

CHAPTER 5

SECRETARY OF STATE

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5.001 DEFINITIONS.

Subdivision 1. **Applicability.** As used in this chapter, the terms defined in this section have the meanings given them.

Subd. 2. **Business entity.** "Business entity" means an organization that is formed under chapter 300, 301, 302A, 303, 308, 308A, 308B, 315, 317, 317A, 318, 319, 319A, 321, 322A, 322B, 323, or 323A and that has filed documents with the secretary of state.

Subd. 3. **Business entity filings.** "Business entity filings" means any filing from a business entity and also includes filings made under chapter 333.

Subd. 4. **Bulk data.** "Bulk data" means data that has commercial value and is a substantial or discrete portion of or an entire formula, pattern, compilation, program, device, method, technique, process, database, or system.

History: 2009 c 101 art 2 s 9

5.002 E-MAIL ADDRESSES.

(a) The secretary of state is authorized to provide a field on each of the forms and on each online entry screen, used to file business entity filings, Uniform Commercial Code records, and central notification system filings, for the collection of an e-mail address to which the secretary of state can forward official notices required by law and other notices to the business entity, assumed name, or the person filing the Uniform Commercial Code or central notification system record. The e-mail address may be updated by or on behalf of the business entity by sending a notification of the change to the secretary of state. No fee shall be charged for an e-mail address update.

(b) Except as provided in paragraph (c), the business entity, holder of assumed name, or other person providing the e-mail address under this section may indicate on the screen that they do not wish the e-mail address provided under this section to be provided as bulk data.

(c) If the e-mail address in paragraph (b) is provided as a portion of a digitally scanned image, the e-mail address on that image is public.

History: 2009 c 101 art 2 s 10

NOTE: This section, as added by Laws 2009, chapter 101, article 2, section 10, is effective 30 days after the secretary of state certifies the information systems of the Office of the Secretary of State have been modified to implement this section. Laws 2009, chapter 101, article 2, section 10, the effective date.

5.03 [Repealed, 2009 c 98 s 36]

5.12 CERTIFICATES AND CERTIFICATIONS.

Subdivision 1. **Fees.** The secretary of state shall charge a fee of \$5 for each certificate or certification of a copy or electronically transmitted image of any document filed in the Office of the Secretary of State. The secretary of state shall charge a fee of \$3 for a copy

or electronically transmitted image of an original business entity filing. The secretary of state shall charge a fee of \$3 for a copy or electronically transmitted image of each subsequent business entity filing. The secretary of state shall charge a fee of \$3 for a copy or electronically transmitted image of any other document filed with the secretary of state. At the time of filing, the secretary of state may provide at the public counter, without charge, a copy of a filing, ten or fewer pages in length, to the person making the filing.

[For text of subds 2 to 4, see M.S.2008]

History: 2009 c 101 art 2 s 11

NOTE: The amendment to subdivision 1 by Laws 2009, chapter 101, article 2, section 11, is effective 30 days after the secretary of state certifies that the information systems of the Office of the Secretary of State have been modified to implement the amendment to subdivision 1. Laws 2009, chapter 101, article 2, section 11, the effective date.

5.15 ONLINE SIGNATURES, ACKNOWLEDGMENT OR NOTARIZATION ON DOCUMENTS; PENALTIES OF PERJURY.

(a) No document submitted to the Office of the Secretary of State shall be required to be notarized. Signing a document submitted to the secretary of state constitutes "acknowledgment" as defined in section 358.41, clause (2), and "verification upon oath or affirmation" as defined in section 358.41, clause (3). A person who signs a document submitted to the secretary of state without authority to sign that document or who signs the document knowing that the document is false in any material respect is subject to the penalties of perjury set forth in section 609.48.

(b) Any document submitted to the Office of the Secretary of State online may be signed by any person as agent of any person whose signature is required by law. The signing party must indicate on the application that the person is acting as the agent of the person whose signature would be required and that the person has been authorized to sign on behalf of the applicant. The name of the person signing, entered on the online application, constitutes a valid signature by such an agent.

History: 2009 c 98 s 1

NOTE: The amendment to this section by Laws 2009, chapter 98, section 1, is effective 30 days after the secretary of state certifies that the information systems of the Office of the Secretary of State have been modified to implement the amendment to this section. Laws 2009, chapter 98, section 1, the effective date.

5.23 REMOVAL OF DOCUMENTS FROM PUBLIC RECORD.

Subdivision 1. **Failure to pay filing fee.** If a person files an instrument authorized to be filed with the secretary of state with a payment order or item that is rejected or dishonored, the secretary of state is authorized to refuse the filing of further instruments submitted by that person or on behalf of the business entity or notary on whose behalf the prior instrument was filed or relating to the same assumed name or trademark filing. The secretary may also pursue collection of the rejected or dishonored payment order or item and recover the face amount of the payment order or item, any service fee, and any additional collection costs incurred to collect the amount. If the payment order or item is honored, or the delinquent amount is paid, the secretary of state must resume filing instruments submitted by that person or on behalf of that business entity or notary or relating to the same assumed name or trademark filing as of the date the payment order or item is honored and an instrument is presented for filing. The secretary may impose restrictions on the manner of payment that will be accepted for any future filings. This subdivision does not apply to financing statements filed under chapter 336 or to an effective financing statement or lien notice filed under chapter 336A.

[For text of subds 2 and 3, see M.S.2008]

Subd. 4. **Collection of all amounts.** The secretary of state must collect the face amount of the rejected or dishonored payment order or item, any service fee, and all costs of collection in every possible instance. Collection must occur whether or not the customer

continues to receive the information products or access to the database. Uncollectible payment orders and items must be processed according to applicable Minnesota law.

History: 2009 c 98 s 2,3

NOTE: The amendment to subdivision 1 by Laws 2009, chapter 98, section 2, is effective 30 days after the secretary of state certifies that the information systems of the Office of the Secretary of State have been modified to implement the amendment to subdivision 1. Laws 2009, chapter 98, section 2, the effective date.

5.26 GOOD STANDING.

Subdivision 1. **Definition.** "Good standing" means that a business entity or other filer of an assumed name or trademark filing has complied with all of the filing and registration requirements with the Office of the Secretary of State described in the entity's governing chapter. A business entity or other filer of an assumed name or trademark filing that has submitted, or on whose behalf has been submitted, a payment order or item that is rejected or dishonored, is not in good standing until the payment or item is honored or the delinquent amount is paid. The secretary of state shall note on the record of the business entity whether it is in good standing.

[For text of subds 2 and 3, see M.S.2008]

History: 2009 c 98 s 4

NOTE: The amendment to subdivision 1 by Laws 2009, chapter 98, section 4, is effective 30 days after the secretary of state certifies that the information systems of the Office of the Secretary of State have been modified to implement the amendment to subdivision 1. Laws 2009, chapter 98, section 4, the effective date.

5.29 GLOBAL FILINGS.

(a) When a registered agent for multiple business entities files an instrument that changes its name or office address, the change for each business entity must be filed online as a separate transaction, and a separate filing fee charged. The aggregate fee for a filing under this paragraph shall not exceed \$35,000.

(b) When a secured party wishes to file an amendment to a financing statement making a change in secured party or debtor name and address information, each amendment must be filed online as a separate transaction and a separate filing fee charged.

History: 2009 c 101 art 2 s 12

NOTE: The amendment to this section by Laws 2009, chapter 101, article 2, section 12, is effective 30 days after the secretary of state certifies that the information systems of the Office of the Secretary of State have been modified to implement the amendment to this section. Laws 2009, chapter 101, article 2, section 12, the effective date.

5.32 TEMPORARY TECHNOLOGY SURCHARGE.

Subdivision 1. **Surcharge.** For fiscal years 2008, 2009, 2010, and 2011, the following technology surcharges are imposed on the filing fees required under the following statutes:

(1) \$25 for articles of incorporation filed under section 302A.151;

(2) \$25 for articles of organization filed under section 322B.17;

(3) \$25 for applications for certificates of authority to transact business in Minnesota filed under section 303.06;

(4) \$20 for annual reports filed by non-Minnesota corporations under section 303.14; and

(5) \$50 for reinstatements to authority to transact business in Minnesota filed under section 303.19.

Subd. 2. **Deposit.** The surcharges listed in subdivision 1 shall be deposited into the uniform commercial code account.

Subd. 3. **Expiration.** This section expires June 30, 2011.

History: 2009 c 101 art 2 s 13

5.34 ANNUAL RENEWAL FILINGS.

Any business registered with the secretary of state required to file an annual renewal in order to maintain its active status, good standing, or existence under Minnesota Statutes shall file that renewal, whether online or otherwise, in a format that states:

- (1) the name in Minnesota of the organization for which the renewal is filed;
- (2) the name of the organization in the jurisdiction in which it is organized, if different;
- (3) the address of the registered office or designated office and the name of the registered agent of the organization for service of process, if any;
- (4) the jurisdiction in which the organization is organized, if that jurisdiction is not Minnesota;
- (5) the name and business address of the officer or other person exercising the principal functions of the president of a nonprofit corporation, manager of a limited liability company, or chief executive officer of a corporation or cooperative;
- (6) the address of the principal executive office of a domestic business corporation or of a limited liability company or the principal place of business of a cooperative, if different from the registered office address;
- (7) the address of the designated office and the name, street, and mailing address of the agent for service of process in Minnesota of a limited partnership or foreign limited partnership;
- (8) the street and mailing address of the principal office of a limited partnership;
- (9) the street and mailing address of the chief executive office of a partnership and, if different, the street address of an office of a partnership in Minnesota, if any;
- (10) the name, street, mailing address, and telephone number of an individual who may be contacted for purposes other than services of process on behalf of a limited partnership or a limited liability partnership, if the agent for the limited liability partnership, limited partnership, or foreign limited partnership is not an individual; and
- (11) the e-mail address of the organization to which notices from the secretary of state will be directed, if the organization has an e-mail address.

History: 2009 c 101 art 2 s 14

5.35 AUTOMATIC NAME RESERVATION.

Upon the dissolution or termination of the filing of any business entity for failure to file the annual renewal, the secretary of state shall automatically file a name reservation to hold that name on behalf of the dissolved or terminated entity for a period of one year from the date of the dissolution or termination.

History: 2009 c 98 s 5

NOTE: This section, as added by Laws 2009, chapter 98, section 5, is effective 30 days after the secretary of state certifies that the information systems of the Office of the Secretary of State have been modified to implement this section. Laws 2009, chapter 98, section 5, the effective date.