

By: Representative Yancey

To: Business and Commerce

HOUSE BILL NO. 1105

1 AN ACT TO AMEND SECTION 79-29-109, MISSISSIPPI CODE OF 1972,
2 TO REMOVE THE PROHIBITION ON USING THE WORDS "PARTNERSHIP" AND
3 "LIMITED PARTNERSHIP" WHEN PROVIDING A NAME FOR A LIMITED
4 LIABILITY COMPANY AS SET FORTH IN ITS CERTIFICATE OF FORMATION;
5 AND FOR RELATED PURPOSES.

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

7 **SECTION 1.** Section 79-29-109, Mississippi Code of 1972, is
8 amended as follows:

9 79-29-109. (1) The name of each limited liability company
10 as set forth in its certificate of formation:

11 (a) Must contain the words "limited liability company"
12 or the abbreviation "L.L.C." or "LLC";

13 (b) May contain the name of a member or manager;

14 (c) Except as authorized by subsection (3) of this
15 section, must be distinguishable upon the records of the Secretary
16 of State from (i) the name of any domestic or foreign corporation,
17 nonprofit corporation, limited partnership, limited liability
18 partnership or limited liability company that is organized or
19 registered under the laws of this state and which has not been



dissolved; and (ii) a name that is reserved or registered in the Office of the Secretary of State for any of the entities named in paragraph (1)(c)(i) of this section which reservation or registration has not expired; and

(d) May not contain the following words: "bank," "banker," "bankers," "banking," "trust company," "insurance," "trust," "corporation," "incorporated," * * * or any combination or abbreviation thereof, or any words or abbreviations of similar import.

(2) The Secretary of State shall reject any certificate of formation that does not comply with subsection (1) of this section.

(3) A limited liability company may apply to the Secretary of State for authorization to use a name that is not distinguishable upon the records in the Office of the Secretary of State from one or more of the names described in subsection (1)(c) of this section. The Secretary of State shall authorize the use of the name applied for if:

(a) The other domestic or foreign limited liability company, limited partnership, limited liability partnership, corporation or nonprofit corporation consents to the use in writing and submits an undertaking in form satisfactory to the Secretary of State to change its name to a name that is distinguishable upon the records of the Secretary of State from the name of the applying limited liability company; or



45 (b) The applicant delivers to the Office of the
46 Secretary of State for filing a certified copy of the final
47 judgment of a court of competent jurisdiction establishing the
48 applicant's right to use the name applied for in this state.

49 **SECTION 2.** This act shall take effect and be in force from
50 and after July 1, 2024.

