

Corporations

CHAPTER 300

GENERAL PROVISIONS

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300.01 [Repealed, 2005 c 69 art 4 s 1]

300.02 [Repealed, 2005 c 69 art 4 s 1]

300.025 [Repealed, 2005 c 69 art 4 s 1]

300.026 [Renumbered 302A.92]

300.03 [Renumbered 301B.01]

300.04 [Renumbered 301B.02]

300.045 [Renumbered 301B.03]

300.05 [Repealed, 2005 c 69 art 4 s 1]

300.06 [Repealed, 2005 c 69 art 4 s 1]

300.07 [Repealed, 1982 c 496 s 11]

300.08 [Repealed, 2005 c 69 art 4 s 1]

300.081 [Repealed, 2005 c 69 art 4 s 1]

300.082 [Repealed, 1981 c 270 s 142]

300.083 [Repealed, 2005 c 69 art 4 s 1]

300.09 [Repealed, 2005 c 69 art 4 s 1]

300.10 [Renumbered 301B.04]

300.11 [Renumbered 301B.05]

300.111 [Renumbered 336B.01]

300.112 [Renumbered 336B.02]

300.113 [Renumbered 336B.03]

300.114 [Renumbered 507.327]

300.115 [Renumbered 507.328]

300.12 [Repealed, 2005 c 69 art 4 s 1]

300.13 [Repealed, 2005 c 69 art 4 s 1]

300.131 [Repealed, 2005 c 69 art 4 s 1]

300.14 [Repealed, 2005 c 69 art 4 s 1]

300.15 POWERS, RIGHTS, LIABILITIES, AND DUTIES OF CONSOLIDATED CORPORATION.

When the agreement is signed, acknowledged, filed for record, and published as required by Minnesota Statutes 2004, section 300.14, the separate existence of the constituent corporations ceases and they become a single corporation in accordance with the agreement, possessing all the rights, privileges, powers, franchises, and immunities and subject to all the liabilities and duties of each of the consolidating corporations. The rights, privileges, powers, franchises, and immunities of each of the corporations and all property, and all debts owing on whatever account, and all other things in action of or belonging to each of the corporations are vested in the consolidated corporation, and all property, rights, privileges, powers, franchises, immunities, and other interests are thereafter as effectually the property of the consolidated corporation as they were of the several and respective constituent corporations. All rights of creditors and all liens upon the property of either of the constituent corporations are preserved unimpaired, and are limited in lien to the property affected by the lien at the time of the consolidation. All debts, liabilities, and duties of the constituent corporations attach to the consolidated corporation and may be enforced against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by it.

History: (7457-13) 1927 c 385 s 2; 1984 c 628 art 5 s 1; 2008 c 277 art 1 s 67

300.16 [Repealed, 2005 c 69 art 4 s 1]

300.17 [Repealed, 2005 c 69 art 4 s 1]

300.18 [Repealed, 2005 c 69 art 4 s 1]

300.19 [Repealed, 2005 c 69 art 4 s 1]

300.20 [Repealed, 2005 c 69 art 4 s 1]

300.21 [Repealed, 2005 c 69 art 4 s 1]

300.22 [Repealed, 2005 c 69 art 4 s 1]

300.23 [Repealed, 2005 c 69 art 4 s 1]

300.24 [Repealed, 2005 c 69 art 4 s 1]

- 300.25** [Repealed, 2005 c 69 art 4 s 1]
- 300.26** [Repealed, 2005 c 69 art 4 s 1]
- 300.27** [Repealed, 2005 c 69 art 4 s 1]
- 300.28** [Repealed, 2005 c 69 art 4 s 1]
- 300.29** [Repealed, 2005 c 69 art 4 s 1]
- 300.30** [Repealed, 2005 c 69 art 4 s 1]
- 300.31** [Repealed, 2005 c 69 art 4 s 1]
- 300.32** [Repealed, 2005 c 69 art 4 s 1]
- 300.323** [Renumbered 501.47]
- 300.33** [Repealed, 2005 c 69 art 4 s 1]
- 300.34** [Repealed, 2005 c 69 art 4 s 1]
- 300.35** [Repealed, 2005 c 69 art 4 s 1]
- 300.36** [Repealed, 2005 c 69 art 4 s 1]
- 300.37** [Repealed, 2005 c 69 art 4 s 1]
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- 300.44** [Repealed, 2005 c 69 art 4 s 1]
- 300.45** [Repealed, 2005 c 69 art 4 s 1]
- 300.451** [Repealed, 2005 c 69 art 4 s 1]
- 300.46** [Repealed, 2005 c 69 art 4 s 1]
- 300.47** [Repealed, 1951 c 550 s 78]
- 300.48** [Repealed, 1951 c 550 s 78]

300.49 [Repealed, 2005 c 69 art 4 s 1]

300.50 [Repealed, 1951 c 550 s 78]

300.51 [Repealed, 2005 c 69 art 4 s 1]

300.52 [Repealed, 2005 c 69 art 4 s 1]

300.53 [Repealed, 2005 c 69 art 4 s 1]

300.54 [Repealed, 2005 c 69 art 4 s 1]

300.55 [Repealed, 2005 c 69 art 4 s 1]

300.56 [Repealed, 1965 c 811 art 10 s 336.10-102]

300.57 [Repealed, 2005 c 69 art 4 s 1]

300.58 [Repealed, 2005 c 69 art 4 s 1]

300.59 [Repealed, 2005 c 69 art 4 s 1]

300.60 [Repealed, 2005 c 69 art 4 s 1]

300.61 [Repealed, 2005 c 69 art 4 s 1]

300.62 [Repealed, 2005 c 69 art 4 s 1]

300.63 [Repealed, 2005 c 69 art 4 s 1]

300.64 LIABILITY OF STOCKHOLDERS AND DIRECTORS.

Subdivision 1. **Withdrawal of capital and refund to stockholders.** If the capital stock of a manufacturing corporation is withdrawn and refunded to the stockholders before the payment of corporate debts for which it would have been liable, the stockholders are liable to a creditor, to the amount of the sum refunded to each of them, respectively. If, in an action under this statute, a stockholder is compelled to pay a debt, the stockholder may call upon every stockholder to whom any part of the stock has been refunded to contribute a proportionate share of the sum so paid by the stockholder.

Subd. 2. **Payment of dividend by director when corporation is insolvent.** If the directors pay a dividend when the corporation is insolvent, knowing that the corporation is insolvent, or that the dividend would render it so, or when its payment would render it insolvent, those assenting to the payment are jointly and severally liable in an action on the statute for all debts due from the corporation at the time of the dividend.

Subd. 3. **Liability of officers and directors for corporate debt.** Every officer who

intentionally neglects or refuses to perform a duty imposed by law is liable for all corporate debts contracted during the period of the neglect. If the corporation violates a provision of law whereby it becomes insolvent, the directors ordering or assenting to the violation are liable in an action under the statute for all debts contracted after the violation.

Subd. 4. **Elimination or limitation of liability.** A director's personal liability to the corporation or its stockholders or members for monetary damages for breach of fiduciary duty as a director may be eliminated or limited in the certificate. The certificate shall not eliminate or limit the liability of a director:

(1) for a breach of the director's duty of loyalty to the corporation or its stockholders or members;

(2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(3) for acts prohibited under Minnesota Statutes 2004, section 300.60;

(4) under subdivision 1, 2, or 3;

(5) for a transaction from which the director derived an improper personal benefit; or

(6) for an act or omission occurring prior to the date when the provision in the certificate eliminating or limiting liability becomes effective.

History: (7776) *RL s 3069; 1984 c 628 art 5 s 1; 1986 c 444; 1987 c 33 s 4; 2008 c 277 art 1 s 68*

300.65 MINING CORPORATIONS; MEETINGS; STOCK IN OTHER COMPANIES PERMITTED; PENALTIES.

The directors, managing officers, or stockholders of a mining corporation may meet and transact business outside the state, and may establish offices elsewhere; but an office where legal process may be served must always be maintained within the state. The corporation may acquire and hold stock in another corporation, if a majority in amount of the stockholders agree to the acquisition. Every officer of the corporation or other person who fraudulently issues, or causes to be issued, any stock, scrip, or evidence of corporate debt, or who sells, offers for sale, pledges as security, or otherwise disposes of stock, scrip, or evidence of debt, knowing it to be fraudulently issued, is guilty of a felony.

History: (7778) *RL s 3071; 1984 c 628 art 5 s 1*

300.66 CONTRIBUTIONS BY CORPORATIONS.

Subdivision 1. **Authority.** A corporation organized under the laws of this state or a corporation authorized to do business in this state may contribute to or for the uses enumerated in subdivisions 2 to 4, the sums its board of directors or trustees considers proper.

Subd. 2. **Governmental units.** The corporation may contribute to the United States, a state, territory or political subdivision of it or the District of Columbia, or a possession of the United States, for exclusively public purposes.

Subd. 3. **Charitable organizations.** The corporation may contribute to a community chest, corporation, organization, trust, fund, association or foundation, organized and operating for religious, charitable, philanthropic, benevolent, scientific, veteran rehabilitation service, literary, artistic, educational, civic or patriotic purposes or for the prevention of cruelty to children or animals.

Subd. 4. **Veteran's organizations and lodges.** The corporation may contribute to a fraternal society, order or association, operating under the lodge system if the contributions or gifts are to be used for the purposes specified in subdivision 3, or posts or organizations of war veterans or an auxiliary unit or society of the posts or organizations if no part of their net income inures to the benefit of a private shareholder or individual.

History: 1949 c 156 s 1; 1984 c 628 art 5 s 1

300.67 DECLARATION OF POLICIES.

It is declared to be the public policy of the state of Minnesota that contributions made in accordance with the provisions of section 300.66 constitute a valid and proper use of corporate funds, and in the absence of an express provision in its charter to the contrary, the making of contributions or gifts by a corporation is within its powers and inures to the benefit of the corporation.

History: 1949 c 156 s 2; 1984 c 628 art 5 s 1

300.68 VALIDATION OF PRIOR GIFTS.

Sections 300.66 and 300.67 do not invalidate contributions or gifts made before March 22, 1949 by a corporation. All contributions or gifts made by corporations prior to that date are as valid as if made after that date.

History: 1949 c 156 s 3; 1984 c 628 art 5 s 1