

CHAPTER 200—H. F. No. 818

An act relating to foreign corporations; providing for their admission to transact business in this State; for their withdrawal from this State; for the revocation of their authority to transact business in this State; for payment by them of certain license fees; for filing by them of annual reports; for the appointment by them of resident agents for service or process; for service of process on foreign corporations; for penalties and liabilities for violations of this Act; for the filing and recording of certificates of authority issued pursuant to this Act, and their effect as evidence; for the payment by foreign corporations of certain fees to the secretary of state and to registers of deeds; for the application of this Act to foreign corporations heretofore authorized to transact business in this State; for the repeal of Mason's Minnesota Statutes of 1927, Sections 7493, 7494 and 7495; and for an appropriation for administering this Act.

Be it enacted by the Legislature of the State of Minnesota:

Section 1. **Definitions.**—As used in this act, unless the context otherwise requires: “corporation” shall mean a corporation formed for profit; “domestic corporation” shall mean a corporation formed under the laws of this state; “foreign corporation” shall mean a corporation not formed under the laws of this state but shall not include corporations, which, under the constitution and statutes of the United States may transact business in this state without first obtaining a certificate of authority so to do and shall not include insurance companies as the same are defined by Mason's Minnesota Statutes of 1927, Sections 3312 and 3314; “address” shall include the name of the postoffice, street and number if any, or name of building and room or office number therein when customarily used as part of a mailing address; “process” shall mean all statutory notices and demands required or permitted to be served on natural persons or corporations, including the summons in a civil action, and all process which may be issued in any action or proceeding in any court; “articles of incorporation” shall mean the original articles of incorporation, all articles or certificates of amendment thereof, articles of consolidation or merger, and certificates filed or issued in connection with reductions of stated capital.

Sec. 2. **Foreign corporations must have certificate of authority.**—No foreign corporation shall transact business in this state unless it holds a certificate of authority so to do; and no foreign corporation whose certificate of authority shall have been revoked or cancelled pursuant to the provisions

of this act shall be entitled to obtain a certificate of authority except in accordance with the provisions of Section 19 of this act.

Sec. 3. Foreign corporations not to do banking business.—No foreign corporation shall transact in this state the business which only a bank, trust company or building and loan association may transact in this state.

Sec. 4. Names of corporations.—(a) No certificate of authority shall be issued to a foreign corporation the name of which would be prohibited to a corporation which might then be formed under the provisions of Laws 1933, Chapter 300; provided, that if the name of such corporation does not end with the word "Corporation" or the word "Incorporated", or the abbreviation "Inc.", or does not contain the word "Company", or the abbreviation "Co.", not immediately preceded by the word "and" or the character "&", a certificate of authority may be issued to it if it agrees in its application for a certificate of authority to add at the end of its name the word "Incorporated", or the abbreviation "Inc." in transacting business within this state. The name of such corporation may contain the word "co-operative" if it is a co-operative corporation generally similar to the kind which might then be organized under the laws of this state.

(b) Nothing in this section shall abrogate or limit the law as to unfair competition or unfair practices nor derogate from the common law, the principles of equity, the statutes of this state or of the United States with respect to the right to acquire and protect trade names.

(c) If a foreign corporation does business in this state under a name prohibited by this section, the courts of this state having equity jurisdiction may, upon the application of the state or of any person, unincorporated association or corporation interested or affected, enjoin such foreign corporation from doing business in this state under such name whether or not a certificate of authority shall have been issued to such foreign corporation.

Sec. 5. Requisites for certificates.—(a) In order to procure a certificate of authority to transact business in this state, a foreign corporation shall make application therefor to the secretary of state which application shall set forth:

(1) The name of the corporation and the state or country under the laws of which it is organized;

(2) If the name of the corporation does not end with the word "Corporation", or the word "Incorporated" or the

abbreviation "Inc.", or does not contain the word "Company" or the abbreviation "Co." not immediately preceded by the word "and" or the character "&", then the name of the corporation with the word or abbreviation which it agrees to add thereto for use in this state;

(3) The date of its incorporation and the period of its duration;

(4) The address of its principal office in the state or country under the laws of which it is organized;

(5) The address of its proposed registered office in this state and the name of its proposed registered agent in this state;

(6) That it irrevocably consents to the service of process upon it as set forth in section 13, of this act, or any amendment thereto;

(7) The names and respective addresses of its directors and officers;

(8) A statement of the aggregate number of shares having par value and of shares without par value which it shall have authority to issue, itemized by classes and series;

(9) A statement of the aggregate number of its issued or allotted shares having par value and of shares without par value, itemized by classes and series; and

(10) A statement that the officers executing the application have been duly authorized so to do by the board of directors of the corporation.

(b) Such application shall be made on forms prescribed and furnished by the secretary of state, and shall be executed, acknowledged and verified by its president or a vice-president, and by its secretary or an assistant secretary, and delivered to the secretary of state with authenticated copies of its articles of incorporation.

Sec. 6. Initial license fee to be \$50.—At the time of making application for a certificate of authority the foreign corporation making such application shall pay to the state treasurer the sum of \$50.00 as an initial license fee.

Sec. 7. Secretary of State to issue certificate.—(a) If the application be according to law, the secretary of state, when all fees and charges have been paid as required by law, shall file in his office the application and the copy of the articles of incorporation, and shall issue and record a certificate of authority to transact business in this state.

(b) The certificate of authority shall contain the name of the corporation, the state or country of organization, the period of duration of its corporate existence, the address of its registered office in this state and a statement that it is authorized to transact business in this state.

(c) The secretary of state shall thereupon transmit such certificate of authority, together with a fee of one dollar, to the register of deeds of the county in which the registered office of the corporation in this state is situated. The register of deeds shall thereupon record such certificate for such fee.

Sec. 8. Same powers as domestic corporation.—After the issuance of a certificate of authority by the secretary of state and until cancellation or revocation thereof or issuance of a certificate of withdrawal, the corporation shall possess within this state the same rights and privileges that a domestic corporation would possess if organized for the purposes set forth in the articles of incorporation of such foreign corporation pursuant to which its certificate of authority is issued, and shall be subject to the laws of this state.

Sec. 9. Must have office and agent.—Each foreign corporation authorized to transact business in this state shall have and continuously maintain in this state:

(a) A registered office which shall be in a county where it has its principal place of business in this state, or if it has no place of business in this state then in any county where it does or proposes to do business;

(b) A registered agent, which agent may be either an individual, resident in this state, whose business office is identical with such registered office, or a corporation having a business office identical with such registered office.

Sec. 10. Powers and duties.—A foreign corporation may from time to time change the location and address of its registered office. It may revoke the appointment of a registered agent provided it shall at the same time file an appointment of a new registered agent. It shall appoint a new registered agent in case of vacancy in the office, whether by death, resignation or otherwise, or because of the disqualification or incapacity of its registered agent. Such changes may be made by filing in the office of the secretary of state a statement setting forth:

(a) The name of the corporation;

(b) The address of its registered office;

(c) If the address of its registered office is to be changed, the address to which the registered office is to be changed;

(d) The name of its then registered agent;

(e) If its registered agent is to be changed, the name of its successor registered agent; and

(f) That such change was authorized by resolution duly adopted by its board of directors.

Such statement shall be executed, acknowledged and verified by its president or a vice-president, and by its secretary or an assistant secretary.

Sec. 11. Corporation to file notice of changes.—Each foreign corporation authorized to transact business in this state, whenever its articles of incorporation are amended, whenever its stated capital shall be reduced, or whenever it shall be a party to a statutory merger or consolidation, shall forthwith file in the office of the secretary of state a copy of such amendment or articles of merger or consolidation duly authenticated by the proper officer of the state or country under the laws of which such corporation is organized, or a copy of the instrument with reference to such reduction of stated capital required to be filed or recorded in a public office in the state or country under the laws of which such corporation is organized, duly authenticated by the proper public officer as the case may be.

Sec. 12. Certificate of changes to be recorded.—If a foreign corporation changes the address of its registered office, or changes its name, or changes the duration of its corporate existence, the secretary of state, after instruments with reference to such change shall have been filed in his office, and when all fees and charges have been paid as required by law, shall issue and record an amended certificate of authority, and shall thereupon transmit such certificate, together with a fee of one dollar, to the register of deeds of the county in which the registered office of the corporation in this state is situated. The register of deeds shall thereupon record such certificate for such fee. If the address of its registered office has been changed from one county to another county, then a certified copy of such certificate, together with a fee of one dollar, shall be transmitted by the secretary of state to the register of deeds of the county to which such registered office is changed, and such register of deeds shall thereupon record such certificate for such fee.

Sec. 13. Service of process.—(a) A foreign corporation shall be subject to service of process as follows:

(1) By service thereof on its registered agent.

(2) Whenever any foreign corporation authorized to transact business in this state shall fail to appoint or maintain in this state a registered agent upon whom service of process may be had, or whenever any such registered agent cannot be found at its registered office in this state as shown by the return of the sheriff of the county in which such registered office is situated, or whenever any corporation shall have withdrawn from this state, or whenever the certificate of authority of any foreign corporation shall have been revoked or cancelled, then, and in every such case, service may be made by delivering to and leaving with the secretary of state, or with any deputy or clerk in the corporation department of his office, three copies thereof and a fee of three dollars; provided that after a foreign corporation shall have withdrawn from the state, pursuant to section 16 of this act, or any amendment thereof, service upon such corporation may be made pursuant to the provisions of this section only when based upon a liability or obligation of such corporation incurred within this state or arising out of any business done in this state by such corporation prior to the issuance of a certificate of withdrawal.

(b) In case of service of process upon the secretary of state, he shall immediately cause one copy of such process to be forwarded by registered mail addressed to the corporation so served at its principal office in the state or country under the laws of which it is organized, and one copy thereof to the agent of such corporation at its registered office in this state, as such addresses appear in the records of the secretary of state; provided, that if the corporation shall have withdrawn from the state in the manner provided by this act, then one copy shall be sent to the address designated for such purpose in the application for withdrawal, instead of the registered office in this state.

(c) If any summons is so served upon the secretary of state, the corporation so served shall have 30 days in which to answer the complaint.

(d) Nothing herein contained shall limit or affect the right to serve any process upon a foreign corporation in any other manner now or hereafter permitted by law.

(e) The secretary of state shall keep a record of all processes served upon him under this section and shall record therein the time of such service and his action with reference thereto.

Sec. 14. Must file report with Secretary of State.—(a) Between January 1 and April 1, in each year after 1935, every foreign corporation which holds a certificate of authority shall make and file with the secretary of state a report for the next preceding calendar year, setting forth:

(1) The name of the corporation and the state or country under the laws of which it is organized;

(2) If the name of the corporation does not end with the word "Corporation" or the word "Incorporated", or the abbreviation "Inc.", or does not contain the word "Company" or the abbreviation "Co.", not immediately preceded by the word "and" or the character "&", then the name of the corporation with the word or abbreviation which it has agreed to add thereto for use in this state;

(3) The date of its incorporation and the period of its duration;

(4) The address of its principal office in the state or country under the laws of which it is organized;

(5) The address of its registered office in this state and the name of its registered agent at such address;

(6) The names and respective addresses of its directors and officers;

(7) A statement of the aggregate number of shares having par value and of shares without par value which it has authority to issue, itemized by classes and series;

(8) A statement of the aggregate number of its issued or allotted shares having par value and of shares without par value, itemized by classes and series;

(9) A statement expressing in dollars (1) the value of all the property owned by the corporation wherever located, and (2) the value of all its property located within this state;

(10) A statement expressing in dollars (1) the gross receipts of the corporation in such calendar year derived from its business operations wherever transacted, and (2) the gross receipts of the corporation in such calendar year derived from its business operations transacted in whole or in part within this state; and

(11) Such additional information as may be necessary or appropriate to enable the secretary of state to determine the additional license fee, if any, payable by such corporation.

The information required by clauses seven to nine of this subdivision shall be given as of the close of the next preceding calendar year.

(b) If all the property of the corporation at the close of the next preceding calendar year was located in this state and all its business in such calendar year was transacted within this state, or if the corporation shall have paid a license fee to the state of Minnesota on the total amount of its issued or allotted shares, the corporation may so state in its report and omit the statements required by clauses (9) and (10), subdivision (a) of this section.

(c) Such annual report shall be made on forms prescribed by the Secretary of State, in two separable parts, one part setting forth the facts required by clauses (1) to (8), and the other part the facts required by clauses (9), (10) and (11), of subdivision (a) of this section, such report shall be executed, acknowledged and verified by the president or vice-president and by the treasurer, an assistant treasurer, secretary or an assistant secretary of the corporation, or, if the corporation is in the hands of a receiver or trustee, such report shall be executed on behalf of the corporation and verified by such receiver or trustee.

(d) If the secretary of state finds that such annual report conforms to the requirements of this act, he shall file the same. If he finds that it does not so conform he shall return the same by mail to the corporation, in which event the provisions of section 17 of this act, relating to failure to file such report within the period hereinabove required, shall not apply if such report is made to conform to the requirements of this act and is filed with the secretary of state within 30 days from such return of the report by the secretary of state to the corporation.

(e) It shall be unlawful for the secretary of state or any other public official or employee to divulge or otherwise make known in any manner any of the particulars with reference to the value of the property owned by such corporation or the amount of the gross receipts of such corporation set forth or disclosed as a part of any annual report. Nothing herein shall be construed to prohibit the inspection of the full reports by officials and employees of this state in the performance of their duties with respect to license fees due from the corporation making such report. Any person violating any of the prohibitions of this subdivision shall be guilty of a gross misdemeanor.

Sec. 15. Secretary of State to fix license fee.—The secretary of state shall first ascertain the license fee which under then existing laws a domestic corporation then organized would be required to pay if it had authorized shares of the same kind and amount as the issued or allotted shares of such foreign corporation shown by such filed report. Said amount shall be multiplied by a fraction, the numerator of which shall be the sum of the value of the property of such corporation located in this state and the gross receipts of the corporation derived from its business transacted within this state, and the denominator of which shall be the sum of the value of all of its property wherever located and the gross receipts of the corporation derived from its business wherever transacted. The amounts used in determining the numerator and the denominator of such fraction shall be determined from the annual report filed by such corporation. From the product of such multiplication there shall be deducted the aggregate amount of license fees theretofore paid by such corporation, and the remainder, if any, shall be the amount of additional license fee to be paid by such corporation. The secretary of state shall enter the amount of any such additional license fee with the name of the corporation in a record to be kept by him, and shall mail a notice of the amount of such additional license fee to such corporation at its registered office in this state. Such additional license fee shall be paid by such corporation to the state treasurer within 30 days after the mailing by the secretary of state of such notice. When paid, the state treasurer shall file a duplicate receipt therefor with the secretary of state.

Sec. 16. Withdrawal from State.—(a) If a foreign corporation holding a certificate of authority desires to withdraw, it shall file with the secretary of state an application for withdrawal.

(b) The application for withdrawal shall set forth:

(1) The name of the corporation and the state or country under the laws of which it is organized;

(2) That it has no property located in this state and has ceased to transact business therein;

(3) That its board of directors has duly determined to surrender its authority to transact business in this state;

(4) That it revokes the authority of its registered agent in this state to accept service of process;

(5) The address to which the secretary of state shall mail a copy of any process against the corporation that may be served upon him;

(6) That it will pay to the state treasurer the amount of any additional license fees properly found by the secretary of state to be then due from such corporation; and

(7) Such additional information as may be required or demanded by the secretary of state to enable him to determine the additional license fees, if any, payable by such corporation, the determination thereof to be made in the manner provided by section 15 of this act, except that in computing such additional license fee, the amount to be used as the value of the property of the corporation located within this state shall be the highest amount or value of such property at any time in the calendar year in which the application for withdrawal is filed.

(c) The application for withdrawal shall be executed, acknowledged and verified on behalf of the corporation by its president or a vice-president, and by its secretary or an assistant secretary, or, if the corporation is in the hands of a receiver or trustee, by such receiver or trustee.

(d) Such applications for withdrawal shall be delivered to the secretary of state. Upon receipt thereof he shall examine the same, and if he finds that it conforms to the provisions of this act he shall, when all license fees, filing fees and other charges have been paid as required by law, file the same in his office and shall issue and record a certificate of withdrawal, and shall thereupon transmit such certificate, together with a fee of one dollar, to the register of deeds of the county in which the registered office of the corporation in this state is situated, and the register of deeds shall record such certificate for such fee. Upon the issuance of such certificate, the authority of the corporation to transact business in this state shall cease.

Sec. 17. Revocation of license.—(a) The certificate of authority of a foreign corporation to transact business in this state shall be revoked by the secretary of state if it fails:

- (1) To pay any fee due under the provisions of this act;
- (2) To designate a registered agent when a vacancy occurs in that office, or when the appointed registered agent becomes disqualified or incapacitated.
- (3) To file amendments to its articles of incorporation, articles of reduction of stated capital, or articles of merger or consolidation, as required in section 11 of this act; or
- (4) To file an annual report.

(b) When the secretary of state shall find that any such default has occurred, he shall give notice by registered mail to such corporation at its registered office in this state that such default exists and that its certificate of authority will be revoked unless such default shall be cured within 30 days after the mailing of such notice.

(c) The secretary of state shall revoke the certificate of authority of such corporation to do business in this state if such default shall not be cured within such period of 30 days; provided that for good cause shown the secretary of state may enlarge said period from time to time, but the aggregate of such enlargements shall not exceed three months.

(d) Upon revoking such certificate of authority, the secretary of state shall:

(1) Issue a certificate of revocation in duplicate;

(2) Transmit one of such certificates to the register of deeds of the county in which the registered office of the corporation in this state is situated, and the register of deeds shall record the same without any fee therefor;

(3) Mail to such corporation at its principal office in the state or country under the laws of which it is organized a notice of such revocation accompanied by one such certificate and mail to such corporation at its registered office in this state a notice of such revocation.

(e) Upon the issuance of such certificate or revocation, the authority of the corporation to transact business in this state shall cease.

Sec. 18. Attorney General to bring action.—(a) Whenever the public interest may require, the attorney general shall bring an action against a foreign corporation to cancel its certificate of authority to transact business in this state upon the ground that:

(1) The certificate of authority was procured through fraud practised upon the state;

(2) The certificate of authority should not have been issued to the corporation under this act;

(3) The certificate of authority was procured without a substantial compliance with the conditions prescribed by this act as precedent or essential to its issuance;

(4) The corporation has offended against any provisions of the statutes regulating corporations, or has abused or usurped corporate privileges or powers;

(5) The corporation is knowingly and persistently violating any provision of law; or

(6) The corporation has done or omitted any act which amounts to a surrender of its certificate of authority.

(b) If the ground for the action is an act which the corporation has done or omitted to do, and it appears probable that correction can be made, then such action shall not be instituted, unless the attorney general shall give notice to such corporation by registered mail at its registered office in this state that such default or violation exists, and that an action to cancel its certificate of authority will be begun unless such default shall be cured or such violation discontinued within 30 days after the mailing of such notice. Such action shall be begun by the attorney general if such default shall not be cured, or such violation discontinued, within such period of 30 days; provided that for good cause shown the attorney general may enlarge said period from time to time, but the aggregate of such enlargements shall not exceed three months.

(c) The attorney general shall cause two certified copies of the judgment cancelling a certificate of authority to be delivered to the secretary of state. The secretary of state shall file one copy in his office, and shall transmit the other copy to the register of deeds of the county in which the registered office of the corporation in this state is situated. The register of deeds shall record the same without any fee therefor.

Sec. 19. Application for reinstatement.—(a) Any foreign corporation whose certificate of authority to do business in this state shall have been revoked or cancelled may file with the secretary of state an application for reinstatement. Such application shall be on forms prescribed by the secretary of state, shall contain all the matters required to be set forth in an original application for a certificate of authority, and such other pertinent information as may be required by the secretary of state.

(b) If the certificate of authority was revoked by the secretary of state pursuant to section 17 of this act, the corporation shall pay to the state treasurer \$100.00 before it may be reinstated.

(c) If the certificate of authority was cancelled by a judgment pursuant to section 18 of this act, the corporation shall pay to the state treasurer \$500.00 before it may be reinstated.

(d) Upon the filing of such application and upon payment of all penalties, fees and charges required by law, not including, however, an initial license fee or additional license fees to the extent that the same have theretofore been paid by such corporation, the secretary of state shall reinstate the license of such corporation, and shall issue and record a certificate of reinstatement and shall transmit such certificate, together with a fee of one dollar, to the register of deeds of the county in which the registered office of the corporation in this state is situated. The register of deeds shall record such certificate for such fee.

Sec. 20. Foreign corporation may not maintain action unless licensed.—(a) No foreign corporation transacting business in this state without a certificate of authority shall be permitted to maintain an action in any court of this state until such corporation shall have obtained a certificate of authority. Nor shall an action be maintained in any court by any successor or assignee of such corporation on any right, claim, or demand arising out of the transaction of business by such corporation in this state until a certificate of authority to transact business in this state shall have been obtained by such corporation or by a corporation which has acquired all or substantially all of its assets; provided that if such assignee shall be a purchaser without actual notice of such violation by the corporation, recovery may be had to an amount not greater than the purchase price; and provided further that this section shall not be construed to alter the rules applicable to a holder in due course of a negotiable instrument.

(b) The failure of a foreign corporation to obtain a certificate of authority to transact business in this state does not impair the validity of any contract or act of such corporation, and shall not prevent such corporation from defending any action in any court of this state.

(c) Any foreign corporation which transacts business in this state without a certificate of authority shall forfeit and pay to this state a penalty not exceeding \$1,000.00 and an additional penalty not exceeding \$100.00 for each month or fraction thereof during which it shall continue to transact business in this state without a certificate of authority therefor. Such penalties may be recovered in the district court of any county in which such foreign corporation has done business or has property or has a place of business, by an action in the name of the state brought by the attorney general.

Sec. 21. Fees.—(a) The secretary of state shall charge and receive the following fees for the following services:

- (1) For filing an application for a certificate of authority, five dollars;
- (2) For filing an annual report, five dollars;
- (3) For filing articles of amendment or an instrument evidencing a reduction of stated capital, or a merger or consolidation, two dollars;
- (4) For filing application for withdrawal and final report, five dollars;
- (5) For filing a change of address of registered office or revocation or change of appointment of a registered agent, one dollar;
- (6) For filing an application for reinstatement of a certificate of authority, five dollars;
- (7) For issuing any certificate pursuant to the provisions of this act, two dollars;

(b) In addition thereto, in each instance in which he is required by this act to transmit a certificate to a register of deeds for record, the secretary of state shall charge and receive one dollar for recording such certificate with the register of deeds.

Sec. 22. Applicable to present corporations.—(a) Except as in this section otherwise provided, this act shall be applicable to all foreign corporations heretofore or hereafter transacting business in this state.

(b) Licenses to foreign corporations to do business in this state existing on the effective date of this act shall continue in full force and effect until March 1, 1936, and shall then terminate without further act.

(c) Any foreign corporation, which on the effective date of this act holds a valid license to do business in this state, may at any time prior to March 1, 1936, deliver to the secretary of state the instruments which it would be required under the provisions of this act to deliver to him if such corporation were then originally applying for a certificate of authority to transact business in this state, omitting, however, any of such instruments already on file or of record in the office of the secretary of state. If all of such instruments would, according to law, entitle such foreign corporation, upon payment of all fees and charges required by law, to a certificate of authority to transact business in this state, the secretary of state, without requiring payment of an initial license

fee, shall file in his office all such instruments as are not already filed there, shall issue and record a certificate of authority, and shall transmit the same to the register of deeds of the county in which the registered office of such corporation in this state is situated, together with a fee of one dollar, and the register of deeds shall record the same for such fee. Upon issuance of such certificate of authority such foreign corporation shall possess the same rights and privileges that a foreign corporation originally obtaining a similar certificate of authority would possess under this act.

(d) Any foreign corporation licensed to transact business in this state when this act becomes effective, which thereafter obtains a certificate of authority pursuant to the provisions of this section may continue to transact business in this state pursuant to such certificate of authority using the name under which it is, on the effective date of this act, licensed to transact business in this state, whether or not the use of such name is in violation of the provisions of section 4 of this act.

(e) Nothing herein contained shall be construed to exempt such foreign corporation from the obligation of making annual reports and paying additional license fees in accordance with the provisions of this act.

(f) In computing any additional license fees for such corporation there shall be credited all license fees paid by such corporation to this state under this act and under any prior laws relating to the admission of foreign corporations to do business in this state.

Sec. 23. Certificates.—(a) Any certificate issued by the secretary of state pursuant to the provisions of this act, and copies of such certificates certified by him, shall be prima facie evidence of the matters stated therein and, except certificates issued pursuant to paragraph (b) of this section, may be recorded in the office of the register of deeds of any county in this state.

(b) A certificate of the secretary of state to the effect that a foreign corporation is not authorized to transact business in this state shall be prima facie evidence of the facts therein stated.

Sec. 24. Provisions severable.—The invalidity of any part of this act shall not affect the validity of any other part thereof which can be given effect without such invalid part.

Sec. 25. **Minnesota Foreign Corporation Act.**—This act may be cited as the Minnesota Foreign Corporation Act.

Sec. 26. **May amend act.**—The state hereby fully reserves the right to alter, amend or repeal the several provisions of this act, and all rights and privileges granted or extended hereunder shall be subject to such reserved right.

Sec. 27. **Laws repealed.**—Mason's Minnesota Statutes of 1927, section 7493, 7494 and 7495 are hereby repealed, reserving to the state, however, all rights to recover fines for violations thereof occurring prior to the effective date of this section and reserving all rights of parties to any action pending in this state at the effective date of this section.

Sec. 28. **Not to do business under former laws.**—No foreign corporation shall hereafter be licensed to do business in this state pursuant to the provisions of Mason's Minnesota Statutes of 1927, Sections 7493, 7494, or 7495.

Sec. 29. **Appropriation.**—There is hereby appropriated to the secretary of state out of any moneys in the revenue fund of the state treasury, available forthwith, the sum of \$2000.00, or so much thereof as may be required during the current biennium to administer this act.

Sec. 30. **Date effective.**—This act shall take effect from and after its passage except that section 27 of this act shall take effect March 1, 1936.

Approved April 20, 1935.

CHAPTER 201—H. F. No. 1156

An act to amend Laws 1933, Chapter 327, Section 1, relating to primary elections in certain villages and cities.

Be it enacted by the Legislature of the State of Minnesota:

Section 1. **Primary election in certain villages.**—Laws 1933, Chapter 327, Section 1, is hereby amended so as to read as follows:

“Section 1. Any village or city of the fourth class with a population of not less than 1,500 and an assessed valuation of not less than \$5,000,000.00 may hold an election of nominees, hereinafter designated as the “primary election” for the purpose of nominating candidates for village or city offices by adopting one of the following methods: