause and inserting
in lieu thereof the following:**

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

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

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

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

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

67 79-11-109. (1) Except as otherwise provided in subsection
68 (4) of this section, the Secretary of State shall collect the



69 following fees when the documents described in this subsection are
70 delivered for filing:

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



94	(s)	Application for certificate of authority	100.00
95	(t)	Application for amended certificate of	
96		authority	50.00
97	(u)	Application for certificate of withdrawal	25.00
98	(v)	Certificate of revocation of authority	
99		to transact business	No Fee
100	(w)	* * * <u>Annual</u> report * * *	<u>No Fee</u>
101	(x)	Articles of correction	50.00
102	(y)	Application for certificate of existence	
103		or authorization	25.00
104	(z)	Any other document required or permitted	
105		to be filed by Section 79-11-101 et seq.	25.00

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

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

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



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

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

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

128 (2) The certificate of existence sets forth:

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

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

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

140 (d) That its most recent * * * annual report * * * has
141 been delivered to the Secretary of State;



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

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

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

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

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

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

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

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

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



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

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

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

174 (a) When received;

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

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

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

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



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

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

205 (10) With respect to electronic communications:

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

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

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



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

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

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

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

235 79-11-283. (1) A corporation shall keep as permanent
236 records minutes of all meetings of its members and board of
237 directors, a record of all actions taken by the members or
238 directors without a meeting, and a record of all actions taken by
239 committees of the board of directors as authorized by Section
240 79-11-265.



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

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

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

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

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

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

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

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

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

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



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

268 **SECTION 7.** Section 79-11-347, Mississippi Code of 1972, is
269 amended as follows:

270 79-11-347. The Secretary of State may commence a proceeding
271 under Section 79-11-349 to administratively dissolve a corporation
272 if:

273 (a) The corporation does not pay within sixty (60) days
274 after they are due any taxes or penalties imposed by Section
275 79-11-101 et seq. or other law;

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

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

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

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

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



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 Title 79, Chapter 11, Mississippi Code of 1972.

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

**Further, amend by striking the title in its entirety and
inserting in lieu thereof the following:**

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.

