

322B.960 ANNUAL REGISTRATION.

Subdivision 1. **Annual registration form.** (a) The secretary of state must send annually to each limited liability company at the registered office of the corporation a postcard notice announcing the need to file the annual registration and informing the limited liability company that the annual registration may be filed online and that paper filings may also be made, and informing the limited liability company that failing to file the annual registration will result in an administrative termination of the limited liability company.

(b) Each calendar year beginning in the calendar year following the calendar year in which a limited liability company files articles of organization, a limited liability company must file with the secretary of state by December 31 of each calendar year a registration containing the information listed in subdivision 2.

Subd. 2. **Information required; fees.** The registration must include:

(1) the name of the limited liability company or the name under which a foreign limited liability company has registered in this state;

(2) the address of its principal executive office, if different from the registered address;

(3) the address of its registered office;

(4) the name of its registered agent, if any;

(5) the state or jurisdiction of organization; and

(6) the name and business address of the manager or other person exercising the principal functions of the chief manager of the limited liability company.

Subd. 3. [Repealed, 2000 c 395 s 23]

Subd. 4. MS 1998 [Repealed by amendment, 2000 c 395 s 13]

Subd. 4. **Penalty.** (a) A domestic limited liability company that has not filed a registration pursuant to the requirements of subdivision 2, is administratively terminated. The secretary of state shall issue a certificate of administrative termination which must be filed in the office of the secretary of state. The secretary of state must also make available in an electronic format the names of the terminated limited liability companies.

(b) A non-Minnesota limited liability company that has not filed a registration pursuant to the requirements of subdivision 2, shall have its authority to do business in Minnesota revoked. The secretary of state must issue a certificate of revocation which must be filed in the Office of the Secretary of State. The secretary of state must also make available in an electronic format the names of the revoked non-Minnesota limited liability companies.

Subd. 5. MS 1998 [Renumbered subd 4]

Subd. 5. **Reinstatement.** If a limited liability company is administratively terminated or has its authority to do business in Minnesota revoked, it may retroactively reinstate its existence or authority to do business by filing a single annual registration and paying a \$25 fee.

(a) For a domestic limited liability company, filing the annual registration with the secretary of state:

(1) returns the limited liability company to active status as of the date of the administrative termination;

(2) validates contracts or other acts within the authority of the articles, and the limited liability company is liable for those contracts or acts; and

(3) restores to the limited liability company all assets and rights of the limited liability company and its members to the extent they were held by the limited liability company and its members before the administrative termination occurred, except to the extent that assets or rights were affected by acts occurring after the termination, sold, or otherwise distributed after that time.

(b) For a non-Minnesota limited liability company, filing the annual registration restores the limited liability company's ability to do business in Minnesota and the rights and privileges which accompany that authority.

Subd. 6. [Renumbered subd 5]

History: 1993 c 131 s 1; 1995 c 128 art 3 s 9,10; 2000 c 395 s 13; 2001 c 7 s 64; 2003 c 2 art 1 s 37,45 subd 6; 2004 c 251 s 8-10