

CHAPTER 303

FOREIGN CORPORATIONS

303.02 DEFINITIONS

HISTORY. 1935 c 200 s 1; 1953 c 368 s 1.

NOTE: Definition of corporation inapplicable to nonprofit corporations, see section 317.03.

303.03 FOREIGN CORPORATION MUST HAVE CERTIFICATE OF AUTHORITY

Insurance coverage written by an insurer not licensed to do business in Minnesota and sold by an unlicensed agent was insufficient to comply with the requirements for a permit to fly over a wilderness area. OAG June 2, 1950 (234-A).

A foreign corporation, carrying on a collection business exclusively by mail, need not file a bond or qualify as a foreign corporation doing business in the state. OAG May 22, 1951 (828-E).

303.04 ENGAGED IN BANKING; LIMITATION

HISTORY. 1933 c 200 s 3; 1941 c 164 s 1; 1949 c 427 s 1; 1951 c 219 s 1.

It is the intent, under section 303.04, that a foreign corporation authorized to do business in Minnesota, such as making real estate loans, shall have no greater field of operation than a domestic corporation doing business under MSA, Chapter 51. The territory may be enlarged under the provisions of sections 45.04 to 45.08. OAG Aug. 18, 1949 (53-A-22).

303.05 NAMES OF CORPORATIONS

HISTORY. 1935 c 200 s 4; 1951 c 550 s 77.

303.06 APPLICATION FOR CERTIFICATE OF AUTHORITY

A restated certificate of incorporation prepared in accordance with New York Laws 1949, Chapter 804, Section 1, complies with the requirement of MSA, Section 303.06, Subdivision 2, requiring authenticated copies of articles of incorporation to be filed by foreign corporations. OAG Oct. 5, 1949 (92-C).

303.09 POWERS SAME AS DOMESTIC CORPORATIONS

Dissolution of a foreign corporation in the state of its domicile as notice in Minnesota; defects in title protected by recording act. 32 MLR 514.

Assignment of contract for deed by a foreign corporation after its dissolution in state of its domicile. 32 MLR 517.

303.10 OFFICE AND AGENT

HISTORY. 1935 c 200 s 9, 10; 1953 c 221 s 1.

Where a foreign corporation employed a district manager to supervise other employees working in a several state territory, which included Minnesota, for the purpose of encouraging the sale of the corporation's product, and such activities resulted in the establishment of a substantial volume of goods into the state, the corporation was doing business within the state so as to be amenable to suit. The foreign corporation's district manager was a proper "agent" upon whom service of process could be served. Schilling v Roux, M, 59 NW(2d) 907.

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In view of the fact that the problem of whether a corporation was doing business within the state so as to be amenable to suit within the state involved a determination of due process under the federal Constitution, and decision of the United States Supreme Court is determinative of the problem. *Schilling v Roux*, M, 59 NW(2d) 907.

A Michigan automobile sales company which had a regional sales manager and service manager with an office in Minneapolis but which had no bank account and made no sales in Minnesota, was not "doing business" in Minnesota, and jurisdiction therefor could not be had of the company in a personal action against it by service of process upon its regional manager. *Myers Motors Inc. v Kaiser-Frazer Sales Corp.*, 76 F. Supp. 291.

303.13 SERVICE OF PROCESS

Jurisdiction over foreign corporation doing a single act within the state. 36 MLR 264.

Maintenance in Minnesota by a foreign corporation of a service representative who, in addition to soliciting orders, gives instructions in the use of the company's products, handles complaints, and acts as company representative in making adjustments constitutes doing business in the state rendering the corporation subject to process by service on such representative. *Jensen v Van Norman Co.*, 105 F. Supp. 778.

A railroad company having no trackage in Minnesota, which never designated any person as agent to accept service, and maintained an office only for the purpose of soliciting business and receiving and forwarding claims, is not "doing business" in Minnesota and is not amenable to process. *Watterson v New York Central System*, 111 F. Supp. 448.

303.17 LICENSE, REVOCATION

HISTORY. Amended, 1951 c 220 s 1.

Dissolution of a foreign corporation in the state of its domicile as notice in Minnesota; defects in title protected by recording act. 32 MLR 514.

303.21 FEES

NOTE: Merger with a nonprofit foreign corporation owning real property in Minnesota. See, sections 317.42, 317.43.

303.25 FOREIGN TRUST ASSOCIATIONS OF A CONTERMINOUS STATE, POWERS

HISTORY. 1953 c 368 s 2.

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304.01-304.16 Repealed, 1947 c 219 s 1.