

322C.0202 AMENDMENT OR RESTATEMENT OF ARTICLES OF ORGANIZATION.

Subdivision 1. **Timing of amendment.** Articles of organization may be amended or restated at any time.

Subd. 2. **Amendment procedure.** To amend its articles of organization, a limited liability company must file with the secretary of state an amendment stating:

- (1) the name of the company;
- (2) the changes the amendment makes to the articles of organization as most recently amended or restated; and
- (3) a statement that the amendment was adopted pursuant to this chapter.

Subd. 3. **Restatement.** To restate its articles of organization, a limited liability company must file with the secretary of state a restatement, designated as such in its heading, stating:

- (1) in the heading or an introductory paragraph, the company's present name; and
- (2) the changes the restatement makes to the articles of organization as most recently amended or restated.

Subd. 4. **Date of effectuation.** Subject to sections 322C.0112, subdivision 3, and 322C.0205, subdivision 3, an amendment to or restatement of articles of organization is effective when filed with the secretary of state.

Subd. 5. **Inaccurate information.** If a member of a member-managed limited liability company, a manager of a manager-managed limited liability company, or a governor of a board-managed limited liability company, knows that any information in articles of organization filed with the secretary of state was inaccurate when the articles were filed or has become inaccurate owing to changed circumstances, the member, manager, or governor shall promptly:

- (1) cause the articles to be amended; or
- (2) if appropriate, file with the secretary of state a change of registered office under section 322C.0114.

History: 2014 c 157 art 1 s 19