

**Mississippi Secretary of State
2008 Business Reform Committees
Minutes of the LLC/Partnership Laws Study Group, Meeting # 3
July 31, 2008**

The third meeting of the LLC/Partnership Laws Study Group was called to order on Thursday, July 31, 2008 at 11:15 A.M. at the Secretary of State's Office, 700 North Street, Jackson, Mississippi. A list of the persons who were present in person or by telephone is attached at Exhibit A.

Introduction

Cheryn Baker, Assistant Secretary of State for Policy & Research, welcomed the group and took attendance of the members who participated in the meeting by teleconference. Next, the group adopted the minutes of the second meeting, which was held on July 10, 2008.

Discussion of Adopting the Revised Uniform Limited Liability Company Act (RULLCA)

Co-chair David Grishman opined that it would be too ambitious for the study group to make a determination on whether to adopt RULLCA, given the group's time constraints and the complexity of the subject matter. However, he urged the members to continue studying the act in hopes that the group could reconvene and address adopting RULLCA at some point in the future.

Formation of Subcommittees

Cheryn Baker announced the creation of subcommittees to study the following issues:

- Conversion and "junction box" statutes;
- Potential amendments to the Mississippi Limited Liability Company Act regarding fiduciary duties, default provisions, who has the authority to bind an LLC, and whether operating agreements should be required to be in writing; and
- Changes to LLC reporting and registration forms, the desirability of offering online filing and expedited processing, and fees associated with LLC filings.

In addition, Mrs. Baker stated that certain group members had been assigned to a joint committee which would study the Model Registered Agent Act and recommend whether Mississippi should adopt it in whole or in part.

Many members volunteered for positions on each of the subcommittees. As for those members who did not state a preference, Ms. Baker said they would be assigned to subcommittees as needed.

Time Line

A member suggested that if the group wanted its recommendations to be considered by the Mississippi State Legislature during the 2009 regular session, that these recommendations would need to be made by October at the latest.

Series LLCs

Co-Chair Grishman asked the members for their input on other issues that the study group could or should address. Several members stated their opinions on whether the group should look at the issue of recognizing so-called "series LLCs." One member expressed his opinion that the group would be better served by studying how Mississippi should treat out-of-state series LLCs, rather than focusing on statutes which would authorize the creation of series LLCs within the state. After several members expressed their interest in the concept of series LLCs, the group decided that at least some members of the group who had a particular interest in series LLCs should organize a study group to look into the issues surrounding series LLCs.

Other Business

The group agreed with Co-Chair Grishman's suggestion that the various subcommittees should meet twice per month. Further, the group elected to forego holding a full meeting on August 14, opting instead to hold subcommittee meetings during that time. The members also decided that the subcommittees would prepare periodic status reports to present to the full study group.

Conclusion of Meeting

With no further business, the meeting was adjourned at 12:00 P.M.

Respectfully submitted,



Cheryn Baker
Assistant Secretary of State
Policy and Research Division

EXHIBIT A
To the Minutes of LLC/Partnership Committee Meeting

In Attendance:

David Grishman
H. C. Bailey
Robert Gage
Rep. Andy Gipson
Larry Lefoldt
Ronnie McMillan
Jim Nippes
Ken Rector
Joseph Stinson
Jody Varner
Ashley Wicks
Eric Wooten

In Attendance by telephone:

Stephen Burrow
Jack Turner
Margaret Williams
Chris Wilson
Bill Williams
Lynette Magee-Praytor
Rusty Russell
George Fair
Chad Davidson

Secretary of State Staff:

Cheryn Baker, Assistant Secretary of State, Policy and Research
Doug Jennings, Senior Attorney, Policy and Research
Phillips Strickland, Division Coordinator