CHAPTER 300

GENERAL PROVISIONS

300.15 POWERS, RIGHTS, LIABILITIES, AND DUTIES OF CONSOLIDATED CORPORATION.
300.64 LIABILITY OF STOCKHOLDERS AND DIRECTORS.
300.65 MINING CORPORATIONS; MEETINGS; STOCK IN OTHER COMPANIES PERMITTED; PENALTIES.
300.66 CONTRIBUTIONS BY CORPORATIONS.
300.67 DECLARATION OF POLICIES.
300.68 VALIDATION OF PRIOR GIFTS.
300.70 CITATION AND DEFINITIONS.
300.71 DECLARATION OF WRONGFUL FILING.
300.72 NOTICE.
300.73 RESPONSE.
300.74 PROCEDURE WHEN NO RESPONSE RECEIVED.
300.75 PROCEDURE WHEN RESPONSE RECEIVED.
300.76 FINAL ORDER.
300.77 JUDICIAL REVIEW.
300.78 DATA PRACTICES.
300.79 PROHIBITION ON DECEPTIVE BUSINESS MAILINGS.

300.01 [Repealed, 2005 c 69 art 4 s 1]

300.02 [Repealed, 2005 c 69 art 4 s 1]

300.025 [Repealed, 2005 c 69 art 4 s 1]

300.026 [Renumbered 302A.92]

300.03 [Renumbered 301B.01]

300.04 [Renumbered 301B.02]

300.045 [Renumbered 301B.03]

300.05 [Repealed, 2005 c 69 art 4 s 1]

300.06 [Repealed, 2005 c 69 art 4 s 1]

300.07 [Repealed, 1982 c 496 s 11]

300.08 [Repealed, 2005 c 69 art 4 s 1]

300.081 [Repealed, 2005 c 69 art 4 s 1]

300.082 [Repealed, 1981 c 270 s 142]

300.083 [Repealed, 2005 c 69 art 4 s 1]

300.09 [Repealed, 2005 c 69 art 4 s 1]

300.10 [Renumbered 301B.04]

300.11 [Renumbered 301B.05]

300.111 [Renumbered 336B.01]

300.112 [Renumbered 336B.02]

300.113 [Renumbered 336B.03]

300.114 [Renumbered 507.327]

300.115 [Renumbered 507.328]

300.12 [Repealed, 2005 c 69 art 4 s 1]

300.13 [Repealed, 2005 c 69 art 4 s 1]

300.131 [Repealed, 2005 c 69 art 4 s 1]

300.14 [Repealed, 2005 c 69 art 4 s 1]

300.15 POWERS, RIGHTS, LIABILITIES, AND DUTIES OF CONSOLIDATED CORPORATION.

When the agreement is signed, acknowledged, filed for record, and published as required by Minnesota Statutes 2004, section 300.14, the separate existence of the constituent corporations ceases and they become a single corporation in accordance with the agreement, possessing all the rights, privileges, powers, franchises, and immunities and subject to all the liabilities and duties of each of the consolidating corporations. The rights, privileges, powers, franchises, and immunities of each of the corporations and all property, and all debts owing on whatever account, and all other things in action of or belonging to each of the corporations are vested in the consolidated corporation, and all property, rights, privileges, powers, franchises, immunities, and other interests are thereafter as effectually the property of the consolidated corporation as they were of the several and respective constituent corporations. All rights of creditors and all liens upon the property of either of the constituent corporations are preserved unimpaired, and are limited in lien to the property affected by the lien at the time of the consolidation. All debts, liabilities, and duties of the constituent corporations attach to the consolidated corporation and may be enforced against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by it.

History: *(7457-13) 1927 c 385 s 2; 1984 c 628 art 5 s 1; 2008 c 277 art 1 s 67*

300.16 [Repealed, 2005 c 69 art 4 s 1]

300.17 [Repealed, 2005 c 69 art 4 s 1]

300.18 [Repealed, 2005 c 69 art 4 s 1]

300.19 [Repealed, 2005 c 69 art 4 s 1]

300.20 [Repealed, 2005 c 69 art 4 s 1]

300.21 [Repealed, 2005 c 69 art 4 s 1]

300.22 [Repealed, 2005 c 69 art 4 s 1]

300.23 [Repealed, 2005 c 69 art 4 s 1]

300.24 [Repealed, 2005 c 69 art 4 s 1]

300.25 [Repealed, 2005 c 69 art 4 s 1]

300.26 [Repealed, 2005 c 69 art 4 s 1]

300.27 [Repealed, 2005 c 69 art 4 s 1]

300.28 [Repealed, 2005 c 69 art 4 s 1]

300.29 [Repealed, 2005 c 69 art 4 s 1]

300.30 [Repealed, 2005 c 69 art 4 s 1]

300.31 [Repealed, 2005 c 69 art 4 s 1]

300.32 [Repealed, 2005 c 69 art 4 s 1]

300.323 [Renumbered 501.47]

300.33 [Repealed, 2005 c 69 art 4 s 1]

300.34 [Repealed, 2005 c 69 art 4 s 1]

300.35 [Repealed, 2005 c 69 art 4 s 1]

300.36 [Repealed, 2005 c 69 art 4 s 1]

300.37 [Repealed, 2005 c 69 art 4 s 1]

300.38 [Repealed, 2005 c 69 art 4 s 1]

300.39 [Repealed, 2005 c 69 art 4 s 1]

300.40 [Repealed, 2005 c 69 art 4 s 1]

300.41 [Repealed, 2005 c 69 art 4 s 1]

300.42 [Repealed, 2005 c 69 art 4 s 1]

300.43 [Repealed, 2005 c 69 art 4 s 1]

300.44 [Repealed, 2005 c 69 art 4 s 1]

300.45 [Repealed, 2005 c 69 art 4 s 1]

300.451 [Repealed, 2005 c 69 art 4 s 1]

300.46 [Repealed, 2005 c 69 art 4 s 1]

300.47 [Repealed, 1951 c 550 s 78]

300.48 [Repealed, 1951 c 550 s 78]

300.49 [Repealed, 2005 c 69 art 4 s 1]

300.50 [Repealed, 1951 c 550 s 78]

300.51 [Repealed, 2005 c 69 art 4 s 1]

300.52 [Repealed, 2005 c 69 art 4 s 1]

300.53 [Repealed, 2005 c 69 art 4 s 1]

300.54 [Repealed, 2005 c 69 art 4 s 1]

300.55 [Repealed, 2005 c 69 art 4 s 1]

300.56 [Repealed, 1965 c 811 art 10 s 336.10-102]

300.57 [Repealed, 2005 c 69 art 4 s 1]

300.58 [Repealed, 2005 c 69 art 4 s 1]

300.59 [Repealed, 2005 c 69 art 4 s 1]

300.60 [Repealed, 2005 c 69 art 4 s 1]

300.61 [Repealed, 2005 c 69 art 4 s 1]

300.62 [Repealed, 2005 c 69 art 4 s 1]

300.63 [Repealed, 2005 c 69 art 4 s 1]

300.64 LIABILITY OF STOCKHOLDERS AND DIRECTORS.

Subdivision 1. **Withdrawal of capital and refund to stockholders.** If the capital stock of a manufacturing corporation is withdrawn and refunded to the stockholders before the payment of corporate debts for which it would have been liable, the stockholders are liable to a creditor, to the amount of the sum refunded to each of them, respectively. If, in an action under this statute, a stockholder is compelled to pay a debt, the stockholder may call upon every stockholder to whom any part of the stock has been refunded to contribute a proportionate share of the sum so paid by the stockholder.

Subd. 2. **Payment of dividend by director when corporation is insolvent.** If the directors pay a dividend when the corporation is insolvent, knowing that the corporation is insolvent, or that the dividend would render it so, or when its payment would render it insolvent, those assenting to the payment are jointly and severally liable in an action on the statute for all debts due from the corporation at the time of the dividend.

Subd. 3. **Liability of officers and directors for corporate debt.** Every officer who intentionally neglects or refuses to perform a duty imposed by law is liable for all corporate debts contracted during the period of the neglect. If the corporation violates a provision of law whereby it becomes insolvent, the directors ordering or assenting to the violation are liable in an action under the statute for all debts contracted after the violation.

Subd. 4. **Elimination or limitation of liability.** A director's personal liability to the corporation or its stockholders or members for monetary damages for breach of fiduciary duty as a director may be eliminated or limited in the certificate. The certificate shall not eliminate or limit the liability of a director:

(1) for a breach of the director's duty of loyalty to the corporation or its stockholders or members;

(2) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(3) for acts prohibited under Minnesota Statutes 2004, section 300.60;

(4) under subdivision 1, 2, or 3;

(5) for a transaction from which the director derived an improper personal benefit; or

(6) for an act or omission occurring prior to the date when the provision in the certificate eliminating or limiting liability becomes effective.

History: *(7776) RL s 3069; 1984 c 628 art 5 s 1; 1986 c 444; 1987 c 33 s 4; 2008 c 277 art 1 s 68*

300.65 MINING CORPORATIONS; MEETINGS; STOCK IN OTHER COMPANIES PERMITTED; PENALTIES.

The directors, managing officers, or stockholders of a mining corporation may meet and transact business outside the state, and may establish offices elsewhere; but an office where legal process may be served must always be maintained within the state. The corporation may acquire and hold stock in another corporation, if a majority in amount of the stockholders agree to the acquisition. Every officer of the corporation or other person who fraudulently issues, or causes to be issued, any stock, scrip, or evidence of corporate debt, or who sells, offers for sale, pledges as security, or otherwise disposes of stock, scrip, or evidence of debt, knowing it to be fraudulently issued, is guilty of a felony.

History: *(7778) RL s 3071; 1984 c 628 art 5 s 1*

300.66 CONTRIBUTIONS BY CORPORATIONS.

Subdivision 1. **Authority.** A corporation organized under the laws of this state or a corporation authorized to do business in this state may contribute to or for the uses enumerated in subdivisions 2 to 4, the sums its board of directors or trustees considers proper.

Subd. 2. **Governmental units.** The corporation may contribute to the United States, a state, territory or political subdivision of it or the District of Columbia, or a possession of the United States, for exclusively public purposes.

Subd. 3. **Charitable organizations.** The corporation may contribute to a community chest, corporation, organization, trust, fund, association or foundation, organized and operating for religious, charitable, philanthropic, benevolent, scientific, veteran rehabilitation service, literary, artistic, educational, civic or patriotic purposes or for the prevention of cruelty to children or animals.

Subd. 4. **Veteran's organizations and lodges.** The corporation may contribute to a fraternal society, order or association, operating under the lodge system if the contributions or gifts are to be used for the purposes specified in subdivision 3, or posts or organizations of war veterans or an auxiliary unit or society of the posts or organizations if no part of their net income inures to the benefit of a private shareholder or individual.

History: *1949 c 156 s 1; 1984 c 628 art 5 s 1*

300.67 DECLARATION OF POLICIES.

It is declared to be the public policy of the state of Minnesota that contributions made in accordance with the provisions of section 300.66 constitute a valid and proper use of corporate funds, and in the absence of an express provision in its charter to the contrary, the making of contributions or gifts by a corporation is within its powers and inures to the benefit of the corporation.

History: *1949 c 156 s 2; 1984 c 628 art 5 s 1*

300.68 VALIDATION OF PRIOR GIFTS.

Sections 300.66 and 300.67 do not invalidate contributions or gifts made before March 22, 1949 by a corporation. All contributions or gifts made by corporations prior to that date are as valid as if made after that date.

History: *1949 c 156 s 3; 1984 c 628 art 5 s 1*

300.70 CITATION AND DEFINITIONS.

Subdivision 1. **Citation.** Sections 300.70 to 300.78 may be cited as the "Minnesota Business Filing Fraud Prevention Act."

Subd. 2. **Definitions.** (a) For purposes of sections 300.70 to 300.78, the following terms have the meanings given.

(b) "Complainant" means a person who (1) delivers a declaration of wrongful filing, and (2) has a connection to the allegedly wrongful filing or the related business.

(c) "Filer" means the person who has allegedly made a wrongful filing.

(d) "Office" means the Office of the Secretary of State.

History: *2025 c 39 art 5 s 4*

300.71 DECLARATION OF WRONGFUL FILING.

Subdivision 1. **Form and contents of declaration.** (a) A complainant may deliver a declaration of wrongful filing to the office if the complainant believes that a document filed under chapters 301 to 323A:

(1) was not authorized to be filed; and

(2) was filed with the intent to: (i) modify the ownership, registered agent, business address, contact information, governance, or other information of a business on record; or (ii) register a business using another person's name, address, or identity.

(b) A declaration of wrongful filing must include:

(1) the file number of the allegedly wrongful filing;

(2) the complainant's name, mailing address, and email address;

(3) whether the complainant is employed by or has an ownership interest in the business that is the subject of the filing;

(4) any information or evidence supporting the complainant's allegations under this section;

(5) a statement verifying the complainant believes in good faith that the facts stated in the declaration are true; and

(6) any other information the office deems necessary.

(c) The office must provide a form for declarations filed under this section. A complainant must use the provided form when submitting a declaration of wrongful filing.

(d) A false material statement of fact in a declaration of wrongful filing or any other document submitted under sections 300.70 to 300.78 is a violation of section 609.48.

Subd. 2. **Review of declaration.** (a) The office must promptly accept or reject a declaration of wrongful filing.

(b) The office may reject a declaration of wrongful filing that is incomplete or does not use the provided form or if the office reasonably believes it was delivered with the intent to harass or defraud the filer. The

office may reject a declaration of wrongful filing if the office has already issued a final order on the filing identified in the declaration.

Subd. 3. **Nonexclusive remedy.** The remedy in sections 300.70 to 300.78 is not exclusive. An aggrieved party may seek district court action regardless of whether the individual has initiated or completed the procedure described in these sections.

History: *2025 c 39 art 5 s 5*

300.72 NOTICE.

(a) When the office accepts a declaration of wrongful filing, the office must provide notice of the declaration to the complainant and the filer. The notice must describe the allegations made in the declaration and the process used to resolve the allegations. The notice must prominently state the response timeline in section 300.73 and the consequences if the filer does not respond. The notice must prominently state that a false statement of material fact in any documents submitted under sections 300.70 to 300.78 is a violation of section 609.48.

(b) The office must send the notice by first class mail, postage prepaid, to:

(1) the complainant at the mailing address provided in the declaration; and

(2) the filer at:

(i) the most recent registered business address associated with the filing named in the declaration; or

(ii) if a mailing address for the filer cannot be identified, the notice may be served on the filer as provided under section 5.25, subdivision 6.

(c) Notice is deemed received by the complainant and the filer upon mailing.

(d) If the notice to the filer is returned as undeliverable, the office may deem the filing fraudulent and immediately issue a final order as provided under section 300.76, notwithstanding the time period under section 300.73.

History: *2025 c 39 art 5 s 6*

300.73 RESPONSE.

(a) After notice is received, the filer must respond in writing to the allegations in the declaration. The response must be received by the office within 21 calendar days of receipt of the notice.

(b) The filer's response under this section must include any information refuting the allegations contained in the complainant's declaration.

History: *2025 c 39 art 5 s 7*

300.74 PROCEDURE WHEN NO RESPONSE RECEIVED.

If the filer does not respond within the time period under section 300.73, the office must deem the filing fraudulent and issue a final order as provided under section 300.76.

History: *2025 c 39 art 5 s 8*

300.75 PROCEDURE WHEN RESPONSE RECEIVED.

Subdivision 1. **Preliminary determination.** (a) If the filer responds within the period under section 300.73, the office must further investigate the allegations in the declaration and information in the response and make a preliminary determination regarding whether the filing named in the declaration is fraudulent.

(b) The office may request additional information from the complainant and the filer if necessary to make the preliminary determination.

Subd. 2. **Notice of preliminary determination.** The office must send notice of the preliminary determination to the complainant and the filer in the manner described under section 300.72. Notice is deemed received in the manner described under section 300.72.

Subd. 3. **Response.** After notice is received, the nonprevailing party must respond to the preliminary determination within ten calendar days with additional information or evidence in support of the nonprevailing party's position. The prevailing party may send additional information or evidence within the same time period. The response must be received by the office within the time period provided under this subdivision.

Subd. 4. **Procedure if no second response is received.** If the nonprevailing party does not respond as required under subdivision 3, the preliminary determination becomes final and the office must issue a final order under section 300.76.

Subd. 5. **Procedure if second response is received.** If the nonprevailing party responds as required under subdivision 3, the office must consider the additional information provided, make a final determination regarding whether the filing named in the declaration is fraudulent, and issue a final order under section 300.76.

Subd. 6. **Factors.** When making a preliminary or final determination under this section, the office may consider various factors, including but not limited to:

(1) whether the office has previously received declarations of wrongful filing or issued final orders relating to the business, the filer, or the complainant;

(2) the previous filing history relating to the business, the filer, or the complainant;

(3) whether the filer or complainant failed to respond to a request for additional information; and

(4) whether the office is able to independently verify the information provided by the filer or complainant using publicly available information.

History: *2025 c 39 art 5 s 9*

300.76 FINAL ORDER.

Subdivision 1. **Filings deemed fraudulent.** (a) If the office deems a filing fraudulent under section 300.74 or 300.75, the office must issue a final order under this subdivision. The final order must provide the office's rationale for deeming the filing fraudulent.

(b) When a filing is deemed fraudulent pursuant to a final order under this subdivision, the filing must be treated for legal purposes as if the filing never existed. In the case of a business registered using a Minnesota resident's name, address, or identity without the resident's authorization, the business is deemed dissolved.

(c) When a filing is deemed fraudulent pursuant to a final order, the office must:

(1) mark the unauthorized filing or the business record as unauthorized or fraudulent;

(2) redact names and addresses that were used without authorization; and

(3) retain a copy of the final order.

(d) In addition to the actions in paragraph (c), the office may:

(1) disable additional filing functionality on the business entity's record; or

(2) take other action the office deems necessary to prevent further unauthorized filings, protect private information, or prevent misuse of unauthorized information.

Subd. 2. **Filings deemed not fraudulent or insufficient evidence.** If the office determines that a filing is not fraudulent or that insufficient information is available to make a determination, the office must issue a final order stating that the office is not removing the filing from the database. The final order must provide the office's rationale for determining that the filing is not fraudulent or that insufficient information is available to make a determination.

History: *2025 c 39 art 5 s 10*

300.77 JUDICIAL REVIEW.

(a) Any party who is aggrieved by a final order under section 300.76 may appeal the order to the district court of the Minnesota county where the business that is the subject of the final order is registered or was registered before the business's dissolution or, if the business is not registered in Minnesota, to the district court of Ramsey County. The aggrieved party may also appeal the final order as part of any district court action between the filer and complainant where the filing at issue is relevant to the issues in the case.

(b) The aggrieved party must serve a written copy of a notice of appeal upon the office and any adverse party of record within 30 calendar days after the date the final order was issued and must also file the original notice and proof of service with the court administrator of the district court. Service may be made in person or by mail. Service by mail is complete upon mailing. The court administrator is prohibited from requiring a filing fee for appeals taken pursuant to this section.

(c) The office may elect to become a party to the proceedings in the district court.

(d) The court may order that the office furnish the court and all parties to the proceedings with a copy of the decision, the filing that is the subject of the decision, and any materials or information submitted to the office. Any materials provided under this section that are filed with the court must be done so under restricted access unless the court orders otherwise.

(e) A party may obtain a hearing at a special term of the district court by serving a written notice of the hearing's time and place at least ten days before the date of the hearing.

(f) A party aggrieved by the order of the district court may appeal the order as in other civil cases. Costs or disbursements must not be taxed against a party. A filing fee or bond must not be required of a party.

History: *2025 c 39 art 5 s 11*

300.78 DATA PRACTICES.

Subdivision 1. **Definitions.** For purposes of this section, "nonpublic data" has the meaning given in section 13.02, subdivision 9, and "private data on individuals" has the meaning given in section 13.02, subdivision 12.

Subd. 2. **Data classification.** Data submitted by a complainant or filer under sections 300.70 to 300.78 is classified as nonpublic data or private data on individuals. A final order under section 300.76 is public data, subject to the following: the complainant or filer's personal contact information is classified as private data on individuals. The unredacted version of a filing deemed fraudulent pursuant to a final order under section 300.76, subdivision 1, is classified as nonpublic data or private data on individuals. The version of the filing that has been redacted pursuant to section 300.76, subdivision 1, paragraph (c), is classified as public data.

Subd. 3. **Dissemination permitted.** Notwithstanding subdivision 2, the office may disseminate data of any classification collected, created, or maintained under sections 300.70 to 300.78:

(1) to the attorney general to aid the office in the investigation and review of a filing that is the subject of a declaration of wrongful filing;

(2) to a person or agency if the office determines that access to the data aids a criminal or civil investigation; or

(3) if required or authorized by a court order or other state or federal law.

History: *2025 c 39 art 5 s 12*

300.79 PROHIBITION ON DECEPTIVE BUSINESS MAILINGS.

Subdivision 1. **Definition.** For purposes of this section, "solicitation" means a communication that is sent by a nongovernment third party to a business and that purports to:

(1) notify the business of an operating requirement, including but not limited to filing documents with or retrieving documents from the Office of the Secretary of State; or

(2) offer a service that relates to filing documents with, producing documents for, or reporting information to the Office of the Secretary of State.

Subd. 2. **Design and content requirements.** (a) A solicitation must:

(1) include a clear statement indicating that the solicitation is an advertisement and is not from a government agency. The statement must be placed at the top of a physical document or the beginning of an electronic communication and must be in at least 24-point font. All other text in the document must be smaller than the statement required by this clause;

(2) provide information indicating where an individual is able to directly file documents with the secretary of state or retrieve copies of public records;

(3) disclose the name and physical address of the company sending the solicitation. The physical address must not be a post office box; and

(4) for a mailed solicitation, prominently display in capital letters on the envelope or outer wrapper the words "THIS IS NOT A GOVERNMENT DOCUMENT."

(b) The overall design and language of a solicitation must not:

(1) create the impression that the solicitation is an official government notice or document;

(2) incorporate the Minnesota state seal or other logo or branding of the state or any state agency; or

(3) indicate or imply a legal duty to act on the solicitation or a penalty for failure to act on the solicitation.

Subd. 3. **Penalties.** (a) A person who sends a solicitation that does not comply with the requirements of this section is guilty of a misdemeanor.

(b) A violation of this section is a violation of sections 325D.43 to 325D.48.

History: *2025 c 39 art 5 s 13*