

1 **AMENDMENTS TO BUSINESS ENTITY NAME RESERVATION AND REGISTRATION**
2 **PROVISIONS: DRAFT OPTION A**

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20
21 **Mississippi Business Corporation Act**

22 **SECTION 79-4-4.02. Reserved name**

23 (a) A person may reserve the exclusive use of a corporate name, including a fictitious name for a
24 foreign corporation whose corporate name is not available, by delivering an application to the Secretary
25 of State for filing. The application must set forth the name and address of the applicant and the name
26 proposed to be reserved. If the Secretary of State finds that the corporate name applied for is available,
27 the Secretary of State ~~he~~ shall reserve the name for the applicant's exclusive use for a nonrenewable 180-
28 day ~~one hundred eighty-day~~ period.

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

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

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

9 (e) A fee as set forth in Section 79-4-1.22(3)-(4) of this chapter shall be paid at the time of the
10 reservation of any name and at the time of the filing of a notice of the transfer or cancellation of any
11 such reservation.

12
13 **Mississippi Business Corporation Act**
14 **SECTION 79-4-4.03. Registered name**

15 Section 79-4-4.03, which provides for the registration of name of a foreign corporation, is repealed.

16 ~~(a) A foreign corporation may register its corporate name, or its corporate name with any~~
17 ~~addition required by Section 79-4-15.06, if the name is distinguishable upon the records of the Secretary~~
18 ~~of State from the corporate names that are not available under Section 79-4-4.01(b)(3).~~

19 ~~(b) A foreign corporation registers its corporate name, or its corporate name with any addition~~
20 ~~required by Section 79-4-15.06, by delivering to the Secretary of State for filing an application:~~

21 ~~(1) Setting forth its corporate name, or its corporate name with any addition required by~~
22 ~~Section 79-4-15.06, the state or country and date of its incorporation, and a brief description of the~~
23 ~~nature of the business in which it is engaged; and~~

1 ~~(2) Accompanied by a certificate of existence (or a document of similar import) from the~~
2 ~~state or country of incorporation.~~

3 ~~(c) The name is registered for the applicant's exclusive use upon the effective date of the~~
4 ~~application.~~

5 ~~(d) A foreign corporation whose registration is effective may renew it for successive years by~~
6 ~~delivering to the Secretary of State for filing a renewal application, which complies with the~~
7 ~~requirements of subsection (b), between October 1 and December 31 of the preceding year prior to the~~
8 ~~expiration of the registration. The renewal application renews the registration for the following calendar~~
9 ~~yearEach registration is valid for one year following the date of application or renewal.~~

10 ~~(e) A foreign corporation whose registration is effective may thereafter qualify as a foreign~~
11 ~~corporation under that name or consent in writing to the use of that name by a corporation thereafter~~
12 ~~incorporated under Sections 79-4-1.01 et seq. or by another foreign corporation thereafter authorized to~~
13 ~~transact business in this state. The registration terminates when the domestic corporation is incorporated~~
14 ~~or the foreign corporation qualifies or consents to the qualification of another foreign corporation under~~
15 ~~the registered name.~~

16 **Mississippi Nonprofit Corporation Act**
17 **SECTION 79-11-159. RESERVING NAME**

18 (1) A person may reserve the exclusive use of a corporate name, including a fictitious name for a
19 foreign corporation whose corporate name is not available, by delivering an application to the Secretary
20 of State for filing. Upon finding that the corporate name applied for is available, the Secretary of State
21 shall reserve the name for the applicant's exclusive use for a nonrenewable 180-day period ~~of one~~
22 ~~hundred eighty (180) days.~~

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

4
5 **Mississippi Nonprofit Corporation Act**
6 **SECTION 79-11-161. FOREIGN CORPORATIONS, REGISTERING NAMES**

7 Section 79-11-161, which provides for registration of foreign corporations, is repealed.

8 ~~(1) A foreign corporation may register its corporate name, or its corporate name with any~~
9 ~~addition required by [Section 79-11-373](#), if the name is distinguishable upon the records of the Secretary~~
10 ~~of State from:~~

11 ~~(a) The corporate name of a nonprofit or business corporation incorporated or authorized~~
12 ~~to do business in this state; and~~

13 ~~(b) A corporate name reserved under [Section 79-11-159](#) or pursuant to the provisions of~~
14 ~~the Mississippi Business Corporation Act, or registered under this section.~~

15 ~~(2) A foreign corporation registers its corporate name, or its corporate name with any addition~~
16 ~~required by [Section 79-11-373](#), by delivering to the Secretary of State an application:~~

17 ~~(a) Setting forth its corporate name, or its corporate name with any addition required~~
18 ~~by [Section 79-11-373](#), the state or country and date of its incorporation and a brief description of the~~
19 ~~nature of the activities in which it is engaged; and~~

20 ~~(b) Accompanied by a certificate of existence (or a document of similar import) from the~~
21 ~~state or country of incorporation.~~

22 ~~(3) The name is registered for the applicant's exclusive use upon the effective date of the~~
23 ~~application.~~

1 (4) A foreign corporation whose registration is effective may renew it for successive years by
2 delivering to the Secretary of State for filing a renewal application, which complies with the
3 requirements of subsection (2) of this section, between October 1 and December 31 of the preceding
4 year. The renewal application renews the registration for the following calendar year.

5 (5) A foreign corporation whose registration is effective may thereafter qualify as a foreign
6 corporation under that name or consent in writing to the use of that name by a corporation thereafter
7 incorporated under [Section 79-11-101 et seq.](#) or by another foreign corporation thereafter authorized to
8 transact business in this state. The registration terminates when the domestic corporation is incorporated
9 or the foreign corporation qualifies or consents to the qualification of another foreign corporation under
10 the registered name.

11 **Mississippi Limited Partnership Act**
12 **SECTION 79-14-103. RESERVATION OF NAME**

13 (a) The ~~exclusive~~ right to the use of a legal name under Section 79-14-102 may be reserved by:

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

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

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

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

22 (b) The reservation shall be made by filing with the Secretary of State an application, ~~executed~~
23 signed by the applicant, to reserve a specified name specifying the name to be reserved and the name
24 and address of the applicant. If the Secretary of State finds that the name is available for use as a legal

1 name by a domestic or foreign limited partnership, ~~he~~ the Secretary of State shall reserve the name for
2 the exclusive use of the applicant as a legal name for a period of one hundred eighty (180) days. ~~Onee~~
3 ~~having so reserved a name, the same applicant may not again reserve the same name until more than~~
4 ~~sixty (60) days after the expiration of the last 180 day period for which that applicant reserved that~~
5 ~~name.~~ The right to the exclusive use of a reserved name may be transferred to any other person by
6 delivering filing in to the Office of the Secretary of State a notice of the transfer, ~~executed~~ signed by
7 the applicant for whom the name was reserved and specifying the name and address of the transferee.

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

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

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

20 **Revised Mississippi Limited Liability Company Act**
21 **SECTION 79-29-111. RESERVATION OF NAME.**

22 Section 79-29-11, Mississippi Code of 1972, is amended as follows:

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

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

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

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

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

9 (2) The reservation shall be made by delivering to the ~~Office of the~~ Secretary of State for filing
10 an application, signed by the applicant, specifying the name to be reserved and the name and address of
11 the applicant. If the Secretary of State finds that the name is available for use as a legal name by a
12 domestic or foreign limited liability company, the Secretary of State shall reserve the name for the
13 exclusive use of the applicant as a legal name for a period of one hundred eighty (180) days. ~~One~~
14 ~~having so reserved a name, the same applicant may not again reserve the same name until more than~~
15 ~~sixty (60) days after the expiration of the last one hundred eighty day period for which that applicant~~
16 ~~reserved that name.~~ The right to the exclusive use of a reserved name may be transferred to any other
17 person by delivering to the ~~Office of the~~ Secretary of State a notice of the transfer, signed by the
18 applicant for whom the name was reserved and specifying the name and address of the transferee.

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

22 (4) Unless the Secretary of State finds that any application, notice of transfer, or notice of
23 cancellation filed with the Secretary of State as required by this section does not conform to law, upon

1 receipt of all filing fees required by law the Secretary of State shall prepare and return to the person who
2 filed the instrument a copy of the filed instrument with a notation thereon of the action taken by the
3 Secretary of State.

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