

SENATE
STATE OF MINNESOTA
EIGHTY-NINTH SESSION

S.F. No. 2328

(SENATE AUTHORS: NEWMAN and Latz)

DATE	D-PG	OFFICIAL STATUS
03/08/2016	4903	Introduction and first reading Referred to Judiciary
03/14/2016	4981a 5016	Comm report: To pass as amended Second reading
04/11/2016	5803	General Orders: Stricken and re-referred to Taxes
04/21/2016		Comm report: To pass as amended Second reading

A bill for an act

1.1 relating to civil law; modifying certain probate provisions; updating references
1.2 throughout Minnesota Statutes to include limited liability companies under
1.3 the Minnesota Revised Uniform Limited Liability Company Act; clarifying
1.4 certain fees; making other clarifying changes; clarifying certain provisions for
1.5 receiverships and assignments for the benefit of creditors; providing for a short
1.6 form of assignment for recording with a deed to transfer real property; amending
1.7 Minnesota Statutes 2014, sections 5.001, subdivision 2; 5.25, subdivisions 1,
1.8 3; 115D.03, subdivision 6a; 116J.395, subdivision 3; 211B.15, subdivision 1;
1.9 216B.1612, subdivision 2; 302A.651, subdivision 4; 308B.005, subdivision 18;
1.10 319B.02, subdivisions 10, 12; 322C.0201, subdivision 4; 322C.0205, subdivision
1.11 1; 322C.0208; 322C.1011, subdivisions 1, 2; 484.73, subdivision 2; 524.1-201;
1.12 524.2-102; 524.2-202; 524.2-301; 524.2-403; 524.2-404; 524.2-606; 524.3-406;
1.13 524.3-1201; 524.3-1203, subdivision 5; 524.5-313; 559.17, subdivision
1.14 2; 576.22; 576.29, subdivision 1; 576.30; 576.45, subdivision 3; 576.47;
1.15 577.12; 577.15; 609.748, subdivision 2; Minnesota Statutes 2015 Supplement,
1.16 sections 5.25, subdivision 5; 124E.05, subdivision 1; 302A.471, subdivision 1;
1.17 322C.0105, subdivision 1a; 322C.0407, subdivision 4; 322C.1007, subdivision
1.18 1; 524.5-417; proposing coding for new law in Minnesota Statutes, chapter 524.

1.19
1.20 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

ARTICLE 1

PROBATE

1.21
1.22
1.23 Section 1. Minnesota Statutes 2014, section 484.73, subdivision 2, is amended to read:

1.24 Subd. 2. **Exclusions.** Judicial arbitration may not be used to dispose of matters
1.25 relating to ~~guardianship, conservatorship, or~~ civil commitment, matters within the juvenile
1.26 court jurisdiction involving children in need of protection or services or delinquency,
1.27 matters involving termination of parental rights under sections 260C.301 to 260C.328, or
1.28 matters arising under sections 518B.01, 626.557, or 144.651 to 144.652.

2.1 Sec. 2. Minnesota Statutes 2014, section 524.1-201, is amended to read:

2.2 **524.1-201 GENERAL DEFINITIONS.**

2.3 Subject to additional definitions contained in the subsequent articles which are
2.4 applicable to specific articles or parts, and unless the context otherwise requires, in
2.5 chapters 524 and 525:

2.6 (1) "Adoptee" means an individual who is adopted.

2.7 (2) "Application" means a written request to the registrar for an order of informal
2.8 probate or appointment under article III, part 3.

2.9 (3) "Assisted reproduction" means a method of causing pregnancy other than sexual
2.10 intercourse.

2.11 (4) "Beneficiary," as it relates to trust beneficiaries, includes a person who has any
2.12 present or future interest, vested or contingent, and also includes the owner of an interest
2.13 by assignment or other transfer and as it relates to a charitable trust, includes any person
2.14 entitled to enforce the trust.

2.15 (5) "Birth mother" means a woman who gives birth to a child, including a woman
2.16 who is the child's genetic mother and including a woman who gives birth to a child of
2.17 assisted reproduction. "Birth mother" does not include a woman who gives birth pursuant
2.18 to a gestational agreement.

2.19 (6) "Child" includes any individual entitled to take as a child under law by intestate
2.20 succession from the parent whose relationship is involved and excludes any person who is
2.21 only a stepchild, a foster child, a grandchild or any more remote descendant.

2.22 (7) "Child of assisted reproduction" means a child conceived by means of assisted
2.23 reproduction by a woman other than a child conceived pursuant to a gestational agreement.

2.24 (8) "Claims" includes liabilities of the decedent whether arising in contract or
2.25 otherwise and liabilities of the estate which arise after the death of the decedent including
2.26 funeral expenses and expenses of administration. The term does not include taxes, demands
2.27 or disputes regarding title of a decedent to specific assets alleged to be included in the
2.28 estate, tort claims, foreclosure of mechanic's liens, or to actions pursuant to section 573.02.

2.29 (9) "Court" means the court or branch having jurisdiction in matters relating to the
2.30 affairs of decedents. This court in this state is known as the district court.

2.31 (10) "Conservator" means a person who is appointed by a court to manage the
2.32 estate of a protected person.

2.33 (11) "Descendant" of an individual means all of the individual's descendants of all
2.34 generations, with the relationship of parent and child at each generation being determined
2.35 by the definition of child and parent contained in this section.

3.1 (12) "Devise," when used as a noun, means a testamentary disposition of real or
3.2 personal property and when used as a verb, means to dispose of real or personal property
3.3 by will.

3.4 (13) "Devisee" means any person designated in a will to receive a devise. In the case
3.5 of a devise to an existing trust or trustee, or to a trustee on trust described by will, the trust
3.6 or trustee is the devisee and the beneficiaries are not devisees.

3.7 (14) "Disability" means cause for appointment of a conservator as described in
3.8 section 524.5-401, or a protective order as described in section 524.5-412.

3.9 (15) "Distributee" means any person who has received or who will receive property
3.10 of a decedent from the decedent's personal representative other than as a creditor or
3.11 purchaser. A testamentary trustee is a distributee with respect to property which the trustee
3.12 has received from a personal representative only to the extent of distributed assets or their
3.13 increment remaining in the trustee's hands. A beneficiary of a testamentary trust to whom
3.14 the trustee has distributed property received from a personal representative is a distributee
3.15 of the personal representative. For purposes of this provision, "testamentary trustee"
3.16 includes a trustee to whom assets are transferred by will, to the extent of the devised assets.

3.17 (16) "Divorce" includes an annulment, dissolution, and declaration of invalidity of
3.18 marriage.

3.19 (17) "Estate" includes all of the property of the decedent, trust, or other person
3.20 whose affairs are subject to this chapter as originally constituted and as it exists from
3.21 time to time during administration.

3.22 (18) "Fiduciary" includes personal representative, guardian, conservator and trustee.

3.23 (19) "Foreign personal representative" means a personal representative of another
3.24 jurisdiction.

3.25 (20) "Formal proceedings" means those conducted before a judge with notice to
3.26 interested persons.

3.27 (21) "Functioned as a parent of the child" means behaving toward a child in a manner
3.28 consistent with being the child's parent and performing functions that are customarily
3.29 performed by a parent, including fulfilling parental responsibilities toward the child,
3.30 recognizing or holding out the child as the individual's child, materially participating in
3.31 the child's upbringing, and residing with the child in the same household as a regular
3.32 member of that household.

3.33 (22) "Genetic father" means the man whose sperm fertilized the egg of a child's
3.34 genetic mother. If the father-child relationship is established under the presumption
3.35 of paternity under chapter 257, "genetic father" means only the man for whom that
3.36 relationship is established.

4.1 (23) "Genetic mother" means the woman whose egg was fertilized by the sperm
4.2 of a child's genetic father.

4.3 (24) "Genetic parent" means a child's genetic father or genetic mother.

4.4 (25) "Gestational agreement" means an agreement for assisted reproduction in which
4.5 a woman agrees to carry a child to birth for an intended parent or intended parents.

4.6 (26) "Governing instrument" means a deed; will; trust; insurance or annuity policy;
4.7 account with POD designation; security registered in beneficiary form (TOD); transfer on
4.8 death (TOD) deed; pension, profit-sharing, retirement, or similar benefit plan; instrument
4.9 creating or exercising a power of appointment or a power of attorney; or a dispositive,
4.10 appointive, or nominative instrument of any similar type.

4.11 ~~(26)~~ (27) "Guardian" means a person who has qualified as a guardian of a minor
4.12 or incapacitated person pursuant to testamentary or court appointment, but excludes one
4.13 who is merely a guardian ad litem.

4.14 ~~(27)~~ (28) "Heirs" means those persons, including the surviving spouse, who are
4.15 entitled under the statutes of intestate succession to the property of a decedent.

4.16 ~~(28)~~ (29) "Incapacitated person" is as described in section 524.5-102, subdivision 6,
4.17 other than a minor.

4.18 ~~(29)~~ (30) "Incapacity" when used in sections 524.2-114 to 524.2-120 means the
4.19 inability of an individual to function as a parent of a child because of the individual's
4.20 physical or mental condition.

4.21 ~~(30)~~ (31) "Informal proceedings" means those conducted by the judge, the registrar,
4.22 or the person or persons designated by the judge for probate of a will or appointment of a
4.23 personal representative in accordance with sections 524.3-301 to 524.3-311.

4.24 ~~(31)~~ (32) "Intended parent" means an individual who entered into a gestational
4.25 agreement providing that the individual will be the parent of a child born to a woman by
4.26 means of assisted reproduction, including an individual who has a genetic relationship
4.27 with the child.

4.28 ~~(32)~~ (33) "Interested person" includes heirs, devisees, children, spouses, creditors,
4.29 beneficiaries and any others having a property right in or claim against the estate of a
4.30 decedent, ward or protected person which may be affected by the proceeding. It also
4.31 includes persons having priority for appointment as personal representative, and other
4.32 fiduciaries representing interested persons. The meaning as it relates to particular persons
4.33 may vary from time to time and must be determined according to the particular purposes
4.34 of, and matter involved in, any proceeding.

4.35 ~~(33)~~ (34) "Lease" includes an oil, gas, or other mineral lease.

5.1 ~~(34)~~ (35) "Letters" includes letters testamentary, letters of guardianship, letters of
5.2 administration, and letters of conservatorship.

5.3 ~~(35)~~ (36) "Mortgage" means any conveyance, agreement or arrangement in which
5.4 property is used as security.

5.5 ~~(36)~~ (37) "Nonresident decedent" means a decedent who was domiciled in another
5.6 jurisdiction at the time of death.

5.7 ~~(37)~~ (38) "Organization" includes a corporation, government or governmental
5.8 subdivision or agency, business trust, estate, trust, partnership or association, two or more
5.9 persons having a joint or common interest, or any other legal entity.

5.10 ~~(38)~~ (39) "Person" means an individual, a corporation, an organization, or other
5.11 legal entity.

5.12 ~~(39)~~ (40) "Personal representative" includes executor, administrator, successor
5.13 personal representative, special administrator, and persons who perform substantially the
5.14 same function under the law governing their status. "General personal representative"
5.15 excludes special administrator.

5.16 ~~(40)~~ (41) "Petition" means a written request to the court for an order after notice.

5.17 ~~(41)~~ (42) "Proceeding" includes action at law and suit in equity.

5.18 ~~(42)~~ (43) "Property" includes both real and personal property or any interest therein
5.19 and means anything that may be the subject of ownership.

5.20 ~~(43)~~ (44) "Protected person" is as described in section 524.5-102, subdivision 14.

5.21 ~~(44)~~ (45) "Registrar" refers to the judge of the court or the person designated by the
5.22 court to perform the functions of registrar as provided in section 524.1-307.

5.23 ~~(45)~~ (46) "Relative" means a grandparent or a descendant of a grandparent.

5.24 ~~(46)~~ (47) "Security" includes any note, stock, treasury stock, bond, debenture,
5.25 evidence of indebtedness, certificate of interest or participation in an oil, gas or mining
5.26 title or lease or in payments out of production under such a title or lease, collateral
5.27 trust certificate, transferable share, voting trust certificate or, in general, any interest or
5.28 instrument commonly known as a security, or any certificate of interest or participation,
5.29 any temporary or interim certificate, receipt or certificate of deposit for, or any warrant
5.30 or right to subscribe to or purchase, any of the foregoing.

5.31 ~~(47)~~ (48) "Settlement," in reference to a decedent's estate, includes the full process
5.32 of administration, distribution and closing.

5.33 ~~(48)~~ (49) "Special administrator" means a personal representative as described by
5.34 sections 524.3-614 to 524.3-618.

6.1 ~~(49)~~ (50) "State" includes any state of the United States, the District of Columbia, the
6.2 Commonwealth of Puerto Rico, and any territory or possession subject to the legislative
6.3 authority of the United States.

6.4 ~~(50)~~ (51) "Successor personal representative" means a personal representative,
6.5 other than a special administrator, who is appointed to succeed a previously appointed
6.6 personal representative.

6.7 ~~(51)~~ (52) "Successors" means those persons, other than creditors, who are entitled to
6.8 property of a decedent under the decedent's will, this chapter or chapter 525. "Successors"
6.9 also means a funeral director or county government that provides the funeral and burial of
6.10 the decedent, or a state or county agency with a claim authorized under section 256B.15.

6.11 ~~(52)~~ (53) "Supervised administration" refers to the proceedings described in sections
6.12 524.3-501 to 524.3-505.

6.13 ~~(53)~~ (54) "Testacy proceeding" means a proceeding to establish a will or determine
6.14 intestacy.

6.15 ~~(54)~~ (55) "Third-party donor" means an individual who produces eggs or sperm used
6.16 for assisted reproduction, whether or not for consideration. The term does not include:

6.17 (i) a husband who provides sperm, or a wife who provides eggs, that are used for
6.18 assisted reproduction by the wife;

6.19 (ii) the birth mother of a child of assisted reproduction; or

6.20 (iii) a man who has been determined under section 524.2-120, subdivision 4 or 5, to
6.21 have a parent-child relationship with a child of assisted reproduction.

6.22 ~~(55)~~ (56) "Trust" includes any express trust, private or charitable, with additions
6.23 thereto, wherever and however created. It also includes a trust created or determined
6.24 by judgment or decree under which the trust is to be administered in the manner of an
6.25 express trust. "Trust" excludes other constructive trusts, and it excludes resulting trusts,
6.26 conservatorships, personal representatives, trust accounts as defined in chapter 528,
6.27 custodial arrangements pursuant to sections 149A.97, 318.01 to 318.06, 527.21 to 527.44,
6.28 business trusts providing for certificates to be issued to beneficiaries, common trust funds,
6.29 voting trusts, security arrangements, liquidation trusts, and trusts for the primary purpose
6.30 of paying debts, dividends, interest, salaries, wages, profits, pensions, or employee benefits
6.31 of any kind, and any arrangement under which a person is nominee or escrowee for another.

6.32 ~~(56)~~ (57) "Trustee" includes an original, additional, or successor trustee, whether
6.33 or not appointed or confirmed by court.

6.34 ~~(57)~~ (58) "Ward" is as described in section 524.5-102, subdivision 17.

6.35 ~~(58)~~ (59) "Will" includes codicil and any testamentary instrument which merely
6.36 appoints an executor or revokes or revises another will.

7.1 Sec. 3. Minnesota Statutes 2014, section 524.2-102, is amended to read:

7.2 **524.2-102 SHARE OF THE SPOUSE.**

7.3 The intestate share of a decedent's surviving spouse is:

7.4 (1) the entire intestate estate if:

7.5 (i) no descendant of the decedent survives the decedent; or

7.6 (ii) all of the decedent's surviving descendants are also descendants of the surviving
7.7 spouse and there is no other descendant of the surviving spouse who survives the decedent;

7.8 (2) the first ~~\$150,000~~ \$225,000, plus one-half of any balance of the intestate estate,
7.9 if all of the decedent's surviving descendants are also descendants of the surviving
7.10 spouse and the surviving spouse has one or more surviving descendants who are not
7.11 descendants of the decedent, or if one or more of the decedent's surviving descendants are
7.12 not descendants of the surviving spouse.

7.13 Sec. 4. Minnesota Statutes 2014, section 524.2-202, is amended to read:

7.14 **524.2-202 ELECTIVE SHARE.**

7.15 (a) **Elective share amount.** The surviving spouse of a decedent who dies domiciled
7.16 in this state has a right of election, under the limitations and conditions stated in this part,
7.17 to take an elective-share amount equal to the value of the elective-share percentage of the
7.18 augmented estate, determined by the length of time the spouse and the decedent were
7.19 married to each other, in accordance with the following schedule:

7.20 If the decedent and the spouse were 7.21 married to each other:	The elective-share percentage is:
7.22 Less than one year	Supplemental amount only
7.23 One year but less than two years	Three percent of the augmented estate
7.24 Two years but less than three years	Six percent of the augmented estate
7.25 Three years but less than four years	Nine percent of the augmented estate
7.26 Four years but less than five years	12 percent of the augmented estate
7.27 Five years but less than six years	15 percent of the augmented estate
7.28 Six years but less than seven years	18 percent of the augmented estate
7.29 Seven years but less than eight years	21 percent of the augmented estate
7.30 Eight years but less than nine years	24 percent of the augmented estate
7.31 Nine years but less than ten years	27 percent of the augmented estate
7.32 Ten years but less than 11 years	30 percent of the augmented estate
7.33 11 years but less than 12 years	34 percent of the augmented estate
7.34 12 years but less than 13 years	38 percent of the augmented estate
7.35 13 years but less than 14 years	42 percent of the augmented estate
7.36 14 years but less than 15 years	46 percent of the augmented estate
7.37 15 years or more	50 percent of the augmented estate

8.1 (b) **Supplemental elective-share amount.** If the sum of the amounts described in
 8.2 sections 524.2-207, 524.2-209, paragraph (a), clause (1), and that part of the elective-share
 8.3 amount payable from the decedent's probate estate and nonprobate transfers to others
 8.4 under section 524.2-209, paragraphs (b) and (c), is less than ~~\$50,000~~ \$75,000, the
 8.5 surviving spouse is entitled to a supplemental elective-share amount equal to ~~\$50,000~~
 8.6 \$75,000, minus the sum of the amounts described in those sections. The supplemental
 8.7 elective-share amount is payable from the decedent's probate estate and from recipients of
 8.8 the decedent's nonprobate transfers to others in the order of priority set forth in section
 8.9 524.2-209, paragraphs (b) and (c).

8.10 (c) **Effect of election on statutory benefits.** If the right of election is exercised by
 8.11 or on behalf of the surviving spouse, the surviving spouse's homestead rights and other
 8.12 allowances under sections 524.2-402, 524.2-403 and 524.2-404, if any, are not charged
 8.13 against but are in addition to the elective-share and supplemental elective-share amounts.

8.14 (d) **Nondomiciliary.** The right, if any, of the surviving spouse of a decedent who
 8.15 dies domiciled outside this state to take an elective share in property in this state is
 8.16 governed by the law of the decedent's domicile at death.

8.17 Sec. 5. Minnesota Statutes 2014, section 524.2-301, is amended to read:

8.18 **524.2-301 ENTITLEMENT OF SPOUSE; PREMARITAL WILL.**

8.19 (a) If a testator married after making a will and the spouse survives the testator, the
 8.20 surviving spouse shall receive a share of the estate of the testator equal in value to that
 8.21 which the surviving spouse would have received if the testator had died intestate, unless:

8.22 (1) provision has been made for, or waived by, the spouse by prenuptial or
 8.23 postnuptial agreement;

8.24 (2) the will or other written evidence discloses an intention not to make provision
 8.25 for the spouse; ~~or~~

8.26 (3) ~~the spouse is provided for~~ person, who was the surviving spouse at death, was
 8.27 designated as a devisee, or is the beneficiary of a trust referenced, in the will; ~~or~~

8.28 (4) the testator provided for the spouse by transfer outside the will and the intent
 8.29 that the transfer be in lieu of a testamentary provision is shown by the testator's written
 8.30 statements or may be reasonably inferred from the amount of the transfer or other evidence.

8.31 (b) In satisfying the share provided by this section, devises made by the will other
 8.32 than a devise to a child of the testator who was born before the testator married the
 8.33 surviving spouse and who is not a child of the surviving spouse or a devise or substitute
 8.34 gift under section 524.2-603 or 524.2-604 to a descendant of such a child, abate first as
 8.35 otherwise provided in section 524.3-902.

9.1 Sec. 6. Minnesota Statutes 2014, section 524.2-403, is amended to read:

9.2 **524.2-403 EXEMPT PROPERTY.**

9.3 (a) If there is a surviving spouse, then, in addition to the homestead and family
9.4 allowance, the surviving spouse is entitled from the estate to:

9.5 (1) property not exceeding ~~\$10,000~~ \$15,000 in value in excess of any security
9.6 interests therein, in household furniture, furnishings, appliances, and personal effects,
9.7 subject to an award of sentimental value property under section 525.152; and

9.8 (2) one automobile, if any, without regard to value.

9.9 (b) If there is no surviving spouse, the decedent's children are entitled jointly to
9.10 the same property as provided in paragraph (a), except that where it appears from the
9.11 decedent's will a child was omitted intentionally, the child is not entitled to the rights
9.12 conferred by this section.

9.13 (c) If encumbered chattels are selected and the value in excess of security interests,
9.14 plus that of other exempt property, is less than ~~\$10,000~~ \$15,000, or if there is not ~~\$10,000~~
9.15 \$15,000 worth of exempt property in the estate, the surviving spouse or children are
9.16 entitled to other personal property of the estate, if any, to the extent necessary to make up
9.17 the ~~\$10,000~~ \$15,000 value.

9.18 (d) Rights to exempt property and assets needed to make up a deficiency of exempt
9.19 property have priority over all claims against the estate, but the right to any assets to
9.20 make up a deficiency of exempt property abates as necessary to permit earlier payment
9.21 of the family allowance.

9.22 (e) The rights granted by this section are in addition to any benefit or share passing
9.23 to the surviving spouse or children by the decedent's will, unless otherwise provided, by
9.24 intestate succession or by way of elective share.

9.25 (f) No rights granted to a decedent's adult children under this section shall have
9.26 precedence over a claim under section 246.53, 256B.15, 256D.16, 261.04, or 524.3-805,
9.27 paragraph (a), clause (1), (2), or (3).

9.28 Sec. 7. Minnesota Statutes 2014, section 524.2-404, is amended to read:

9.29 **524.2-404 FAMILY ALLOWANCE.**

9.30 (a) In addition to the right to the homestead and exempt property, the decedent's
9.31 surviving spouse and minor children whom the decedent was obligated to support, and
9.32 children who were in fact being supported by the decedent, shall be allowed a reasonable
9.33 family allowance in money out of the estate for their maintenance as follows:

9.34 (1) for one year if the estate is inadequate to discharge allowed claims; or

9.35 (2) for 18 months if the estate is adequate to discharge allowed claims.

10.1 (b) The amount of the family allowance may be determined by the personal
 10.2 representative in an amount not to exceed ~~\$1,500~~ \$2,300 per month.

10.3 (c) The family allowance is payable to the surviving spouse, if living; otherwise to
 10.4 the children, their guardian or conservator, or persons having their care and custody.

10.5 (d) The family allowance is exempt from and has priority over all claims.

10.6 (e) The family allowance is not chargeable against any benefit or share passing to
 10.7 the surviving spouse or children by the will of the decedent unless otherwise provided, by
 10.8 intestate succession or by way of elective share. The death of any person entitled to family
 10.9 allowance does not terminate the right of that person to the allowance.

10.10 (f) The personal representative or an interested person aggrieved by any
 10.11 determination, payment, proposed payment, or failure to act under this section may
 10.12 petition the court for appropriate relief, which may include a family allowance other than
 10.13 that which the personal representative determined or could have determined.

10.14 Sec. 8. Minnesota Statutes 2014, section 524.2-606, is amended to read:

10.15 **524.2-606 NONADEMPTION OF SPECIFIC DEVICES; UNPAID PROCEEDS**
 10.16 **OF SALE, CONDEMNATION, OR INSURANCE; SALE BY CONSERVATOR**
 10.17 **OR GUARDIAN.**

10.18 (a) A specific devisee has a right to the specifically devised property in the testator's
 10.19 estate at death and:

10.20 (1) any balance of the purchase price, together with any security agreement, owing
 10.21 from a purchaser to the testator at death by reason of sale of the property;

10.22 (2) any amount of a condemnation award for the taking of the property unpaid
 10.23 at death;

10.24 (3) any proceeds unpaid at death on fire or casualty insurance on or other recovery
 10.25 for injury to the property; and

10.26 (4) property owned by the testator at death and acquired as a result of foreclosure, or
 10.27 obtained in lieu of foreclosure, of the security interest for a specifically devised obligation.

10.28 (b) If specifically devised property is sold or mortgaged by a conservator or
 10.29 guardian or $\text{\textcircled{2}}$ by an agent acting within the authority of a durable power of attorney for
 10.30 an incapacitated principal, or by the trustee of a revocable trust during the period of the
 10.31 settlor's incapacity, or if a condemnation award, insurance proceeds, or recovery for injury
 10.32 to the property are paid to a conservator or guardian or $\text{\textcircled{2}}$ to an agent acting within the
 10.33 authority of a durable power of attorney for an incapacitated principal, or to the trustee of
 10.34 a revocable trust during the period of the settlor's incapacity, the specific devisee has the

11.1 right to a general pecuniary devise equal to the net sale price, the amount of the unpaid
 11.2 loan, the condemnation award, the insurance proceeds, or the recovery.

11.3 (c) The right of a specific devisee under paragraph (b) is reduced by any right the
 11.4 devisee has under paragraph (a).

11.5 (d) For the purposes of the references in paragraph (b) to a conservator or guardian
 11.6 or an agent acting within the authority of a durable power of attorney or a trustee of a
 11.7 revocable trust during the period of the settlor's incapacity, paragraph (b) does not apply if
 11.8 after the sale, mortgage, condemnation, casualty, or recovery;

11.9 (1) in the case of a conservator or guardian, it was adjudicated that the testator's
 11.10 incapacity ceased and the testator survived the adjudication by one year; ~~or~~

11.11 (2) in the case of an agent acting within the authority of a durable power of attorney,
 11.12 the testator's incapacity ceased and the testator survived for one year after the incapacity
 11.13 ceased; or

11.14 (3) in the case of a trustee, the settlor's incapacity ceased and the settlor survived
 11.15 for one year after the incapacity ceased.

11.16 (e) For the purposes of the references in paragraph (b) to the trustee of a revocable
 11.17 trust during the period of the settlor's incapacity, paragraph (b) does not apply to a specific
 11.18 devise contained in a will if:

11.19 (1) the revocable trust provides for the transfer, devise, or distribution of all trust
 11.20 assets held as of the death of the settlor to persons or entities other than the settlor's
 11.21 estate; and

11.22 (2) the initial transfer of devised property into the trust occurred prior to the settlor's
 11.23 incapacity.

11.24 ~~(e)~~ (f) For the purposes of the references in paragraph (b) to an agent acting within
 11.25 the authority of a durable power of attorney for an incapacitated principal or the trustee of
 11.26 a revocable trust during the period of the settlor's incapacity, (i) "incapacitated principal"
 11.27 means a principal who is an incapacitated person as defined in section 524.5-102,
 11.28 subdivision 6, and the "period of the settlor's incapacity" means a period when the settlor
 11.29 of a revocable trust is an incapacitated person as defined by the trust instrument, or, if the
 11.30 trust instrument is silent, as defined in section 524.5-102, subdivision 6, and (ii) a finding
 11.31 of the principal's or settlor's incapacity need not occur during the principal's or settlor's life.

11.32 Sec. 9. **[524.2-805] REFORMATION TO CORRECT MISTAKES.**

11.33 The court may reform the terms of a governing instrument, even if unambiguous,
 11.34 to conform the terms to the transferor's intention, if it is proved by clear and convincing

12.1 evidence what the transferor's intention was and that the terms of the governing instrument
 12.2 were affected by a mistake of a fact or law, whether in expression or inducement.

12.3 Sec. 10. **[524.2-806] MODIFICATION TO ACHIEVE TRANSFEROR'S TAX**
 12.4 **OBJECTIVES.**

12.5 To achieve the transferor's tax objectives, the court may modify the terms of a
 12.6 governing instrument in a manner that is not contrary to the transferor's probable intention.
 12.7 The court may provide that the modification has retroactive effect.

12.8 Sec. 11. Minnesota Statutes 2014, section 524.3-406, is amended to read:

12.9 **524.3-406 FORMAL TESTACY PROCEEDINGS; CONTESTED CASES;**
 12.10 **TESTIMONY OF ATTESTING WITNESSES.**

12.11 (a) If evidence concerning execution of an attested will which is not self-proved is
 12.12 necessary in contested cases, the testimony of at least one of the attesting witnesses, if
 12.13 within the state competent and able to testify, is required. Due execution of a will may be
 12.14 proved by other evidence, including an affidavit of an attesting witness. An attestation
 12.15 clause that is signed by the attesting witnesses raises a rebuttable presumption that the
 12.16 events recited in the clause occurred.

12.17 (b) If the will is self-proved, compliance with signature requirements for execution
 12.18 is conclusively presumed and other requirements of execution are presumed subject to
 12.19 rebuttal without the testimony of any witness upon filing the will and the acknowledgment
 12.20 and affidavits annexed or attached thereto, unless there is proof of fraud or forgery
 12.21 affecting the acknowledgment or affidavit.

12.22 Sec. 12. Minnesota Statutes 2014, section 524.3-1201, is amended to read:

12.23 **524.3-1201 COLLECTION OF PERSONAL PROPERTY BY AFFIDAVIT.**

12.24 (a) Thirty days after the death of a decedent, (i) any person indebted to the
 12.25 decedent, (ii) any person having possession of tangible personal property or an instrument
 12.26 evidencing a debt, obligation, stock, or chose in action belonging to the decedent, or (iii)
 12.27 any safe deposit company, as defined in section 55.01, controlling the right of access to
 12.28 decedent's safe deposit box shall make payment of the indebtedness or deliver the tangible
 12.29 personal property or an instrument evidencing a debt, obligation, stock, or chose in
 12.30 action or deliver the entire contents of the safe deposit box to a person claiming to be the
 12.31 successor of the decedent, or a state or county agency with a claim authorized by section
 12.32 256B.15, upon being presented a certified death record of the decedent and an affidavit
 12.33 made by or on behalf of the successor stating that:

13.1 (1) the value of the entire probate estate, determined as of the date of death,
 13.2 wherever located, including specifically any contents of a safe deposit box, less liens and
 13.3 encumbrances, does not exceed ~~\$50,000~~ \$75,000;

13.4 (2) 30 days have elapsed since the death of the decedent or, in the event the property
 13.5 to be delivered is the contents of a safe deposit box, 30 days have elapsed since the filing
 13.6 of an inventory of the contents of the box pursuant to section 55.10, paragraph (h);

13.7 (3) no application or petition for the appointment of a personal representative is
 13.8 pending or has been granted in any jurisdiction;

13.9 (4) if presented, by a state or county agency with a claim authorized by section
 13.10 256B.15, to a financial institution with a multiple-party account in which the decedent
 13.11 had an interest at the time of death, the amount of the affiant's claim and a good faith
 13.12 estimate of the extent to which the decedent was the source of funds or beneficial owner
 13.13 of the account; and

13.14 (5) the claiming successor is entitled to payment or delivery of the property.

13.15 (b) A transfer agent of any security shall change the registered ownership on
 13.16 the books of a corporation from the decedent to the successor or successors upon the
 13.17 presentation of an affidavit as provided in subsection (a).

13.18 (c) The claiming successor or state or county agency shall disburse the proceeds
 13.19 collected under this section to any person with a superior claim under section 524.2-403
 13.20 or 524.3-805.

13.21 (d) A motor vehicle registrar shall issue a new certificate of title in the name of the
 13.22 successor upon the presentation of an affidavit as provided in subsection (a).

13.23 (e) The person controlling access to decedent's safe deposit box need not open the
 13.24 box or deliver the contents of the box if:

13.25 (1) the person has received notice of a written or oral objection from any person or
 13.26 has reason to believe that there would be an objection; or

13.27 (2) the lessee's key or combination is not available.

13.28 Sec. 13. Minnesota Statutes 2014, section 524.3-1203, subdivision 5, is amended to
 13.29 read:

13.30 Subd. 5. **Exhaustion of estate.** In any summary, special, or other administration
 13.31 in which it appears that the estate will not be exhausted in payment of the priority items
 13.32 enumerated in subdivisions 1 to 4, the estate may nevertheless be summarily closed
 13.33 without further notice, and the property assigned to the proper persons, if the gross probate
 13.34 estate, exclusive of any exempt homestead as defined in section 524.2-402, and any
 13.35 exempt property as defined in section 524.2-403, does not exceed the value of \$100,000

14.1 \$150,000. If the closing and distribution of assets is made pursuant to the terms of a
14.2 will, no decree shall issue until a hearing has been held for formal probate of the will as
14.3 provided in sections 524.3-401 to 524.3-413.

14.4 No summary closing of an estate shall be made to any distributee under this
14.5 subdivision, unless a showing is made by the personal representative or the petitioner, that
14.6 all property selected by and allowances to the spouse and children as provided in section
14.7 524.2-403 and the expenses and claims provided in section 524.3-805 have been paid,
14.8 and provided, further, that a bond shall be filed by the personal representative or the
14.9 petitioner, conditioned upon the fact that all such obligations have been paid and that all
14.10 the facts shown on the petition are true, with sufficient surety approved by the court in
14.11 an amount as may be fixed by the court to cover potential improper distributions. If a
14.12 personal representative is appointed, the representative's bond shall be sufficient for such
14.13 purpose unless an additional bond is ordered, and the sureties on the bond shall have the
14.14 same obligations and liabilities as provided for sureties on a distribution bond.

14.15 In the event that an improper distribution or disbursement is made in a summary
14.16 closing, in that not all of said obligations have been paid or that other facts as shown by
14.17 the personal representative or the petitioner, are not true, resulting in damage to any
14.18 party, the court may vacate its summary decree or closing order, and the petitioner or
14.19 the personal representative, together with the surety, shall be liable for damages to any
14.20 party determined to be injured thereby as herein provided. The personal representative,
14.21 petitioner, or the surety, may seek reimbursement for damages so paid or incurred from
14.22 any distributee or recipient of assets under summary decree or order, who shall be required
14.23 to make a contribution to cover such damages upon a pro rata basis or as may be equitable
14.24 to the extent of assets so received. The court is hereby granted complete and plenary
14.25 jurisdiction of any and all such proceedings and may enter such orders and judgments as
14.26 may be required to effectuate the purposes of this subdivision.

14.27 Any judgment rendered for damages or the recovery of assets in such proceedings
14.28 shall be upon petition and only after hearing held thereon on 14 days' notice of hearing and
14.29 a copy of petition served personally upon the personal representative and the surety and
14.30 upon any distributee or recipient of assets where applicable. Any action for the recovery
14.31 of money or damages under this subdivision is subject to the time and other limitations
14.32 imposed by section 524.1-304.

14.33 Sec. 14. Minnesota Statutes 2014, section 524.5-313, is amended to read:

14.34 **524.5-313 POWERS AND DUTIES OF GUARDIAN.**

15.1 (a) A guardian shall be subject to the control and direction of the court at all times
15.2 and in all things.

15.3 (b) The court shall grant to a guardian only those powers necessary to provide
15.4 for the demonstrated needs of the ward.

15.5 (c) The court may appoint a guardian if it determines that all the powers and duties
15.6 listed in this section are needed to provide for the needs of the incapacitated person. The
15.7 court may also appoint a guardian if it determines that a guardian is needed to provide
15.8 for the needs of the incapacitated person through the exercise of some, but not all, of the
15.9 powers and duties listed in this section. The duties and powers of a guardian or those
15.10 which the court may grant to a guardian include, but are not limited to:

15.11 (1) the power to have custody of the ward and the power to establish a place of
15.12 abode within or outside the state, except as otherwise provided in this clause. The ward or
15.13 any interested person may petition the court to prevent or to initiate a change in abode. A
15.14 ward may not be admitted to a regional treatment center by the guardian except:

15.15 (i) after a hearing under chapter 253B;

15.16 (ii) for outpatient services; or

15.17 (iii) for the purpose of receiving temporary care for a specific period of time not
15.18 to exceed 90 days in any calendar year;

15.19 (2) the duty to provide for the ward's care, comfort, and maintenance needs,
15.20 including food, clothing, shelter, health care, social and recreational requirements, and,
15.21 whenever appropriate, training, education, and habilitation or rehabilitation. The guardian
15.22 has no duty to pay for these requirements out of personal funds. Whenever possible and
15.23 appropriate, the guardian should meet these requirements through governmental benefits
15.24 or services to which the ward is entitled, rather than from the ward's estate. Failure to
15.25 satisfy the needs and requirements of this clause shall be grounds for removal of a private
15.26 guardian, but the guardian shall have no personal or monetary liability;

15.27 (3) the duty to take reasonable care of the ward's clothing, furniture, vehicles,
15.28 and other personal effects, and, if other property requires protection, the power to seek
15.29 appointment of a conservator of the estate. The guardian must give notice by mail to
15.30 interested persons prior to the disposition of the ward's clothing, furniture, vehicles, or
15.31 other personal effects. The notice must inform the person of the right to object to the
15.32 disposition of the property within ten days of the date of mailing and to petition the court
15.33 for a review of the guardian's proposed actions. Notice of the objection must be served
15.34 by mail or personal service on the guardian and the ward unless the ward is the objector.
15.35 The guardian served with notice of an objection to the disposition of the property may not
15.36 dispose of the property unless the court approves the disposition after a hearing;

16.1 (4)(i) the power to give any necessary consent to enable the ward to receive
16.2 necessary medical or other professional care, counsel, treatment, or service, except that no
16.3 guardian may give consent for psychosurgery, electroshock, sterilization, or experimental
16.4 treatment of any kind unless the procedure is first approved by order of the court as
16.5 provided in this clause. The guardian shall not consent to any medical care for the ward
16.6 which violates the known conscientious, religious, or moral belief of the ward;

16.7 (ii) a guardian who believes a procedure described in item (i) requiring prior court
16.8 approval to be necessary for the proper care of the ward, shall petition the court for an
16.9 order and, in the case of a public guardianship under chapter 252A, obtain the written
16.10 recommendation of the commissioner of human services. The court shall fix the time
16.11 and place for the hearing and shall give notice to the ward in such manner as specified
16.12 in section 524.5-308 and to interested persons. The court shall appoint an attorney to
16.13 represent the ward who is not represented by counsel, provided that such appointment
16.14 shall expire upon the expiration of the appeal time for the order issued by the court under
16.15 this section or the order dismissing a petition, or upon such other time or event as the court
16.16 may direct. In every case the court shall determine if the procedure is in the best interest
16.17 of the ward. In making its determination, the court shall consider a written medical report
16.18 which specifically considers the medical risks of the procedure, whether alternative, less
16.19 restrictive methods of treatment could be used to protect the best interest of the ward, and
16.20 any recommendation of the commissioner of human services for a public ward. The
16.21 standard of proof is that of clear and convincing evidence;

16.22 (iii) in the case of a petition for sterilization of a developmentally disabled ward, the
16.23 court shall appoint a licensed physician, a psychologist who is qualified in the diagnosis
16.24 and treatment of developmental disability, and a social worker who is familiar with the
16.25 ward's social history and adjustment or the case manager for the ward to examine or
16.26 evaluate the ward and to provide written reports to the court. The reports shall indicate
16.27 why sterilization is being proposed, whether sterilization is necessary and is the least
16.28 intrusive method for alleviating the problem presented, and whether it is in the best
16.29 interest of the ward. The medical report shall specifically consider the medical risks of
16.30 sterilization, the consequences of not performing the sterilization, and whether alternative
16.31 methods of contraception could be used to protect the best interest of the ward;

16.32 (iv) any ward whose right to consent to a sterilization has not been restricted under
16.33 this section or section 252A.101 may be sterilized only if the ward consents in writing
16.34 or there is a sworn acknowledgment by an interested person of a nonwritten consent by
16.35 the ward. The consent must certify that the ward has received a full explanation from a
16.36 physician or registered nurse of the nature and irreversible consequences of the sterilization;

17.1 (v) a guardian or the public guardian's designee who acts within the scope of
 17.2 authority conferred by letters of guardianship under section 252A.101, subdivision 7, and
 17.3 according to the standards established in this chapter or in chapter 252A shall not be
 17.4 civilly or criminally liable for the provision of any necessary medical care, including,
 17.5 but not limited to, the administration of psychotropic medication or the implementation
 17.6 of aversive and deprivation procedures to which the guardian or the public guardian's
 17.7 designee has consented;

17.8 (5) in the event there is no duly appointed conservator of the ward's estate, the
 17.9 guardian shall have the power to approve or withhold approval of any contract, except for
 17.10 necessities, which the ward may make or wish to make;

17.11 (6) the duty and power to exercise supervisory authority over the ward in a manner
 17.12 which limits civil rights and restricts personal freedom only to the extent necessary to
 17.13 provide needed care and services;

17.14 (7) if there is no acting conservator of the estate for the ward, the guardian has the
 17.15 power to apply on behalf of the ward for any assistance, services, or benefits available to
 17.16 the ward through any unit of government;

17.17 (8) unless otherwise ordered by the court, the ward retains the right to vote; and

17.18 (9) if there is no conservator appointed for the protected person, the duty and power
 17.19 to institute suit on behalf of the ward and represent the ward in expungement proceedings,
 17.20 harassment proceedings, and all civil court proceedings including, but not limited to,
 17.21 restraining orders, orders for protection, name changes, conciliation court, housing court,
 17.22 family court, and juvenile court.

17.23 Sec. 15. Minnesota Statutes 2015 Supplement, section 524.5-417, is amended to read:

17.24 **524.5-417 GENERAL POWERS AND DUTIES OF CONSERVATOR.**

17.25 (a) A conservator shall be subject to the control and direction of the court at all
 17.26 times and in all things.

17.27 (b) The court shall grant to a conservator only those powers necessary to provide for
 17.28 the demonstrated needs of the protected person.

17.29 (c) The court may appoint a conservator if it determines that all the powers and
 17.30 duties listed in this section are needed to provide for the needs of the protected person.
 17.31 The court may also appoint a conservator if it determines that a conservator is necessary to
 17.32 provide for the needs of the protected person through the exercise of some, but not all,
 17.33 of the powers and duties listed in this section. The duties and powers of a conservator
 17.34 include, but are not limited to:

18.1 (1) the duty to pay the reasonable charges for the support, maintenance, and education
18.2 of the protected person in a manner suitable to the protected person's station in life and the
18.3 value of the estate. Nothing herein contained shall release parents from obligations imposed
18.4 by law for the support, maintenance, and education of their children. The conservator
18.5 has no duty to pay for these requirements out of personal funds. Wherever possible and
18.6 appropriate, the conservator should meet these requirements through governmental
18.7 benefits or services to which the protected person is entitled, rather than from the protected
18.8 person's estate. Failure to satisfy the needs and requirements of this section shall be
18.9 grounds for removal, but the conservator shall have no personal or monetary liability;

18.10 (2) the duty to pay out of the protected person's estate all lawful debts of the
18.11 protected person and the reasonable charges incurred for the support, maintenance, and
18.12 education of the protected person's spouse and dependent children and, upon order of the
18.13 court, pay such sum as the court may fix as reasonable for the support of any person
18.14 unable to earn a livelihood who is legally entitled to support from the protected person;

18.15 (3) the duty to possess and manage the estate; collect all debts and claims in favor
18.16 of the protected person, or, with the approval of the court, compromise them; institute
18.17 suit on behalf of the protected person and represent the protected person in ~~any court~~
18.18 proceedings, expungement proceedings, harassment proceedings, and all civil court
18.19 proceedings including, but not limited to, restraining orders, orders for protection,
18.20 name changes, conciliation court, housing court, family court, and juvenile court; and
18.21 invest all funds not currently needed for the debts and charges named in clauses (1) and
18.22 (2) and the management of the estate, in accordance with the provisions of sections
18.23 48A.07, subdivision 6, 501C.0901, and 524.5-423, or as otherwise ordered by the court.
18.24 The standard of a fiduciary shall be applicable to all investments by a conservator. A
18.25 conservator shall also have the power to purchase certain contracts of insurance as
18.26 provided in section 50.14, subdivision 14, clause (b);

18.27 (4) where a protected person has inherited an undivided interest in real estate, the
18.28 court, on a showing that it is for the best interest of the protected person, may authorize an
18.29 exchange or sale of the protected person's interest or a purchase by the protected person of
18.30 any interest other heirs may have in the real estate, subject to the procedures and notice
18.31 requirements of section 524.5-418;

18.32 (5) the power to approve or withhold approval of any contract, except for necessities,
18.33 which the protected person may make or wish to make; and

18.34 (6) the power to apply on behalf of the protected person for any assistance, services,
18.35 or benefits available to the protected person through any unit of government.

19.1 (d) The conservator shall have the power to revoke, suspend, or terminate all or any
19.2 part of a durable power of attorney of which the protected person is the principal with
19.3 the same power the principal would have if the principal were not incapacitated. If a
19.4 durable power of attorney is in effect, a decision of the conservator takes precedence
19.5 over that of an attorney-in-fact.

19.6 (e) Transaction set aside. If a protected person has made a financial transaction or
19.7 gift or entered into a contract during the two-year period before establishment of the
19.8 conservatorship, the conservator may petition for court review of the transaction, gift, or
19.9 contract. If the court finds that the protected person was incapacitated or subject to duress,
19.10 coercion, or undue influence when the transaction, gift, or contract was made, the court
19.11 may declare the transaction, gift, or contract void except as against a bona fide transferee
19.12 for value and order reimbursement or other appropriate relief. This paragraph does not
19.13 affect any other right or remedy that may be available to the protected person with respect
19.14 to the transaction, gift, or contract.

19.15 (f) After the filing of the petition, a certificate of the district court certified to that
19.16 fact may be filed for record with the Minnesota secretary of state in the same manner as
19.17 provided in section 336.9-501. The certificate shall state that a petition is pending and
19.18 the name and address of the person for whom a conservator is sought. If a conservator is
19.19 appointed on the petition, and if the conservatorship order removes or restricts the right
19.20 of the protected person to transfer property or to contract, then all contracts except for
19.21 necessities, and all transfers of personal property, tangible or intangible, including, but
19.22 not limited to, cash or securities transfers at banks, brokerage houses, or other financial
19.23 institutions, or transfers of cash or securities, made by the protected person after the filing
19.24 and before the termination of the conservatorship shall be voidable.

19.25 Sec. 16. Minnesota Statutes 2014, section 609.748, subdivision 2, is amended to read:

19.26 Subd. 2. **Restraining order; court jurisdiction.** A person who is a victim of
19.27 harassment may seek a restraining order from the district court in the manner provided in
19.28 this section. The parent, guardian, or stepparent of a minor or the guardian or conservator
19.29 of an incapacitated person who is a victim of harassment may seek a restraining order
19.30 from the district court on behalf of the minor, ward, or protected person. An application
19.31 for relief under this section may be filed in the county of residence of either party or in the
19.32 county in which the alleged harassment occurred. There are no residency requirements
19.33 that apply to a petition for a harassment restraining order.

20.1 **ARTICLE 2**20.2 **BUSINESS ORGANIZATIONS**

20.3 Section 1. Minnesota Statutes 2014, section 5.001, subdivision 2, is amended to read:

20.4 Subd. 2. **Business entity.** "Business entity" means an organization that is formed
20.5 under chapter 300, 301, 302A, 303, 308, 308A, 308B, 315, 317, 317A, 319, 319A, 321,
20.6 322A, 322B, 322C, 323, or 323A and that has filed documents with the secretary of state.

20.7 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

20.8 Sec. 2. Minnesota Statutes 2014, section 5.25, subdivision 1, is amended to read:

20.9 Subdivision 1. **Who may be served.** A process, notice, or demand required or
20.10 permitted by law to be served upon an entity governed by chapter 221, 302A, 303, 317A,
20.11 321, 322B, 322C, 323A, 330, 540, or 543 may be served on: (1) the registered agent, if
20.12 any; (2) if no agent has been appointed then on an officer, manager, or general partner
20.13 of the entity; or (3) if no agent, officer, manager, or general partner can be found at the
20.14 address on file with the secretary of state, the secretary of state as provided in this section.

20.15 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

20.16 Sec. 3. Minnesota Statutes 2014, section 5.25, subdivision 3, is amended to read:

20.17 Subd. 3. **Service on certain business entities; auctioneers.** When service of
20.18 process is to be made on the secretary of state for entities governed by chapter 302A,
20.19 317A, 321, 322B, 322C, 323, 330, or 543, the procedure in this subdivision applies.
20.20 Service must be made by filing with the secretary of state one copy of the process, notice,
20.21 or demand along with payment of a \$35 fee.

20.22 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

20.23 Sec. 4. Minnesota Statutes 2015 Supplement, section 5.25, subdivision 5, is amended
20.24 to read:

20.25 Subd. 5. **Service on dissolved, withdrawn, or revoked business entity.** (a)
20.26 Process, notice, or demand may be served on a dissolved, withdrawn, or revoked business
20.27 entity that was governed by chapter 302A, 303, 317A, 321, 322B, 322C, or 323A as
20.28 provided in this subdivision. The court shall determine if service is proper.

20.29 (b) If a business entity has voluntarily dissolved or has withdrawn its request for
20.30 authority to transact business in this state, or a court has entered a decree of dissolution or
20.31 revocation of authority to do business, service must be made according to subdivision 3

21.1 or 4, so long as claims are not barred under the provisions of the chapter that governed
21.2 the business entity.

21.3 (c) If a business entity has been involuntarily dissolved or its authority to transact
21.4 business in this state has been revoked, service must be made according to subdivision 3
21.5 or 4.

21.6 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

21.7 Sec. 5. Minnesota Statutes 2014, section 115D.03, subdivision 6a, is amended to read:

21.8 Subd. 6a. **Officer of the company.** "Officer of the company" means one of the
21.9 following:

21.10 (1) an owner or sole proprietor;

21.11 (2) a partner;

21.12 (3) for a corporation incorporated under chapter 300, the president, secretary,
21.13 treasurer, or other officer as provided for in the corporation's bylaws or certificate of
21.14 incorporation;

21.15 (4) for a corporation incorporated under chapter 302A, an individual exercising
21.16 the functions of the chief executive officer or the chief financial officer under section
21.17 302A.305 or another officer elected or appointed by the directors of the corporation under
21.18 section 302A.311;

21.19 (5) for a corporation incorporated outside this state, an officer of the company as
21.20 defined by the laws of the state in which the corporation is incorporated; ~~or~~

21.21 (6) for a limited liability company organized under chapter 322B, the chief manager
21.22 or treasurer; or

21.23 (7) for a limited liability company organized under chapter 322C, a member of a
21.24 member-managed company, a manager of a manager-managed company, or any other
21.25 officer provided for in the limited liability company's operating agreement.

21.26 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

21.27 Sec. 6. Minnesota Statutes 2014, section 116J.395, subdivision 3, is amended to read:

21.28 Subd. 3. **Eligible applicants.** Eligible applicants for grants awarded under this
21.29 section include:

21.30 (1) an incorporated business or a partnership;

21.31 (2) a political subdivision;

21.32 (3) an Indian tribe;

21.33 (4) a Minnesota nonprofit organization organized under chapter 317A;

22.1 (5) a Minnesota cooperative association organized under chapter 308A or 308B; and
 22.2 (6) a Minnesota limited liability corporation organized under chapter 322B or 322C
 22.3 for the purpose of expanding broadband access.

22.4 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

22.5 Sec. 7. Minnesota Statutes 2015 Supplement, section 124E.05, subdivision 1, is
 22.6 amended to read:

22.7 Subdivision 1. **Eligible authorizers.** The following organizations may authorize
 22.8 one or more charter schools:

22.9 (1) a school board, intermediate school district school board, or education district
 22.10 organized under sections 123A.15 to 123A.19;

22.11 (2) a charitable organization under section 501(c)(3) of the Internal Revenue Code
 22.12 of 1986, excluding a nonpublic sectarian or religious institution; any person other than a
 22.13 natural person that directly or indirectly, through one or more intermediaries, controls,
 22.14 is controlled by, or is under common control with the nonpublic sectarian or religious
 22.15 institution; and any other charitable organization under this clause that in the federal IRS
 22.16 Form 1023, Part IV, describes activities indicating a religious purpose, that:

22.17 (i) is a member of the Minnesota Council of Nonprofits or the Minnesota Council on
 22.18 Foundations;

22.19 (ii) is registered with the attorney general's office; and

22.20 (iii) is incorporated in the state of Minnesota and has been operating continuously
 22.21 for at least five years but does not operate a charter school;

22.22 (3) a Minnesota private college, notwithstanding clause (2), that grants two- or
 22.23 four-year degrees and is registered with the Minnesota Office of Higher Education under
 22.24 chapter 136A; community college, state university, or technical college governed by the
 22.25 Board of Trustees of the Minnesota State Colleges and Universities; or the University
 22.26 of Minnesota;

22.27 (4) a nonprofit corporation subject to chapter 317A, described in section 317A.905,
 22.28 and exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code
 22.29 of 1986, may authorize one or more charter schools if the charter school has operated
 22.30 for at least three years under a different authorizer and if the nonprofit corporation has
 22.31 existed for at least 25 years; or

22.32 (5) single-purpose authorizers formed as charitable, nonsectarian organizations
 22.33 under section 501(c)(3) of the Internal Revenue Code of 1986 and incorporated in the state
 22.34 of Minnesota under chapter 317A as a corporation with no members or under section

23.1 322B.975 or 322C.1101 as a nonprofit limited liability company for the sole purpose of
 23.2 chartering schools.

23.3 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

23.4 Sec. 8. Minnesota Statutes 2014, section 211B.15, subdivision 1, is amended to read:

23.5 Subdivision 1. **Definitions.** For purposes of this section, "corporation" means:

23.6 (1) a corporation organized for profit that does business in this state;

23.7 (2) a nonprofit corporation that carries out activities in this state; or

23.8 (3) a limited liability company formed under chapter 322B or 322C, or under similar

23.9 laws of another state, that does business in this state.

23.10 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

23.11 Sec. 9. Minnesota Statutes 2014, section 216B.1612, subdivision 2, is amended to read:

23.12 Subd. 2. **Definitions.** (a) The terms used in this section have the meanings given
 23.13 them in this subdivision.

23.14 (b) "C-BED tariff" or "tariff" means a community-based energy development tariff.

23.15 (c) "Qualifying beneficiary" means:

23.16 (1) a Minnesota resident individually or as a member of a Minnesota limited

23.17 liability company organized under chapter 322B or 322C and formed for the purpose

23.18 of developing a C-BED project;

23.19 (2) a Minnesota nonprofit organization organized under chapter 317A;

23.20 (3) a Minnesota cooperative association organized under chapter 308A or 308B,

23.21 including a rural electric cooperative association or a generation and transmission

23.22 cooperative on behalf of and at the request of a member distribution utility;

23.23 (4) a Minnesota political subdivision or local government including, but not limited

23.24 to, a municipal electric utility, or a municipal power agency on behalf of and at the request

23.25 of a member distribution utility; the office of the commissioner of Iron Range resources

23.26 and rehabilitation; a county, statutory or home rule charter city, town, school district, or

23.27 public or private higher education institution; or any other local or regional governmental

23.28 organization such as a board, commission, or association;

23.29 (5) a tribal council; or

23.30 (6) a legal entity (i) formed for a purpose other than to participate in C-BED

23.31 projects; (ii) whose principal place of business or principal executive office is located

23.32 in Minnesota; and (iii) that provides labor, services, equipment, components, or debt

23.33 financing to a C-BED project.

24.1 A public utility, as defined in section 216B.02, subdivision 4, is not a qualifying beneficiary.

24.2 (d) "Qualifying revenue" includes, but is not limited to:

24.3 (1) royalties, distributions, dividends, and other payments flowing directly or
24.4 indirectly to individuals who are qualifying beneficiaries;

24.5 (2) reasonable fees for consulting, development, professional, construction, and
24.6 operations and maintenance services paid to qualifying beneficiaries;

24.7 (3) interest and fees paid to financial institutions that are qualifying beneficiaries;

24.8 (4) the value-added portion of payments for goods manufactured in Minnesota; and

24.9 (5) production taxes.

24.10 (e) "Discount rate" means the ten-year United States Treasury Yield as quoted in
24.11 the Wall Street Journal as of the date of application for determination under subdivision
24.12 10, plus five percent; except that the discount rate applicable to any qualifying revenues
24.13 contingent upon an equity investor earning a specified internal rate of return is the ten-year
24.14 United States Treasury Yield, plus eight percent.

24.15 (f) "Standard reliability criteria" means:

24.16 (1) can be safely integrated into and operated within the utility's grid without causing
24.17 any adverse or unsafe consequences; and

24.18 (2) is consistent with the utility's resource needs as identified in its most recent
24.19 resource plan submitted under section 216B.2422.

24.20 (g) "Renewable" refers to a technology listed in section 216B.1691, subdivision 1,
24.21 paragraph (a).

24.22 (h) "Community-based energy development project" or "C-BED project" means a
24.23 new renewable energy project that either as a stand-alone project or part of a partnership
24.24 under subdivision 8:

24.25 (1) has no single qualifying beneficiary, including any parent company or subsidiary
24.26 of the qualifying beneficiary, owning more than 15 percent of a C-BED wind energy
24.27 project unless: (i) the C-BED wind energy project consists of only one or two turbines; or
24.28 (ii) the qualifying beneficiary is a public entity listed under paragraph (c), clause (4);

24.29 (2) demonstrates that at least 51 percent of the net present value of the gross revenues
24.30 from a power purchase agreement over the life of the project are qualifying revenues; and

24.31 (3) has a resolution of support adopted by the county board of each county in which
24.32 the project is to be located, or in the case of a project located within the boundaries of a
24.33 reservation, the tribal council for that reservation.

24.34 (i) "Value-added portion" means the difference between the total sales price and the
24.35 total cost of components, materials, and services purchased from or provided outside
24.36 of Minnesota.

25.1 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

25.2 Sec. 10. Minnesota Statutes 2015 Supplement, section 302A.471, subdivision 1,
25.3 is amended to read:

25.4 Subdivision 1. **Actions creating rights.** A shareholder of a corporation may dissent
25.5 from, and obtain payment for the fair value of the shareholder's shares in the event of, any
25.6 of the following corporate actions:

25.7 (a) unless otherwise provided in the articles, an amendment of the articles that
25.8 materially and adversely affects the rights or preferences of the shares of the dissenting
25.9 shareholder in that it:

25.10 (1) alters or abolishes a preferential right of the shares;

25.11 (2) creates, alters, or abolishes a right in respect of the redemption of the shares,
25.12 including a provision respecting a sinking fund for the redemption or repurchase of the
25.13 shares;

25.14 (3) alters or abolishes a preemptive right of the holder of the shares to acquire shares,
25.15 securities other than shares, or rights to purchase shares or securities other than shares;

25.16 (4) excludes or limits the right of a shareholder to vote on a matter, or to cumulate
25.17 votes, except as the right may be excluded or limited through the authorization or issuance
25.18 of securities of an existing or new class or series with similar or different voting rights;
25.19 except that an amendment to the articles of an issuing public corporation that provides that
25.20 section 302A.671 does not apply to a control share acquisition does not give rise to the
25.21 right to obtain payment under this section; or

25.22 (5) eliminates the right to obtain payment under this subdivision;

25.23 (b) a sale, lease, transfer, or other disposition of property and assets of the
25.24 corporation that requires shareholder approval under section 302A.661, subdivision 2, but
25.25 not including a disposition in dissolution described in section 302A.725, subdivision 2, or a
25.26 disposition pursuant to an order of a court, or a disposition for cash on terms requiring that
25.27 all or substantially all of the net proceeds of disposition be distributed to the shareholders
25.28 in accordance with their respective interests within one year after the date of disposition;

25.29 (c) a plan of merger, whether under this chapter or under chapter 322B or 322C, to
25.30 which the corporation is a constituent organization, except as provided in subdivision 3,
25.31 and except for a plan of merger adopted under section 302A.626;

25.32 (d) a plan of exchange, whether under this chapter or under chapter 322B or 322C,
25.33 to which the corporation is a party as the corporation whose shares will be acquired by the
25.34 acquiring organization, except as provided in subdivision 3;

25.35 (e) a plan of conversion is adopted by the corporation and becomes effective;

26.1 (f) an amendment of the articles in connection with a combination of a class or series
 26.2 under section 302A.402 that reduces the number of shares of the class or series owned by
 26.3 the shareholder to a fraction of a share if the corporation exercises its right to repurchase
 26.4 the fractional share so created under section 302A.423; or

26.5 (g) any other corporate action taken pursuant to a shareholder vote with respect to
 26.6 which the articles, the bylaws, or a resolution approved by the board directs that dissenting
 26.7 shareholders may obtain payment for their shares.

26.8 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

26.9 Sec. 11. Minnesota Statutes 2014, section 302A.651, subdivision 4, is amended to read:

26.10 Subd. 4. **Foreign surviving organization.** If the surviving organization in a merger
 26.11 will be a foreign corporation or limited liability company and will transact business in
 26.12 this state, it shall comply with the provisions of chapter 303 with respect to foreign
 26.13 corporations or chapter ~~322B~~ 322C with respect to foreign limited liability companies. In
 26.14 every case the surviving organization shall file with the secretary of state:

26.15 (a) an agreement that it may be served with process in this state in a proceeding for
 26.16 the enforcement of an obligation of a constituent organization and in a proceeding for the
 26.17 enforcement of the rights of a dissenting shareholder of a constituent corporation against
 26.18 the surviving organization;

26.19 (b) an irrevocable appointment of the secretary of state as its agent to accept service
 26.20 of process in any proceeding as provided in section 5.25, and an address to which process
 26.21 may be forwarded; and

26.22 (c) an agreement that it will promptly pay to the dissenting shareholders of each
 26.23 domestic constituent corporation the amount, if any, to which they are entitled under
 26.24 section 302A.473.

26.25 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

26.26 Sec. 12. Minnesota Statutes 2014, section 308B.005, subdivision 18, is amended to read:

26.27 Subd. 18. **Minnesota limited liability company.** "Minnesota limited liability
 26.28 company" means a limited liability company governed by chapter ~~322B~~ or 322C.

26.29 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

26.30 Sec. 13. Minnesota Statutes 2014, section 319B.02, subdivision 10, is amended to read:

26.31 Subd. 10. **Minnesota firm.** "Minnesota firm" includes a corporation organized
 26.32 under chapter 302A or 317A, limited liability company organized under chapter 322B

27.1 or 322C, and limited liability partnership that has an effective statement of qualification
 27.2 under section 323A.1001.

27.3 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

27.4 Sec. 14. Minnesota Statutes 2014, section 319B.02, subdivision 12, is amended to read:

27.5 Subd. 12. **Organizational document.** "Organizational document" means:

27.6 (1) with respect to a corporation organized under chapter 302A or 317A, that
 27.7 corporation's articles of incorporation;

27.8 (2) with respect to a limited liability company organized under chapter 322B or
 27.9 322C, that limited liability company's articles of organization; and

27.10 (3) with respect to a limited liability partnership that has an effective statement of
 27.11 qualification under section 323A.1001, that statement of qualification.

27.12 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

27.13 Sec. 15. Minnesota Statutes 2015 Supplement, section 322C.0105, subdivision 1a,
 27.14 is amended to read:

27.15 Subd. 1a. **Loans, guarantees, and suretyship.** Without in any way limiting
 27.16 the generality of the power of a limited liability company to do all things necessary or
 27.17 convenient to carry on its activities as conferred in subdivision 1, a limited liability
 27.18 company may lend money to, guarantee an obligation of, become a surety for, or otherwise
 27.19 financially assist a person, if the transaction, or a class of transactions to which the
 27.20 transaction belongs, is approved pursuant to this chapter and the company's operating
 27.21 agreement and:

27.22 (1) is in the usual and regular course of business of the limited liability company;

27.23 (2) is with, or for the benefit of, a related organization, an organization in which the
 27.24 limited liability company has a financial interest, an organization with which the limited
 27.25 liability company has a business relationship, or an organization to which the limited
 27.26 liability company has the power to make donations, any of which relationships constitute
 27.27 consideration sufficient to make the loan, guarantee, suretyship, or other financial
 27.28 assistance so approved enforceable against the limited liability company;

27.29 (3) is with, or for the benefit of, a member who provides services to the limited
 27.30 liability company, or a manager or other employee of the limited liability company or a
 27.31 subsidiary, including a member, manager, or employee who is a governor of the limited
 27.32 liability company or a subsidiary, and may reasonably be expected, in the judgment of the
 27.33 board of governors, to benefit the limited liability company; or

28.1 (4) whether or not any separate consideration has been paid or promised to the
28.2 limited liability company, has been approved by (i) the owners of two-thirds of the
28.3 voting power of persons other than the interested person or persons, or (ii) the unanimous
28.4 affirmative vote of all members, whether or not ordinarily entitled to vote.

28.5 Any such loan, ~~guaranty, surety contract~~ guarantee, suretyship, or other financial
28.6 assistance may be with or without interest and may be unsecured or may be secured in
28.7 any manner including, without limitation, a grant of a security interest in a member's
28.8 transferable interest in the limited liability company. This subdivision does not grant any
28.9 authority to act as a bank or to carry on the business of banking.

28.10 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

28.11 Sec. 16. Minnesota Statutes 2014, section 322C.0201, subdivision 4, is amended to read:

28.12 Subd. 4. **Formation.** (a) A limited liability company is formed when articles of
28.13 organization have been filed with the secretary of state accompanied by a payment of \$135.

28.14 (b) Except in a proceeding by this state to dissolve a limited liability company, the
28.15 filing of the articles of organization by the secretary of state is conclusive proof that the
28.16 organizer satisfied all conditions to the formation of a limited liability company.

28.17 (c) The formation of a limited liability company does not by itself cause any person
28.18 to become a member. However, this chapter does not preclude an agreement, made before
28.19 or after formation of a limited liability company, which provides that one or more persons
28.20 will become members, or acknowledging that one or more persons became members,
28.21 upon or otherwise in connection with the formation of the limited liability company.

28.22 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

28.23 Sec. 17. Minnesota Statutes 2014, section 322C.0205, subdivision 1, is amended to read:

28.24 Subdivision 1. **Delivery requirements.** A record authorized or required to be filed
28.25 with the secretary of state under this chapter must be captioned to describe the record's
28.26 purpose, be in a medium permitted by the secretary of state, and be delivered to the secretary
28.27 of state. If the filing fees ~~have~~ fee of \$35 or any filing fee specified in this chapter for the
28.28 filing has been paid, unless the secretary of state determines that a record does not comply
28.29 with the filing requirements of this chapter, the secretary of state shall file the record and:

28.30 (1) for a statement of denial under section 322C.0303, send an image of the filed
28.31 statement and a receipt for the fees to the person on whose behalf the statement was
28.32 delivered for filing and to the limited liability company; and

29.1 (2) for all other records, send an image of the filed record to the person on whose
29.2 behalf the record was filed.

29.3 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

29.4 Sec. 18. Minnesota Statutes 2014, section 322C.0208, is amended to read:

29.5 **322C.0208 ANNUAL REPORT FOR SECRETARY OF STATE.**

29.6 (a) The secretary of state may send annually to each limited liability company,
29.7 using the information provided by the limited liability company and foreign limited
29.8 liability company pursuant to section 5.002 or 5.34 or the articles of organization, a notice
29.9 announcing the need to file the annual renewal and informing the limited liability company
29.10 that the annual renewal may be filed online and that paper filings may also be made, and
29.11 informing the limited liability company that failing to file the annual renewal will result
29.12 in an administrative termination of the limited liability company or the revocation of
29.13 the authority of the limited liability company and foreign limited liability company to
29.14 do business in Minnesota.

29.15 (b) Each calendar year beginning in the calendar year following the calendar year in
29.16 which a limited liability company and foreign limited liability company files articles of
29.17 organization, a limited liability company and foreign limited liability company must file
29.18 with the secretary of state by December 31 of each calendar year a renewal containing the
29.19 items required by section 5.34. Notwithstanding section 322C.0205, subdivision 1, no
29.20 fee is required to file an annual renewal.

29.21 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

29.22 Sec. 19. Minnesota Statutes 2015 Supplement, section 322C.0407, subdivision 4,
29.23 is amended to read:

29.24 Subd. 4. **Board-managed company rules.** In a board-managed limited liability
29.25 company, the following rules apply:

29.26 (1) The activities and affairs of a limited liability company are to be managed by and
29.27 under the direction of a board of governors, which shall consist of one or more governors
29.28 as determined by members holding a majority of the voting power of the members.
29.29 Except as specifically stated in this subdivision and section 322C.0202, subdivision 5,
29.30 subject to section 322C.0302:

29.31 (i) the board acts only through an act of the board;

29.32 (ii) no individual governor has any right or power to act for the limited liability
29.33 company; and

30.1 (iii) only officers, managers, or other agents designated by the board or through a
30.2 process approved by the board have the right to act for the limited liability company, and
30.3 that right extends only to the extent consistent with the terms of the designation.

30.4 (2) A governor must be a natural person. A person need not be a member to be a
30.5 governor, but the dissociation of a member who is also a governor disqualifies the person
30.6 as a governor. If a person who is both a governor and a member ceases to be a governor,
30.7 that cessation does not by itself dissociate the person as a member. A person's ceasing
30.8 to be a governor does not discharge any debt, obligation, or other liability to the limited
30.9 liability company or members which the person incurred while a governor.

30.10 (3) The method of election and any additional qualifications for governors will
30.11 be as determined by members holding a majority of the voting power of the members.
30.12 Governors are elected by a plurality of the voting power present and entitled to vote on the
30.13 election of governors at a duly called or held meeting at which a quorum is present.

30.14 (4) A member may waive notice of a meeting for the election of governors. A
30.15 member's waiver of notice under this clause is effective whether given before, at, or after
30.16 the meeting, and whether given in a record, orally, or by attendance. Attendance by a
30.17 member at a meeting for election of governors is a waiver of notice of that meeting,
30.18 except where the member objects at the beginning of the meeting to the transaction of
30.19 business because the meeting is not lawfully called or convened and does not participate
30.20 in the meeting after the objection.

30.21 (5) Once elected, a governor holds office for the term for which the governor
30.22 was elected and until a successor is elected, or until the earlier death, resignation,
30.23 disqualification, or removal of the governor. A governor may resign at any time. A
30.24 governor may be removed at any time, without cause and without advance notice, by a
30.25 majority of the voting power of all of the members. The existence of vacancies does not
30.26 affect the power of the board to function if at least one governor remains in office.

30.27 (6) When a vacancy occurs, the limited liability company shall immediately notify
30.28 all members in a record of the vacancy, stating the cause of the vacancy and the date the
30.29 notice is sent. Within 30 days of that date, the members may fill the vacancy in the same
30.30 method the members may elect governors under clause (3). If the vacancy is not filled
30.31 by the members under this clause, the vacancy may be filled by the affirmative vote of a
30.32 majority of the remaining governors, even though less than a quorum.

30.33 (7) The board shall meet from time to time as determined by members holding a
30.34 majority of the voting power of the members, at a place decided by the board. If the day
30.35 or date, time, and place of a board of governors meeting have been provided in a board
30.36 resolution, or announced at a previous meeting of the board of governors, no notice is

31.1 required. Notice of an adjourned meeting need not be given other than by announcement
31.2 at the meeting at which adjournment is taken. If notice is required for a meeting, notice
31.3 shall be made in the manner stated in clause (8).

31.4 (8) A governor may call a board meeting by giving at least ten days' notice in a
31.5 record to all governors of the date, time, and place of the meeting. The notice need not
31.6 state the purpose of the meeting. As to each governor, the notice is effective when given.

31.7 (i) Notice may be:

31.8 (A) mailed to the governor at an address designated by the person or at the last
31.9 known address of the person;

31.10 (B) deposited with a nationally recognized overnight delivery service for overnight
31.11 delivery or, if overnight delivery to the governor is not available, for delivery as promptly
31.12 as practicable to the governor at an address designated by the governor or at the last
31.13 known address of the governor;

31.14 (C) communicated to the governor orally;

31.15 (D) handed to the governor;

31.16 (E) given by facsimile communication, electronic mail, or any other form of
31.17 electronic communication, if the governor has consented in a record to receive notice
31.18 by such means; or

31.19 (F) by any other means determined by members holding a majority of the voting
31.20 power of the members.

31.21 (ii) The notice is deemed given if by:

31.22 (A) mail, when deposited in the United States mail with sufficient postage affixed;

31.23 (B) deposit for delivery, when deposited for delivery as provided in item (i), subitem
31.24 (B), with delivery charges prepaid or otherwise provided for by the sender;

31.25 (C) facsimile communication, when directed to a telephone number at which the
31.26 governor has consented in a record to receive notice;

31.27 (D) electronic mail, when directed to an electronic mail address at which the
31.28 governor has consented in a record to receive notice; and

31.29 (E) any other form of electronic communication by which the governor has
31.30 consented in a record to receive notice, when directed to the governor.

31.31 (9) A governor may waive notice of a meeting of the board of governors. A waiver
31.32 of notice by a governor entitled to notice is effective whether given before, at, or after the
31.33 meeting, and whether given in a record, orally, or by attendance. Attendance by a governor
31.34 at a meeting is a waiver of notice of that meeting, except where the governor objects at the
31.35 beginning of the meeting to the transaction of business because the meeting is not lawfully
31.36 called or convened and does not participate in the meeting after the objection.

32.1 (10) A majority of the governors currently holding office is a quorum for the
32.2 transaction of business. When a quorum is present at a duly called or held meeting of
32.3 the board, the vote of a majority of the directors present constitutes an act of the board.
32.4 If a quorum is present when a duly called or held meeting is convened, the governors
32.5 present may continue to transact business until adjournment, even though the withdrawal
32.6 of a number of governors originally present leaves less than the proportion or number
32.7 otherwise required for a quorum.

32.8 (11) Any meeting among governors may be conducted solely by one or more means
32.9 of remote communication through which all of the governors may participate with each
32.10 other during the meeting, if the number of governors participating in the meeting would
32.11 be sufficient to constitute a quorum. Participation in a meeting by that means constitutes
32.12 presence in person at the meeting.

32.13 (12) A governor may participate in a board of governors meeting by means of
32.14 remote communication, through which the governor, other governors so participating, and
32.15 all governors physically present at the meeting may participate with each other during
32.16 the meeting. Participation in a meeting by that means constitutes presence in person
32.17 at the meeting.

32.18 (13) An action required or permitted to be taken at a board meeting may be taken
32.19 by written action signed by the number of governors that would be required to take the
32.20 same action at a meeting of the board of governors at which all governors were present.
32.21 The written action is effective when signed by the required number of governors, unless a
32.22 different effective time is provided in the written action. When written action is permitted
32.23 to be taken by less than all governors, all governors must be notified immediately of its
32.24 text and effective date. Failure to provide the notice does not invalidate the written action.
32.25 A governor who does not sign or consent to the written action has no liability for the
32.26 action or actions taken by the written action.

32.27 (14) If the board designates a person as "chief manager," "president," "chief
32.28 executive officer," "CEO," or another title of similar import, that person shall:

32.29 (i) serve as an agent of the limited liability company at the will of the board, without
32.30 prejudice to any rights the person may have under a contract with the limited liability
32.31 company;

32.32 (ii) have general active management of the business of the limited liability company,
32.33 subject to the supervision and control of the board;

32.34 (iii) see that all orders and resolutions of the board of governors are carried into effect;

32.35 (iv) sign and deliver in the name of the limited liability company any deeds,
32.36 mortgages, bonds, contracts, or other instruments pertaining to the business of the limited

33.1 liability company, except in cases in which the authority to sign and deliver is required by
33.2 law to be exercised by another person or is expressly delegated by the board of governors
33.3 to some other officer or agent of the limited liability company;

33.4 (v) maintain records of and, whenever necessary, certify all proceedings of the
33.5 board of governors and the members; and

33.6 (vi) perform other duties prescribed by the board of governors.

33.7 (15) If the board designates a person as "treasurer," "chief financial officer," "CFO,"
33.8 or another title of similar import, that person shall:

33.9 (i) serve as an agent of the limited liability company at the will of the board, without
33.10 prejudice to any rights the person may have under a contract with the limited liability
33.11 company;

33.12 (ii) keep accurate financial records for the limited liability company;

33.13 (iii) deposit all money, drafts, and checks in the name of and to the credit of the limited
33.14 liability company in the banks and depositories designated by the board of governors;

33.15 (iv) endorse for deposit all notes, checks, and drafts received by the limited liability
33.16 company as ordered by the board of governors, making proper vouchers for them;

33.17 (v) disburse limited liability company funds and issue checks and drafts in the name
33.18 of the limited liability company, as ordered by the board of governors;

33.19 (vi) give to the chief executive officer and the board of governors, whenever
33.20 requested, an account of all transactions by the chief financial officer and of the financial
33.21 condition of the limited liability company; and

33.22 (vii) perform other duties prescribed by the board of governors or by the chief
33.23 executive officer.

33.24 (16) The consent of all members is required to:

33.25 (i) sell, lease, exchange, or otherwise dispose of all, or substantially all, of the
33.26 company's property, with or without the good will, outside the ordinary course of the
33.27 company's activities; provided that member consent is not required for:

33.28 (A) the grant of a security interest in all or substantially all of the company's property
33.29 and assets, whether or not in the usual and regular course of its business; or

33.30 (B) transfer of any or all of the company's property to an organization all the
33.31 ownership interests of which are owned directly or indirectly through wholly owned
33.32 organizations, by the company;

33.33 (ii) approve a merger, conversion, or domestication under sections 322C.1001 to
33.34 322C.1015; and

33.35 (iii) amend the operating agreement.

34.1 (17) Subject to section 322C.1204, subdivision 3, for purposes of this subdivision,
 34.2 each member possesses voting power in proportion to the member's interest in distributions
 34.3 of the limited liability company prior to dissolution and a majority of the voting power of
 34.4 the members is a quorum at a meeting of the members.

34.5 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

34.6 Sec. 20. Minnesota Statutes 2015 Supplement, section 322C.1007, subdivision 1,
 34.7 is amended to read:

34.8 Subdivision 1. **Conversion requirements.** Pursuant to this section, sections
 34.9 322C.1008 to 322C.1010, and a plan of conversion, an organization other than a limited
 34.10 liability company, a foreign limited liability company, a nonprofit corporation, or an
 34.11 organization owning assets irrevocably dedicated to a charitable purpose, may convert
 34.12 to a limited liability company other than a nonprofit limited liability company, and a
 34.13 limited liability company other than a nonprofit limited liability company may convert to
 34.14 an organization other than a foreign limited liability company, or a corporation governed
 34.15 by chapter 304A, if:

- 34.16 (1) the other organization's governing statute authorizes the conversion;
 34.17 (2) the conversion is not prohibited by other law of this state or the law of the
 34.18 jurisdiction that enacted the other organization's governing statute; and
 34.19 (3) the other organization complies with its governing statute in effecting the
 34.20 conversion.

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

34.22 Sec. 21. Minnesota Statutes 2014, section 322C.1011, subdivision 1, is amended to read:

34.23 Subdivision 1. **Foreign limited liability company.** A foreign limited liability
 34.24 company may become a limited liability company pursuant to this section, sections
 34.25 322C.1011 to 322C.1013, and a plan of domestication if:

- 34.26 (1) the foreign limited liability company's governing statute authorizes the
 34.27 domestication, whether described by the laws of the foreign jurisdiction as a domestication,
 34.28 a conversion, or otherwise;
 34.29 (2) the domestication is not prohibited by the law of the jurisdiction that enacted
 34.30 the governing statute; and
 34.31 (3) the foreign limited liability company complies with its governing statute in
 34.32 effecting the domestication.

34.33 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

35.1 Sec. 22. Minnesota Statutes 2014, section 322C.1011, subdivision 2, is amended to read:

35.2 Subd. 2. **Domestic limited liability company.** A limited liability company may
 35.3 become a foreign limited liability company pursuant to this section, sections 322C.1011 to
 35.4 322C.1013, and a plan of domestication if:

35.5 (1) the foreign limited liability company's governing statute authorizes the
 35.6 domestication, whether described by the laws of the foreign jurisdiction as a domestication,
 35.7 a conversion, or otherwise;

35.8 (2) the domestication is not prohibited by the law of the jurisdiction that enacted
 35.9 the governing statute; and

35.10 (3) the foreign limited liability company complies with its governing statute in
 35.11 effecting the domestication.

35.12 **EFFECTIVE DATE.** This section is effective retroactively from August 1, 2015.

35.13 ARTICLE 3

35.14 RECEIVERSHIPS AND ASSIGNMENTS

35.15 Section 1. Minnesota Statutes 2014, section 559.17, subdivision 2, is amended to read:

35.16 Subd. 2. **Assignment; conditions.** A mortgagor may assign, as additional security
 35.17 for the debt secured by the mortgage, the rents and profits from the mortgaged real
 35.18 property, if the mortgage:

35.19 (1) was executed, modified or amended subsequent to August 1, 1977;

35.20 (2) secured an original principal amount of \$100,000 or more or is a lien upon
 35.21 residential real estate containing more than four dwelling units; and

35.22 (3) is not a lien upon property which was:

35.23 (i) entirely homesteaded as agricultural property; or

35.24 (ii) residential real estate containing four or fewer dwelling units where at least
 35.25 one of the units is homesteaded. The assignment may be enforced, but only against the
 35.26 nonhomestead portion of the mortgaged property, as follows:

35.27 (a) if, by the terms of an assignment, a receiver is to be appointed upon the
 35.28 occurrence of some specified event, and a showing is made that the event has occurred,
 35.29 the court shall, without regard to waste, adequacy of the security, or solvency of the
 35.30 mortgagor, appoint a receiver who shall, with respect to the excess cash remaining after
 35.31 application as provided in section 576.25, subdivision 5, apply it as prescribed by the
 35.32 assignment. If the assignment so provides, the receiver shall apply the excess cash in the
 35.33 manner set out herein from the date of appointment through the entire redemption period

36.1 from any foreclosure sale. Subject to the terms of the assignment, the receiver shall have
 36.2 the powers and duties as set forth in section 576.25, subdivision 5; or

36.3 (b) if no provision is made for the appointment of a receiver in the assignment or if by
 36.4 the terms of the assignment a receiver may be appointed, the assignment shall be binding
 36.5 upon the assignor unless or until a receiver is appointed without regard to waste, adequacy
 36.6 of the security or solvency of the mortgagor, but only in the event of default in the terms and
 36.7 conditions of the mortgage, and only in the event the assignment requires the holder thereof
 36.8 to first apply the rents and profits received as provided in section 576.25, subdivision 5, or,
 36.9 as to an assignment executed prior to August 1, 2012, as provided in Minnesota Statutes
 36.10 2010, section 576.01, subdivision 2, in which case the same shall operate against and be
 36.11 binding upon the occupiers of the premises from the date of recording by the holder of the
 36.12 assignment in the office of the county recorder or the office of the registrar of titles for the
 36.13 county in which the property is located of a notice of default in the terms and conditions
 36.14 of the mortgage and service of a copy of the notice upon the occupiers of the premises.
 36.15 The holder of the assignment shall apply the rents and profits received in accordance with
 36.16 the terms of the assignment, and, if the assignment so provides, for the entire redemption
 36.17 period from any foreclosure sale. A holder of an assignment who enforces it in accordance
 36.18 with this clause shall not be deemed to be a mortgagee in possession with attendant liability.

36.19 Nothing contained herein shall prohibit the right to reinstate the mortgage
 36.20 debt granted pursuant to section 580.30, nor the right to redeem granted pursuant to
 36.21 sections 580.23 and 581.10, and any excess cash, as that term is used herein, collected
 36.22 by the receiver under clause (a), or any rents and profits taken by the holder of the
 36.23 assignment under clause (b), shall be credited to the amount required to be paid to effect
 36.24 a reinstatement or redemption.

36.25 Sec. 2. Minnesota Statutes 2014, section 576.22, is amended to read:

36.26 **576.22 APPLICABILITY OF CHAPTER AND OF COMMON LAW.**

36.27 (a) This chapter applies to receiverships provided for in section 576.25, subdivisions
 36.28 2 to 6, and to receiverships:

36.29 (1) pursuant to section 193.147, in connection with a mortgage on an armory;

36.30 (2) pursuant to section 223.17, subdivision 8, paragraph (b), in connection with
 36.31 a defaulting grain buyer;

36.32 (3) pursuant to section 232.22, subdivision 7, paragraph (c), in connection with a
 36.33 defaulting public grain warehouse;

36.34 (4) pursuant to section 296A.22, in connection with nonpayment of tax;

- 37.1 (5) pursuant to ~~section~~ sections 302A.751, 302A.753, 308A.941, 308A.945,
37.2 308B.931, 308B.935, 317A.751, 317A.753, ~~or~~ 322B.833, and 322B.836, or in an action
37.3 relating to the dissolution of an a foreign entity and ~~relating to, in like cases,~~ with property
37.4 within the state of ~~foreign entities~~;
- 37.5 (6) pursuant to section 321.0703, in connection with the rights of a creditor of a
37.6 partner or transferee;
- 37.7 (7) pursuant to section 322.22, in connection with the rights of creditors of limited
37.8 partners;
- 37.9 (8) pursuant to section 323A.0504, in connection with a partner's transferable interest;
- 37.10 (9) pursuant to section 453.55, in connection with bonds and notes;
- 37.11 (10) pursuant to section 453A.05, in connection with bonds and notes;
- 37.12 (11) pursuant to section 513.47, in connection with a proceeding for relief with
37.13 respect to a transfer fraudulent as to a creditor or creditors;
- 37.14 (12) pursuant to section 514.06, in connection with the severance of a building
37.15 and resale;
- 37.16 (13) pursuant to section 515.23, in connection with an action by a unit owners'
37.17 association to foreclose a lien for nonpayment of delinquent assessments against
37.18 condominium units;
- 37.19 (14) pursuant to section 518A.71, in connection with the failure to pay, or to provide
37.20 security for, maintenance or support payments;
- 37.21 (15) pursuant to section 559.17, in connection with assignments of rents; however,
37.22 any receiver appointed under section 559.17 shall be a limited receiver, and the court shall
37.23 apply the provisions of this chapter to the extent not inconsistent with section 559.17;
- 37.24 (16) pursuant to section 571.84, in connection with a garnishee in possession of
37.25 property subject to a garnishment proceeding;
- 37.26 (17) pursuant to section 575.05, in connection with property applied to judgment;
- 37.27 (18) pursuant to section 575.06, in connection with adverse claimants;
- 37.28 (19) pursuant to sections 582.05 to 582.10, in connection with mortgage
37.29 foreclosures; however, any receiver appointed under sections 582.05 to 582.10 shall be a
37.30 limited receiver, and the court shall apply the provisions of this chapter to the extent not
37.31 inconsistent with sections 582.05 to 582.10;
- 37.32 (20) pursuant to section 609.904, in connection with criminal penalties; or
- 37.33 (21) pursuant to section 609.907, in connection with preservation of property
37.34 subject to forfeiture.

38.1 (b) This chapter does not apply to any receivership in which the receiver is a state
38.2 agency or in which the receiver is appointed, controlled, or regulated by a state agency
38.3 unless otherwise provided by law.

38.4 (c) In receiverships not specifically referenced in paragraph (a) or (b), the court, in
38.5 its discretion, may apply provisions of this chapter to the extent not inconsistent with
38.6 the statutes establishing the receiverships.

38.7 (d) Unless explicitly displaced by this chapter, the provisions of other statutory law
38.8 and the principles of common law remain in full force and effect and supplement the
38.9 provisions of this chapter.

38.10 Sec. 3. Minnesota Statutes 2014, section 576.29, subdivision 1, is amended to read:

38.11 Subdivision 1. **Powers.** (a) A receiver, whether general or limited, shall have the
38.12 following powers in addition to those specifically conferred by this chapter or otherwise
38.13 by statute, rule, or order of the court:

38.14 (1) the power to collect, control, manage, conserve, and protect receivership property;

38.15 (2) the power to incur and pay expenses incidental to the receiver's exercise of the
38.16 powers or otherwise in the performance of the receiver's duties;

38.17 (3) the power to assert rights, claims, causes of action, or defenses that relate to
38.18 receivership property; and

38.19 (4) the power to seek and obtain instruction from the court with respect to any
38.20 matter relating to the receivership property, the exercise of the receiver's powers, or the
38.21 performance of the receiver's duties.

38.22 (b) In addition to the powers provided in paragraph (a), a general receiver shall
38.23 have the power:

38.24 (1) to (i) assert, or when authorized by the court, to release, any rights, claims, causes
38.25 of action, or defenses of the respondent to the extent any rights, claims, causes of action,
38.26 or defenses are receivership property; (ii) maintain in the receiver's name or in the name of
38.27 the respondent any action to enforce any right, claim, cause of action, or defense; and (iii)
38.28 intervene in actions in which the respondent is a party for the purpose of exercising the
38.29 powers under this clause or requesting transfer of venue of the action to the court;

38.30 (2) to pursue any claim or remedy that may be asserted by a creditor of the
38.31 respondent under sections 513.41 to 513.51;

38.32 (3) to compel any person, including the respondent, and any party, by subpoena
38.33 pursuant to Rule 45 of the Minnesota Rules of Civil Procedure, to give testimony or to
38.34 produce and permit inspection and copying of designated books, documents, electronically

39.1 stored information, or tangible things with respect to receivership property or any other
 39.2 matter that may affect the administration of the receivership;

39.3 (4) to operate any business constituting receivership property in the ordinary course
 39.4 of the business, including ~~the use, sale,~~ using, selling, or ~~lease of~~ leasing property of the
 39.5 business or otherwise constituting receivership property, ~~and the~~; incurring and payment
 39.6 of expenses of the business or other receivership property; and hiring employees and
 39.7 appointing officers to act on behalf of the business;

39.8 (5) if authorized by an order of the court following notice and a hearing, to use,
 39.9 improve, sell, or lease receivership property other than in the ordinary course of business;
 39.10 and

39.11 (6) if appointed pursuant to section 302A.753, 308A.945, 308B.935, 317A.753, or
 39.12 322B.836, to exercise all of the powers and authority provided by the section or order of
 39.13 the court.

39.14 Sec. 4. Minnesota Statutes 2014, section 576.30, is amended to read:

39.15 **576.30 RECEIVER AS LIEN CREDITOR; REAL ESTATE PROPERTY**
 39.16 **RECORDING; SUBSEQUENT SALES OF REAL ESTATE PROPERTY.**

39.17 Subdivision 1. **Receiver as lien creditor.** As of the time of appointment, the
 39.18 receiver shall have the powers and priority as if it were a creditor that obtained a judicial
 39.19 lien at the time of appointment pursuant to sections 548.09 and 550.10 on all of the
 39.20 receivership property, subject to satisfying the recording requirements as to real property
 39.21 described in subdivision 2.

39.22 Subd. 2. **Real estate property recording.** If any interest in real estate property is
 39.23 included in the receivership property, a notice of lis pendens shall be recorded as soon as
 39.24 practicable with the county recorder or registrar of titles, as appropriate, of the county
 39.25 in which the real property is located. The priority of the receiver as lien creditor against
 39.26 real property shall be from the time of recording of the notice of lis pendens, except as to
 39.27 persons with actual or implied knowledge of the appointment under section 507.34.

39.28 Subd. 3. **Subsequent sales of real estate property.** The following documents are
 39.29 prima facie evidence of the authority to sell and convey the real property:

39.30 (1) the notice of lis pendens;

39.31 (2) a court order authorizing the receiver to sell real property certified by the court
 39.32 administrator, and a deed executed by the receiver recorded with the county recorder or
 39.33 registrar of titles, as appropriate, of the county in which the real property is located, and
 39.34 upon execution of the deed by the receiver shall be prima facie evidence of the authority

40.1 ~~of authorizing the receiver to sell and convey, or cause the respondent to sell, real property~~
 40.2 ~~described in the deed;~~ and

40.3 (3) a deed executed by the receiver, or by the respondent if authorized by the court.

40.4 The court may also require a motion for an order for sale of the real property or a
 40.5 motion for an order confirming sale of the real property.

40.6 Sec. 5. Minnesota Statutes 2014, section 576.45, subdivision 3, is amended to read:

40.7 Subd. 3. **Termination by receiver.** For good cause, the court may authorize the
 40.8 receiver to terminate an executory contract. The receiver's right to possess or use property
 40.9 or receive services pursuant to the executory contract shall terminate at the termination of
 40.10 the executory contract. Except as to the claim against the receivership under subdivision 1,
 40.11 if a termination of an executory contract constitutes a breach of the executory contract, the
 40.12 termination shall create a claim equal to the damages, if any, for a breach of the contract as
 40.13 if the breach of contract had occurred immediately before the time of appointment. Any
 40.14 claim arising under this section for termination of an executory contract shall be presented
 40.15 or filed in the same manner as other claims in the receivership no later than the later of:
 40.16 (1) the time set for filing of claims in the receivership; or (2) 28 days after the notice by
 40.17 the receiver of the termination of the executory contract.

40.18 Sec. 6. Minnesota Statutes 2014, section 576.47, is amended to read:

40.19 **576.47 ABANDONMENT OF PROPERTY.**

40.20 The court may authorize the receiver to abandon to the respondent any receivership
 40.21 property that is burdensome or is not of material value to the receivership. ~~Property that is~~
 40.22 ~~abandoned is no longer receivership property.~~

40.23 Sec. 7. Minnesota Statutes 2014, section 577.12, is amended to read:

40.24 **577.12 REQUISITES.**

40.25 A person may execute a written assignment of property to one or more assignees for
 40.26 the benefit of creditors in conformity with the provisions of this chapter. Every assignment
 40.27 for the benefit of creditors subject to this chapter made by an assignor of the whole or any
 40.28 part of the assignor's property, real or personal, for the benefit of creditors, shall be: (1) to
 40.29 a resident of the state person eligible to be a receiver under section 576.26, in writing,
 40.30 subscribed and acknowledged by the assignor, and (2) filed by the assignor or the assignee
 40.31 with the court administrator of the district court of the county in which the assignor, or
 40.32 one of the assignors if there is more than one, resides, or in which the principal place
 40.33 of business of an assignor engaged in business is located. The district court shall have

41.1 supervision over the assignment property and of all proceedings under this chapter. The
 41.2 assignee shall be deemed to have submitted to the jurisdiction of the district court.

41.3 Sec. 8. Minnesota Statutes 2014, section 577.15, is amended to read:

41.4 **577.15 ASSIGNEE AS LIEN CREDITOR; REAL ESTATE PROPERTY**
 41.5 **RECORDING.**

41.6 Subdivision 1. **Assignee as lien creditor.** As of the filing of the assignment, the
 41.7 assignee shall have the powers and priority of a creditor that obtained a judicial lien at
 41.8 the time of assignment pursuant to sections 548.09 and 550.10 on all of the assignment
 41.9 property subject to satisfying the recording requirements as to real property described in
 41.10 subdivision 2.

41.11 Subd. 2. **Real estate property recording.** If any interest in real estate property is
 41.12 included in the assignment property, the assignment shall be effective as a deed, ~~and~~. A
 41.13 notice of a lis pendens shall be recorded as soon as practicable with the county recorder
 41.14 or registrar of titles, as appropriate, of the county in which the real property is located.
 41.15 The priority of the assignee as lien creditor against real property shall be from the time
 41.16 of recording of the notice of lis pendens, except as to persons with actual or implied
 41.17 knowledge of the assignment under section 507.34. A short form of the assignment
 41.18 executed acknowledged by the assignor and certified by the court administrator assignee
 41.19 and a deed executed by the assignee shall be recorded with the county recorder or registrar
 41.20 of titles, as appropriate, of the county in which the real property is located, and upon
 41.21 execution of the deed by the assignee shall be prima facie evidence of the authority of
 41.22 the assignee to convey the real property described in the assignment. The short form of
 41.23 the assignment shall contain the following information:

41.24 (1) the identity of the assignor and assignee;

41.25 (2) the legal description of the real property;

41.26 (3) the date of the assignment; and

41.27 (4) a statement that the assignor has made an assignment under this chapter, and that
 41.28 the assignment has been accepted by the assignee.

APPENDIX
Article locations in S2328-1

ARTICLE 1	PROBATE	Page.Ln 1.21
ARTICLE 2	BUSINESS ORGANIZATIONS	Page.Ln 20.1
ARTICLE 3	RECEIVERSHIPS AND ASSIGNMENTS	Page.Ln 35.13