DELBERT HOSEMANN
Secretary of State

**2009 BUSINESS REFORM STUDY GROUPS MEETING # 2
OF THE MODEL REGISTERED AGENTS ACT STUDY GROUP**

Tuesday, August 11, 2009
11:00 A.M.

**Offices of Watkins Ludlam Winter & Stennis
Jackson, Mississippi**

AGENDA

1. Introduction of Members and Attendees

2. Remarks by Chairman

3. Approval of Minutes of First Meeting

4. Presentation by Professor Jeffrey Jackson re Registered Agent Address and Venue

5. Discussion of Questions and Concerns Raised at Last Meeting

6. Frequency of Secretary of State's Offices acting as Default Agent for S. of P. for LLCs

7. Staff Recommendations

8. Next Steps for Upcoming September 8 Meeting

9. Other Business

10. Adjourn 1:00 P.M (or earlier)

Upcoming Meeting Date: September 8
Materials for Today's Meeting
Updated Committee Roster
Bio of Professor Jackson
Minutes from June 23 Meeting

a. **Consent Requirement** –

    i. Retain Language from Current Acts (some require consent, but not all)

        1. Add language stating that an unwilling agent (who does not accept the appointment) does NOT have to accept service of process and will incur no liability for refusal to accept SOP

        2. Add language that provides or penalties for false statements that applies with respect to a registered agent filing that names a person the registered agent without the person's consent.

    ii. Use Model Act language (none require consent)

        1. Will this help to implement online filing?

        2. Add language stating that an unwilling agent (who does not accept the appointment) does NOT have to accept service of process and will incur no liability for refusal to accept SOP

        3. Add language that provides or penalties for false statements that applies with respect to a registered agent filing that names a person the registered agent without the person's consent.

    iii. Different Provisions for Commercial Agents vs. NonCommercial Agents: Require written consent for appointment of noncommercial agents, but not for commercial agents

        1. Add language stating that an unwilling agent (who does not accept the appointment) does NOT have to accept service of process and will incur no liability for refusal to accept SOP

        2. Add language that provides or penalties for false statements that applies with respect to a registered agent filing that names a person the registered agent without the person's consent.

    iv. Different Provisions for Initial Appointments vs. Changes: Require Consent for Agent Changes only (but not for Initial Appointment)

        1. Add language stating that an unwilling agent (who does not accept the appointment) does NOT have to accept service of process and will incur no liability for refusal to accept SOP

2. Add language that provides or penalties for false statements that applies with respect to a registered agent filing that names a person the registered agent without the person's consent.

    v. Require Consent for All business entities for Initial Appointments and Changes

    vi. Require Consent only for Agent Changes for Foreign Entities (but not for domestic entities)

1. Add language stating that an unwilling agent (who does not accept the appointment) does NOT have to accept service of process and will incur no liability for refusal to accept SOP

2. Add language that provides or penalties for false statements that applies with respect to a registered agent filing that names a person the registered agent without the person's consent.

3. Some combination of the above

b. **Make penalties and consequences uniform for all entities for a false statement in a MORAA filing**

c. **Permitted Service of Process Methods**

    i. Adopt Model Act Language

    ii. Retain current language on LLC- SOS is default agent if agent cannot be found or entity has no agent

d. **Notice of Resignation of Agent – Options**

    i. Use Model Act language which requires Agent to make the notification

1. Revise current language to require SOS to periodically (annually?) notify all entities if they do not have a registered agent (not just corporations)

    ii. Revise current language to make SOS the entity that notifies entities of their agent's resignations

    iii. Retain Current language which varies from entity to entity

1. Revise current language to require SOS to annually notify all entities if they do not have a registered agent (not just corporations)