

CHAPTER 303

FOREIGN CORPORATIONS

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303.01 [Unnecessary]

303.02 DEFINITIONS. Subdivision 1. **Terms.** For the purposes of this chapter the terms defined in this section have the meanings ascribed to them.

Subd. 2. **Corporation.** In addition to the meaning set forth in Minnesota Statutes, Section 300.02, Subdivision 2, "corporation" means a corporation formed for profit.

Subd. 3. **Foreign trust association of a conterminous state.** "Foreign trust association of a conterminous state" includes every banking and trust association or corporation organized under the laws of any state conterminous with this state having the power to act as executor, administrator, trustee, or guardian, and every national banking association maintaining its principal office in any state conterminous with this state which is granted permission by the federal reserve board to act in a fiduciary capacity under the provisions of Subsection K of Section 11 of the Federal Reserve Act, as amended.

Subd. 4. **Foreign corporation.** "Foreign corporation" does not include any corporation which, under the constitution and statutes of the United States, may transact business in this state without first obtaining a certificate of authority so to do, insurance companies as defined by Minnesota Statutes, Section 60.02, and any banking or trust association or corporation or national banking association acting in this state as an executor, administrator, trustee, or guardian under section 303.25.

Subd. 5. **Address.** "Address" includes the name of the post office, street and number, if any, or name of building and the room or office number therein when customarily used as a part of a mailing address.

Subd. 6. **Process.** "Process" means any statutory notice or demand required or permitted to be served on a natural person or a corporation, and includes the summons in a civil action, and any process which may be issued in any action or proceeding in any court.

Subd. 7. **Articles of incorporation.** "Articles of incorporation" means the original articles of incorporation, all articles or certificates of amendment thereof, articles of consolidation or merger, and certificates filed or issued in connection with reduction of stated capital.

[1935 c 200 s 1; 1953 c 368 s 1] (7495-1)

303.03 FOREIGN CORPORATIONS MUST HAVE CERTIFICATE OF AUTHORITY. No foreign corporation shall transact business in this state unless it holds a certificate of authority so to do; and no foreign corporation whose certificate of authority shall have been revoked or canceled pursuant to the provisions of this chapter shall be entitled to obtain a certificate of authority except in accordance with the provisions of section 303.19.

[1935 c. 200 s. 2] (7495-2)

303.04 ENGAGING IN BANKING; LIMITATION. No foreign corporation shall transact in this state the business which only a bank, trust company, or savings, building and loan association may transact in this state. Any such foreign corporation may apply for, in the manner hereinafter set forth, and obtain a certificate of authority to transact in this state the business of making real estate loans; pro-

vided, that any savings and loan, building and loan, or savings, building and loan association organized under the laws of another state and having or hereafter obtaining a certificate of authority to transact in this state the business of making real estate loans, shall confine its fields of operation exclusively to that area in Minnesota which lies within a 50-mile radius of the association's principal place of business in the state in which it is organized; provided, however, that any such association may also transact such business in any county in the State of Minnesota which lies contiguous or adjacent to the county in which the association's principal place of business in the state in which it is organized lies, and in any county in this state in which such association has, prior to the passage of this act, been authorized to do such business by an order by the Minnesota Department of Commerce made under applicable Minnesota Statutes.

[1935 c 200 s 3; 1941 c 164 s 1; 1949 c 427 s 1; 1951 c 219 s 1] (7495-3)

303.05 NAMES OF CORPORATIONS. Subdivision 1. **Certificate of authority, when not issued.** No certificate of authority shall be issued to a foreign corporation the name of which would be prohibited to a corporation which might then be formed under the provisions of sections 301.01 to 301.61, or under the Minnesota Nonprofit Corporation Act; provided, that, if the name of such corporation does not end with the word "corporation," or the word "incorporated," or the abbreviation "Inc.," or does not contain the word "company" or the abbreviation "Co." not immediately preceded by the word "and" or the character "&," a certificate of authority may be issued to it if it agrees in its application for a certificate of authority to add at the end of its name the word "incorporated" or the abbreviation "Inc." in transacting business within this state. The name of such corporation may contain the word "cooperative" if it is a cooperative corporation generally similar to the kind which might then be organized under the laws of this state.

Subd. 2. **Application.** Nothing in this section shall abrogate or limit the law as to unfair competition or unfair practices nor derogate from the common law, the principles of equity, the statutes of this state or of the United States with respect to the right to acquire and protect trade names.

Subd. 3. **Injunction.** If a foreign corporation does business in this state under a name prohibited by this section, the courts of this state having equity jurisdiction may, upon the application of the state or of any person, unincorporated association, or corporation interested or affected, enjoin such foreign corporation from doing business in this state under such name, whether or not a certificate of authority shall have been issued to such foreign corporation.

[1935 c 200 s 4; 1951 c 550 s 77] (7495-4)

303.06 APPLICATION FOR CERTIFICATION OF AUTHORITY. Subdivision 1. **Contents.** In order to procure a certificate of authority to transact business in this state, a foreign corporation shall make application therefor to the secretary of state, which application shall set forth:

(1) The name of the corporation and the state or country under the laws of which it is organized;

(2) If the name of the corporation does not end with the word "Corporation" or the word "Incorporated," or the abbreviation "Inc.," or does not contain the word "Company" or the abbreviation "Co." not immediately preceded by the word "and" or the character "&," then the name of the corporation with the word or abbreviation which it agrees to add thereto for use in this state;

(3) The date of its incorporation and the period of its duration;

(4) The address of its principal office in the state or country under the laws of which it is organized;

(5) The address of its proposed registered office in this state and the name of its proposed registered agent in this state;

(6) That it irrevocably consents to the service of process upon it as set forth in section 303.13, or any amendment thereto;

(7) The names and respective addresses of its directors and officers;

(8) A statement of the aggregate number of shares having par value and of shares without par value which it shall have authority to issue, itemized by classes and series;

(9) A statement of the aggregate number of its issued or allotted shares having par value and of shares without par value, itemized by classes and series; and

(10) A statement that the officers executing the application have been duly authorized so to do by the board of directors of the corporation.

Subd. 2. **Forms.** Such application shall be made on forms prescribed and furnished by the secretary of state, and shall be executed, acknowledged, and verified by its president or a vice-president, and by its secretary or an assistant secretary, and delivered to the secretary of state with authenticated copies of its articles of incorporation.

[1935 c. 200 s. 5] (7495-5)

303.07 INITIAL LICENSE FEE. At the time of making application for a certificate of authority the foreign corporation making such application shall pay to the state treasurer the sum of \$100 as an initial license fee.

[1935 c 200 s 6; 1955 c 820 s 29 (7495-6)]

303.08 ISSUANCE OF CERTIFICATE OF AUTHORITY. Subdivision 1. **By secretary of state.** If the application be according to law, the secretary of state, when all fees and charges have been paid as required by law, shall file in his office the application and the copy of the articles of incorporation, and shall issue and record a certificate of authority to transact business in this state.

Subd. 2. **Contents.** The certificate of authority shall contain the name of the corporation, the state or country of organization, the period of duration of its corporate existence, the address of its registered office in this state, and a statement that it is authorized to transact business in this state.

Subd. 3. **Filed with register of deeds.** The secretary of state shall thereupon transmit such certificate of authority, together, together with a fee of \$1, to the register of deeds of the county in which the registered office of the corporation in this state is situated. The register of deeds shall thereupon record such certificate for such fee.

[1935 c. 200 s. 7] (7495-7)

303.09 POWERS SAME AS DOMESTIC CORPORATION. After the issuance of a certificate of authority by the secretary of state and until cancelation or revocation thereof or issuance of a certificate of withdrawal, the corporation shall possess within this state the same rights and privileges that a domestic corporation would possess if organized for the purposes set forth in the articles of incorporation of such foreign corporation pursuant to which its certificate of authority is issued, and shall be subject to the laws of this state.

[1935 c. 200 s. 8] (7495-8)

303.10 OFFICE AND AGENT. Subdivision 1. **Maintenance.** Each foreign corporation authorized to transact business in this state shall have and continuously maintain in this state:

(1) A registered office which may, but need not be the same as its place of business in this state;

(2) A registered agent, which agent may be either an individual, resident in this state, whose business office is identical with such registered office, or a corporation having a business office identical with such registered office.

Subd. 2. **Change of location and address; revoke of agent's appointment; new agent.** A foreign corporation may, from time to time, change the location and address of its registered office. It may revoke the appointment of a registered agent, provided it shall at the same time file an appointment of a new registered agent. It shall appoint a new registered agent in case of vacancy in the office, whether by death, resignation, or otherwise, or because of the disqualification or incapacity of its registered agent. Such changes may be made by filing in the office of the secretary of state a statement setting forth:

(1) The name of the corporation;

(2) The address of its registered office;

(3) If the address of its registered office is to be changed, the address to which the registered office is to be changed;

(4) The name of its then registered agent;

(5) If its registered agent is to be changed, the name of its successor registered agent; and

(6) That such change was authorized by resolution duly adopted by its board of directors.

Such statement shall be executed, acknowledged, and verified by its president or a vice-president, and by its secretary or an assistant secretary.

[1935 c 200 s 9, 10; 1953 c 221 s 1] (7495-9, 7495-10)

303.11 NOTICE OF CHANGES, WHERE FILED. Each foreign corporation authorized to transact business in this state, whenever its articles of incorporation

are amended, whenever its stated capital shall be reduced, or whenever it shall be a party to a statutory merger or consolidation, shall forthwith file in the office of the secretary of state a copy of such amendment or articles of merger or consolidation, duly authenticated by the proper officer of the state or country under the laws of which such corporation is organized, or a copy of the instrument with reference to such reduction of stated capital required to be filed or recorded in a public office in the state or country under the laws of which such corporation is organized, duly authenticated by the proper public officer, as the case may be.

[1935 c. 200 s. 11] (7495-11)

303.12 CERTIFICATE OF CHANGES TO BE RECORDED WITH REGISTER OF DEEDS. If a foreign corporation changes the address of its registered office, or changes its name, or changes the duration of its corporate existence, the secretary of state, after instruments with reference to such change shall have been filed in his office, and when all fees and charges have been paid as required by law, shall issue and record an amended certificate of authority, and shall thereupon transmit such certificate, together with a fee of \$1 to the register of deeds of the county in which the registered office of the corporation in this state is situated. The register of deeds shall thereupon record such certificate for such fee. If the address of its registered office has been changed from one county to another county, then a certified copy of such certificate, together with a fee of \$1, shall be transmitted by the secretary of state to the register of deeds of the county to which such registered office is changed, and such register of deeds shall thereupon record such certificate for such fee.

[1935 c. 200 s. 12] (7495-12)

303.13 SERVICE OF PROCESS. Subdivision 1. **Foreign corporation.** A foreign corporation shall be subject to service of process, as follows:

(1) By service thereof on its registered agent;

(2) When any foreign corporation authorized to transact business in this state shall fail to appoint or maintain in this state a registered agent upon whom service of process may be had, or whenever any such registered agent cannot be found at its registered office in this state, as shown by the return of the sheriff of the county in which such registered office is situated, or whenever any corporation shall have withdrawn from the state, or whenever the certificate of authority of any foreign corporation shall have been revoked or canceled, then, and in every such case, service may be made by delivering to and leaving with the secretary of state, or with any deputy or clerk in the corporation department of his office, three copies thereof and a fee of \$6; provided, that after a foreign corporation shall have withdrawn from the state, pursuant to section 303.16, service upon such corporation may be made pursuant to the provisions of this section only when based upon a liability or obligation of such corporation incurred within this state or arising out of any business done in this state by such corporation prior to the issuance of a certificate of withdrawal.

(3) If a foreign corporation makes a contract with a resident of Minnesota to be performed in whole or in part by either party in Minnesota, or if such foreign corporation commits a tort in whole or in part in Minnesota against a resident of Minnesota, such acts shall be deemed to be doing business in Minnesota by the foreign corporation and shall be deemed equivalent to the appointment by the foreign corporation of the secretary of the State of Minnesota and his successors to be its true and lawful attorney upon whom may be served all lawful process in any actions or proceedings against the foreign corporation arising from or growing out of such contract or tort. Such process shall be served in duplicate upon the secretary of state, together with a fee of \$6 and the secretary of state shall mail one copy thereof to the corporation at its last known address, and the corporation shall have 20 days within which to answer from the date of such mailing, notwithstanding any other provision of the law. The making of the contract or the committing of the tort shall be deemed to be the agreement of the foreign corporation that any process against it which is so served upon the secretary of state shall be of the same legal force and effect as if served personally within the State of Minnesota.

Subd. 2. Duties of secretary of state. In case of service of process upon the secretary of state, he shall immediately cause one copy of such process to be forwarded by registered mail addressed to the corporation so served, at its principal office in the state or country under the laws of which it is organized, and one copy thereof to the agent of such corporation, at its registered office in this state, as such

addresses appear in the records of the secretary of state; provided that, if the corporation shall have withdrawn from the state in the manner provided by this chapter, one copy shall be sent to the address designated for such purpose in the application for withdrawal, instead of the registered office in this state.

Subd. 3. Time to answer. If any summons is so served upon the secretary of state, the corporation so served shall have 30 days in which to answer the complaint.

Subd. 4. Application. Nothing herein contained shall limit or affect the right to serve any process upon a foreign corporation in any other manner now or hereafter permitted by law.

Subd. 5. Record. The secretary of state shall keep a record of all processes served upon him under this section and shall record therein the time of such service and his action with reference thereto.

[1935 c 200 s 13; 1955 c 820 s 30; 1957 c 538 s 1] (7495-13)

303.14 ANNUAL REPORT. Subdivision 1. **Filed with secretary of state; contents.** Between January first and April first, in each year, every foreign corporation which holds a certificate of authority shall make and file with the secretary of state a report for the next preceding calendar year, setting forth:

(1) The name of the corporation and the state or country under the laws of which it is organized;

(2) If the name of the corporation does not end with the word "Corporation" or the word "Incorporated," or the abbreviation "Inc.," or does not contain the word "Company" or the abbreviation "Co." not immediately preceded by the word "and" or the character "&," then the name of the corporation with the word or abbreviation which it has agreed to add thereto for use in this state;

(3) The date of its incorporation and the period of its duration;

(4) The address of its principal office in the state or country under the laws of which it is organized;

(5) The address of its registered office in this state and the name of its registered agent at such address;

(6) The names and respective addresses of its directors and officers;

(7) A statement of the aggregate number of shares having par value and of shares without par value which it has authority to issue, itemized by classes and series;

(8) A statement of the aggregate number of its issued or allotted shares having par value and of shares without par value, itemized by classes and series;

(9) A statement expressing in dollars the value of all the property owned by the corporation, wherever located, and the value of all its property located within this state;

(10) A statement expressing in dollars the gross receipts of the corporation in such calendar year derived from its business operations wherever transacted, and the gross receipts of the corporation in such calendar year derived from its business operations transacted, in whole or in part, within this state; and

(11) Such additional information as may be necessary or appropriate to enable the secretary of state to determine the additional license fee, if any, payable by such corporation.

The information required by clauses (7) to (9) shall be given as of the close of the next preceding calendar year.

Subd. 2. Certain information not required. If all the property of the corporation at the close of the next preceding calendar year was located in this state and all its business in such calendar year was transacted within this state, or if the corporation shall have paid a license fee to the state of Minnesota on the total amount of its issued or allotted shares, the corporation may so state in its report and omit the statements required by subdivision 1, clauses (9) and (10).

Subd. 3. Forms. Such annual report shall be made on forms prescribed by the secretary of state, in two separable parts, one part setting forth the facts required by subdivision 1, clauses (1) to (8), and the other part the facts required by subdivision 1, clauses (9), (10), and (11); such report shall be executed, acknowledged and verified by the president or vice-president and by the treasurer, an assistant treasurer, secretary or an assistant secretary of the corporation; or, if the corporation is in the hands of a receiver or trustee, such report shall be executed on behalf of the corporation and verified by such receiver or trustee.

Subd. 4. **Conformance.** If the secretary of state finds that such annual report conforms to the requirements of this chapter, he shall file the same. If he finds that it does not so conform, he shall return the same by mail to the corporation, in which event the provisions of section 303.17, relating to failure to file such report within the period herein required, shall not apply if such report is made to conform to the requirements of this chapter and is filed with the secretary of state within 30 days from such return of the report by the secretary of state to the corporation.

Subd. 5. **Divulgence of contents forbidden.** It shall be unlawful for the secretary of state or any other public official or employee to divulge or otherwise make known in any manner any of the particulars with reference to the value of the property owned by such corporation or the amount of the gross receipts of such corporation set forth or disclosed as a part of any annual report. Nothing herein shall be construed to prohibit the inspection of the full reports by officials and employees of this state in the performance of their duties with respect to license fees due from the corporation making such report. Any person violating any of the prohibitions of this subdivision shall be guilty of a gross misdemeanor.

[1935 c. 200 s. 14] (7495-14)

303.15 SECRETARY OF STATE TO FIX LICENSE FEE. The secretary of state shall ascertain the license fee which under then existing laws a domestic corporation then organized would be required to pay if it had authorized shares of the same kind and amount as the issued or allotted shares of such foreign corporation shown by such filed report. The amount shall be multiplied by a fraction, the numerator of which shall be the sum of the value of the property of such corporation located in this state and the gross receipts of the corporation derived from its business transacted within this state, and the denominator of which shall be the sum of the value of all of its property, wherever located, and the gross receipts of the corporation derived from its business, wherever transacted. The amounts used in determining the numerator and the denominator of such fraction shall be determined from the annual report filed by such corporation. From the product of such multiplication there shall be deducted the aggregate amount of license fees theretofore paid by such corporation, and the remainder, if any, shall be the amount of additional license fee to be paid by such corporation. The secretary of state shall enter the amount of any such additional license fee with the name of the corporation in a record to be kept by him and mail a notice of the amount of such additional license fee to such corporation at its registered office in this state. Such additional license fee shall be paid by such corporation to the state treasurer within 30 days after the mailing by the secretary of state of such notice. When paid, the state treasurer shall file a duplicate receipt therefor with the secretary of state.

[1935 c. 200 s. 15] (7495-15)

303.16 WITHDRAWAL FROM STATE. Subdivision 1. **Application for withdrawal, filing.** If a foreign corporation holding a certificate of authority desires to withdraw, it shall file with the secretary of state an application for withdrawal.

Subd. 2. **Contents of application.** The application for withdrawal shall set forth:

(1) The name of the corporation and the state or country under the laws of which it is organized;

(2) That it has no property located in this state and has ceased to transact business therein;

(3) That its board of directors has duly determined to surrender its authority to transact business in this state;

(4) That it revokes the authority of its registered agent in this state to accept service of process;

(5) The address to which the secretary of state shall mail a copy of any process against the corporation that may be served upon him;

(6) That it will pay to the state treasurer the amount of any additional license fees properly found by the secretary of state to be then due from such corporation; and

(7) Such additional information as may be required or demanded by the secretary of state to enable him to determine the additional license fees, if any, payable by such corporation, the determination thereof to be made in the manner provided by section 303.15, except that in computing such additional license fee the amount

to be used as the value of the property of the corporation located within this state shall be the highest amount or value of such property at any time in the calendar year in which the application for withdrawal is filed.

Subd. 3. Execution of application. The application for withdrawal shall be executed, acknowledged and verified on behalf of the corporation by its president or vice-president, and by its secretary or an assistant secretary, or, if the corporation is in the hands of a receiver or trustee, by such receiver or trustee.

Subd. 4. Approval; filed with register of deeds. Such application for withdrawal shall be delivered to the secretary of state. Upon receipt thereof he shall examine the same, and if he finds that it conforms to the provisions of this chapter, he shall, when all license fees, filing fees, and other charges have been paid as required by law, file the same in his office and shall issue and record a certificate of withdrawal, and shall thereupon transmit such certificate, together with a fee of \$1, to the register of deeds of the county in which the registered office of the corporation in this state is situated, and the register of deeds shall record such certificate for such fee. Upon the issuance of such certificate, the authority of the corporation to transact business in this state shall cease.

[1935 c. 200 s. 16] (7495-16)

303.17 LICENSE, REVOCATION. Subdivision 1. **Grounds.** The certificate of authority of a foreign corporation to transact business in this state shall be revoked by the secretary of state if it fails:

- (1) To pay any fee due under the provisions of this chapter;
- (2) To designate a registered agent when a vacancy occurs in that office, or when the appointed registered agent becomes disqualified or incapacitated;
- (3) To file amendments to its articles of incorporation, articles of reduction of stated capital, or articles of merger or consolidation, as required in section 303.11;
- (4) To file an annual report; or
- (5) To comply with the provisions of Minnesota Statutes 1949, Section 303.04, and acts amendatory thereof and supplementary thereto, in so far as it relates to the limits of territory in which a savings and loan, building and loan, or savings, building and loan association organized under the laws of another state may carry on the business of making real estate mortgages.

Subd. 2. Notice to corporation. When the secretary of state shall find that any such default has occurred, he shall give notice by registered mail to such corporation, at its registered office in this state, that such default exists and that its certificate of authority will be revoked unless such default shall be cured within 30 days after the mailing of such notice.

Subd. 3. Revocation after 30 days. The secretary of state shall revoke the certificate of authority of such corporation to do business in this state if such default shall not be cured within such period of 30 days; provided, that for good cause shown the secretary of state may enlarge the period from time to time, but the aggregate of such enlargements shall not exceed three months.

Subd. 4. Certificate of revocation. Upon revoking such certificate of authority, the secretary of state shall:

- (1) Issue a certificate of revocation, in duplicate;
- (2) Transmit one of such certificates to the register of deeds of the county in which the registered office of the corporation in this state is situated, and the register of deeds shall record the same without any fee therefor; and
- (3) Mail to such corporation, at its principal office in the state or country under the laws of which it is organized, a notice of such revocation, accompanied by one such certificate, and mail to such corporation, at its registered office in this state, a notice of such revocation.

Subd. 5. Cessation of authority. Upon the issuance of such certificate of revocation, the authority of the corporation to transact business in this state shall cease.

[1935 c 200 s 17; 1951 c 220 s 1] (7495-17)

303.18 CANCELLATION OF CERTIFICATE OF AUTHORITY. Subdivision 1. **Action by attorney general; grounds.** When the public interest may require, the attorney general shall bring an action against a foreign corporation to cancel its certificate of authority to transact business in this state upon the ground that:

- (1) The certificate of authority was procured through fraud practiced upon the state;

(2) The certificate of authority should not have been issued to the corporation under this chapter;

(3) The certificate of authority was procured without a substantial compliance with the conditions prescribed by this chapter as precedent or essential to its issuance;

(4) The corporation has offended against any provisions of the statutes regulating corporations, or has abused or usurped corporate privileges or powers;

(5) The corporation is knowingly and persistently violating any provision of law; or

(6) The corporation has done or omitted any act which amounts to a surrender of its certificate of authority.

Subd. 2. Time granted in which to cure ground for cancelation. If the ground for the action is an act which the corporation has done or omitted to do, and it appears probable that correction can be made, then such action shall not be instituted, unless the attorney general shall give notice to such corporation, by registered mail, at its registered office in this state, that such default or violation exists, and that an action to cancel its certificate of authority will be begun unless such default shall be cured or such violation discontinued within 30 days after the mailing of such notice. Such action shall be begun by the attorney general if the default shall not be cured, or the violation discontinued, within such period of 30 days; provided, that for good cause shown the attorney general may enlarge this period from time to time, but the aggregate of such enlargements shall not exceed three months.

Subd. 3. Judgment of cancelation. The attorney general shall cause two certified copies of the judgment canceling a certificate of authority to be delivered to the secretary of state. The secretary of state shall file one copy in his office, and shall transmit the other copy to the register of deeds of the county in which the registered office of the corporation in this state is situated. The register of deeds shall record the same without any fee therefor.

[1935 c. 200 s. 18] (7495-18)

303.19 REINSTATEMENT. Subdivision 1. **Application.** Any foreign corporation whose certificate of authority to do business in this state shall have been revoked or canceled may file with the secretary of state an application for reinstatement. Such application shall be on forms prescribed by the secretary of state, shall contain all the matters required to be set forth in an original application for a certificate of authority, and such other pertinent information as may be required by the secretary of state.

Subd. 2. Fee. If the certificate of authority was revoked by the secretary of state pursuant to section 303.17, the corporation shall pay to the state treasurer \$200 before it may be reinstated.

If the certificate of authority was canceled by a judgment pursuant to section 303.18, the corporation shall pay to the state treasurer \$500 before it may be reinstated.

Subd. 3. Certificate of reinstatement. Upon the filing of such application and upon payment of all penalties, fees and charges required by law, not including, however, an initial license fee or additional license fees to the extent that the same have theretofore been paid by such corporation, the secretary of state shall reinstate the license of such corporation, and shall issue and record a certificate of reinstatement and shall transmit such certificate, together with a fee of \$1.00, to the register of deeds of the county in which the registered office of the corporation in this state is situated. The register of deeds shall record such certificate for such fee.

[1935 c 200 s 19; 1955 c 820 s 51] (7495-19)

303.20 FOREIGN CORPORATION MAY NOT MAINTAIN ACTION UNLESS LICENSED. No foreign corporation transacting business in this state without a certificate of authority shall be permitted to maintain an action in any court in this state until such corporation shall have obtained a certificate of authority; nor shall an action be maintained in any court by any successor or assignee of such corporation on any right, claim, or demand arising out of the transaction of business by such corporation in this state until a certificate of authority to transact business

in this state shall have been obtained by such corporation or by a corporation which has acquired all, or substantially all, of its assets. If such assignee shall be a purchaser without actual notice of such violation by the corporation, recovery may be had to an amount not greater than the purchase price. This section shall not be construed to alter the rules applicable to a holder in due course of a negotiable instrument.

The failure of a foreign corporation to obtain a certificate of authority to transact business in this state does not impair the validity of any contract or act of such corporation, and shall not prevent such corporation from defending any action in any court of this state.

Any foreign corporation which transacts business in this state without a certificate of authority shall forfeit and pay to this state a penalty, not exceeding \$1,000, and an additional penalty, not exceeding \$100, for each month or fraction thereof during which it shall continue to transact business in this state without a certificate of authority therefor. Such penalties may be recovered in the district court of any county in which such foreign corporation has done business or has property or has a place of business, by an action, in the name of the state, brought by the attorney general.

[1935 c. 200 s. 20] (7495-20)

303.21 FEES. Subdivision 1. The secretary of state shall collect a fee of \$1 to be transmitted to the register of deeds for recordation of any instrument required by this chapter to be forwarded by the secretary of state to a register of deeds.

Subd. 2. In addition to the fees prescribed by subdivision 1, the secretary of state shall collect when he files:

(a) An application for a certificate of authority and issues a certificate of authority, \$15;

(b) An annual report, \$10;

(c) Articles of amendment or an instrument evidencing reduction of stated capital, except articles of amendment changing the corporate name, duration, or registered office, \$5;

(d) An instrument changing the registered office, the corporate name, or duration, \$10;

(e) A revocation or change of appointment of a registered agent, \$2;

(f) An application for reinstatement of a certificate of authority and issues a certificate of reinstatement, \$15;

(g) An application for withdrawal and final report, and issues a certificate of withdrawal, \$10;

(h) Articles of merger or consolidation and issues amended certificate of authority, \$15;

(i) For filing or issuing another instrument pursuant to the provisions of this chapter, \$5.

[1935 c 200 s 21; 1955 c 820 s 31] (7495-21)

303.22 APPLICABLE TO PRESENT CORPORATIONS. Except as in this section otherwise provided, this chapter shall be applicable to all foreign corporations heretofore or hereafter transacting business in this state.

Any foreign corporation licensed to transact business in this state when this chapter became effective, which thereafter obtains a certificate of authority, pursuant to the provisions of this section, may continue to transact business in this state pursuant to such certificate of authority, using the name under which it was, on the effective date of this chapter, licensed to transact business in this state, whether or not the use of such name is in violation of the provisions of section 303.05.

Nothing herein contained shall be construed to exempt such foreign corporation from the obligation of making annual reports and paying additional license fees in accordance with the provisions of this chapter.

In computing any additional license fees for such corporation there shall be credited all license fees paid by such corporation to this state under this chapter and under any prior laws relating to the admission of foreign corporations to do business in this state.

[1935 c. 200 s. 22] (7495-22)

303.23 CERTIFICATE ISSUED BY SECRETARY OF STATE. Subdivision 1. **Prima facie evidence; recording.** Any certificate issued by the secretary of state pursuant to the provisions of this chapter, and copies of such certificates certified by him, shall be prima facie evidence of the matters stated therein and, except certificates issued pursuant to subdivision 2, may be recorded in the office of the register of deeds of any county in this state.

Subd. 2. **Certificate that corporation has no certificate of authority.** A certificate of the secretary of state to the effect that a foreign corporation is not authorized to transact business in this state shall be prima facie evidence of the facts therein stated.

[1935 c. 200 s. 23] (7495-23)

303.24 RIGHTS SUBJECT TO AMENDMENT. The state hereby fully reserves the right to alter, amend, or repeal the several provisions of this chapter, and all rights and privileges granted or extended hereunder shall be subject to such reserved right.

[1935 c. 200 s. 26] (7495-26)

303.25 FOREIGN TRUST ASSOCIATIONS OF A CONTERMINOUS STATE, POWERS. Subdivision 1. Any foreign trust association of a conterminous state may accept appointment and act as executor of the will or administrator of the estate of any decedent who was a resident of this state at the time of his death, as trustee of any trust created by a resident of this state by will or otherwise, and as guardian of the estate of any resident of this state if banking or trust associations or corporations organized under the laws of this state or national banking associations maintaining their principal offices in this state are permitted to act as such executors, administrators, trustees or guardians in the state in which such foreign trust association of a conterminous state maintains its principal office. Any foreign trust association of a conterminous state may accept appointment and act as executor of the will or administrator of the estate of a decedent, who was a resident of such conterminous state at the time of his death, in ancillary probate proceedings in this state, as trustee of any trust created by such decedent by will or otherwise of property situated in this state, and as guardian in ancillary proceedings in this state with respect to the property of a resident of such conterminous state if banking or trust associations or corporations organized under the laws of this state and national banking associations maintaining their principal offices in this state are permitted to act as such executors, administrators, trustees or guardians in the state in which such foreign trust association of a conterminous state maintains its principal office.

Subd. 2. Before accepting appointment or acting as such executor, administrator, trustee, or guardian, a foreign trust association of a conterminous state shall appoint the secretary of state, his successor or successors in office, its true and lawful attorney upon whom may be served all legal process in any action or proceeding against it, or in which it may be a party, in relation to or involving any acts or defaults by it as such executor, administrator, trustee or guardian. This appointment is irrevocable. Service upon such attorney is as valid and binding as if due personal service had been made upon such foreign trust association of a conterminous state.

Subd. 3. Before accepting appointment or acting as such executor, administrator, trustee or guardian, every foreign trust association of a conterminous state shall file a bond with a court of competent jurisdiction in such amount as the court directs, with sufficient sureties, conditioned upon the faithful discharge of its duties as such executor, administrator, trustee or guardian, or, in lieu of such bond, shall deposit securities with the state treasurer in the same manner and in the same amount as would be required under Minnesota Statutes, section 48.67, of a trust company organized under the laws of this state. This deposit shall be maintained until such foreign trust association of a conterminous state shall cease to act as an executor, administrator, trustee or guardian under this section. However, except as otherwise ordered by a court of competent jurisdiction, the requirements of this subdivision do not apply to a trustee with respect to a trust created otherwise than by will if the trust instrument requests or directs that a bond need not be required of the trustee.

Subd. 4. Any foreign trust association of a conterminous state acting as executor, administrator, trustee or guardian, has the rights, authority, and duties that a natural person resident in this state duly acting as such executor, administrator, trustee or guardian has under the laws of this state.

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Subd. 5. A foreign trust association of a conterminous state may not maintain an office within this state, but it may solicit business within this state if banking or trust associations or corporations organized under the laws of this state or national banking associations maintaining their principal offices in this state may solicit business in the state in which such foreign trust association of a conterminous state maintains its principal office.

Subd. 6. Service of process under this section may be made by delivering a copy to the secretary of state personally or by filing the same in his office, accompanied by one additional copy for each person so served, and by the mailing by the secretary of state of a copy by registered mail, not later than the business day following the day of such service, to each person so served at his address as shown by the records in the office of the secretary of state.

[1953 c 368 s 2; 1957 c 21 s 1]