

CHAPTER 303

FOREIGN CORPORATIONS

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303.02 DEFINITIONS.

[For text of subds 1 to 4, see M.S.1988]

Subd. 5. **Address.** "Address" means mailing address, including a zip code. In the case of a registered office, the term means the mailing address and the actual office location which may not be a post office box.

[For text of subds 6 and 7, see M.S.1988]

History: 1989 c 236 s 6

303.05 NAMES OF CORPORATIONS.

[For text of subds 1 to 3, see M.S.1988]

Subd. 4. **Contest of registration of name.** A person doing business in this state may contest the subsequent registration of a name with the office of the secretary of state as provided in section 5.22.

History: 1989 c 292 s 7

303.10 OFFICE AND AGENT.

[For text of subd 1, see M.S.1988]

Subd. 2. **Change of location and address; revocation 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) if the address of its registered office is to be changed, the address to which the registered office is to be changed;
- (3) if its registered agent is to be changed, the name of its successor registered agent; and
- (4) that such change was authorized by resolution duly adopted by its board of directors.

Such statement shall be executed by its president, vice-president, secretary, or assistant secretary.

[For text of subd 3, see M.S.1988]

History: 1989 c 236 s 7

303.13 SERVICE OF PROCESS.

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

(1) By service on its registered agent;

(2) When any foreign corporation authorized to transact business in this state fails to appoint or maintain in this state a registered agent upon whom service of process may be had, or whenever any 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 the registered office is situated, or by an affidavit of attempted service by any person not a party, or whenever any corporation withdraws from the state, or whenever the certificate of authority of any foreign corporation is revoked or canceled, 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 the secretary of state's office, three copies thereof and a fee of \$35; provided, that after a foreign corporation withdraws from the state, pursuant to section 303.16, service upon the corporation may be made pursuant to the provisions of this section only when based upon a liability or obligation of the corporation incurred within this state or arising out of any business done in this state by the 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 a 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 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 the contract or tort. Process shall be served in duplicate upon the secretary of state, together with a fee of \$35 and the secretary of state shall mail one copy thereof to the corporation at its last known address, and the corporation shall have 30 days within which to answer from the date of the 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 on it within the state of Minnesota.

Subd. 2. Duties of secretary of state. In case of service of process, the secretary of state shall immediately cause one copy of such process to be forwarded by certified mail addressed to the corporation so served, in care of 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.

[For text of subds 3 to 5, see M.S.1988]

History: 1989 c 236 s 8; 1989 c 335 art 1 s 197

303.14 ANNUAL REPORT.

Subdivision 1. Filed with secretary of state; contents. Between January 15 and May 15, in each calendar year, every foreign corporation which holds a certificate of authority shall make and file with the secretary of state a report for the previous 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 address of its registered office in this state and the name of its registered agent at such address;

(4) additional information necessary or appropriate to enable the secretary of state to determine the additional license fee, if any, payable by the corporation;

(5) a statement of the corporate taxable net income as stated in its Minnesota corporate income tax return that was due in the previous year; and

(6) the fee required by section 303.07, subdivision 2. This fee shall be submitted with the annual report.

[For text of subds 3 to 5, see M.S.1988]

History: 1989 c 236 s 9

303.17 LICENSE REVOCATION.

[For text of subds 1 to 3, see M.S.1988]

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

(1) Issue a certificate of revocation, in duplicate; and

(2) Mail to the corporation, at its registered office in this state, a notice of the revocation.

[For text of subd 5, see M.S.1988]

History: 1989 c 236 s 10

303.21 FEES.

Subd. 3. **Other instruments.** A fee of \$35 shall be paid to the secretary of state for filing any instrument, other than the annual report required by section 303.14, required or permitted to be filed under the provisions of this chapter. For filing the annual report a fee of \$20 must be paid to the secretary of state. The fees shall be paid at the time of the filing of the instrument.

History: 1989 c 335 art 1 s 198