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State of Minnesota

HOUSE OF REPRESENTATIVES

NINETY-SECOND SESSION

H. F. No. 2835

01/31/2022

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The bill was read for the first time and referred to the Committee on Commerce Finance and Policy

1.1 A bill for an act

1.2 relating to corporations; allowing for the use of electronic networks and databases

1.3 to record stock ownership and other records; amending Minnesota Statutes 2020,

1.4 sections 302A.011, subdivision 60; 302A.015, subdivision 1; 302A.461, subdivision

1.5 6.

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

1.7 Section 1. Minnesota Statutes 2020, section 302A.011, subdivision 60, is amended to

1.8 read:

1.9 Subd. 60. **Electronic communication.** "Electronic communication" means any form of

1.10 communication, not directly involving the physical transmission of paper, that creates a

1.11 record that may be retained, retrieved, and reviewed by a recipient of the communication,

1.12 and that may be directly reproduced in paper form by the recipient through an automated

1.13 process. Electronic communication includes but is not limited to the use of or participation

1.14 in (1) an electronic network or database, or (2) a distributed electronic network or database.

1.15 Sec. 2. Minnesota Statutes 2020, section 302A.015, subdivision 1, is amended to read:

1.16 Subdivision 1. **Definitions.** (a) For purposes of this section, the words, terms, and phrases

1.17 defined in this subdivision have the meanings given them.

1.18 (b) "Electronic" means relating to technology having electrical, digital, magnetic, wireless,

1.19 optical, electromagnetic, or similar capabilities.

1.20 (c) "Electronic record" means a record created, generated, sent, communicated, received,

1.21 or stored by electronic means, including but not limited to (1) an electronic network or

1.22 database, or (2) a distributed electronic network or database.

2.1 (d) "Electronic signature" means an electronic sound, symbol, or process attached to or
2.2 logically associated with a record and executed or adopted by a person with the intent to
2.3 sign the record.

2.4 Sec. 3. Minnesota Statutes 2020, section 302A.461, subdivision 6, is amended to read:

2.5 Subd. 6. **Computerized records.** The records maintained by a corporation, including
2.6 its share register, financial records, and minute books, may utilize any information storage
2.7 technique, including, for example, electronic records, punched holes, printed or magnetized
2.8 spots, or micro-images, even though that makes them illegible visually, if the records can
2.9 be converted accurately and within a reasonable time, into a form that is legible visually
2.10 and whose contents are assembled by related subject matter to permit convenient use by
2.11 people in the normal course of business. A corporation shall convert or prepare any of the
2.12 records referred to in subdivision 4 upon the request of a person entitled to inspect them,
2.13 and the expense of the conversion shall be borne by the person who bears the expense of
2.14 copying pursuant to subdivision 5. A copy of the conversion or preparation is admissible
2.15 in evidence, and shall be accepted for all other purposes, to the same extent as the existing
2.16 or original records would be if they were legible visually.