

## CHAPTER 315

## CORPORATIONS, ASSOCIATIONS; RELIGIOUS

**315.01 FORMATION; TRUSTEES, ELECTION, APPOINTMENT, DESIGNATION**

NOTE: The provisions of section 317.06 (1) do not apply to (a) co-operative associations, (b) public cemetery corporations and associations, (c) private cemeteries, (d) non-profit medical service plan corporation, and (e) non-profit hospital service plan corporation; (2) religious corporations authorized by Minnesota Statutes, Chapter 315, may be formed under that chapter or under chapter 317 but (3) the provisions of chapter 317 do not apply to a religious corporation formed under chapter 315, unless that corporation has elected to come under chapter 317 in the manner prescribed by section 317.04, subdivision 3.

**315.02 CERTIFICATE OF ELECTION OF TRUSTEES**

HISTORY. RS 1851 c 36 s 25; PS 1858 c 17 s 39; GS 1866 c 34 s 88; 1877 c 21 s 1; GS 1878 c 34 s 229; 1881 c 36 s 1, 2; GS 1894 s 3043; RL 1905 s 3142; GS 1913 s 6602; GS 1923 s 7973; MS 1927 s 7973.

**315.06 TRUSTEES; TERMS, ELECTION; QUORUM**

HISTORY. RS 1851 c 36 s 14-16; PS 1858 c 17 s 28-30; GS 1866 c 34 s 78-80; GS 1878 c 34 s 219-221; 1881 c 36 s 3, 4; GS 1894 s 3032-3034; RL 1905 s 3136; GS 1913 s 6596; GS 1923 s 7967; MS 1927 s 7967.

**315.08 DEFINITIONS**

HISTORY. RS 1851 c 36 s 22; PS 1858 c 17 s 36; GS 1866 c 34 s 85; 1867 c 17 s 1; 1872 c 54 s 1; GS 1878 c 34 s 226; 1889 c 223 s 1; 1893 c 81 s 1; GS 1894 s 3038; RL 1905 s 3138; GS 1913 s 6598; GS 1923 s 7969; 1925 c 194 s 1; MS 1927 s 7969.

**315.14 LANDS HELD IN TRUST**

HISTORY. RS 1851 c 36 s 24; 1856 c 1; PS 1858 c 17 s 38; GS 1866 c 34 s 87; GS 1878 c 34 s 228; GS 1894 s 3040; RL 1905 c 3140; GS 1913 s 6600; GS 1923 s 7971; MS 1927 s 7971.

**315.19 ARTICLES AMENDED**

If it is decided to amend the articles of incorporation of a parish of the Protestant Episcopal Church as to the time of holding the annual parish meeting proceedings may be had under section 315.19, but if the amending to the articles relate to matters other than the annual parish meeting the procedure prescribed by section 315.30 must be followed. OAG June 30, 1948 (102-B-3).

**315.21 INCORPORATION**

No specific procedure is prescribed by statute as to religious corporations. OAG April 30, 1947 (102-B-3).

The test of the exemption of church property is two-fold. The organization holding the property must be organized for church purposes and the property involved must be actually used for church purposes. The question of exemption resolves itself into a fact question determined by the articles of incorporation, mode of operation, use of the property, and other facts. OAG June 2, 1952 (414-D-6).

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## 315.30 CORPORATIONS, ASSOCIATIONS; RELIGIOUS

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### 315.30 AMENDMENT OF CERTIFICATE

HISTORY. 1879 c 92 s 1, 2; GS 1878 Vol 2 (1888 Supp) c 34 s 232a, 232b; GS 1894 s 3076, 3077; RL 1905 s 3156; GS 1913 s 6616; GS 1923 s 7995; MS 1927 s 7995.

## CHAPTER 316

### ACTIONS RESPECTING CORPORATIONS

#### 316.01 MODE OF PROSECUTION

NOTE: Sections 316.07 to 316.09, 316.11, 316.14 to 316.23 do not apply to business corporations subject to chapter 301.

#### 316.05 SEQUESTRATION, RECEIVER; DISTRIBUTION

Priority in banking proceedings and the effect of liens upon distribution of insolvent estates between federal and state claims relating to unemployment taxes. 31 MLR 479.

The appointment of a receiver in connection with sequestration proceedings is in the nature of an equitable attachment, a quasi in rem proceeding in which creditors seek to compel satisfaction of their personal claims against the defendant corporation out of the attached assets, and the court has jurisdiction in the same proceeding to obtain property claim against the corporation. *Schwartz v First Trust Co.*, 236 M 165, 52 NW(2d) 290.

#### 316.07 DISSOLUTION ON PETITION OF CORPORATION

The law of the state wherein a corporation is created governs as to its dissolution, and its right to exercise its functions and where a corporation is dissolved in the parent state, such act is effective in other states. *Kratky v Andrews*, 224 M 386, 28 NW(2d) 624.

#### 316.11 RECEIVER; APPOINTMENT, DUTIES

HISTORY. RS 1851 c 42 s 9; PS 1858 c 17 s 347; GS 1866 c 34 s 166, 168, 170, 171; GS 1878 c 34 s 415, 417, 419, 420; 1887 c 70; GS 1894 s 3430, 3432, 3434, 3435; RL 1905 s 3178; GS 1913 s 6639; GS 1923 s 8019; MS 1927 s 8019.

#### 316.12 INSOLVENT BANKS AND INSURANCE COMPANIES

Right of corporation to remuneration received by a shareholder in out-of-court settlement of a derivative suit. 32 MLR 180.

#### 316.13 FORFEITURE OF CHARTER; RECEIVER; SUIT BY CREDITOR

Derivative suits; effect of majority shareholders' vote not to sue directors. 35 MLR 401.

#### 316.19 ENFORCEMENT OF STOCKHOLDERS' LIABILITY; HEARING; ORDER

HISTORY. 1899 c 272 s 4, 5; RL 1905 s 3186; GS 1913 s 6647; GS 1923 s 8027; 1925 c 272 s 2; MS 1927 s 8027; 1931 c 205 s 1.

Venue of stockholder's derivative action where there is a diversity of citizenship. 37 MLR 288.