

322B.935 REVOCATION OF CERTIFICATE OF AUTHORITY.

Subdivision 1. **Revocation procedure.** The certificate of authority of a foreign limited liability company to transact business in this state may be revoked by the secretary of state upon the occurrence of any of these events:

(1) the foreign limited liability company has failed to appoint and maintain a registered agent as required by this chapter and section 5.36, file a report upon any change in the name or business address of the registered agent, or file in the office of the secretary of state any amendment to its application for a certificate of authority as specified in section 322B.92; or

(2) a misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by the foreign limited liability company pursuant to this chapter.

Subd. 2. **Revocation notice.** No certificate of authority of a foreign limited liability company shall be revoked by the secretary of state unless:

(1) the secretary has given the foreign limited liability company not less than 30 days' notice by mail addressed to its registered office in this state or, if the foreign limited liability company fails to appoint and maintain a registered agent in this state, addressed to the office address in the jurisdiction of organization; and

(2) during the 30-day period, the foreign limited liability company has failed to file the report of change regarding the registered agent, to file any amendment, or to correct the misrepresentation.

Subd. 3. **Effective date.** Upon the expiration of 30 days after the mailing of the notice, the authority of the foreign limited liability company to transact business in this state ceases. The secretary of state shall issue a certificate of revocation and shall mail the certificate to the address of the principal place of business or the office required to be maintained in the jurisdiction of organization of the foreign limited liability company.

History: 1992 c 517 art 2 s 137; 1993 c 137 s 53,54; 2010 c 250 art 2 s 26