

## **OUT OF STATE BUSINESSES**

Thousands of out-of-state companies do business in Mississippi every day. Currently over 20,000 corporations, limited liability companies, limited partnerships, and limited liability partnerships are registered with the Business Services Division of the Secretary of State's Office. These businesses have all obtained a Certificate of Authority to transact business within the State of Mississippi pursuant to the various statutes that are applicable to those business entities.

Not all foreign companies conducting business within the State of Mississippi need a Certificate of Authority. If a business is conducting an isolated transaction that will be completed within 30 days then no registration would be necessary. Similarly, soliciting orders through the mail or by telephone, creating indebtedness or mortgages, maintaining bank accounts, or selling through independent contractors would not require a Certificate of Authority. The types of business transactions which would not give rise to a requirement for a certificate can be found in the Mississippi Code at sections 79-4-15.01 (corporations), 79-29-1008 (limited liability companies), and section 79-14-901 (limited partnerships). Forms for applying for a Certificate of Authority can be found here:

[http://www.sos.ms.gov/business\\_services\\_feesForms.aspx](http://www.sos.ms.gov/business_services_feesForms.aspx)

If you are still uncertain whether or not your business must apply for a Certificate of Authority, please contact our customer service representatives at 800-256-3494.

Corporations and LLCs are currently the only entities which must file an Annual Report with the State of Mississippi. The report for corporations may be filed online on the Secretary of State's website here:

<https://business.sos.state.ms.us/corp/annualreport/ReportStart.asp>.

The LLC Annual Report must be filled out online. Mississippi LLCs may submit the filing online at no charge. Foreign LLCs must fill out the report, print it off and mail it in with a payment of \$250.00. The link to complete the report is here:

<http://www.sos.ms.gov/page.aspx?s=2&s1=1&s2=7>

Annual Reports are due by April 15<sup>th</sup> of each calendar year. They may be filed starting January 1<sup>st</sup>. Failure to file a corporate Annual Report will result in the corporation's Certificate of Authority to do business in Mississippi being administratively revoked. Doing business within the state without a valid Certificate of Authority may result in fines up to \$1,000 per year.