

**322C.0807 WITHDRAWAL OF FOREIGN LIMITED LIABILITY COMPANY.**

Subdivision 1. **Application.** If a foreign limited liability company holding a certificate of authority desires to withdraw, it shall file with the secretary of state an application for withdrawal.

Subd. 2. **Contents.** The application for withdrawal shall set forth:

(1) the name of the foreign limited liability company corporation and the state or country under the laws of which it is organized;

(2) that it has no property located in this state and has ceased to transact business therein;

(3) that its governing body has duly determined to surrender its authority to transact business in this state;

(4) that it revokes the authority of its registered agent in this state to accept service of process;

(5) the address to which the secretary of state shall mail a copy of any process against the foreign limited liability company that may be served upon the secretary of state;

(6) that it will pay to the commissioner of management and budget the amount of any additional license fees properly found by the secretary of state to be then due from such foreign limited liability company; and

(7) additional information required or demanded to enable the secretary of state to determine the additional license fees, if any, payable by the foreign limited liability company.

Subd. 3. **Execution.** The application for withdrawal shall be executed on behalf of the foreign limited liability company pursuant to section 322C.0203.

Subd. 4. **Filing.** The application for withdrawal shall be delivered to the secretary of state. Upon receiving and examining the same, and upon finding that it conforms to the provisions of this chapter, the secretary of state shall, when all license fees, filing fees, and other charges have been paid as required by law, file the same and shall issue and record a certificate of withdrawal. Upon the issuance of the certificate, the authority of the foreign limited liability company to transact business in this state shall cease.

Subd. 5. **Authority to transact business ceases.** The filing with the secretary of state by the corporation of a certificate of dissolution, or a certificate of merger if the foreign limited liability company is not the surviving limited liability company from the proper officer of the state or country under the laws of which the foreign limited liability company is organized, constitutes a valid application of withdrawal and the authority of the foreign limited liability company to transact business in this state shall cease upon filing of the certificate.

**History:** 2014 c 157 art 1 s 61