

By: Representative Baker (74th)

To: Judiciary A

HOUSE BILL NO. 515  
(As Sent to Governor)

1 AN ACT TO AMEND SECTIONS 79-4-14.22, 79-4-14.23, 79-4-15.32,  
2 79-4-15.33 AND 79-11-351, MISSISSIPPI CODE OF 1972, TO REVISE  
3 FILING FOR REINSTATEMENT OF DISSOLVED CORPORATIONS; AND FOR  
4 RELATED PURPOSES.

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

6 **SECTION 1.** Section 79-4-14.22, Mississippi Code of 1972, as  
7 amended by Senate Bill No. 3060, 2009 Regular Session, is amended  
8 as follows:

9 79-4-14.22. (a) A corporation administratively dissolved  
10 under Section 79-4-14.21 may apply to the Secretary of State for  
11 reinstatement at any time after the effective date of dissolution.  
12 The applicant must:

13 (1) Recite the name of the corporation and the  
14 effective date of its administrative dissolution;

15 (2) State that the ground or grounds for dissolution  
16 either did not exist or have been eliminated;

17 (3) State that the corporation's name satisfies the  
18 requirements of Section 79-4-4.01; and

19 (4) Contain a certificate from the Mississippi State  
20 Tax Commission reciting that all taxes owed by the corporation  
21 have been paid.

22 (b) If the Secretary of State determines that the  
23 application contains the information required by subsection (a)  
24 and that the information is correct, he shall cancel the  
25 certificate of dissolution and prepare a certificate of  
26 reinstatement that recites his determination and the effective  
27 date of reinstatement, file the original of the certificate and  
28 serve a copy on the corporation under Section 79-4-5.04.



29 (c) When the reinstatement is effective, it relates back to  
30 and takes effect as of the effective date of the administrative  
31 dissolution and the corporation resumes carrying on its business  
32 as if the administrative dissolution had never occurred.

33 **SECTION 2.** Section 79-4-14.23, Mississippi Code of 1972, is  
34 amended as follows:

35 79-4-14.23. (a) If the Secretary of State denies a  
36 corporation's application for reinstatement following  
37 administrative dissolution, he shall serve the corporation under  
38 Section 79-4-5.04 with a written notice that explains the reason  
39 or reasons for denial.

40 (b) The corporation may appeal the denial of reinstatement  
41 to the Chancery Court of the First Judicial District of Hinds  
42 County, Mississippi, or the chancery court of the county where the  
43 corporation is domiciled within thirty (30) days after service of  
44 the notice of denial is perfected. The corporation appeals by  
45 petitioning the court to set aside the dissolution and attaching  
46 to the petition copies of the Secretary of State's certificate of  
47 dissolution, the corporation's application for reinstatement and  
48 the Secretary of State's notice of denial.

49 (c) The court may summarily order the Secretary of State to  
50 reinstate the dissolved corporation or may take other action the  
51 court considers appropriate.

52 (d) The court's final decision may be appealed as in other  
53 civil proceedings.

54 **SECTION 3.** Section 79-4-15.32, Mississippi Code of 1972, as  
55 amended by Senate Bill No. 3060, 2009 Regular Session, is amended  
56 as follows:

57 79-4-15.32. (a) A foreign corporation whose certificate of  
58 authority is administratively revoked under Section 79-4-15.31 may  
59 apply to the Secretary of State for reinstatement at any time  
60 after the effective date of such revocation. The application  
61 must:



62           (1) Recite the name of the corporation and the  
63 effective date of the administrative revocation;  
64           (2) State that the ground or grounds for revocation  
65 either did not exist or have been eliminated;  
66           (3) State that the corporation's name satisfies the  
67 requirements of Section 79-4-4.01; and  
68           (4) Contain a certificate from the Mississippi State  
69 Tax Commission reciting that the corporation has properly filed  
70 all reports and paid all taxes and penalties required by revenue  
71 laws of this state.

72           (b) If the Secretary of State determines that the  
73 application contains the information required by subsection (a)  
74 and that the information is correct, he shall reinstate the  
75 certificate of authority, prepare a certificate that recites his  
76 determination and the effective date of reinstatement, file the  
77 original of the certificate, and serve a copy on the corporation  
78 under Section 79-4-5.04.

79           (c) When the reinstatement is effective, it relates back to  
80 and takes effect as of the effective date of the administrative  
81 revocation and the corporation resumes carrying on its business as  
82 if the administrative revocation had never occurred.

83           **SECTION 4.** Section 79-4-15.33, Mississippi Code of 1972, is  
84 amended as follows:

85           79-4-15.33. (a) If the Secretary of State denies a foreign  
86 corporation's application for reinstatement following  
87 administrative revocation, he shall serve the corporation under  
88 Section 79-4-5.04, Mississippi Code of 1972, with a written  
89 communication that explains the reason or reasons for denial.

90           (b) The corporation may appeal the denial of reinstatement  
91 to the Chancery Court of the First Judicial District of Hinds  
92 County or the chancery court of the county where the corporation  
93 is domiciled within thirty (30) days after service of the  
94 communication of denial is perfected. The corporation appeals by



95 petitioning the court to set aside the revocation and attaching to  
96 the petition copies of the Secretary of State's communication of  
97 denial.

98 (c) The court may summarily order the Secretary of State to  
99 reinstate the revoked corporation or may take other action the  
100 court considers appropriate.

101 (d) The court's final decision may be appealed as in other  
102 civil proceedings.

103 **SECTION 5.** Section 79-11-351, Mississippi Code of 1972, is  
104 amended as follows:

105 79-11-351. (1) A corporation administratively dissolved  
106 under Section 79-11-349 may apply to the Secretary of State for  
107 reinstatement at any time after the effective date of dissolution.  
108 The application must:

109 (a) Recite the name of the corporation and the  
110 effective date of its administrative dissolution;

111 (b) State that the ground or grounds for dissolution  
112 either did not exist or have been eliminated;

113 (c) State that the corporation's name satisfies the  
114 requirements of Section 79-11-157; and

115 (d) Contain a certificate from the State Tax Commission  
116 reciting that all taxes owed by the corporation have been paid.

117 (2) If the Secretary of State determines that the  
118 application contains the information required by subsection (1) of  
119 this section and that the information is correct, the Secretary of  
120 State shall cancel the certificate of dissolution and prepare a  
121 certificate of reinstatement reciting that determination and the  
122 effective date of reinstatement, file the original of the  
123 certificate and serve a copy on the corporation under Section  
124 79-11-169.

125 (3) When reinstatement is effective, it relates back to and  
126 takes effect as of the effective date of the administrative  
127 dissolution and the corporation shall resume carrying on its



128 activities as if the administrative dissolution had never  
129 occurred.

130           **SECTION 6.** This act shall take effect and be in force from  
131 and after July 1, 2009.

