

## CHAPTER 317A

### NONPROFIT CORPORATIONS

317A.823 Annual corporate registration.

317A.827 Administrative dissolution.

**317A.823 ANNUAL CORPORATE REGISTRATION.**

Subdivision 1. **Notice from secretary of state; registration required.** (a) Except for corporations to which paragraph (c) applies, before July 1 of each year, the secretary of state shall mail a corporate registration form to each corporation that incorporated or filed a corporate registration during either of the previous two calendar years at its last registered office address listed on the records of the secretary of state. The form must include the exact legal corporate name and registered office address currently on file with the secretary of state along with the name of the person who performs the functions of the president. The secretary of state may also give notice of the requirement to file the annual registration by any other means the secretary of state considers appropriate.

(b) A corporation shall file a corporate registration with the secretary of state once each calendar year. The registration must be signed by an authorized person. If the corporation has changed its registered office address to an address other than that listed on the records of the secretary of state, the corporation shall file the new registered office address on the registration form. A fee of \$35 must be paid for filing the registered office address change. The new address must comply with section 317A.011, subdivision 2, and must have been approved by the board.

(c) The timely filing of an annual financial report and audit or an annual financial statement under section 69.051, subdivision 1 or 1a, by a volunteer firefighter relief association, as reflected in the notification by the state auditor under section 69.051, subdivision 1c, constitutes presentation of the corporate registration. The secretary of state may reject the registration by the volunteer firefighter relief association. Rejection must occur if the information provided to the state auditor does not match the information in the records of the secretary of state. The volunteer firefighter relief association may amend the articles of incorporation as provided in sections 317A.131 to 317A.151 so that the information from the state auditor may be accepted for filing. The timely filing of an annual financial report and audit or an annual financial statement under section 69.051, subdivision 1 or 1a, does not relieve the volunteer firefighter relief association of the requirement to file amendments to the articles of incorporation directly with the secretary of state.

*[For text of subs 2 and 3, see M.S.1992]*

**History:** 1993 c 48 s 4; 1993 c 86 s 2

**317A.827 ADMINISTRATIVE DISSOLUTION.**

*[For text of subs 1 and 2, see M.S.1992]*

Subd. 3. **Reinstatement.** A corporation may, within one year of the date of the statutory dissolution, retroactively reinstate its corporate existence by filing a single annual registration and paying a \$25 fee. Filing the annual registration with the secretary of state:

- (1) returns the corporation to active status as of the date of the statutory dissolution;
- (2) validates contracts or other acts within the authority of the articles, and the corporation is liable for those contracts or acts; and
- (3) restores to the corporation all assets and rights of the corporation and its members to the extent they were held by the corporation and its members before the statu-

tory dissolution occurred, except to the extent that assets or rights were affected by acts occurring after the dissolution or sold or otherwise distributed after that time.

**History:** 1993 c 48 s 5