

308B.115 REGISTERED OFFICE AND AGENT.

Subdivision 1. **Registered office and agent.** A cooperative must establish and continuously maintain in this state:

- (1) a registered office that may be, but need not be, the same as its place of business; and
- (2) a registered agent, which agent may be either an individual resident in this state whose business office is identical with the registered office, or a domestic business entity, or a foreign business entity authorized to transact business in this state, having an office identical with the registered office.

Subd. 2. **Change of office and agent.** A cooperative may designate or change its registered office or agent, or both, upon filing in the office of the secretary of state a statement setting forth:

- (1) the name of the cooperative;
- (2) the address of its then 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;
- (6) that the address of its registered office and the address of the business office of its registered agent, as changed, will be identical; and
- (7) that the change was authorized by affirmative vote of a majority of the board of the cooperative.

Subd. 3. **Filing.** The statement shall be signed and delivered to the secretary of state. If the secretary of state finds that the statement conforms to the provisions of this section, the secretary of state shall file the statement, and upon filing the change of address of the registered office or the appointment of a new registered agent or both, as the case may be, is effective.

Subd. 4. **Resignation of agent.** Any registered agent of a cooperative may resign as agent upon filing a written notice resignation, signed with one original and one exact or conformed copy, with the secretary of state, who shall mail a copy to the cooperative at its principal mailing address as defined and prescribed by the secretary of state. The appointment of the agent shall terminate upon the expiration of 30 days after receipt of notice by the secretary of state.

Subd. 5. **Change of address or name of agent.** If the address or name of a registered agent changes, the agent must change the address of the registered office or the name of the registered

agent of the cooperative represented by the agent by filing with the secretary of state the statement required in subdivision 2, except that the statement need only be signed by the registered agent, need not be responsive to subdivision 2, clause (5), but must state that a copy of the statement has been mailed to the cooperative or to the legal representative of the cooperative.

History: *2003 c 105 art 1 s 5*