322C.0808 EFFECT OF FAILURE TO HAVE CERTIFICATE OF AUTHORITY.

Subdivision 1. **Certificate of authority required.** A foreign limited liability company transacting business in this state may not maintain an action or proceeding in this state unless it has a certificate of authority to transact business in this state.

Subd. 2. **Actions not affected.** The failure of a foreign limited liability company to have a certificate of authority to transact business in this state does not impair the validity of a contract or act of the company or prevent the company from defending an action or proceeding in this state.

Subd. 3. **Limitation on liability.** A member, manager, or governor of a foreign limited liability company is not liable for the debts, obligations, or other liabilities of the company solely because the company transacted business in this state without a certificate of authority.

Subd. 4. **Secretary of state as agent.** If a foreign limited liability company transacts business in this state without a certificate of authority or cancels its certificate of authority, it appoints the secretary of state as its agent for service of process for rights of action arising out of the transaction of business in this state.

History: *2014 c 157 art 1 s 62*