

A bill for an act

relating to the secretary of state; regulating various filings and fees; defining certain terms; amending Minnesota Statutes 2008, sections 5.12, subdivision 1; 5.29; 5.32; 270C.63, subdivision 13; 302A.821; 303.14; 303.16, subdivision 4; 308A.995; 308B.121, subdivisions 1, 2; 317A.823; 321.0206; 321.0210; 321.0810; 322B.960; 323A.1003; 333.055; 336A.04, subdivision 3; 336A.09, subdivision 2; 359.01, subdivision 3; proposing coding for new law in Minnesota Statutes, chapter 5.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

Section 1. **[5.001] DEFINITIONS.**

Subdivision 1. **Applicability.** As used in this chapter, the terms defined in this section have the meanings given them.

Subd. 2. **Business entity.** "Business entity" means an organization that is formed under chapters 300, 301, 302A, 303, 308, 308A, 308B, 315, 317, 317A, 318, 319, 319A, 321, 322A, 322B, 323, or 323A and that has filed documents with the secretary of state.

Subd. 3. **Business entity filings.** "Business entity filings" means any filing from a business entity and also includes filings made under chapter 333.

Subd. 4. **Bulk data.** "Bulk data" means data that has commercial value and is a substantial or discrete portion of or an entire formula, pattern, compilation, program, device, method, technique, process, database, or system.

Sec. 2. **[5.002] E-MAIL ADDRESSES.**

The secretary of state is authorized to provide a field on each of the forms and on each online entry screen, used to file business entity filings, Uniform Commercial Code records, and central notification system filings, for the collection of an e-mail address to which the secretary of state can forward official notices required by law and other notices

to the business entity, assumed name, or the person filing the uniform commercial code or central notification system record. The e-mail address may be updated by or on behalf of the business entity by sending a notification of the change to the secretary of state. No fee shall be charged for an e-mail address update. E-mail addresses collected by the secretary of state pursuant to this section must not be provided as bulk data.

EFFECTIVE DATE. This section is effective 30 days after the secretary of state certifies that the information systems of the Office of the Secretary of State have been modified to implement this section.

Sec. 3. Minnesota Statutes 2008, section 5.12, subdivision 1, is amended to read:

Subdivision 1. **Fees.** The secretary of state shall charge a fee of \$5 for each certificate or certification of a copy or electronically transmitted image of any document filed in the Office of the Secretary of State. The secretary of state shall charge a fee of \$3 for a copy or electronically transmitted image of an original ~~filing of a corporation, limited partnership, assumed name, or trade or service mark~~ business entity filing. The secretary of state shall charge a fee of \$3 for a copy of ~~any or all each~~ subsequent ~~filings of a corporation, limited partnership, assumed name, or trade or service mark~~ business entity filing. The secretary of state shall charge a fee of ~~\$1 per page for copies~~ \$3 for a copy of any other ~~nonuniform commercial code documents~~ document filed with the secretary of state. At the time of filing, the secretary of state may provide at the public counter, without charge, a copy of a filing, ten or fewer pages in length, to the person making the filing.

EFFECTIVE DATE. This section is effective 30 days after the secretary of state certifies that the information systems of the Office of the Secretary of State have been modified to implement this section.

Sec. 4. Minnesota Statutes 2008, section 5.29, is amended to read:

5.29 BULK AGENT NAME AND ADDRESS CHANGES GLOBAL FILINGS.

~~The filing fee charged for filing an amendment is charged for each document filed~~ (a) When a registered agent for multiple business entities files an instrument that changes its name or office address ~~pursuant to sections 302A.123, subdivision 3; 303.10; 308A.025, subdivision 5; 317A.123, subdivision 3; 318.02; and 322B.135, subdivision 3; and chapters 321; 323; and 323A, but the cumulative fee shall not exceed \$10,000 for entities governed by the provisions of chapters 302A, 303, 308A, 317A, 318, 322A, 322B, 323, and 323A, the change for each business entity must be filed online as a separate transaction, and a separate filing fee charged.~~

(b) When a secured party wishes to file an amendment to a financing statement making a change in secured party or debtor name and address information, each amendment must be filed online as a separate transaction and a separate filing fee charged.

EFFECTIVE DATE. This section is effective 30 days after the secretary of state certifies that the information systems of the Office of the Secretary of State have been modified to implement this section.

Sec. 5. Minnesota Statutes 2008, section 5.32, is amended to read:

5.32 TEMPORARY TECHNOLOGY SURCHARGE.

Subdivision 1. **Surcharge.** For fiscal years 2008 ~~and~~ 2009, 2010, and 2011, the following technology surcharges are imposed on the filing fees required under the following statutes:

(1) \$25 for articles of incorporation filed under section 302A.151;

(2) \$25 for articles of organization filed under section 322B.17;

(3) \$25 for applications for certificates of authority to transact business in Minnesota filed under section 303.06;

(4) \$20 for annual reports filed by non-Minnesota corporations under section 303.14; and

(5) \$50 for reinstatements to authority to transact business in Minnesota filed under section 303.19.

Subd. 2. **Deposit.** The surcharges listed in subdivision 1 shall be deposited into the uniform commercial code account.

Subd. 3. **Expiration.** This section expires June 30, ~~2009~~ 2011.

EFFECTIVE DATE. This section is effective the day following final enactment.

Sec. 6. **[5.34] ANNUAL RENEWAL FILINGS.**

Any business registered with the secretary of state required to file an annual renewal in order to maintain its active status, good standing, or existence under Minnesota Statutes shall file that renewal, whether online or otherwise, in a format that states:

(1) the name in Minnesota of the organization for which the renewal is filed;

(2) the name of the organization in the jurisdiction in which it is organized, if different;

(3) the address of the registered office or designated office and the name of the registered agent of the organization for service of process, if any;

(4) the jurisdiction in which the organization is organized, if that jurisdiction is not Minnesota;

(5) the name and business address of the officer or other person exercising the principal functions of the president of a nonprofit corporation, manager of a limited liability company, or chief executive officer of a corporation or cooperative;

(6) the address of the principal executive office of a domestic business corporation or of a limited liability company or the principal place of business of a cooperative, if different from the registered office address;

(7) the address of the designated office and the name, street, and mailing address of the agent for service of process in Minnesota of a limited partnership or foreign limited partnership;

(8) the street and mailing address of the principal office of a limited partnership;

(9) the street and mailing address of the chief executive office of a partnership and, if different, the street address of an office of a partnership in Minnesota, if any;

(10) the name, street, mailing address, and telephone number of an individual who may be contacted for purposes other than services of process on behalf of a limited partnership or a limited liability partnership, if the agent for the limited liability partnership, limited partnership, or foreign limited partnership is not an individual; and

(11) the e-mail address of the organization to which notices from the secretary of state will be directed, if the organization has an e-mail address.

Sec. 7. Minnesota Statutes 2008, section 270C.63, subdivision 13, is amended to read:

Subd. 13. **Lien search fees.** Upon request of any person, the filing officer shall issue a certificate showing whether there is recorded in that filing office, on the date and hour stated in the certificate, any notice of lien or certificate or notice affecting any lien filed on or after ten years before the date of the search certificate, naming a particular person, and giving the date and hour of filing of each notice or certificate naming the person. The fee for a certificate shall be as provided by section 336.9-525 or 357.18, subdivision 1, clause (3). Upon request, the filing officer shall furnish a copy of any notice of state lien, or notice or certificate affecting a state lien, for a fee of ~~50 cents~~ \$1 per page, except that after the effective date of section 3, that section shall govern the fee charged by the secretary of state for a copy or electronically transmitted image.

Sec. 8. Minnesota Statutes 2008, section 302A.821, is amended to read:

302A.821 MINNESOTA CORPORATE ~~REGISTRATION~~ RENEWAL.

Subdivision 1. **Annual ~~registration~~ renewal.** (a) The secretary of state ~~must~~ may send annually to each corporation ~~at the registered office of the corporation a postcard,~~ using the information provided by the corporation pursuant to section 5.002 or 5.34 or the articles of incorporation, a notice announcing the need to file the annual ~~registration~~ renewal and informing the corporation that the annual ~~registration~~ renewal may be filed online and that paper filings may also be made, and informing the corporation that failing to file the annual ~~registration~~ renewal will result in an administrative dissolution of the corporation.

(b) Each calendar year beginning in the calendar year following the calendar year in which a corporation incorporates, the corporation must file with the secretary of state by December 31 of each calendar year a ~~registration~~ renewal containing the information listed in subdivision 2.

Subd. 2. **Information required; manner of filing.** The ~~registration must include:~~ filing must be made pursuant to section 5.34.

~~(1) the name of the corporation;~~
~~(2) the address of its principal executive office, if different from the registered office address;~~
~~(3) the address of its registered office and the name of the registered agent, if any;~~
~~(4) the state of incorporation; and~~
~~(5) the name and business address of the officer or other person exercising the principal functions of the chief executive officer of the corporation.~~

Subd. 3. **Information public.** The information required by subdivision 2 is public data. ~~Chapter 13 does not apply to this information.~~

Subd. 4. **Penalty; reinstatement.** (a) A corporation that has failed to file a ~~registration pursuant to the requirements of subdivision 2~~ renewal complying with section 5.34 must be dissolved by the secretary of state as described in paragraph (b).

(b) If the corporation has not filed the ~~registration~~ renewal during any calendar year, the secretary of state must issue a certificate of administrative dissolution and the certificate must be filed in the Office of the Secretary of State. The secretary of state must make available in an electronic format the names of the dissolved corporations. A corporation dissolved in this manner is not entitled to the benefits of section 302A.781. The liability, if any, of the shareholders of a corporation dissolved in this manner shall be determined and limited in accordance with section 302A.557, except that the shareholders shall have no liability to any director of the corporation under section 302A.559, subdivision 2.

(c) After administrative dissolution, filing a ~~registration~~ renewal complying with section 5.34 and the \$25 fee with the secretary of state:

- (1) returns the corporation to good standing as of the date of the dissolution;
- (2) validates contracts or other acts within the authority of the articles, and the corporation is liable for those contracts or acts; and
- (3) restores to the corporation all assets and rights of the corporation to the extent they were held by the corporation before the dissolution occurred, except to the extent that assets or rights were affected by acts occurring after the dissolution or sold or otherwise distributed after that time.

Sec. 9. Minnesota Statutes 2008, section 303.14, is amended to read:

303.14 ANNUAL ~~REPORT~~ RENEWAL.

Subdivision 1. ~~Filed with secretary of state; contents~~ **Notice; filing.** Each calendar year beginning in the calendar year following the calendar year in which a corporation receives a certificate of authority to do business in Minnesota, the secretary of state ~~must mail by first class mail an annual registration form to the registered office of each corporation as shown on the records of the secretary of state. The form must include the following~~ may send to the corporation, using the information provided by the corporation pursuant to section 5.002 or 5.34 or the application for certificate of authority, a notice: announcing the need to file the annual renewal and informing the corporation that the annual renewal may be filed online and that paper filings may also be made, and informing the corporation that failing to file the annual renewal will result in an administrative dissolution or revocation of certificate of authority to do business in Minnesota.

~~"NOTICE: Failure to file this form by December 31 of this year will result in the revocation of the authority of this corporation to transact business in Minnesota without further notice from the secretary of state, pursuant to Minnesota Statutes, section 303.17."~~

The corporation will submit a \$115 fee with the annual registration renewal and will set forth on the form: the items required by section 5.34.

~~(1) the name of the corporation, and, if the corporation has designated an alternate name pursuant to section 303.05, subdivision 1, that alternate name;~~

~~(2) the name of the registered agent of the corporation in Minnesota;~~

~~(3) the address of its registered office;~~

~~(4) the state of incorporation; and~~

~~(5) the name and business address of the officer or other person exercising the principal functions of the chief executive officer of the corporation.~~

Sec. 10. Minnesota Statutes 2008, section 303.16, subdivision 4, is amended to read:

Subd. 4. **Approval; filing.** The application for withdrawal shall be delivered to the secretary of state. Upon receiving and examining the same, and upon finding that it conforms to the provisions of this chapter, the secretary of state shall, when all license fees, filing fees, and other charges other than the fee required by section 303.14 have been paid as required by law, file the same and shall issue and record a certificate of withdrawal. Upon the issuance of the certificate, the authority of the corporation to transact business in this state shall cease.

Sec. 11. Minnesota Statutes 2008, section 308A.995, is amended to read:

308A.995 ~~PERIODIC REGISTRATION~~ ANNUAL RENEWAL.

Subdivision 1. ~~Periodic registration in certain years~~ Annual renewal. Each cooperative governed by this chapter must file ~~a periodic registration~~ an annual renewal with the secretary of state in each ~~odd-numbered~~ calendar year following the calendar year in which the cooperative was incorporated. ~~In these years, The secretary of state must mail by first class mail a registration form to the registered office of each cooperative as shown on the records of the secretary of state, or if no such address is in the records, to the location of the principal place of business shown on the records of the secretary of state. The form must include the following notice:~~ may send annually to the cooperative, using the information provided by the cooperative pursuant to section 5.002 or 5.34 or the articles of incorporation, a notice announcing the need to file the annual renewal and informing the cooperative that the annual renewal may be filed online and that paper filings may also be made, and informing the cooperative that failing to file the annual renewal will result in an administrative dissolution of the cooperative.

~~"NOTICE: Failure to file this form by December 31 of this year will result in the dissolution of this cooperative without further notice from the secretary of state, pursuant to Minnesota Statutes, section 308A.995, subdivision 4, paragraph (b)."~~

Subd. 2. **Minnesota cooperative ~~registration~~ renewal form.** In each calendar year in which a ~~registration~~ renewal is to be filed, a cooperative must file with the secretary of state ~~a registration~~ an annual renewal by December 31 of that calendar year containing: the items required by section 5.34.

- ~~(1) the name of the cooperative;~~
- ~~(2) the address of its registered office;~~
- ~~(3) the address of its principal place of business, if different from the registered office address; and~~
- ~~(4) the name and business address of the officer or other person exercising the principal functions of the chief executive officer of the cooperative.~~

~~Subd. 3. **Information public.** The information required by subdivision 1 is public data.~~

Subd. 4. **Penalty; dissolution.** (a) A cooperative that has failed to file a ~~registration renewal~~ pursuant to the requirements of this section by December 31 of the calendar year for which the ~~registration renewal~~ was required must be dissolved by the secretary of state as described in paragraph (b).

(b) If the cooperative has not filed the ~~registration renewal~~ by December 31 of that calendar year, the secretary of state must issue a certificate of involuntary dissolution, and the certificate must be filed in the Office of the Secretary of State. The secretary of state must make available in an electronic format the names of the dissolved cooperatives. A cooperative dissolved in this manner is not entitled to the benefits of section 308A.981.

Subd. 5. **Reinstatement.** A cooperative may retroactively reinstate its existence by filing a single annual ~~registration renewal~~ and paying a \$25 fee. Filing the annual ~~registration renewal~~ with the secretary of state:

(1) returns the cooperative to active status as of the date of the dissolution;

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

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

EFFECTIVE DATE. This section is effective 30 days after the secretary of state certifies that the information systems of the Office of the Secretary of State have been modified to implement this section.

Sec. 12. Minnesota Statutes 2008, section 308B.121, subdivision 1, is amended to read:

Subdivision 1. ~~Periodic registration in certain years~~ **Annual renewal.** Each cooperative governed by this chapter ~~and each foreign cooperative registered under section 308B.151~~ must file a ~~periodic registration~~ an annual renewal with the secretary of state ~~with the initial articles and any amendment of the articles in each odd-numbered calendar year after the calendar year in which the cooperative incorporated. In these years,~~ The secretary of state ~~must mail by first class mail a registration form to the registered office of each cooperative and registered foreign cooperative as shown in the records of the secretary of state, or if no such address is in the records, to the location of the principal place of business shown in the records of the secretary of state. For a cooperative, the~~

~~form must include the following notice:~~ may send annually to each cooperative, using the information provided by the cooperative pursuant to section 5.002 or 5.34 or the articles of organization, a notice announcing the need to file the annual renewal and informing the cooperative that the annual renewal may be filed online and that paper filings may also be made, and informing the cooperative that failing to file the annual renewal will result in an administrative dissolution.

~~"NOTICE: Failure to file this form by December 31 of this year will result in the dissolution of this cooperative without further notice from the secretary of state, under Minnesota Statutes, section 308B.121, subdivision 4, paragraph (b)."~~

~~For a foreign cooperative, the form must contain the following notice:~~

~~"NOTICE: Failure to file this form by December 31 of this year will result in the loss of good standing and the authority to do business in Minnesota."~~

EFFECTIVE DATE. This section is effective 30 days after the secretary of state certifies that the information systems of the Office of the Secretary of State have been modified to implement this section.

Sec. 13. Minnesota Statutes 2008, section 308B.121, subdivision 2, is amended to read:

Subd. 2. **Registration Renewal form.** In each calendar year in which a ~~registration~~ renewal is to be filed, a cooperative must file with the secretary of state ~~a registration~~ by December 31 of that calendar year a renewal containing: the items required by section 5.34.

~~(1) the name of the cooperative;~~
~~(2) the address of its registered office;~~
~~(3) the address of its principal place of business, if different from the registered office address; and~~

~~(4) the name and business address of the officer or other person exercising the principal functions of the chief executive officer of the cooperative.~~

EFFECTIVE DATE. This section is effective 30 days after the secretary of state certifies that the information systems of the Office of the Secretary of State have been modified to implement this section.

Sec. 14. Minnesota Statutes 2008, section 317A.823, is amended to read:

317A.823 ANNUAL CORPORATE ~~REGISTRATION~~ RENEWAL.

Subdivision 1. **Annual ~~registration~~ renewal.** (a) The secretary of state ~~must~~ may send annually to each corporation ~~at the registered office of the corporation,~~ using the

information provided by the corporation pursuant to section 5.002 or 5.34 or the articles of incorporation, a ~~postcard~~ notice announcing the need to file the annual registration renewal and informing the corporation that the annual registration renewal may be filed online and that paper filings may also be made, and informing the corporation that failing to file the annual registration renewal will result in an administrative dissolution of the corporation.

(b) Each calendar year beginning in the calendar year following the calendar year in which a corporation incorporates, a corporation must file with the secretary of state by December 31 of each calendar year a registration containing the information ~~listed in paragraph (c)~~ required by section 5.34.

~~(c) The registration must include:~~

~~(1) the name of the corporation;~~

~~(2) the address of its registered office;~~

~~(3) the name of its registered agent, if any; and~~

~~(4) the name and business address of the officer or other person exercising the principal functions of president of the corporation.~~

Subd. 2. **Penalty.** (a) A corporation that has failed to file a registration renewal pursuant to ~~the requirements of~~ subdivision 1 must be dissolved by the secretary of state as described in paragraph (b).

(b) If the corporation has not filed the delinquent registration renewal, the secretary of state must issue a certificate of involuntary dissolution, and the certificate 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 dissolved corporations. A corporation dissolved in this manner is not entitled to the benefits of section 317A.781.

Sec. 15. Minnesota Statutes 2008, section 321.0206, is amended to read:

321.0206 DELIVERY TO AND FILING OF RECORDS BY SECRETARY OF STATE; EFFECTIVE TIME AND DATE.

(a) A record authorized or required to be delivered to the secretary of state for filing under this chapter must be captioned to describe the record's purpose, be in a medium permitted by the secretary of state, and be delivered to the secretary of state. Unless the secretary of state determines that a record does not comply with the filing requirements of this chapter, and if the appropriate filing fees have been paid, the secretary of state shall file the record and:

(1) for a statement of dissociation, send:

(A) a copy of the filed statement to the person which the statement indicates has dissociated as a general partner; and

- 11.1 (B) a copy of the filed statement to the limited partnership;
- 11.2 (2) for a statement of withdrawal, send:
- 11.3 (A) a copy of the filed statement to the person on whose behalf the record was
- 11.4 filed; and
- 11.5 (B) if the statement refers to an existing limited partnership, a copy of the filed
- 11.6 statement to the limited partnership; and
- 11.7 (3) for all other records, send a copy of the filed record to the person on whose
- 11.8 behalf the record was filed.
- 11.9 (b) Upon request and payment of a fee, the secretary of state shall send to the
- 11.10 requester a certified copy of the requested record.
- 11.11 (c) Except as otherwise provided in sections 321.0116 and 321.0207, a record
- 11.12 delivered to the secretary of state for filing under this chapter may specify an effective
- 11.13 time and a delayed effective date. Except as otherwise provided in this chapter, a record
- 11.14 filed by the secretary of state is effective:
- 11.15 (1) if the record does not specify an effective time and does not specify a delayed
- 11.16 effective date, on the date and at the time the record is filed as evidenced by the secretary
- 11.17 of state's endorsement of the date and time on the record;
- 11.18 (2) if the record specifies an effective time but not a delayed effective date, on the
- 11.19 date the record is filed at the time specified in the record;
- 11.20 (3) if the record specifies a delayed effective date but not an effective time, at 12:01
- 11.21 a.m. on the earlier of:
- 11.22 (A) the specified date; or
- 11.23 (B) the 30th day after the record is filed; or
- 11.24 (4) if the record specifies an effective time and a delayed effective date, at the
- 11.25 specified time on the earlier of:
- 11.26 (A) the specified date; or
- 11.27 (B) the 30th day after the record is filed.
- 11.28 (d) The appropriate fees for filings under this chapter are:
- 11.29 (1) for filing a certificate of limited partnership, \$100;
- 11.30 (2) for filing an amended certificate of limited partnership, \$50;
- 11.31 (3) for filing a name reservation for a limited partnership name, \$35;
- 11.32 ~~(3)~~ (4) for filing any other record, other than the annual ~~report~~ renewal required by
- 11.33 section 321.0210, for which no fee must be charged, required or permitted to be delivered
- 11.34 for filing, ~~\$35~~ 50;
- 11.35 ~~(4)~~ (5) for filing a certificate requesting authority to transact business in Minnesota
- 11.36 as a foreign limited partnership, ~~\$85~~ 100;

12.1 ~~(5)~~ (6) for filing an application of reinstatement, \$25;
12.2 ~~(6)~~ (7) for filing a name reservation for a foreign limited partnership name, \$35; and
12.3 ~~(7)~~ (8) for filing any other record, other than the annual ~~report~~ renewal required by
12.4 section 321.0210, for which no fee must be charged, required or permitted to be delivered
12.5 for filing on a foreign limited partnership authorized to transact business in Minnesota,
12.6 \$50.

12.7 Sec. 16. Minnesota Statutes 2008, section 321.0210, is amended to read:

12.8 **321.0210 ANNUAL ~~REPORT~~ RENEWAL FOR SECRETARY OF STATE.**

12.9 (a) Subject to subsection (b):

12.10 (1) in each calendar year following the calendar year in which a limited partnership
12.11 becomes subject to this chapter, the limited partnership must deliver to the secretary of
12.12 state for filing an annual ~~registration~~ renewal containing the information required by
12.13 subsection (c); and

12.14 (2) in each calendar year following the calendar year in which there is first on file
12.15 with the secretary of state a certificate of authority under section 321.0904 pertaining to a
12.16 foreign limited partnership, the foreign limited partnership must deliver to the secretary
12.17 of state for filing an annual ~~registration~~ renewal containing the information required by
12.18 subsection (c).

12.19 (b) A limited partnership's obligation under subsection (a) ends if the limited
12.20 partnership delivers to the secretary of state for filing a statement of termination under
12.21 section 321.0203 and the statement becomes effective under section 321.0206. A foreign
12.22 limited partnership's obligation under subsection (a) ends if the secretary of state issues
12.23 and files a certificate of revocation under section 321.0906 or if the foreign limited
12.24 partnership delivers to the secretary of state for filing a notice of cancellation under
12.25 section 321.0907(a) and that notice takes effect under section 321.0206. If a foreign
12.26 limited partnership's obligations under subsection (a) end and later the secretary of state
12.27 files, pursuant to section 321.0904, a new certificate of authority pertaining to that foreign
12.28 limited partnership, subsection (a)(2), again applies to the foreign limited partnership and,
12.29 for the purposes of subsection (a)(2), the calendar year of the new filing is treated as the
12.30 calendar year in which a certificate of authority is first on file with the secretary of state.

12.31 (c) The annual ~~registration~~ renewal must contain: ~~the items required by section 5.34.~~

12.32 ~~(1) the name of the limited partnership or foreign limited partnership;~~

12.33 ~~(2) the address of its designated office and the name and street and mailing address~~
12.34 ~~of its agent for service of process in Minnesota and, if the agent is not an individual, the~~

13.1 ~~name, street and mailing address, and telephone number of an individual who may be~~
13.2 ~~contacted for purposes other than service of process with respect to the limited partnership;~~

13.3 ~~(3) in the case of a limited partnership, the street and mailing address of its principal~~
13.4 ~~office; and~~

13.5 ~~(4) in the case of a foreign limited partnership, the name of the state or other~~
13.6 ~~jurisdiction under whose law the foreign limited partnership is formed and any alternate~~
13.7 ~~name adopted under section 321.0905(a).~~

13.8 (d) The secretary of state shall:

13.9 (1) administratively dissolve under section 321.0809 a limited partnership that has
13.10 failed to file a ~~registration~~ renewal pursuant to subsection (a); and

13.11 (2) revoke under section 321.0906 the certificate of authority of a foreign limited
13.12 partnership that has failed to file a ~~registration~~ renewal pursuant to subsection (a).

13.13 Sec. 17. Minnesota Statutes 2008, section 321.0810, is amended to read:

13.14 **321.0810 REINSTATEMENT FOLLOWING ADMINISTRATIVE**
13.15 **DISSOLUTION.**

13.16 (a) A limited partnership that has been administratively dissolved or a foreign
13.17 limited partnership that has had its certificate of authority revoked may apply to the
13.18 secretary of state for reinstatement reinstate after the effective date of dissolution. ~~The~~
13.19 ~~application~~ To reinstate, the annual renewal required by section 5.34 must be delivered to
13.20 the secretary of state for filing and state- with the reinstatement fee of \$25.

13.21 ~~(1) the name of the limited partnership and the effective date of its administrative~~
13.22 ~~dissolution;~~

13.23 ~~(2) that the grounds for dissolution either did not exist or have been eliminated; and~~

13.24 ~~(3) that the limited partnership's name satisfies the requirements of section 321.0108.~~

13.25 ~~The application must also include any documents that were required to be delivered~~
13.26 ~~for filing to the secretary of state but which were not so delivered.~~

13.27 (b) If the secretary of state determines that ~~an application~~ an annual renewal contains
13.28 the information required by subsection (a) and that the information is correct and ~~the~~
13.29 ~~application includes~~ is accompanied by the appropriate fee, the secretary of state shall file
13.30 ~~the reinstatement application and serve the limited partnership with a copy~~ renewal and
13.31 reinstate the limited partnership or foreign limited partnership.

13.32 (c) When reinstatement becomes effective, it relates back to and takes effect as of the
13.33 effective date of the administrative dissolution or revocation and the limited partnership
13.34 may resume its activities as if the administrative dissolution or revocation had never

14.1 occurred, except that for the purposes of section 321.0103(c) and (d) the reinstatement
14.2 is effective only as of the date the reinstatement is filed.

14.3 Sec. 18. Minnesota Statutes 2008, section 322B.960, is amended to read:

14.4 **322B.960 ANNUAL ~~REGISTRATION~~ RENEWAL.**

14.5 Subdivision 1. **Annual ~~registration~~ renewal form.** (a) The secretary of state
14.6 ~~must~~ may send annually to each limited liability company ~~at the registered office of the~~
14.7 ~~corporation a postcard, using the information provided by the limited liability company~~
14.8 pursuant to section 5.002 or 5.34 or the articles of organization, a notice announcing the
14.9 need to file the annual ~~registration~~ renewal and informing the limited liability company
14.10 that the annual ~~registration~~ renewal may be filed online and that paper filings may also be
14.11 made, and informing the limited liability company that failing to file the annual ~~registration~~
14.12 ~~renewal~~ will result in an administrative termination of the limited liability company or the
14.13 revocation of the authority of the limited liability company to do business in Minnesota.

14.14 (b) Each calendar year beginning in the calendar year following the calendar year in
14.15 which a limited liability company files articles of organization, a limited liability company
14.16 must file with the secretary of state by December 31 of each calendar year a ~~registration~~
14.17 renewal containing the ~~information listed in subdivision 2~~ items required by section 5.34.

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

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

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

14.23 ~~(3) the address of its registered office;~~

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

14.25 ~~(5) the state or jurisdiction of organization; and~~

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

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

14.34 (b) A non-Minnesota limited liability company that has not filed a ~~registration~~
14.35 renewal pursuant to ~~the requirements of subdivision 2~~, this section 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. **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~~ renewal and paying a \$25 fee.

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

Sec. 19. Minnesota Statutes 2008, section 323A.1003, is amended to read:

323A.1003 ANNUAL ~~REGISTRATION~~ RENEWAL.

(a) Each calendar year beginning in the calendar year following the calendar year in which a partnership files a statement of qualification or in which a foreign partnership becomes authorized to transact business in this state, the secretary of state ~~must mail by first class mail an annual registration form to the street address of the partnership's chief executive office, if located in Minnesota, the office in this state, if the chief executive office is not located in Minnesota, or address of the registered agent of the partnership as shown on the records of the secretary of state when the chief executive office is not located in Minnesota and no other Minnesota office exists~~ may send annually to the partnership or foreign partnership, using the information provided by the limited liability partnership pursuant to section 5.002 or 5.34 or the limited liability partnership statement of qualification, a notice. ~~The form must include the following notice:~~ will announce the

16.1 need to file the annual renewal and will inform the partnership or foreign partnership that
16.2 the annual renewal may be filed online and that paper filings may also be made and that
16.3 ~~"NOTICE: failure to file this form the notice by December 31 of this year will result~~
16.4 ~~in the revocation of the statement of qualification of this limited liability partnership.~~
16.5 ~~without further notice from the secretary of state pursuant to Minnesota Statutes, section~~
16.6 ~~323A.1003, subsection (d)."~~

16.7 (b) A limited liability partnership, and a foreign limited liability partnership
16.8 authorized to transact business in this state, shall file an annual registration renewal in the
16.9 office of the secretary of state which contains: the information required by section 5.34.

16.10 ~~(1) the name of the limited liability partnership and the state or other jurisdiction~~
16.11 ~~under whose laws the foreign limited liability partnership is formed;~~

16.12 ~~(2) the street address, including the zip code, of the partnership's chief executive~~
16.13 ~~office and, if different, the street address, including the zip code, of an office of the~~
16.14 ~~partnership in this state, if any;~~

16.15 ~~(3) if the partnership does not have an office in this state, the name and street address,~~
16.16 ~~including the zip code, of the partnership's current agent for service of process; and~~

16.17 ~~(4) if the agent for service of process under clause (3) is not an individual, the name,~~
16.18 ~~street address, and telephone number of an individual who may be contacted for purposes~~
16.19 ~~other than service of process with respect to the limited liability partnership.~~

16.20 (c) An annual registration renewal must be filed once each calendar year beginning
16.21 in the year following the calendar year in which a partnership files a statement of
16.22 qualification or a foreign partnership becomes authorized to transact business in this state.

16.23 (d) The secretary of state must revoke the statement of qualification of a partnership
16.24 that fails to file an annual registration renewal when due or pay the required filing fee. The
16.25 secretary of state must issue a certificate of revocation which must be filed in the office
16.26 of the secretary of state. The secretary of state must also make available in an electronic
16.27 format the names of the revoked limited liability companies.

16.28 (e) A revocation under subsection (d) only affects a partnership's status as a limited
16.29 liability partnership and is not an event of dissolution of the partnership.

16.30 (f) A partnership whose statement of qualification has been revoked may apply
16.31 to the secretary of state for reinstatement ~~within one year after the effective date of~~
16.32 ~~the revocation.~~ A partnership must file an annual registration renewal to apply for
16.33 reinstatement and pay a reinstatement fee of ~~\$135~~ \$160.

16.34 (g) A reinstatement under subsection (f) relates back to and takes effect as of
16.35 the effective date of the revocation, and the partnership's status as a limited liability
16.36 partnership continues as if the revocation had never occurred.

Sec. 20. Minnesota Statutes 2008, section 333.055, is amended to read:

333.055 TERM OF CERTIFICATE.

Subdivision 1. **Application and renewal.** Filing of a certificate hereunder shall be effective ~~for a term of ten years from the date of filing and upon application filed within the six-month period prior to the expiration of such term or a renewal thereof, on a form prescribed by the secretary of state, upon filing and shall remain in effect as long as an annual renewal for the certificate may be renewed for additional ten-year terms. A renewal fee as specified herein, payable to the secretary of state, shall accompany the application for renewal.~~ is filed in each calendar year following the calendar year in which the original filing was filed. The certificate expires in the calendar year following a calendar year in which the annual renewal was not filed. Notice of the annual renewal requirement must be provided to the person or entity submitting the certificate at the time of the original filing.

~~The secretary of state shall notify each business holding a certificate hereunder of the necessity of renewal thereof by writing to the last known address of the business at least six months prior to the certificate's expiration date.~~

Assumed name certificates on file with the secretary of state upon the effective date of this section are exempt from the renewal requirements of this section until the expiration of the original ten-year term.

Subd. 2. ~~**Existing certificates**~~ **Reinstatement.** Any assumed name certificate ~~of record in the district courts and in force on July 1, 1978 shall continue in force without the necessity of another filing under section 333.01 until July 31, 1979, at which time all such certificates shall expire unless renewed as hereinafter provided. Any certificate may be renewed by filing an application with the secretary of state on a form prescribed by the secretary and paying the renewal fee prescribed by subdivision 3 within the six month period prior to the expiration of the certificate that expires as a result of failing to file the annual renewal may be reinstated by filing the annual renewal with the \$25 reinstatement fee.~~

Subd. 2a. **Annual renewal; contents.** The annual renewal filed under subdivision 1 must include the assumed name and the address of the principal place of business.

Subd. 3. **Fees.** The secretary of state shall charge and collect: a fee of \$30 for each filing submitted with respect to an assumed name except for the annual renewal, for which no fee will be charged.

~~(a) for the filing of each certificate or amended certificate of an assumed name - \$25;~~
~~(b) certificate renewal fee - \$25.~~

Subd. 4. **Secretary of state duties.** The secretary of state shall accept for filing all certificates and renewals thereof which comply with the provisions of sections 333.001 to

333.06 and which are accompanied by the prescribed fees, notwithstanding the fact that the assumed name disclosed therein may not be distinguishable from one or more other assumed names already filed with the secretary of state. The secretary of state shall not accept for filing a certificate that discloses an assumed name that is not distinguishable from a corporate, limited liability company, limited liability partnership, cooperative, or limited partnership name in use or reserved in this state by another or a trade or service mark registered with the secretary of state, unless there is filed with the certificate a written consent, court decree of prior right, or affidavit of nonuser of the kind required by section 302A.115, subdivision 1, clause (d). The secretary of state shall determine whether a name is distinguishable from another name for purposes of this subdivision.

EFFECTIVE DATE; APPLICATION. This section is effective 30 days after the secretary of state certifies that the information systems of the Office of the Secretary of State have been modified to implement this section, and this section applies to all existing and new assumed name certificates on and after that date.

Sec. 21. Minnesota Statutes 2008, section 336A.04, subdivision 3, is amended to read:

Subd. 3. **Fees.** The fee for filing and indexing a standard form or format for a lien notice, effective financing statement, or continuation statement, and stamping the date and place of filing on a copy of the filed document furnished by the filing party is ~~\$15 until June 30, 2005. Effective July 1, 2005, the fee for each filing will be~~ as follows:

- (1) \$20 for each effective financing statement and \$15 for each lien notice or other filing made through the Web interface of the Office of the Secretary of State; and
- (2) \$25 for each effective financing statement and \$20 for each lien notice or other filing submitted in any other manner; and
- (3) no fee will be charged for filing a termination statement.

Filing fees collected by a satellite office must be deposited in the general fund of the county in which the satellite office is located.

Sec. 22. Minnesota Statutes 2008, section 336A.09, subdivision 2, is amended to read:

Subd. 2. **Searches; fees.** (a) If a person makes a request, the filing officer shall conduct a search of the computerized filing system for effective financing statements or lien notices and statements of continuation of a particular debtor. The filing officer shall produce a report including the date, time, and results of the search by issuing:

- (1) a listing of the file number, date, and hour of each effective financing statement found in the search and the names and addresses of each secured party on the effective

19.1 financing statements or of each lien notice found in the search and the names and address
19.2 of each lienholder on the lien notice; or

19.3 (2) upon request, both the report and photocopies of the effective financing
19.4 statements or lien notices.

19.5 (b) The uniform fee for conducting a search and for preparing a report is \$20 per
19.6 debtor name. ~~If an oral or facsimile response is requested, there is an additional fee of \$5~~
19.7 ~~per debtor name requested. A fee of \$1 per page as set by section 5.12 will be charged for~~
19.8 photocopies of effective financing statements, lien notices, continuation statements, or
19.9 termination statements.

19.10 (c) Search fees collected by a satellite office must be deposited in the general fund of
19.11 the county where the satellite office is located.

19.12 Sec. 23. Minnesota Statutes 2008, section 359.01, subdivision 3, is amended to read:

19.13 Subd. 3. **Fees.** (a) When making application for a commission the applicant must
19.14 submit, along with the information required by the secretary of state, a nonrefundable
19.15 fee of \$40.

19.16 (b) All fees shall be retained by the secretary of state and are nonreturnable, except
19.17 ~~that for an overpayment of a fee is the subject of a refund upon proper application.~~