

## 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. 1a. **Attempt to provide notice.** "Attempt to provide notice," "attempting to provide notice," or "attempted to provide notice" as used in sections 303.17, subdivisions 2, 3, and 4; 321.0809; 321.0906; 322B.935, subdivision 3; and 323A.1004, means that the secretary of state has sent notice by mail or transmitted an e-mail to the e-mail address provided by the business entity.

Subd. 2. **Business entity.** "Business entity" means an organization that is formed under chapter 300, 301, 302A, 303, 308, 308A, 308B, 315, 317, 317A, 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; 2011 c 106 s 1,2

#### 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*

### **5.01 CUSTODIAN OF RECORDS AND STATE SEAL.**

The secretary of state shall be the custodian of the state seal and of all records and documents of the state not expressly required by law to be kept by other state officials.

**History:** *(59) RL s 30*

### **5.02 ASSISTANTS.**

The secretary of state shall appoint an assistant secretary of state, who shall perform all the duties of the office when the secretary is absent or disabled. The secretary may also employ a chief clerk, a recording clerk, and a stenographer, who, besides the duties indicated by their titles, shall perform such services in connection with the office as the secretary or the assistant may require.

**History:** *(60) RL s 31; 1986 c 444*

**5.03** [Repealed, 2009 c 98 s 36]

**5.04** [Repealed, 1961 c 561 s 17]

### **5.05 DUTIES OF SECRETARY.**

The secretary of state shall attend at the beginning of each legislative session, to call the members of the house of representatives to order and to preside until a speaker is elected.

**History:** *(63) RL s 32; 1961 c 561 s 1*

### **5.06 AMENDMENT TO UNITED STATES CONSTITUTION; RATIFICATION, NOTICE.**

When the legislature shall ratify any amendment to the Constitution of the United States which shall be proposed by Congress, as provided by the Constitution of the United States, it shall be the duty of the secretary of state forthwith to transmit to the administrator of general services of the United States government official notice thereof. Such notice shall include the official certificate of the secretary of state of the action of the legislature ratifying any such amendment under the hand of the secretary of state and attested by the great seal of the state.

**History:** *(64) Ex1912 c 13 s 1; 1979 c 50 s 1*

### **5.07 OATHS, ACKNOWLEDGMENTS.**

The secretary of state shall have power to administer oaths and take acknowledgments and to certify the same, appending the great seal of the state as the seal of office.

**History:** *(64-1) 1927 c 60 s 1; 1986 c 444*

### 5.071 SECRETARY OF STATE'S DUTIES.

The secretary of state shall secure, file, and retain custodial control over a description, photograph, and reproduction proof of the impression of the seal for viewing by the public. The secretary shall also secure and file all historical information pertaining to the reproduction and use of the seal. The Department of Administration shall respond to any inquiries about duplication of the seal for state agencies.

**History:** 1983 c 119 s 3

### 5.08 LEGISLATIVE MANUAL.

Subdivision 1. **Preparation.** The secretary of state shall prepare, compile, edit, and distribute for use at each regular legislative session, a convenient manual, properly indexed, and containing: The federal and state Constitutions; the acts of Congress relating to the organization of the territory and state; the rules of order and joint rules of the two houses, and lists of their members, committees and employees; the names of all state officials, whether elected or appointed, and of all persons holding office from this state under the national government; the places where the said several officials reside, and the annual compensation of each; and statistical and other information of the kind heretofore published in the legislative manuals.

Subd. 2. **Distribution.** 10,000 copies of the legislative manual shall be printed and distributed as follows:

- (1) up to 20 copies shall be available to each member of the legislature on request;
- (2) 50 copies to the State Historical Society;
- (3) 25 copies to the state university;
- (4) 60 copies to the state library;
- (5) two copies each to the Library of Congress, the Minnesota veterans homes, the universities, the high schools, academies, seminaries, and colleges of the state, and the public libraries of the state;
- (6) one copy each to other state institutions, the elective state officials, the appointed heads of departments, the officers and employees of the legislature, the justices of the Supreme Court, the judges of the Court of Appeals and the district court, the senators and representatives in Congress from this state, and the county auditors, recorders, and attorneys;
- (7) one copy to each school, to be distributed through the superintendent of each school district; and
- (8) the remainder may be disposed of as the secretary of state deems best.

**History:** 1943 c 337 s 1,2; 1947 c 108 s 1; 1967 c 148 s 2; 1975 c 204 s 65; 1975 c 321 s 2; 1977 c 455 s 67; 1979 c 333 s 59; 1981 c 356 s 252; 1983 c 247 s 4; 2004 c 293 art 2 s 1

### 5.09 LEGISLATIVE MANUAL, STUDENTS' EDITION.

The secretary of state may prepare, compile, edit, and distribute a brief edition of the legislative manual, as provided in section 5.08, suitable for school pupils.

**History:** 1959 c 415 s 1; 1977 c 455 s 68; 1992 c 513 art 3 s 18

### 5.11 [Repealed, 1984 c 618 s 61]

## 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.

*[See Note.]*

Subd. 2. **Certificate of good standing.** Upon payment of the proper fee, the secretary of state shall issue a certificate of good standing to a person when a business entity is in good standing as defined in section 5.26.

Subd. 3. **Certificate of not in good standing.** Upon payment of the proper fee, the secretary of state shall issue a certificate of not in good standing to a person when a business entity is not in good standing as defined in section 5.26.

Subd. 4. **Certificate of registration.** Upon payment of the proper fee, the secretary of state shall issue a certificate of registration to a person when a business filing with the secretary has been made that does not create a separate legal entity.

**History:** *3Sp1981 c 2 art 1 s 9; 1988 c 682 s 1; 1997 c 137 s 1; 2000 c 395 s 1; 2007 c 148 art 2 s 5; 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.

5.13 [Repealed, 1988 c 686 art 5 s 10]

## 5.14 TRANSACTION SURCHARGE.

The secretary of state may impose a surcharge of \$20 on each transaction involving expedited service that is provided by the Office of the Secretary of State.

**History:** *1987 c 404 s 68; 1992 c 513 art 3 s 19; 1995 c 224 s 48; 2000 c 395 s 2*

## 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.

(c) Any document relating to a filing by a business entity or assumed name, or the filing of a document under chapter 270C, 272, 336, or 336A, submitted to the Office of the Secretary of State on paper may be signed by any person as agent of any person whose signature is required by law. The signing party must indicate on the document that it is acting as the agent of the person whose signature would be required and that it has been authorized to sign on behalf of that person.

**History:** 1988 c 682 s 2; 2009 c 98 s 1; 2010 c 250 art 2 s 1; 2011 c 76 art 1 s 1

## 5.16 CORRECTION OF DOCUMENTS.

Subdivision 1. **Procedure to correct inaccurate or defective instruments.** Whenever an instrument authorized to be filed with the secretary of state has been filed and is an inaccurate record of the action referred to in the instrument, contains an inaccurate or erroneous statement, or was defectively or erroneously executed, sealed, acknowledged, or verified, the instrument may be corrected by articles of correction. Whenever a filing party has erroneously filed an instrument on the record of a business entity, the filing party may file articles of correction that redirect the filing to be recorded on the appropriate business entity within 60 days of the erroneous filing. Articles of correction must be signed by the person who executed the original instrument or by a person authorized to sign on behalf of that person. In the case of an entity other than a natural person, the articles of correction must be signed by an authorized person.

Subd. 2. **Articles of correction.** The articles of correction must:

- (1) set forth the name of the person or entity who filed the instrument;
- (2) identify the instrument to be corrected by description and by the date of its filing with the secretary of state;
- (3) identify the inaccuracy, error, or defect to be corrected; and
- (4) set forth a statement in corrected form of the portion of the instrument to be corrected.

Subd. 3. **Filing articles of correction.** The articles of correction shall be delivered to the secretary of state. If the secretary of state finds that the articles of correction conform to law, the secretary of state shall, when all fees have been paid as required by law:

- (1) endorse on the articles of correction the word "filed" and the month, day, and year that the articles are filed; and
- (2) file and record the document in the Office of the Secretary of State.

Subd. 4. **Effect of filing articles of correction.** After articles of correction have been filed and recorded in the Office of the Secretary of State, the instrument as corrected is considered to have been filed on the date the original instrument was filed; except that as to persons adversely affected by the correction, the instrument as corrected is considered to have been filed on the date the articles of correction were filed. A certificate issued by the secretary of state before an instrument is corrected, with respect to the effect of filing the original instrument, is considered to be applicable to the instrument as corrected as of the date the instrument as corrected is considered to have been filed under this section.

Subd. 5. **Fees.** The secretary of state shall collect a fee of \$35 for filing articles of correction.

**History:** 1988 c 682 s 3; 1991 c 205 s 2; 2010 c 250 art 2 s 2

### 5.17 SUBSTANTIAL COMPLIANCE.

The secretary of state may accept a filing if the information on the filing is in substantial compliance with the applicable law, even if information on the filing is not identical to equivalent information in the records of the secretary of state.

**History:** 1989 c 236 s 1

5.18 [Repealed, 1989 c 236 s 12]

### 5.19 RETURN OF DOCUMENTS.

Whenever the secretary of state is required to return a document filed with or submitted to the Office of the Secretary of State, that obligation is satisfied if:

(1) the secretary of state provides an image of the document to the person to whom the document is to be returned by electronic mail or facsimile transmission; or

(2) the person to whom the document is to be returned is given electronic access, including printing access, to an image of the document.

**History:** 2008 c 203 s 1

5.21 [Repealed, 1980 c 615 s 61]

5.22 [Repealed, 2008 c 203 s 14]

### 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.

*[See Note.]*

Subd. 2. **Failure to pay fee.** If a party enters into a continuing agreement with the secretary of state for the receipt of information or products containing information and payment for services or products is made by a payment order or item that is rejected or dishonored, the secretary shall immediately terminate the agreement. 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 and any additional costs incurred to collect the amount. If the payment order or item is honored, the agreement may be reinstated and the secretary may impose restrictions on the manner of payment that will be accepted during the course of the agreement.

Subd. 3. **Failure to pay direct access charges.** If a customer who has subscribed with the secretary of state for direct computer access to the secretary's databases makes payment for information received with a payment order or item that is rejected or dishonored, the secretary shall immediately terminate the customer's access to the databases. 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 and any additional costs incurred to collect the amount. If the payment order or item is honored, access may be restored and the secretary may impose restrictions on the methods of payment that will be acceptable.

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:** 1991 c 205 s 3; 1997 c 137 s 2; 1999 c 133 s 1; 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.

#### 5.24 SUPPLEMENTAL FILING AND INFORMATION SERVICES.

(a) The secretary of state may offer services to the public that supplement filing and information services already authorized by law. The secretary of state may discontinue the supplemental services at any time. The services must be designed to provide the public with a benefit by improving the manner of providing, or by providing an alternative manner of payment for, existing services provided by the secretary of state.

(b) The cost of providing the supplemental services to the public, as determined by the secretary of state, must be recovered from the recipients of the services. The funds collected for the services must be deposited in the Uniform Commercial Code account and are continuously available to the secretary of state for payment of the cost of providing the supplemental services.

**History:** 1991 c 205 s 4

#### 5.25 SERVICE OF PROCESS.

Subdivision 1. **Who may be served.** A process, notice, or demand required or permitted by law to be served upon an entity governed by chapter 221, 302A, 303, 317A, 321, 322B, 323A, 330, 540, or 543 may be served on: (1) the registered agent, if any; (2) if no agent has been appointed then on an officer, manager, or general partner of the entity; or (3) if no agent, officer, manager, or general partner can be found at the address on file with the secretary of state, the secretary of state as provided in this section.

Subd. 2. **Service on motor carriers and unions, groups, or associations.** When service of process is to be made on the secretary of state according to section 221.67 or 540.152, the procedure in this subdivision applies. Service must be made by filing the process, notice, or demand with the secretary of state along with the payment of a fee of \$35. Within ten days of the filing with the secretary of state, a copy of the process, notice, or demand shall be sent to the defendant's last known address by the person who caused it to be served on the secretary of state.

Subd. 3. **Service on certain business entities; auctioneers.** When service of process is to be made on the secretary of state for entities governed by chapter 302A, 317A, 321, 322B, 323, 330, or 543, the procedure in this subdivision applies. Service must be made by filing with the secretary of state one copy of the process, notice, or demand along with payment of a \$35 fee.

Subd. 4. **Service on foreign corporation.** (a) Service of a process, notice, or demand may be made on a foreign corporation authorized to transact business in this state by delivering to and leaving with the secretary of state, or with an authorized deputy or clerk in the secretary of state's office, one copy of it and a fee of \$50 in the following circumstances: (1) if the foreign corporation fails to appoint or maintain in this state a registered agent upon whom service of process may be had; (2) whenever a 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 a person not a party; (3) whenever a corporation withdraws from the state; or (4) whenever the certificate of authority of a foreign corporation is revoked or canceled.

However, after a foreign corporation withdraws from the state, according to section 303.16, service upon the corporation may be made according to 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 before the issuance of a certificate of withdrawal.

(b) A foreign corporation is considered to be doing business in Minnesota if it makes a contract with a resident of Minnesota to be performed in whole or in part by either party in Minnesota, or if it commits a tort in whole or in part in Minnesota against a resident of Minnesota. These acts are considered to be equivalent to the appointment by the foreign corporation of the secretary of state of Minnesota and successors to be its true and lawful attorney upon whom may be served all lawful process in actions or proceedings against the foreign corporation arising from or growing out of the contract or tort. One copy of the process must be served on the secretary of state, together with the address to which service is to be sent and a fee of \$50. The making of the contract or the committing of the tort is considered to be the agreement of the foreign corporation that any process against it which is so served upon the secretary of state has the same legal force and effect as if served personally on it within the state of Minnesota.

Subd. 5. **Service on dissolved, withdrawn, or revoked business entity.** (a) Process, notice, or demand may be served on a dissolved, withdrawn, or revoked business entity that was governed by chapter 302A, 303, 317A, 321, 322B, or 323 as provided in this subdivision. The court shall determine if service is proper.

(b) If a business entity has voluntarily dissolved or has withdrawn its request for authority to transact business in this state, or a court has entered a decree of dissolution or revocation of authority to do business, service must be made according to subdivision 3 or 4, so long as claims are not barred under the provisions of the chapter that governed the business entity.

(c) If a business entity has been involuntarily dissolved or its authority to transact business in this state has been revoked, service must be made according to subdivision 3 or 4.

Subd. 6. **Duties of secretary of state.** In the case of service of process according to subdivision 3 or 4, the secretary of state shall immediately cause a copy of a service of process to be forwarded by certified mail addressed to the business entity:

(1) in care of the agent of the business entity, at its registered office in this state as it appears in the records of the secretary of state;



(2) at the address designated in the application for withdrawal, if the business entity has withdrawn from this state in the manner provided by law;

(3) at the address provided by the party submitting the document for service of process if the business entity's authority to do business in this state has been revoked; or

(4) at the address provided by the party submitting the document for service of process if the business entity has never been authorized to do business in this state.

Subd. 7. **Time to answer.** If a summons is to be served upon the secretary of state according to subdivision 3 or 4, the business entity so served has 30 days from the date of mailing by the secretary of state in which to answer the complaint.

Subd. 8. **Other methods of service.** Nothing in this section limits the right of a person to serve any process, notice, or demand required or permitted by law to be served upon a business entity in another manner.

**History:** 1995 c 128 art 1 s 1; 1997 c 137 s 3; 1999 c 133 s 2-4; 2004 c 199 art 13 s 109; 2007 c 13 art 3 s 1-3; 2012 c 187 art 1 s 1

## 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.

*[See Note.]*

Subd. 2. **Effect of status.** (a) When a business entity is in good standing it may amend its organizing document that is on file with the secretary of state.

(b) When a business entity is in good standing, the secretary of state shall issue a certificate of good standing as described in section 5.12.

(c) A business entity that is not in good standing may participate in a merger where it does not survive the merger transaction or may dissolve or terminate its existence. It may not amend its organizing document or file other documents with the secretary of state, other than documents required to return the business entity to good standing.

(d) When a business entity is not in good standing, the secretary of state shall issue a certificate of not in good standing as described in section 5.12. The secretary of state shall not issue a certificate of good standing with respect to a business entity that is not in good standing.

Subd. 3. **Reinstatement.** Reinstatement of good standing is controlled by the provisions of the chapter that governs the business entity.

**History:** 1997 c 137 s 4; 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:** 2000 c 395 s 3; 2007 c 13 art 3 s 4; 2009 c 101 art 2 s 12

### 5.30 HELP AMERICA VOTE ACT ACCOUNT.

Subdivision 1. **Establishment.** The Help America Vote Act account is established as an account in the state treasury. Money received from the federal government under the Help America Vote Act, Public Law 107-252, must be deposited in the state treasury and credited to the account. Money appropriated from the general fund to meet the matching requirement of section 253(b)(5) of the Help America Vote Act must be transferred to the account. Money earned from investing the assets of the account must be credited to the account. Money in the account does not cancel but remains available until expended. The account is subject to the requirements of section 254(b) of the Help America Vote Act.

Subd. 2. **Appropriation.** Notwithstanding section 4.07, money in the Help America Vote Act account may be spent only pursuant to direct appropriations enacted from time to time by law. Money in the account must be spent to improve administration of elections in accordance with the Help America Vote Act, the state plan certified by the governor under the act, and for reporting and administrative requirements under the act and plan. Money in the account must be used in a manner that is consistent with the maintenance of effort requirements of section 254(a)(7) of the Help America Vote Act, Public Law 107-252, based on the level of state expenditures for the fiscal year ending June 30, 2000.

**History:** 1Sp2003 c 7 s 1

### 5.31 STATEWIDE VOTER REGISTRATION SYSTEM.

The secretary of state may sell intellectual property rights associated with the statewide voter registration system to other states or to units of local government in other states. Receipts from the sale must be deposited in the state treasury and credited to the Help America Vote Act account.

**History:** 2005 c 156 art 2 s 1

### 5.32 MS 2010 [Expired, 2007 c 148 art 2 s 6; 2009 c 101 art 2 s 13]

### 5.33 RETURNING COMBAT VETERANS.

If any Minnesota business or nonprofit corporation, limited liability company, cooperative, limited partnership, or limited liability partnership has been administratively or statutorily dissolved, revoked, or terminated after December 31, 2006, for failure to file an annual or periodic report with the Office of the Secretary of State during a calendar year when an individual with substantial responsibility for the operation of the dissolved, revoked, or terminated business or nonprofit corporation, limited liability company, cooperative, limited partnership, or limited liability partnership was serving in active military service in the armed forces of the United States,

including the reserves or National Guard, as defined in section 190.05, subdivision 5b or 5c, or was engaged in employment outside of the United States essential to the prosecution of a war or to the national defense, as designated by the United States Congress or the United States Department of Defense, the secretary of state shall waive any reinstatement fee otherwise required by law.

**History:** 2008 c 363 art 13 s 13

### 5.34 ANNUAL RENEWAL FILINGS.

(a) 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.

(b) Any business entity filed with the secretary of state whose articles were first filed with the commissioner of commerce need not file an annual renewal with the secretary of state.

(c) If a cooperative formed under chapter 308A makes a change in the principal place of business on the annual renewal, the secretary of state shall update the records of that cooperative to reflect the new principal place of business without requiring an amendment to the articles of incorporation of the cooperative.

**History:** 2009 c 101 art 2 s 14; 2010 c 250 art 2 s 3

### 5.35 AUTOMATIC NAME RESERVATION.

Upon the dissolution or termination of the filing of any business entity or assumed name 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; 2010 c 250 art 2 s 4

### 5.36 REGISTERED AGENT FOR SERVICE OF PROCESS.

Subdivision 1. **Registered office.** A business entity shall continuously maintain a registered office in this state. A registered office need not be the same as the principal place of business in this state or the principal executive office of the corporation. If the current registered office address listed in the records of the secretary of state is not an actual office location, or is solely a post office box, the business entity must provide a new registered office address that includes an actual office location and that may also include a mailing address or post office box. A fee may not be charged if the registered office address is being changed only to bring the address into compliance. The new registered office address must have been approved by the governing body of the business entity.

Subd. 2. **Registered agent.** A business entity formed under the laws of Minnesota may designate a registered agent in its formation document. A business entity formed under the laws of another jurisdiction must designate a registered agent when registering to do business in Minnesota. The registered agent may be a natural person residing in this state, a domestic corporation, or limited liability company, or a foreign corporation or foreign limited liability company authorized to transact business in this state. The registered agent must maintain a business office that is identical with the registered office.

Subd. 3. **Change of agent or office.** A business entity may change its registered office, designate or change its registered agent, or state a change in the name of its registered agent, by filing with the secretary of state a statement containing:

- (a) the name of the business entity;
- (b) if the address of its registered office is to be changed, the new address of its registered office;
- (c) if its registered agent is to be designated or changed, the name of its new registered agent;
- (d) if the name of its registered agent is to be changed, the name of its registered agent as changed;
- (e) a statement that the address of its registered office and the address of the business office of its registered agent, as changed, will be identical; and
- (f) a statement that the change of registered office or registered agent was authorized by resolution approved by the affirmative vote of a majority of the governing body of the business entity present.

Subd. 4. **Resignation of agent.** A registered agent of a business entity may resign by filing with the secretary of state a signed written notice of resignation, including a statement that a signed copy of the notice has been given to the business entity at its principal executive office or to a legal representative of the business entity. The appointment of the agent terminates 30 days after the notice is filed with the secretary of state.

Subd. 5. **Change of business address or name of agent.** If the business address or name of a registered agent changes, the agent shall change the address of the registered office or the name of the registered agent, as the case may be, of each business entity represented by that agent by filing with the secretary of state a statement as required in subdivision 1, except that it need be signed only by the registered agent, need not be responsive to subdivision 3, clause (f), and must state that a copy of the statement has been mailed to each of those business entities or to the legal representative of each of those business entities.

**History:** 2010 c 250 art 2 s 5

### **5.37 NAMES INCLUDING WORDS: BANK, TRUST, INSURANCE.**

Any business entity document filed through the online filing system of the secretary of state that includes the words "bank," "trust," or "insurance" in the name of the business entity may be voided, and the use of the name is at the risk of the filing party and the business entity, even though it is accepted for filing through that system, if the name implies the business of banking or insurance underwriting in this state and the entity is not authorized to carry on this business.

**History:** 2010 c 250 art 2 s 6