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Chapter No. 468  
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***SENATE BILL NO. 2511***

Originated in Senate *Liz Welch* Secretary

SENATE BILL NO. 2511

AN ACT TO AMEND SECTIONS 79-4-4.02, 79-11-159, 79-14-103 AND 79-29-111, MISSISSIPPI CODE OF 1972, TO PROVIDE FOR RENEWABLE NAME RESERVATION AND TO EXTEND THE NAME RESERVATION PERIOD; TO AMEND SECTIONS 79-4-1.22, 79-11-109, 79-14-1104 AND 79-29-1203, MISSISSIPPI CODE OF 1972, TO CONFORM THE FEE SECTIONS FOR BUSINESS CORPORATIONS, NONPROFIT CORPORATIONS, LIMITED PARTNERSHIPS AND LIMITED LIABILITY COMPANIES; TO REPEAL SECTIONS 79-4-4.03 AND 79-11-161, MISSISSIPPI CODE OF 1972, WHICH PROVIDE FOR THE REGISTRATION OF CORPORATE NAMES; AND FOR RELATED PURPOSES.

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

**SECTION 1.** Section 79-4-4.02, Mississippi Code of 1972, is amended as follows:

79-4-4.02. (a) A person may reserve the exclusive use of a legal corporate name that complies with Section 79-4-4.01, including a fictitious name for a foreign corporation whose corporate name is not available, by delivering an application to the Secretary of State for filing. However, no person or corporation may reserve the name "In God We Trust" which name shall be reserved to the people of the State of Mississippi, as a symbol thereof. The application must set forth the name and address of the applicant and the name proposed to be reserved. If

the Secretary of State finds that the corporate name applied for is available, \* \* \* the Secretary of State shall reserve the name for the applicant's exclusive use for a \* \* \* one-hundred-eighty-day period. The one-hundred-eighty-day period may be renewed once by the applicant by filing a renewal application within thirty (30) days before the expiration of the initial one-hundred-eighty-day period.

(b) The owner of a reserved corporate name may transfer the reservation to another person by delivering to the Secretary of State a signed notice of the transfer that states the name and address of the transferee.

(c) The reservation of a specified name may be cancelled by delivering to \* \* \* the Secretary of State a notice of cancellation, specifying the name of the reservation to be cancelled and the name and address of the owner or transferee.

(d) Unless the Secretary of State finds that any application, notice of transfer, or notice of cancellation filed with the Secretary of State as required by this section does not conform to law, upon receipt of all filing fees required by law the Secretary of State shall prepare and return to the person who filed the instrument a copy of the filed instrument with a notation thereon of the action taken by the Secretary of State.

(e) A fee as set forth in Section 79-4-1.22 \* \* \* of this chapter shall be paid at the time of the reservation of any name

and at the time of the filing of a notice of the transfer or cancellation of any such reservation.

**SECTION 2.** Section 79-11-159, Mississippi Code of 1972, is amended as follows:

79-11-159. (1) A person may reserve the exclusive use of a legal corporate name that complies with Section 79-11-157, including a fictitious name for a foreign corporation whose corporate name is not available, by delivering an application to the Secretary of State for filing. Upon finding that the corporate name applied for is available, the Secretary of State shall reserve the name for the applicant's exclusive use for a \* \* \* period of one hundred eighty (180) days. The one-hundred-eighty-day period may be renewed once by the applicant by filing a renewal application within thirty (30) days before the expiration of the initial one-hundred-eighty-day period.

(2) The owner of a reserved corporate name may transfer the reservation to another person by delivering to the Secretary of State a signed notice of the transfer that states the name and address of the transferee.

**SECTION 3.** Section 79-14-103, Mississippi Code of 1972, is amended as follows:

79-14-103. (a) The \* \* \* right to the use of a legal name that complies with Section 79-14-102 may be reserved by:

(1) A person intending to organize a limited partnership under this chapter and to adopt that name;

(2) A domestic limited partnership or any foreign limited partnership registered in this state which, in either case, intends to adopt that name;

(3) A foreign limited partnership intending to register in this state and adopt that name; and

(4) A person intending to organize a foreign limited partnership and intending to have it registered in this state and adopt that name.

(b) The reservation shall be made by filing with the Secretary of State an application, \* \* \* signed by the applicant, \* \* \* specifying the name to be reserved and the name and address of the applicant. If the Secretary of State finds that the name is available for use as a legal name by a domestic or foreign limited partnership, \* \* \* the Secretary of State shall reserve the name for the exclusive use of the applicant as a legal name for a period of one hundred eighty (180) days. \* \* \* The one-hundred-eighty-day period may be renewed once by the applicant by filing a renewal application within thirty (30) days before the expiration of the initial one-hundred-eighty-day period. The right to the exclusive use of a reserved name may be transferred to any other person by \* \* \* delivering to the Secretary of State a notice of the transfer, \* \* \* signed by the applicant for whom the name was reserved and specifying the name and address of the transferee.

(c) The reservation of a specified name may be cancelled by delivering to the Secretary of State a notice of cancellation, specifying the name reservation to be cancelled and the name and address of the applicant or transferee.

(d) Unless the Secretary of State finds that any application, notice of transfer, or notice of cancellation filed with the Secretary of State as required by this section does not conform to law, upon receipt of all filing fees required by law, the Secretary of State shall prepare and return to the person who filed the instrument a copy of the filed instrument with a notation thereon on the action taken by the Secretary of State.

(e) A fee set forth in Section 79-14-1104 of this chapter shall be paid at the time of the reservation of any name and at the time of the filing of a notice of the transfer or cancellation of any such reservation.

**SECTION 4.** Section 79-29-111, Mississippi Code of 1972, is amended as follows:

79-29-111. (1) The right to the use of a legal name under Section 79-29-109 may be reserved by:

(a) A person intending to organize a limited liability company under this chapter and to adopt that name;

(b) A domestic limited liability company or any foreign limited liability company registered in this state which, in either case, intends to adopt that name;

(c) A foreign limited liability company intending to register in this state and adopt that name; and

(d) A person intending to organize a foreign limited liability company and intending to have it registered in this state and adopt that name.

(2) The reservation shall be made by delivering to the Office of the Secretary of State for filing an application, signed by the applicant, specifying the name to be reserved and the name and address of the applicant. If the Secretary of State finds that the name is available for use as a legal name by a domestic or foreign limited liability company, the Secretary of State shall reserve the name for the exclusive use of the applicant as a legal name for a period of one hundred eighty (180) days. \* \* \* The one-hundred-eighty-day period may be renewed once by the applicant by filing a renewal application within thirty (30) days before the expiration of the initial one-hundred-eighty-day period. The right to the exclusive use of a reserved name may be transferred to any other person by delivering to the Office of the Secretary of State a notice of the transfer, signed by the applicant for whom the name was reserved and specifying the name and address of the transferee.

(3) The reservation of a specified name may be cancelled by delivering to the Office of the Secretary of State a notice of cancellation, specifying the name reservation to be cancelled and the name and address of the applicant or transferee.

(4) Unless the Secretary of State finds that any application, notice of transfer, or notice of cancellation filed with the Secretary of State as required by this section does not conform to law, upon receipt of all filing fees required by law the Secretary of State shall prepare and return to the person who filed the instrument a copy of the filed instrument with a notation thereon of the action taken by the Secretary of State.

~~(5) A fee as set forth in Section 79-29-1203 of this chapter shall be paid at the time of the reservation of any name and at the time of the filing of a notice of the transfer or cancellation of any such reservation.~~

**SECTION 5.** Section 79-4-1.22, Mississippi Code of 1972, is amended as follows:

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

Document	Fee
(1) Articles of incorporation.....	\$ 50.00
(2) * * * <u>[Reserved]</u>	
(3) Application for reserved name.....	25.00
(4) Notice of transfer or cancellation of reserved name.....	25.00
(5) * * * <u>[Reserved]</u>	
(6) * * * <u>[Reserved]</u>	
(7) <u>[Reserved]</u>	

(8) [Reserved]	
(9) [Reserved]	
(10) Amendment of articles of incorporation..	50.00
(11) Restatement of articles of incorporation.....	50.00
with amendment of articles.....	50.00
(12) Articles of merger or share exchange....	50.00
(13) Articles of dissolution.....	25.00
(14) Articles of revocation of dissolution...	25.00
(15) Certificate of administrative dissolution.....	No fee
(16) Application for reinstatement following administrative dissolution.....	50.00
(17) Certificate of reinstatement.....	No fee
(18) Certificate of judicial dissolution.....	No fee
(19) Application for certificate of authority.....	500.00
(20) Application for amended certificate of authority.....	50.00
(21) Application for certificate of withdrawal.....	25.00
(22) Certificate of revocation of authority to transact business.....	No fee
(23) Application for reinstatement following administrative revocation.....	100.00

(24) Certificate of reinstatement.....	No fee
(25) Annual report.....	25.00
(26) Articles of correction.....	50.00
(27) Application for certificate of existence or authorization.....	25.00
(28) Any other document required or permitted to be filed by Section 79-4-1.01 et seq. ....	25.00

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

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

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

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

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

- (1) Reduce the filing fees prescribed in this section or provide for discounts of fees to encourage online filing of

documents or for other reasons as determined by the Secretary of State; and

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

**SECTION 6.** Section 79-11-109, Mississippi Code of 1972, is amended as follows:

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

<b>Document</b>	<b>Fee</b>
(a) Articles of incorporation .....	\$50.00
(b) * * * <u>[Reserved]</u>	
(c) Application for reserved name .....	25.00
(d) Notice of transfer <u>or cancellation</u> of reserved name .....	25.00
(e) * * * <u>[Reserved]</u>	
(f) * * * <u>[Reserved]</u>	
(g) [Reserved]	
(h) [Reserved]	
(i) [Reserved]	

(j) Amendment of articles of incorporation.....	50.00
(k) Restatement of articles of incorporation with amendments.....	50.00
(l) Articles of merger.....	50.00
(m) Articles of dissolution.....	25.00
(n) Articles of revocation of dissolution.....	25.00
(o) Certificate of administrative dissolution.....	No Fee
(p) Application for reinstatement following administrative dissolution.....	50.00
(q) Certificate of reinstatement.....	No Fee
(r) Certificate of judicial dissolution.....	No Fee
(s) Application for certificate of authority....	100.00
(t) Application for amended certificate of authority.....	50.00
(u) Application for certificate of withdrawal...	25.00
(v) Certificate of revocation of authority to transact business.....	No Fee
(w) Status report.....	25.00
(x) Articles of correction.....	50.00
(y) Application for certificate of existence or authorization.....	25.00
(z) Any other document required or permitted to be filed by Section 79-11-101 et seq.....	25.00

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

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

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

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

**SECTION 7.** Section 79-14-1104, Mississippi Code of 1972, is amended as follows:

79-14-1104. Pursuant to this chapter, the Secretary of State shall charge and collect a fee for:

- (a) \* \* \* Reservation, Cancellation or Transfer of Partnership Name ..... \$25.00
- (b) [Reserved]
- (c) [Reserved]

(d) Filing of Certificate of Limited Partnership .....	50.00
(e) Filing of Amendment to Certificate of Limited Partnership .....	50.00
(f) Filing of Certificate of Dissolution .....	25.00
(g) Filing of Certificate of Cancellation .....	25.00
(h) Filing of Restated Certificate of Limited Partnership or Amended and Restated Certificate of Limited Partnership .....	25.00
(i) Filing of Certificate of Withdrawal .....	25.00
(j) Filing of Application for Registration of Foreign Limited Partnership .....	250.00
(k) Filing of Certificate Correcting Application for Registration of Foreign Limited Partnership .....	50.00
(l) Filing of Certificate of Cancellation of Registration of Foreign Limited Partnership .....	25.00
(m) Certificate of Administrative Dissolution .....	No fee
(n) Filing of Application for Reinstatement Following Administrative Dissolution .....	50.00
(o) Certificate of Revocation of Registration to Transact Business .....	No fee
(p) Filing of Application for Reinstatement Following Administrative Revocation .....	100.00

(q) Any other document required or permitted to be filed by Section 79-14-101 et seq. .... 25.00

**SECTION 8.** Section 79-29-1203, Mississippi Code of 1972, is amended as follows:

79-29-1203. (1) No document required to be filed under this chapter shall be effective until the applicable fee required by this section is paid. The following fees shall be paid to and collected by the Secretary of State for the use of the State of Mississippi:

(a) Filing of Reservation of Limited Liability Company Name or Transfer or Cancellation of Reservation, Twenty-five Dollars (\$25.00).

(b) [Reserved]

(c) [Reserved]

(d) Filing of Certificate of Formation, Fifty Dollars (\$50.00).

(e) Filing of Amendment to Certificate of Formation, Fifty Dollars (\$50.00).

(f) Filing of Certificate of Dissolution, Fifty Dollars (\$50.00).

(g) Filing of Application for Registration of Foreign Limited Liability Company, Two Hundred Fifty Dollars (\$250.00) and Ten Dollars (\$10.00) for each day, but not to exceed a total of One Thousand Dollars (\$1,000.00) for each year the foreign limited

liability company transacts business in this state without a registration as a foreign limited liability company.

(h) Filing of Certificate of Correction, Fifty Dollars (\$50.00).

(i) Filing of Certificate of Cancellation of Registration of Foreign Limited Liability Company, Fifty Dollars (\$50.00).

(j) Filing of an Annual Report of Domestic Limited Liability Company, (no fee).

(k) Filing of an Annual Report of Foreign Limited Liability Company, to be deposited in the Elections Support Fund created in Section 23-15-5, Two Hundred Fifty Dollars (\$250.00).

(l) Certificate of Administrative Dissolution, (no fee).

(m) Filing of Application for Reinstatement Following Administrative Dissolution, Fifty Dollars (\$50.00).

(n) Certificate of Administrative Revocation of Authority to Transact Business, (no fee).

(o) Filing of Application for Reinstatement Following Administrative Revocation, One Hundred Dollars (\$100.00).

(p) Certificate of Reinstatement Following Administrative Dissolution, (no fee).

(q) Certificate of Reinstatement Following Administrative Revocation of Authority to Transact Business, (no fee).

(r) Filing of Certificate of Revocation of Dissolution, Twenty-five Dollars (\$25.00).

(s) Application for Certificate of Existence or Authorization, Twenty-five Dollars (\$25.00).

(t) Any other document required or permitted to be filed under this chapter, Twenty-five Dollars (\$25.00).

(2) The Secretary of State shall collect a fee of ~~Twenty-five Dollars (\$25.00)~~ each time process is served on the Secretary of State under Section 79-29-101 et seq.

(3) The Secretary of State shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign limited liability company:

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

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

(4) The Secretary of State may promulgate rules to:

(a) Reduce the filing fees set forth in this section or provide for discounts of fees as set forth in this section to encourage online filing of documents or for other reasons as determined by the Secretary of State; and

(b) Provide for documents to be filed and accepted on an expedited basis upon the request of the applicant. The Secretary of State may promulgate rules to provide for an additional reasonable filing fee to be paid by the applicant and collected by the Secretary of State for the expedited filing services.

(5) This section shall stand repealed on July 1, 2015.

**SECTION 9.** Section 79-4-4.03, Mississippi Code of 1972, which provides for the registration of corporate names, is repealed.

**SECTION 10.** Section 79-11-161, Mississippi Code of 1972, which provides for the registration of a foreign corporation's corporate name, is repealed.

**SECTION 11.** This act shall take effect and be in force from and after July 1, 2014.

PASSED BY THE SENATE  
March 20, 2014



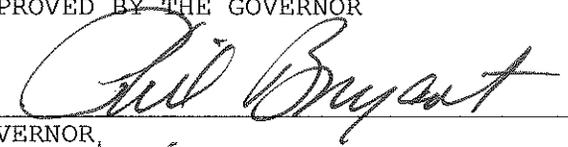
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PRESIDENT OF THE SENATE

PASSED BY THE HOUSE OF REPRESENTATIVES  
March 4, 2014



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SPEAKER OF THE HOUSE OF REPRESENTATIVES

APPROVED BY THE GOVERNOR



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GOVERNOR

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