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.

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*