

Questions and Concerns raised at last meeting with the adoption of MORAA

Prepared by the Mississippi Secretary of State, Division of Policy and Research
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What was the reason that MORAA does not require the agent's written consent to be filed as proof of the agent's consent to being appointed as an agent.

The written consent filing requirement was dropped as part of the compromise of the administrators of IACA (who wanted to drop the consent requirement) and the Registered Agents (the "RAs") (who wanted to keep the consent requirement). The administrators wanted a quicker easier system that permitted them to more easily implement e-filing. Furthermore, dropping consent made it easier to organize an entity and get it filed. The elimination of consent makes that possible. As part of the compromise, the RAs requested a way to check after the fact and resign if they, in fact, had not consented to serving as a registered agent. The compromise also included the ability of the registered agent to resign for free.

Some states have altered this provision. For example, Nevada retained the consent requirement. So if MS feels strongly about consent then they can leave it in.

Another alternative would be to retain the written consent filing requirement for non-commercial agents, but not for commercial agents. See below.

Persons will be appointed agents without their knowledge and consent.

Persons are already under current law being appointed as agents without their knowledge and consent in connection with initial appointments because entities are not required by their entity laws to submit a written consent filing for the initial appointment of a registered agent. However, the Secretary of State's business forms and website do require a written consent filing in some cases (although this is not in the law). See attached Chart A. And in some cases (foreign investment trusts, foreign business trusts, and limited partnerships) the laws do not require the filing of the agent's written consent for an entity to change its agent. See attached Chart B.

MORAA will actually help to address this situation because it will give persons the ability to check to see if they have been appointed by looking at the 14 day list. Presumably, commercial registered agents will check the list with enough frequency that they will know if they are listed. They can resign (if they so desire) for free if they discover they have been listed without their consent.

One possibility would be to leave in the written consent filing requirements for the noncommercial registered agents. That way if a person is not in the business or not likely to check to see if he has been listed as a registered agent then he will not be surprised and exposed to any liability. I have yet to hear of any concerns from the states that have adopted MoRAA about this being a problem.

If a person gets appointed to be an agent (without his or her knowledge and consent) and does not find out about the appointment until the person is served (as the entity's agent for service of process) then it will be too late for the person to resign as an agent. He or she will have to accept the service. This act will expose the person to liability.

Texas added language to its registered agent laws which specifically states that an unwilling agent (that does not accept the appointment) does **NOT** have to accept service of process and will incur no liability for its refusal to accept service of process. Texas also adopted language that specifically provides that the penalties for false statements apply with respect to a false statement in a registered agent filing that names a person the registered agent of a represented entity without the person's consent. This same language could be added to the MS MORAA.

Concern that people (especially those who are not in the registered agent business) will be legally obligated to check the 14 day list regularly to see if they have been appointed without their knowledge and consent. Concern that people will be exposed to liability for not checking the list.

Again, presumably those in the business of being a commercial registered agent will use this list as a quality control mechanism to verify who their clients are. There should be no legal obligation to check the list, but it makes business sense to do so. If the commercial RA is served and it is not aware it is the client's agent, then the agent should first check to see if it was named as the RA for the entity and if so, forward the service to the listed principal address of the entity. Additionally, if a person is named as a RA without his or her knowledge and consent, then the recourse is to contact the entity and either formalize the RA relationship with the entity or resign.

If the focus of this list is on commercial registered agents and not noncommercial registered agents, then it should not be a problem. Presumably, commercial registered agents will check the list with enough frequency that they will know if they have been appointed. They can resign if they discover they are listed as the agent for an entity to whom they have not consented. The consent provisions could be left in for the noncommercial registered agents. That way if you are not in the business or not likely to check to see if you have been listed as a registered agent then you will not be surprised and exposed to any liability.

What are the consequences to the entity if an entity appoints an agent without the agent's consent?

This act constitutes is a false statement on an SOS filing. The entity laws vary widely, but in many (though not all) cases, this is a criminal offense amounting to a misdemeanor and is punishable by a fine not to exceed \$500. See attached Chart D. In some (but not all) cases the SOS also has the authority to dissolve the entity or to revoke its certificate of authority for this behavior.

The Group could add language to the MORAA to make the penalties and consequences uniform for all entities for a false statement on a MORAA filing.

Texas also adopted language that provides that the penalties for false statements specifically apply with respect to a false statement in a registered agent filing that names a person the registered agent of a represented entity without the person's consent. This language could also be added to the MS MORAA.

Concern that the entity may not know if its agent has resigned because the law does not provide for the Secretary of State's office to notify the entity of the agent's resignation.

The current laws are not uniform on who is responsible for notifying the entity of an agent's resignation. They vary from the Secretary of State, to the agent, to being unclear or even silent on this issue. See Attached Chart C. The laws also vary on how many days notice is required before the agent can resign. So MORAA will not be a change over the current law in many cases.

What happens if an agent resigns and the agent fails to notify the entity (or the entity does not receive notification for some reason) of the resignation so that the entity does not take steps to appoint a new agent? Will the entity be administratively dissolved without its knowledge for failure to have a registered agent?

If the entity is not notified by the resigning agent and no replacement agent is appointed the law provides in some cases¹ that the Secretary of State MAY (but is not required to) administratively dissolve the entity or revoke its certificate of authority for not having an agent. See Chart E. Currently, the Secretary of State

¹ Corporations, non-profits, business trusts, and foreign investment trusts may be administratively dissolved for failing to appoint or maintain a registered agent. Limited liability companies, limited liability partnerships, and limited partnerships cannot.

sends out notices of administrative dissolution all at the same time, once a year, rather than sending them out separately at separate times. If an entity falls into this situation, the Secretary of State sends a notice to the entity that it is in risk of being administratively dissolved if it does not appoint a replacement agent. The entity will have a period of time (during which several reminder notices are sent to the entity) to comply before the SOS proceeds with administrative dissolution. In addition, the Secretary of State also provides written notice to the entity by first class mail that it has been administratively dissolved. Thereafter, if an entity is administratively dissolved, it may be reinstated by following the applicable statutory process for reinstatement.

If MORAA is adopted with no changes how will the permitted service of process methods on entities change? Will they be narrowed or expanded? See Chart F.

The permitted methods will be narrowed in some cases and expanded in others:

Expansions

- An officer, managing agent, general agent or other agent authorized by law for a domestic or foreign registered corporation, or domestic or registered foreign LLC, or domestic or registered foreign LP or LLP may now be served by certified mail in addition to three (3) other existing permitted methods **if such individuals are located outside the state.**
- An officer, managing agent, general agent, or other agent authorized by law of a registered foreign corporation without a registered agent or where the registered agent cannot be found may now be served by first class mail in addition to three (3) other existing permitted methods **even if** such individuals are located out-of-state.
- For domestic or registered foreign LPs with a registered agent or domestic LPs without a registered agent or where the registered agent cannot be found, an officer, managing agent, general agent, or other agent authorized by law may now be served by certified mail **if such individuals are located outside the state** in addition to three (3) other existing permitted methods.

Narrowing

- For domestic corporations and registered foreign corporations without a RA or when the RA cannot be found as well as administratively or voluntarily dissolved domestic corporations, the secretary of the entity can no longer be served by certified mail (but officers of the corporation may be served by first class mail).
- The Secretary of State is eliminated as the default agent for service of process on the following entities that are without a registered agent or when the registered agent cannot be found: domestic LLCs, registered foreign LLCs, domestic or foreign LPs, and for foreign LPs after their registration to do business in the state has been cancelled.

CHART A

Requirement of Written Consent for the Initial Appointment of a Registered Agent under Mississippi Business Entity Laws and on Mississippi Business Entity Forms

Prepared by the Mississippi Secretary of State, Division of Policy and Research
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	Entity Type	2008 Filings	Form	Signature Required by form	Signature Required by law	Description
1	MS Corporations	3,443	F0001	NO	NO	The name and address of the registered agent are required. The agent's written consent is not required nor is there a place for the registered agent to sign
2	MS Non-Profit Corporation	1,645	F0001	NO	NO	Non-profit corporations use the same form as for-profit corporations (see above).
3	Foreign Profit and Non-Profit Corporations	2,874; 137	F0002 and F0009	YES	NO	Foreign corporations are required to submit their Articles of Incorporation (F0002) and their Application for Appointment of Registered Agent (F0009) simultaneously. The Application for Appointment of Registered Agent requires both the signature of an officer of the company and the signature of the registered agent.
4	MS Limited Liability Company (LLC)	12,699	F0100	NO	NO	The name and address of the registered agent are required. The agent's written consent is not required nor is there a place for the registered agent to sign.
5	Foreign LLC	2,065	F0200 and F0120	YES	NO	Foreign LLCs must submit both their Certificate of Formation (F0200) and Application for Appointment of Registered Agent (F0120) simultaneously. The Application for Appointment of Registered Agent requires both the signature of a company official and the signature of the registered agent.
6	MS Limited Partnership (LP)	266	F0004	NO	NO	The name and address of the registered agent are required. The agent's written consent is not required nor is there a place for the registered agent to sign.
7	Foreign LP	145	F0300 and F0320	YES	NO	Foreign LPs must submit both their Application for Registration (F0300) and Application for Appointment of Registered Agent (F0320) simultaneously. The Application for Appointment of Registered Agent requires both the signature of a partner and the signature of the registered agent.

8	MS Limited Liability Partnership (LLP)	23	FSO710	NO	NO	The name and street address of the registered agent are required if the LLP does not have an office in Mississippi. The registered agent's signature is not required nor is there a place for the agent to sign.
9	Foreign LLP	16	FSO720	NO	NO	The name and street address of the registered agent are required if the LLP does not have an office in Mississippi. The registered agent's signature is not required nor is there a place for the agent to sign.
10	Foreign Business Trust	6	F0060 and F0061	YES	NO	Foreign Business Trusts must submit both their Application for Foreign Business Trust (F0060) and Application for Appointment of Registered Agent (F0061) simultaneously. The Application for Appointment of Registered Agent requires both the signature of a trustee and the signature of the registered agent.
11	Foreign Investment Trust	0	None	N/A	N/A	N/A

NO	Yes	
3443	2874	
1645	137	
12699	2065	
266	145	
23	6	
16		
18092	5227	23319
78%	22%	

In 78% of the annual formation filings with the Secretary of State, the entity does not file a written consent to appoint a registered agent. In 22% of the annual formation filings with the Secretary of State the agent is required (per instructions on the forms and on the website) to file a written appointment consent form. However this is NOT required by law.

CHART B

Requirement that a Business Entity obtain a Registered Agent's Written Consent prior to Appointment when the Entity is Changing its Agent

Prepared by the Mississippi Secretary of State, Division of Policy and Research
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ISSUE: Under Mississippi law, when is the written consent of an agent required to be submitted to the Secretary of State for the entity to change its agent?

SHORT ANSWER: The written consent of a registered agent is required when:

1. A corporation is changing its registered agent.
2. A non-profit corporation is changing its registered agent.
3. A limited liability company is changing its registered agent.

Entity Type	Signature Required by Law for Agent Change by Entity	Relevant Miss. Code Section
Domestic Corporation	YES	<p>§79-4-5.02 Change of registered office or registered agent</p> <p>(a)(5) If the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent (either on the statement or attached to it) to the appointment; and</p>
Foreign Corporation	YES	<p>§ 79-4-15.08 Change of registered officer or registered agent of foreign corporation</p> <p>(a) A foreign corporation authorized to transact business in this state may change its registered office or registered agent by delivering to the Secretary of State for filing a statement of change that sets forth:</p> <p>(5) If the current registered agent is to be changed, the name of its new registered agent and the new agent's written consent (either on the statement or attached to it) to the appointment; and</p>
MS Non-Profit Corporation	YES	<p>§ 79-11-165 Change of registered office or registered agent</p> <p>(1)(e) If the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent (either on the statement or attached to it) to the appointment; and</p>
Foreign Non-Profit Corporations	YES	<p>§79-11-377 Changing Registered office or agent</p> <p>(1) A foreign corporation authorized to transact business in this state may change its registered office or registered agent by delivering to the Secretary of State for filing a statement of change that sets forth:</p> <p>(e) If the current registered agent is to be changed, the name of its new registered agent and the new agent's written consent (either on the statement or attached to it) to the appointment; and</p>

MS Limited Liability Company (LLC)	YES	<p>§ 79-29-106 Registered office and Registered Agent</p> <p>(2) A limited liability company may change its registered office or registered agent by delivering to the office of the Secretary of State for filing a certificate that sets forth:</p> <p>(e) If the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent (either on the certificate or a statement attached to it) to the appointment; and</p>
Foreign LLC	YES (business forms require the agent's signature but the statute appears unclear)	<p>§ 79-29-1005 Changes and Amendments</p> <p>If any statement in the application for registration of a foreign limited liability company was false when made or any arrangements or other facts described have changed, making the application inaccurate in any respect, the foreign limited liability company shall promptly deliver to the office of the Secretary of State for filing a certificate, signed and acknowledged by a person authorized to do so under the laws of the state or other jurisdiction of its formation, correcting such statement, together with a fee as set forth in Section 79-29-1203.</p> <p>§79-29-1002 Registration; application to registered foreign limited liability companies</p> <p>(1)(c) The name and street and mailing address of the registered agent for service of process on the foreign limited liability company which the foreign limited liability company has elected to appoint and who meets the requirements of subsection (1)(b) of Section 79-29-106; (which requires the agent be one of the following: "an individual resident of this state, a domestic corporation, nonprofit corporation or limited liability company or a foreign corporation, nonprofit corporation or limited liability company authorized to transact business in this state")</p> <p>(d) A statement that the Secretary of State is appointed the registered agent of the foreign limited liability company for service of process if the registered agent's authority has been revoked or if the registered agent cannot be found or served with the exercise of reasonable diligence;</p>
Foreign Investment Trusts	NO	<p>§ 79-15-117 Registered Office and registered agent; change; resignation of registered agent</p> <p>A foreign investment trust authorized to transact business in this state may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state a statement setting forth:</p> <p>(e) if its registered agent be changed, the name of its successor registered agent.</p>
Foreign Business Trust	NO	<p>§ 79-16-19 Registered office and registered agent; change; resignation</p> <p>(1) A foreign business trust, in order to procure a certificate of authority to transact business in this state, shall make application therefor to the Secretary of State, which application shall set forth:</p> <p>(d) The address of the registered office of the foreign business trust in this state and the name of its registered agent in this state at such address;</p>

MS Limited Liability Partnership (LLP)	NO	<p>§ 79-13-1001 Statement of Qualification</p> <p>(c) After the approval required by subsection (b), a partnership may become a limited liability partnership by filing a statement of qualification.</p> <p>(3) If the partnership does not have an office in this state, the name and street address of the partnership's agent for service of process;</p>
Foreign LLP	NO	<p>§ 79-13-1101 Statement of Qualification</p> <p>(a) Before transacting business in this state, a foreign limited liability partnership must file a statement of foreign qualification. The statement must contain:</p> <p>(3) If there is no office of the partnership in this state, the name and street address of the partnership's agent for service of process; and</p>
MS Limited Partnership (LP)	NO	<p>§79-14-202 Amendment to Certificate</p> <p>(c) Notwithstanding the requirements of subsection (b) of this section, within thirty (30) days after the happening of any of the following events an amendment to a certificate of limited partnership reflecting the occurrence of the event or events shall be delivered to the office of the Secretary of State for filing:</p> <p>(5) A change in the street or mailing address of the office of the limited partnership; or</p>
Foreign LP	NO	<p>§79-14-905 Changes and Amendments</p> <p>If any statement in the application for registration of a foreign limited partnership was false when made or any arrangements or other facts described have changed, making the application inaccurate in any respect, the foreign limited partnership shall promptly deliver to the office of the Secretary of State for filing a certificate, signed by a general partner, correcting such statement, together with a fee as set forth in Section 79-14-1104.</p> <p>§ 79-14-902 Registration</p> <p>(3) The name and street and mailing address of any registered agent for service of process on the foreign limited partnership whom the foreign limited partnership elects to appoint; the registered agent must be an individual resident of this state, a domestic corporation or a foreign corporation having a place of business in and authorized to do business in this state;</p> <p>(4) A statement that the Secretary of State is appointed the registered agent of the foreign limited partnership for service of process if no registered agent has been appointed under paragraph (3) of this section or, if appointed, the registered agent's authority has been revoked or if the registered agent cannot be found or served with the exercise of reasonable diligence;</p>

CHART C

Procedure for Resignation of a Registered Agent under Current Mississippi Law

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Entity Type	Who must notify the entity	Waiting Period	Description	Relevant Code Section
MS Corporation	Secretary of State	31 days	The agent must file two (2) copies of the statement of resignation with the Secretary of State. The Secretary of State must mail one copy to the registered office and one to the corporations' principal address. The resignation is effective thirty-one (31) days after it is filed.	§ 79-4-5.03 Resignation of registered agent
Foreign Corporation	Secretary of State	31 days	Same as domestic corporation (see above).	§ 79-4-15.09 Resignation of registered agent of foreign corporation
MS Non-Profit Corporation	Secretary of State	31 days	Same as domestic corporation (see above).	§ 79-11-167 Resignation of Registered Agent
Foreign Non-Profit Corporation	Secretary of State	31 days	Foreign non-profit corporations are governed by the same law on this issue as domestic non-profit corporations.	
MS Limited Liability Company (LLC)	Agent	90 days	The agent must file a certificate with the Secretary of State and attach an affidavit stating that at least thirty (30) days prior to the filing of the certificate, the agent sent notices by registered or certified mail to the last known principal address of the LLC stating that the agent is resigning. The resignation becomes effective ninety (90) days after the Secretary of State files the notice of resignation. If the LP does not appoint a new agent before the resignation becomes effective then the Secretary of State becomes the LP's agent for service of process.	§ 79-29-106 Registered office and registered agent
Foreign LLC	Agent	90 days	Foreign LLCs are governed by the same law on this issue as domestic LLC.	
MS Limited Partnership (LP)	Agent	90 days	The agent must file a certificate with the Secretary of State and attach an affidavit stating that at least thirty (30) days prior to the filing of the certificate, the agent sent notices by registered or certified mail to the last known principal address of the LP within or without the State of Mississippi stating that the agent is resigning. The resignation becomes effective ninety (90) days after the Secretary of State files the notice of resignation. If the LP does not appoint a new agent before the resignation becomes effective then the Secretary of State becomes the LP's agent for service of process.	§ 79-14-104 Office and registered agent

Foreign LP	N/A	N/A	Unclear. There is no specific provision governing the resignation of registered agents for limited partnership and the Secretary of State's website does not show a form for an agent's resignation	
MS Limited Liability Partnership (LLP)	N/A	N/A	No Provision	
Foreign LLP	N/A	N/A	No Provision	
Foreign Business Trust	Secretary of State	30 days	The agent must file a two (2) copies of a notice of resignation with the Secretary of State. The Secretary of State must mail one copy to the foreign investment trust at its principal office in the state or country where it was organized. The resignation is effective thirty (30) days after the notice of resignation is received by the Secretary of State	§ 79-16-19 Registered office and registered agent; change; resignation of registered agent
Foreign Investment Trust	Secretary of State	30 days	Same as the requirements for a Foreign Business Trust (see above).	§ 79-15-117 Registered office and registered agent; change; resignation of registered agent

CHART D

Penalties for Filing False Documents with the Secretary of State

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Entity Type	Description of Penalty	Miss. Code Ann.
MS Corporation	Misdemeanor, \$500 fine. There is no provision permitting the Secretary of State to administratively dissolve the corporation.	§ 79-4-1.29 (a) A person commits an offense if he signs a document he knows is false in any material respect with intent that the document be delivered to the Secretary of State for filing. (b) An offense under this section is a misdemeanor punishable by a fine of not to exceed Five Hundred Dollars (\$500.00).
Foreign Corporation	In addition to the criminal penalties imposed on domestic corporations, a foreign corporation may have its certificate of authority revoked by the Secretary of State.	§ 79-4-15.30 The Secretary of State may commence a proceeding under Section 79-4-15.31 to revoke the certificate of authority of a foreign corporation authorized to transact business in this state if: (5) An incorporator, director, officer or agent of the foreign corporation signed a document he knew was false in any material respect with intent that the document be delivered to the Secretary of State for filing;
MS Non-Profit Corporation	Misdemeanor, \$500 fine. There is no provision permitting the Secretary of State to administratively dissolve the corporation.	§ 79-11-123 (1) A person commits an offense by signing a document such person knows is false in any material respect with intent that the document be delivered to the Secretary of State for filing. (b) An offense under this section is a misdemeanor punishable by a fine of not to exceed Five Hundred Dollars (\$500.00).
Foreign Non-Profit Corporation	In addition to the criminal penalties imposed on domestic non-profit corporations, a foreign non-profit corporation may have its certificate of authority revoked by the Secretary of State.	§ 79-11-385 (1) The Secretary of State may commence a proceeding under Section 79-11-387 to revoke the certificate of authority of a foreign corporation authorized to transact business in this state if: (e) An incorporator, director, officer or agent of the foreign corporation signed a document such person knew was false in any material respect with intent that the document be delivered to the Secretary of State for filing; or
MS Limited Liability Company (LLC)	Misdemeanor, \$500 fine	§ 79-29-205 (4) A person commits an offense if he signs a document he knows is false in any material respect with intent that the document be delivered to the office of the Secretary of State for filing. An offense under this provision is a misdemeanor punishable by a fine not to exceed Five Hundred Dollars (\$500.00).
Foreign LLC	Misdemeanor, \$500 fine	§ 79-29-1010 Section 79-29-205(4) shall be applicable to foreign limited liability companies as if they were domestic limited liability companies.
Limited Liability Partnership (LLP)	No Clear Provision. An individual who executes a false statement as or on behalf of a partner is guilty of perjury.	§ 79-13-105 (c) A statement filed by a partnership must be executed by at least two partners. Other statements must be executed by a partner or other person authorized by this chapter. An individual who executes a statement as, or on behalf of, a partner or other person named as a partner in a statement shall personally declare under penalty of perjury that the contents of the statement are accurate.
Foreign LLP	Unclear.	N/A

<p>MS Limited Partnership (LP)</p>	<p>Provides for civil liability against the individual who knowingly submitted the false statement or any general partner who knew or should have known that the statement was false and then failed to reasonably amend or cancel the certificate containing the false statement. To recover, the plaintiff must have relied on that statement and suffered a loss as a result.</p>	<p>§ 79-14-207 (a) If a certificate of limited partnership or certificate of amendment, dissolution or cancellation contains a false statement, one who suffers loss by reliance on the statement may recover damages for the loss from:</p> <p>(1) A person who signed the certificate, or caused another to sign it on his behalf, and knew, and a general partner who knew or should have known, the statement to be false at the time the certificate was signed; and (2) A general partner who knew or should have known after the filing of the certificate that an arrangement or other fact described in the certificate had changed, making the statement in the filed certificate inaccurate in any respect, within a reasonably sufficient time before the statements were relied upon to have enabled that general partner to amend, dissolve or cancel the certificate, or to file a petition for its amendment, dissolution or cancellation under Section 79-14-205.</p> <p>(b) Except as provided in Section 79-14-402(b), no person shall have any liability for failing pursuant to subsection (a)(2) of this section to cause the amendment, dissolution or cancellation of a certificate to be filed or failing to file a petition for its amendment, dissolution or cancellation pursuant to subsection (a)(2) of this section if the certificate of amendment, certificate of dissolution, certificate of cancellation or petition is filed by the Secretary of State within thirty (30) days of when that person knew or should have known to the extent provided in subsection (a)(2) of this section that the statement in the certificate was inaccurate in any respect.</p>
<p>Foreign LP</p>	<p>Unclear. There is no provision making the provision providing for civil liability against domestic LPs applicable to foreign LPs.</p>	<p>N/A</p>
<p>Foreign Investment Trust</p>	<p>No Criminal or Civil Sanctions. However, the trust may have its certificate of authority revoked.</p>	<p>§ 79-15-129 The certificate of authority of a foreign investment trust to transact business in this state may be revoked by the secretary of state upon the conditions prescribed in this section when: (e) A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by such foreign investment trust pursuant to Sections 79-15-101 through 79-15-139.</p>
<p>Foreign Business Trust</p>	<p>No Criminal or Civil Sanctions. However, the trust may have its certificate of authority revoked.</p>	<p>§ 79-16-27 (1) The certificate of authority of a foreign business trust to transact business in this state may be revoked by the Secretary of State upon the condition prescribed in this section when: (d) A misrepresentation has been made of any material matter in an application, report, affidavit or other document submitted by such foreign business trust pursuant to law.</p>

CHART E

Result of a Business Entity Not Appointing or Maintaining a Registered Agent in the State

Prepared by Mississippi Secretary of State, Division of Policy and Research

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Entity Type	What happens if an entity fails to appoint or maintain a registered agent or the registered agent resigns and the entity does not designate a new registered agent	Miss. Code Ann.	Must the Secretary of State give notice of dissolution?	Waiting Period before Dissolution is Effective	Procedure for Dissolution
MS Corporation	The corporation may be administratively dissolved if: 1) it is without registered agent or office for sixty (60) days; or 2) the corporation does not notify the Secretary of State within sixty (60) days of the occurrence that its registered agent has been changed or resigned	§ 79-4-14.20	Yes, the Secretary of State must serve notice of his determination that grounds for dissolution exists and may serve notice by first class mail addressed to the secretary of the corporation at its principal office.	Sixty (60) days.	Under § 79-4-14.21, if the corporation does not correct the grounds for dissolution during the sixty (60) day waiting period, the Secretary of State shall sign a certificate of dissolution and state an effective date. The entity retains its corporate existence but may not carry on any business.
Foreign Corporation	A corporation may have its certificate of authority revoked if: 1) it is without registered agent or office for sixty (60) days; or 2) the corporation does not notify the Secretary of State within sixty (60) days of the change that its registered agent has been changed or resigned, or that registered office has been discontinued.	§ 79-4-15.30	Yes, the Secretary of State must serve notice of his determination that grounds for revocation exists and may serve notice by first class mail addressed to the secretary of the corporation at its principal office as shown in the certificate of authority.	Sixty (60) days	Under § 79-4-15.31, if the corporation does not correct the grounds for revocation within the sixty (60) day waiting period, the Secretary of State may sign a certificate of revocation and state an effective date. The certificate of revocation is effective on that date and the corporation no longer has authority to transact business in the state. The secretary must serve a copy of the certificate on the corporation. After the revocation is effective, the Secretary of State becomes the corporation's default agent for service of process.

Entity Type	What happens if an entity fails to appoint or maintain a registered agent or the registered agent resigns and the entity does not designate a new registered agent	Miss. Code Ann.	Must the Secretary of State give notice of dissolution?	Waiting Period before Dissolution is Effective	Procedure for Dissolution
MS Non-Profit Corporation	A corporation may be administratively dissolved if: 1) the corporation is without a registered agent for sixty (60) days; or 2) the corporation does not notify the Secretary of State within one hundred and twenty (120) days of the occurrence that its registered agent has been changed or has resigned.	§ 79-11-347	Yes, the Secretary of State must serve notice of his determination that grounds for dissolution exists and may serve process by registered or certified mail return receipt requested addressed to the secretary of the corporation at its principal office.	Sixty (60) days	Under § 79-11-349, if the non-profit corporation does not correct the grounds for dissolution within the sixty (60) day waiting period, the Secretary of State may file a certificate of dissolution and state an effective date. The dissolution is effective on that date. The corporation continues its corporate existence but may not carry on any activities.
Foreign Non-Profit Corporation	A corporation may have its certificate of authority revoked if: 1) it is without registered agent or office for sixty (60) days; or 2) the corporation does not notify the Secretary of State within ninety (90) days of the occurrence that its registered agent has been changed or resigned	§ 79-11-385	Yes, the Secretary of State must serve notice of his determination that grounds for revocation exists and may serve process by registered or certified mail return receipt requested addressed to the secretary of the corporation at its principal office.	Sixty (60) days	Under § 79-11-387, if the non-profit corporation does not correct the grounds for revocation within the sixty (60) days waiting period, the Secretary of State may file a certificate of revocation and state an effective date. The revocation is effective on that date and the corporation no longer has authority to transact business in the state. The revocation appoints the Secretary of State as the agent for service of process for that corporation.

Entity Type	What happens if an entity fails to appoint or maintain a registered agent or the registered agent resigns and the entity does not designate a new registered agent	Miss. Code Ann.	Must the Secretary of State give notice of dissolution?	Waiting Period before Dissolution is Effective	Procedure for Dissolution
MS Limited Liability Company (LLC)	There is <u>no provision</u> providing for the administrative dissolution of a LLC. Nothing happens to the entity.	N/A	N/A	N/A	N/A
Foreign LLC	A LLC must amend its certificate of authority upon the change of any facts contained in the original certificate. There is no penalty prescribed for failure to file an amended certificate.	§ 79-29-1005	N/A	N/A	N/A
MS Limited Partnership (LP)	Generally, a partner must promptly amend the certificate of limited partnership upon a change in any facts stated on the original certificate. Specifically, the partner must amend the certificate within thirty (30) days of a change in the name or address of its registered agent. There is no penalty for failing to file an amended certificate.	§ 79-14-202	N/A	N/A	N/A

Entity Type	What happens to the entity if an entity fails to appoint or maintain a registered agent or the registered agent resigns and the entity does not designate a new registered agent	Miss. Code Ann.	Must the Secretary of State give notice of dissolution?	Waiting Period before Dissolution is Effective	Procedure for Dissolution
Foreign LP	The Secretary of State becomes the default agent for service of process. There is no penalty or revocation mechanism for failure to maintain a registered agent within the state.	§ 79-14-902	N/A	N/A	N/A
MS Limited Liability Partnership (LLP)	UNCLEAR. A LLP is only required to appoint an agent for service of process if it does not have an office in this state. There is no provision stating what happens to the LLP when it does not have a registered agent.	N/A	N/A	N/A	N/A
Foreign LLP	UNCLEAR. A foreign LLP is only required to appoint an agent for service of process if it does not have an office in this state. There is no provision stating what happens to the LLP when it does not have a registered agent.	N/A	N/A	N/A	N/A

Entity Type	What happens if an entity fails to appoint or maintain a registered agent or the registered agent resigns and the entity does not designate a new registered agent	Miss. Code Ann.	Must the Secretary of State give notice of dissolution?	Waiting Period before Dissolution is Effective	Procedure for Dissolution
Foreign Business Trust	The certificate of authority of a foreign business trust may be revoked if: 1) the entity has failed to appoint and maintain a registered agent in this state; or 2) the entity failed to notify the Secretary of State (no time period is specified) of any change, resignation, or discontinuance of its registered agent or office.	§ 79-16-27	Yes, the Secretary of State cannot revoke the trust's certificate of authority unless he has given notice at least sixty (60) days notice by mail addressed to the trust's registered office in this state.	At least sixty (60) days	The Secretary of State must provide the trust at least sixty (60) days notice of any problem with the trust certificate of authority. If the trust does not correct the grounds for revocation, then the secretary of state shall issue a certificate of revocation in duplicate, file one with his office and mail the other to the trust at its registered office in this state. The revocation is effective upon the issuance of the certificate.
Foreign Investment Trust	The certificate of authority of a foreign investment trust may be revoked if: 1) the entity has failed to appoint and maintain a registered agent in this state; or 2) the entity failed to notify the Secretary of State (no time period is specified) of any change, resignation, or discontinuance of its registered agent or office.	§ 79-15-129	Yes, the Secretary of State cannot revoke the trust's certificate of authority unless he has given at least sixty (60) days notice by mail addressed to the trust's registered office in this state.	At least sixty (60) days	The Secretary of State must provide the trust at least sixty (60) days notice of any problem with the trust certificate of authority. If the trust does not correct the grounds for revocation, then the secretary of state shall issue a certificate of revocation in duplicate, file one with his office and mail the other to the trust at its registered office in this state. The revocation is effective upon the issuance of the certificate.

CHART F

Methods for Service of Process on Business Entities under Mississippi Law Comparison Chart

Prepared by the Mississippi Secretary of State, Division of Policy and Research

July 2009

A. Corporations

Domestic or Registered Foreign (for-profit or nonprofit) Corporation with Registered Agent (2 changes—see dark shading)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity ²		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	Yes	Yes	No	No	No	No	Yes	Yes	Yes	Yes
Certified Mail	No	No	No	No	No	No	No	Yes (if outside the state)	No	Yes (if outside the state)
Process Server	Yes	Yes	No	No	No	No	Yes	Yes	Yes	Yes
Sheriff	Yes	Yes	No	No	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

Domestic Corporation without Registered Agent or R. Agent Cannot Be Found (1 change—see dark shading)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	No	No	No	No	Yes	Yes	Yes	Yes
Certified Mail	N/A	N/A	No	No	Yes	No	No	No	No	No
Process Server	N/A	N/A	No	No	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	No	No	No	No	Yes	Yes	Yes	Yes

² To avoid potential confusion, all charts assume that the entity's secretary is *not* considered an officer who could potentially be served under Miss. R. Civ. Pro. 4(d)(4).

Registered Foreign Corporation without Registered Agent or R. Agent Cannot Be Found (3 changes—see dark shading)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	No	No	No	No	Yes (only within MS)	Yes	Yes (only within MS)	Yes
Certified Mail	N/A	N/A	No	No	Yes	No	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)
Process Server	N/A	N/A	No	No	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	No	No	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

Administratively or Voluntarily Dissolved Domestic Corporation (1 change—see dark shading)										
Delivery Methods	Registered Agent (if company has not revoked agent's authority)		Secretary of State		Secretary of the Entity (if agent cannot be found)		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	Yes	Yes	No	No	No	No	Yes	Yes	Yes	Yes
Certified Mail	No	No	No	No	Yes	No	No	No	No	No
Process Server	Yes	Yes	No	No	No	No	Yes	Yes	Yes	Yes
Sheriff	Yes	Yes	No	No	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

Foreign Corporation with Registration to Do Business Withdrawn (No changes)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Certified Mail	N/A	N/A	No	No	No	No	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)
Process Server	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	Yes	Yes	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

Foreign Corporation with Authority to Do Business Revoked (No changes)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	Yes	Yes	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Certified Mail	No	No	No	No	No	No	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)
Process Server	Yes	Yes	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Sheriff	Yes	Yes	Yes	Yes	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

Unregistered Foreign Corporation Doing Business in MS (No changes)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	No	No	No	No	Yes	Yes	Yes	Yes
Certified Mail	N/A	N/A	No	No	No	No	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)
Process Server	N/A	N/A	No	No	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	No	No	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

B. LLCs

Domestic or Registered Foreign LLC with Registered Agent (2 changes—see dark shading)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	Yes	Yes	No	No	No	No	Yes	Yes	Yes	Yes
Certified Mail	No	No	No	No	No	No	No	Yes (if outside the state)	No	Yes (if outside the state)
Process Server	Yes	Yes	No	No	No	No	Yes	Yes	Yes	Yes
Sheriff	Yes	Yes	No	No	No	No	Yes	Yes	Yes	Yes

Domestic LLC without Registered Agent or R. Agent Cannot Be Found (3 changes—see dark shading)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA ³	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	Yes	No	No	No	Yes	Yes	Yes	Yes
Certified Mail	N/A	N/A	No	No	No	No	No	No	No	No
Process Server	N/A	N/A	Yes	No	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	Yes	No	No	No	Yes	Yes	Yes	Yes

Registered Foreign LLC without Registered Agent or R. Agent Cannot Be Found / (3 changes—see dark shading)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA ⁴	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	Yes	No	No	No	Yes	Yes	Yes	Yes
Certified Mail	N/A	N/A	No	No	No	No	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)
Process Server	N/A	N/A	Yes	No	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	Yes	No	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

Foreign LLC with Authority to Do Business Withdrawn / Foreign LLC with Registration to Do Business Cancelled (No changes)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA ⁵	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Certified Mail	N/A	N/A	No	No	No	No	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)
Process Server	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	Yes	Yes	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

³ Pursuant to the proposed conforming amendments, Miss. Code Ann. § 79-29-111(2) which allows a domestic LLC to be served through the Secretary of State is repealed.

⁴ Pursuant to the proposed conforming amendments, Miss. Code Ann. § 79-29-1002(d) which allows a registered foreign LLC without a registered agent to be served through the Secretary of State is repealed.

⁵ See proposed conforming amendments for Miss. Code Ann. §79-29-1006.

Unregistered Foreign LLC Doing Business in MS (No changes)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA ⁶	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Certified Mail	N/A	N/A	No	No	No	No	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)
Process Server	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	Yes	Yes	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

C. Limited Partnerships

Domestic or Registered Foreign Limited Partnership with Registered Agent (2 changes—see dark shading)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	Yes	Yes	No	No	No	No	Yes	Yes	Yes	Yes
Certified Mail	No	No	No	No	No	No	No	Yes (if outside the state)	No	Yes (if outside the state)
Process Server	Yes	Yes	No	No	No	No	Yes	Yes	Yes	Yes
Sheriff	Yes	Yes	No	No	No	No	Yes	Yes	Yes	Yes

Domestic Limited Partnership without Registered Agent or Registered Agent Cannot Be Found (5 changes—see dark shading)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA ⁷	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	Yes	No	No	No	Yes	Yes	Yes	Yes
Certified Mail	N/A	N/A	No	No	No	No	No	Yes (if outside of the state)	No	Yes (if outside of the state)
Process Server	N/A	N/A	Yes	No	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	Yes	No	No	No	Yes	Yes	Yes	Yes

⁶ See proposed conforming amendments for Miss. Code Ann. § 79-29-1007.

⁷ Pursuant to the proposed conforming amendments, Miss. Code Ann. § 79-14-104 permitting service on the Secretary of State when the registered agent resigns and the LP does not appoint a new agent is repealed.

Foreign Limited Partnership without Registered Agent or Registered Agent Cannot Be Found (3 changes—see dark shading)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA ⁸	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	Yes	No	No	No	Yes	Yes	Yes	Yes
Certified Mail	N/A	N/A	No	No	No	No	Yes (if outside the state)	Yes (if outside of the state)	Yes (if outside the state)	Yes (if outside of the state)
Process Server	N/A	N/A	Yes	No	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	Yes	No	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)es

Foreign Limited Partnership with Registration to Do Business Cancelled (3 changes—see dark shading)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA ⁹	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	Yes		Yes	No	No	No	Yes	Yes	Yes	Yes
Certified Mail	No		No	No	No	No	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)
Process Server	Yes		Yes	No	No	No	Yes	Yes	Yes	Yes
Sheriff	Yes		Yes	No	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

⁸ Pursuant to the proposed conforming amendments, Miss. Code Ann. § 79-14-902(4) permitting service on the Secretary of State when the registered agent resigns and the LP does not appoint a new agent is repealed.

⁹ Miss. Code § 79-14-906 provides that a cancellation of registration does not “terminate the authority” of the Secretary of State to act as agent for service. However, as mentioned in note 7, under the conforming amendments, the provision in § 79-14-902 which provides the authority in the first instance is repealed.

Unregistered Limited Partnership Doing Business in MS (No changes)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Certified Mail	N/A	N/A	No	No	No	No	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)
Process Server	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	Yes	Yes	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

D. Limited Liability Partnerships

Domestic or Registered Foreign Limited Liability Partnership with Registered Agent (2 changes—see dark shading)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	Yes	Yes	No	No	No	No	Yes	Yes	Yes	Yes
Certified Mail	No	No	No	No	No	No	No	Yes (only if out of state)	No	Yes (only if out of state)
Process Server	Yes	Yes	No	No	No	No	Yes	Yes	Yes	Yes
Sheriff	Yes	Yes	No	No	No	No	Yes	Yes	Yes	Yes

Domestic Limited Liability Partnership without Registered Agent or Registered Agent Cannot Be Found (No changes)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	No	No	No	No	Yes	Yes	Yes	Yes
Certified Mail	N/A	N/A	No	No	No	No	No ¹⁰	No	No	No
Process Server	N/A	N/A	No	No	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	No	No	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

¹⁰ Note that in the case of a partnership that has partners in other states, service of process by certified mail may be an appropriate method pursuant to Miss. Rule of Civ. Proc. 4.

Registered Foreign Limited Liability Partnership without Registered Agent or Registered Agent Cannot Be Found (No changes)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS ¹¹	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Certified Mail	N/A	N/A	No	No	No	No	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)
Process Server	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	Yes	Yes	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

Unregistered Limited Liability Partnership Doing Business in MS (No changes)										
Delivery Methods	Registered Agent		Secretary of State		Secretary of the Entity		Officer of the Entity		Managing Agent, General Agent or Other Agent Authorized by Law	
	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA	MS	MoRAA
First Class Mail	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Certified Mail	N/A	N/A	No	No	No	No	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)	Yes (if outside the state)
Process Server	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Sheriff	N/A	N/A	Yes	Yes	No	No	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)	Yes (only within MS)

¹¹ Under current Mississippi law, the Secretary of State may only serve as the agent for service in the case where a registered foreign limited liability partnership does not have a statement of foreign qualification. Miss. Code § 79-13-1103. Therefore, in a situation where the agent has changed, or cannot be found, the Secretary of State may not necessarily be a proper agent for service. The Model Registered Agents Act does not change this in any way.