

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

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23 **Mississippi Business Corporation Act**

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

25 (a) A person may reserve the exclusive use of a corporate name, including a fictitious name for a
26 foreign corporation whose corporate name is not available, by delivering an application to the Secretary
27 of State for filing. The application must set forth the name and address of the applicant and the name
28 proposed to be reserved. If the Secretary of State finds that the corporate name applied for is available,
29 ~~he the Secretary of State~~ shall reserve the name for the applicant's exclusive use for a nonrenewable 180-
30 day one hundred eighty day period. Once having so reserved a name, the same applicant may not again
31 reserve the same name until more than sixty (60) days after the expiration of the last 180-day period for
32 which that applicant reserved that name.

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

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

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

12 (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
13 reservation of any name and at the time of the filing of a notice of the transfer or cancellation of any
14 such reservation.

15 **Mississippi Business Corporation Act**
16 **SECTION 79-4-4.03. Registered name.**

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

21 (b) To register its name or an alternate name adopted pursuant to ~~A foreign corporation registers~~
22 ~~its corporate name, or its corporate name with any addition required by~~ Section 79-4-15.06, a foreign
23 corporation must deliver ~~by delivering~~ to the Secretary of State for filing an application stating the
24 corporation's name, the jurisdiction and date of its formation, and any alternate name adopted pursuant

1 to Section 79-4-15.06: If the Secretary of State finds that the name applied for is available, the Secretary
2 of State shall register the name for the applicant's exclusive use.

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

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

8 ~~(e) The name is registered for the applicant's exclusive use upon the effective date of the~~
9 ~~application.~~

10 (c) The registration of a name under this section is effective for [one year] after the date of
11 registration.

12 (d) A foreign corporation whose name registration is effective may renew ~~it~~ the registration for
13 successive years one-year periods by delivering, not earlier than [three months] before the expiration of
14 the registration, to the Secretary of State for filing a renewal application, which complies with ~~the~~
15 requirements of subsection (b), between October 1 and December 31 of the preceding year. When filed,
16 The the renewal application renews the registration for ~~the following calendar year~~ a succeeding one-
17 year period.

18 (e) A foreign corporation whose name registration is effective may ~~thereafter qualify~~ register as a
19 foreign corporation under ~~that~~ the registered name or consent in ~~writing~~ a signed record to the use of that
20 name by a corporation ~~thereafter incorporated under Sections 79-4-1.01 et seq. or by another foreign~~
21 ~~corporation thereafter authorized to transact business in this state~~ another person that is not an
22 individual. The registration terminates when the domestic corporation is incorporated or the foreign

1 corporation qualifies or consents to the qualification of another foreign corporation under the registered
2 name.

3 **Mississippi Nonprofit Corporation Act**
4 **SECTION 79-11-159. RESERVING NAME**

5 (1) A person may reserve the exclusive use of a corporate name, including a fictitious name for a
6 foreign corporation whose corporate name is not available, by delivering an application to the Secretary
7 of State for filing. Upon finding that the corporate name applied for is available, the Secretary of State
8 shall reserve the name for the applicant's exclusive use for a nonrenewable 180-day period ~~of one~~
9 ~~hundred eighty (180) days.~~ Once having so reserved a name, the same applicant may not again reserve
10 the same name until more than sixty (60) days after the expiration of the last one-hundred-eighty-day
11 period for which that applicant reserved that name.

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

15 **Mississippi Nonprofit Corporation Act**
16 **SECTION 79-11-161. FOREIGN CORPORATIONS, REGISTERING NAMES**

18 (1) A foreign corporation may register its ~~corporate name, or its corporate~~ an alternate name with
19 ~~any addition required by~~ adopted pursuant to Section 79-11-373, if the name is distinguishable ~~upon~~ on
20 the records of the Secretary of State from: ~~(a) The corporate name of a nonprofit or business corporation~~
21 ~~incorporated or authorized to do business in this state; and (b) A corporate name reserved under Section~~
22 ~~79-11-159 or pursuant to the provisions of the Mississippi Business Corporation Act, or registered under~~
23 ~~this section~~ the names that are not available under Section 79-11-157(2).

24 (2) ~~A foreign corporation registers its corporate name, or its corporate name with any addition~~
25 ~~required by~~ To register its name or an alternate name adopted pursuant to Section 79-11-373, a foreign

1 ~~corporation must deliver by delivering~~ to the Secretary of State for filing an application: ~~(a) Setting forth~~
2 ~~its corporate name, or its corporate name with any addition required by Section 79-11-373, the state or~~
3 ~~country and date of its incorporation, and a brief description of the nature of the business in which it is~~
4 ~~engaged; and (b) Accompanied by a certificate of existence (or a document of similar import) from the~~
5 ~~state or country of incorporation, stating the corporation's name, the jurisdiction and date of its~~
6 ~~formation, and any alternate name adopted pursuant to Section 79-11-373: If the Secretary of State finds~~
7 ~~that the name applied for is available, the Secretary of State shall register the name for the applicant's~~
8 ~~exclusive use.~~

9 (3) ~~The registration of a name is registered for the applicant's exclusive use upon the under this~~
10 ~~section is effective for [one year] after the effective date of the application registration.~~

11 (4) A foreign corporation whose name registration is effective may renew ~~it the registration~~ for
12 successive years one-year periods by delivering, not earlier than [three months] before the expiration of
13 the registration, to the Secretary of State for filing a renewal application, which complies with ~~the~~
14 ~~requirements of subsection (2), between October 1 and December 31 of the preceding year. When filed,~~
15 ~~The the renewal application renews the registration for the following calendar year a succeeding one-~~
16 year period.

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

1 (e) A foreign corporation whose name registration is effective may ~~thereafter qualify~~ register as a
2 foreign corporation under ~~that~~ the registered name or consent in ~~writing~~ a signed record to the use of that
3 name by a ~~corporation thereafter incorporated under Sections 79-11-1.01 et seq. or by another foreign~~
4 ~~corporation thereafter authorized to transact business in this state~~ person that is not an individual. The
5 registration terminates when the domestic corporation is incorporated or the foreign corporation
6 ~~qualifies or consents to the qualification of another foreign corporation under the registered name.~~

7 **Mississippi Limited Partnership Act**
8 **SECTION 79-14-103. RESERVATION OF NAME**

9 (a) The exclusive right to the use of a name that complies with Section 102 may be reserved by:

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

12 (2) A ~~domestic~~ limited partnership or a ~~any~~ foreign limited partnership authorized to
13 transact business registered in this state ~~which, in either case,~~ intending to adopt ~~that~~ the name;

14 (3) A foreign limited partnership intending to ~~register~~ obtain a certificate of limited
15 partnership in this state and adopt ~~that~~ name; ~~and~~

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

18 (5) A foreign limited partnership formed under the name; or

19 (6) A foreign limited partnership formed under a name that does not comply with Section
20 102, but the name reserved under this paragraph may differ from the foreign limited partnership's name
21 only to the extent necessary to comply with Section 102.

22 (b) The reservation shall be made by filing with the Secretary of State an application, executed
23 by the applicant, to reserve a specified name. If the Secretary of State finds that the name is available for
24 use as a legal name by a domestic or foreign limited partnership, ~~he~~ the Secretary of State shall reserve

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

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

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

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

18 **Mississippi Limited Partnership Act**
19 **SECTION 79-14-XXXX. Registered name**

20 (a) A foreign limited partnership not registered to do business in this state may register its name,
21 or an alternate name adopted pursuant to _____, if the name is distinguishable on the records of the
22 Secretary of State from the names that are not available under Section 79-14-102.

23 (b) To register its name or an alternate name adopted pursuant to [] a foreign limited partnership
24 must deliver to the Secretary of State for filing an application stating the partnership's name, the

1 jurisdiction and date of its formation, and any alternate name adopted pursuant to Section []. If the
2 Secretary of State finds that the name applied for is available, the Secretary of State shall register the
3 name for the applicant's exclusive use.

4 (c) The registration of a name under this section is effective for [one year] after the date of
5 registration.

6 (d) A foreign limited partnership whose name registration is effective may renew the registration
7 for successive one-year periods by delivering, not earlier than [three months] before the expiration of the
8 registration, to the [Secretary of State] for filing a renewal application that complies with this section.
9 When filed, the renewal application renews the registration for a succeeding one-year period.

10 (e) A foreign limited partnership whose name registration is effective may register as a foreign
11 limited partnership under the registered name or consent in a signed record to the use of that name by
12 another person that is not an individual.

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

15 Section 79-29-111, Mississippi Code of 1972, is amended as follows:

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

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

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

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

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

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

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

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

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

22

23

1 **Mississippi Limited Liability Company Act**
2 **SECTION 79-29-XXXX. Registered name**

3 (a) A foreign limited liability company may register its name, or an alternate name adopted
4 pursuant to Section 79-29-109, if the name is distinguishable on the records of the Secretary of State
5 from the names that are not available under 79-29-109 and 79-29-111.

6 (b) To register its name or an alternate name adopted pursuant to Section 79-29-109, a foreign
7 corporation must deliver to the Secretary of State for filing an application stating the corporation's
8 name, the jurisdiction and date of its formation, and any alternate name adopted pursuant to Section 79-
9 29-109: If the Secretary of State finds that the name applied for is available, the Secretary of State shall
10 registered the name for the applicant's exclusive use.

11 (c) The registration of a name under this section is effective for [one year] after the date of
12 registration.

13 (d) A foreign limited liability company whose name registration is effective may renew the
14 registration for successive ~~years~~ one-year periods by delivering, not earlier than [three months] before
15 the expiration of the registration, to the Secretary of State for filing a renewal application, which
16 complies with subsection (b). When filed, the renewal application renews the registration for a
17 succeeding one-year period.

18 (e) A foreign limited liability company whose name registration is effective may register as a
19 foreign limited liability company under the registered name or consent in a signed record to the use of
20 that name by another entity.