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State of Minnesota  
**HOUSE OF REPRESENTATIVES**

EIGHTY-SIXTH  
SESSION

**HOUSE FILE No. 1532**

March 9, 2009

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The bill was read for the first time and referred to the Committee on State and Local Government Operations Reform,  
Technology and Elections

March 16, 2009

By motion, recalled and re-referred to the Committee on Commerce and Labor

A bill for an act

1.1 relating to the secretary of state; regulating various filings, forms, records,  
1.2 submissions, motions, and orders; regulating certain dissolutions; defining a  
1.3 term; amending Minnesota Statutes 2008, sections 5.15; 5.23, subdivisions 1, 4;  
1.4 5.26, subdivision 1; 270C.63, subdivision 4; 272.488, subdivision 2; 302A.151;  
1.5 303.06; 303.11; 308B.215; 321.0809; 321.0902; 321.0906; 321.0909; 322B.91,  
1.6 subdivision 1; 322B.92; 336.9-519; 336.9-521; 336.9-525; 336A.03, subdivision  
1.7 3; 545.05, subdivisions 1, 2, 4, 7, 10, 11, 13; repealing Minnesota Statutes 2008,  
1.8 sections 5.03; 308B.121, subdivision 3; Minnesota Rules, part 8280.0470.  
1.9

1.10 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

1.11 Section 1. Minnesota Statutes 2008, section 5.15, is amended to read:

1.12 **5.15 ONLINE SIGNATURES, ACKNOWLEDGMENT OR NOTARIZATION**  
1.13 **ON DOCUMENTS; PENALTIES OF PERJURY.**

1.14 (a) No document submitted to the Office of the Secretary of State shall be required  
1.15 to be notarized. Signing a document submitted to the secretary of state constitutes  
1.16 "acknowledgment" as defined in section 358.41, clause (2), and "verification upon oath  
1.17 or affirmation" as defined in section 358.41, clause (3). A person who signs a document  
1.18 submitted to the secretary of state without authority to sign that document or who signs  
1.19 the document knowing that the document is false in any material respect is subject to the  
1.20 penalties of perjury set forth in section 609.48.

1.21 (b) Any document submitted to the Office of the Secretary of State online may be  
1.22 signed by any person as agent of any person whose signature is required by law. The  
1.23 signing party must indicate on the application that they are acting as the agent of the  
1.24 person whose signature would be required and that they have been authorized to sign on  
1.25 behalf of the applicant. The name of the person signing, entered on the online application,  
1.26 constitutes a valid signature by such an agent.

2.1 Sec. 2. Minnesota Statutes 2008, section 5.23, subdivision 1, is amended to read:

2.2 Subdivision 1. **Failure to pay filing fee.** If a person files an instrument authorized to  
2.3 be filed with the secretary of state ~~has been submitted~~ with a payment order or item that is  
2.4 rejected or dishonored, the secretary ~~must remove the instrument from the public record of~~  
2.5 state is authorized to refuse the filing of further instruments submitted by that person or  
2.6 on behalf of the business entity or notary on whose behalf the prior instrument was filed.  
2.7 The secretary may also pursue collection of the rejected or dishonored payment order or  
2.8 item and recover the face amount of the payment order or item, any service fee, and any  
2.9 additional collection costs incurred to collect the amount. If the payment order or item is  
2.10 honored, ~~the instrument must be returned to the public record~~ or the delinquent amount is  
2.11 paid, the secretary of state must resume filing instruments submitted by that person or on  
2.12 behalf of that business entity or notary as of the date the payment order or item is honored  
2.13 and an instrument is presented for filing. The secretary may impose restrictions on the  
2.14 manner of payment that will be accepted for any future filings. ~~This subdivision does not~~  
2.15 ~~apply to financing statements filed under chapter 336.~~ This subdivision does not apply  
2.16 to financing statements filed under chapter 336 or to an effective financing statement  
2.17 or lien notice filed under chapter 336A.

2.18 **EFFECTIVE DATE.** This section is effective 30 days after the secretary of state  
2.19 certifies that the information systems of the Office of the Secretary of State have been  
2.20 modified to implement this section.

2.21 Sec. 3. Minnesota Statutes 2008, section 5.23, subdivision 4, is amended to read:

2.22 Subd. 4. **Collection of all amounts.** The secretary of state must collect the face  
2.23 amount of the rejected or dishonored payment order or item, any service fee, and all  
2.24 costs of collection in every possible instance. Collection must occur whether or not the  
2.25 ~~instrument is returned to the public record or the~~ customer continues to receive the  
2.26 information products or access to the database. Uncollectible payment orders and items  
2.27 must be processed according to applicable Minnesota law.

2.28 Sec. 4. Minnesota Statutes 2008, section 5.26, subdivision 1, is amended to read:

2.29 Subdivision 1. **Definition.** "Good standing" means that a business entity has  
2.30 complied with all of the filing and registration requirements with the Office of the  
2.31 Secretary of State described in the entity's governing chapter. A business entity that  
2.32 has submitted, or on whose behalf has been submitted, a payment order or item that is  
2.33 rejected or dishonored, is not in good standing until the payment or item is honored or the

3.1 delinquent amount is paid. The secretary of state shall note on the record of the business  
3.2 entity whether it is in good standing.

3.3 Sec. 5. Minnesota Statutes 2008, section 270C.63, subdivision 4, is amended to read:

3.4 Subd. 4. **Entry of information into central database.** County recorders and  
3.5 the secretary of state shall enter information relative to lien notices, transcriptions,  
3.6 renewals, and releases filed in their offices into the central database of the secretary of  
3.7 state. For notices filed electronically with the county recorders, the date and time of  
3.8 ~~receipt~~ transmission of the notice and county recorder's file number, and for notices filed  
3.9 electronically with the secretary of state, the secretary of state's recording information,  
3.10 must be entered by the filing officer into the central database before the close of the  
3.11 working day following the day of the original data entry by the department. For notices  
3.12 filed electronically with the county recorder, the date and time of filing is no later than 5:00  
3.13 p.m. on the business day following transmission of the notice by the secretary of state.

3.14 Sec. 6. Minnesota Statutes 2008, section 272.488, subdivision 2, is amended to read:

3.15 Subd. 2. **Central database.** County recorders and the secretary of state shall enter  
3.16 information relative to lien notices, releases, revocations of release, and refilings of any of  
3.17 those items into the computerized database system of the secretary of state. For notices  
3.18 transmitted electronically for filing with the county recorders, the date and time of filing of  
3.19 the notice and county recorder's file number, and for notices transmitted electronically  
3.20 for filing with the secretary of state, the secretary of state's filing information, must be  
3.21 entered by the filing officer into the computerized database system before the close of the  
3.22 fifth working day following the day of the original data transmission to the filing officer  
3.23 ~~by the Internal Revenue Service~~. When notices are transmitted electronically, the filing  
3.24 officer must file the notices no later than 5:00 p.m. on the business day after they were  
3.25 transmitted to the filing officer ~~by the Internal Revenue Service~~. All other processing by  
3.26 the county recorder of lien notices, releases, revocations of release and refilings of any of  
3.27 those items must occur within the time period allowed in section 386.30.

3.28 Sec. 7. Minnesota Statutes 2008, section 302A.151, is amended to read:

3.29 **302A.151 FILING ARTICLES.**

3.30 Unless filed with the commissioner of commerce, pursuant to other law, articles of  
3.31 incorporation and articles of amendment shall be filed with the secretary of state.

4.1 Sec. 8. Minnesota Statutes 2008, section 303.06, is amended to read:

4.2 **303.06 APPLICATION FOR CERTIFICATE OF AUTHORITY.**

4.3 Subdivision 1. **Contents.** In order to procure a certificate of authority to transact  
4.4 business in this state, a foreign corporation shall make application therefor to the secretary  
4.5 of state, which application shall set forth:

4.6 (1) the name of the corporation and the state or country under the laws of which  
4.7 it is organized;

4.8 (2) if the name of the corporation does not comply with section 303.05, then the  
4.9 name which it agrees to use in this state;

4.10 (3) the address of its proposed registered office in this state and the name of its  
4.11 proposed registered agent in this state;

4.12 (4) that it irrevocably consents to the service of process upon it as set forth in section  
4.13 5.25, or any amendment thereto; ~~and~~

4.14 (5) a statement that the officers executing the application have been duly authorized  
4.15 so to do by the board of directors of the corporation; and

4.16 (6) that the corporation has complied with the organizational laws in the jurisdiction  
4.17 in which it is organized.

4.18 Subd. 2. **Forms.** Such application shall be made on forms prescribed and furnished  
4.19 by the secretary of state, and shall be executed by its president, vice-president, secretary,  
4.20 or assistant secretary, ~~and delivered to the secretary of state with a certificate of existence~~  
4.21 ~~from the filing officer in the state, province, or country of incorporation.~~

4.22 Sec. 9. Minnesota Statutes 2008, section 303.11, is amended to read:

4.23 **303.11 NOTICE OF NAME CHANGES, WHERE FILED.**

4.24 Each foreign corporation authorized to transact business in this state, shall, whenever  
4.25 it changes its name, dissolves, or merges, certify to the secretary of state that ~~it has~~  
4.26 ~~obtained and possesses a certificate to that effect authenticated by the proper officer of the~~  
4.27 ~~state or country under the laws of which the foreign corporation is organized~~ has changed  
4.28 its name, dissolved, or merged and is listing its new status and name.

4.29 Sec. 10. Minnesota Statutes 2008, section 308B.215, is amended to read:

4.30 **308B.215 ARTICLES OF ORGANIZATION.**

4.31 Subdivision 1. **Requirements.** (a) The articles of the cooperative shall include:

4.32 (1) the name of the cooperative;

4.33 (2) the purpose of the cooperative;

- 5.1 (3) the name and address of each organizer; ~~and~~  
5.2 (4) the period of duration for the cooperative, if the duration is not to be perpetual;  
5.3 (5) the name of the registered agent; and  
5.4 (6) the address of the registered office.

5.5 (b) The articles may contain any other lawful provision.

5.6 (c) The articles shall be signed by the organizers.

5.7 Subd. 2. **Filing.** The original articles ~~and a designation of the cooperative's~~  
5.8 ~~registered office and agent~~ shall be filed with the secretary of state. The fee for filing the  
5.9 articles with the secretary of state is \$60.

5.10 Subd. 3. **Effect of filing.** When the articles, ~~the registration form under section~~  
5.11 ~~308B.121, and the designation of the cooperative's registered office and agent~~ have been  
5.12 filed with the secretary of state and the required fee has been paid to the secretary of  
5.13 state, it shall be presumed that:

5.14 (1) all conditions precedent that are required to be performed by the organizers  
5.15 have been complied with;

5.16 (2) the organization of the cooperative has been chartered by the state as a separate  
5.17 legal entity; and

5.18 (3) the secretary of state shall issue a certificate of organization to the cooperative.

5.19 **EFFECTIVE DATE.** This section is effective retroactively from January 1, 2009.

5.20 Sec. 11. Minnesota Statutes 2008, section 321.0809, is amended to read:

5.21 **321.0809 ADMINISTRATIVE DISSOLUTION.**

5.22 (a) A limited partnership that has failed to deliver for filing a registration pursuant  
5.23 to the requirements of section 321.0210 must be dissolved by the secretary of state as  
5.24 described in this section.

5.25 (b) If the limited partnership has not filed the delinquent registration, the secretary of  
5.26 state must issue a certificate of administrative dissolution and the certificate must be filed  
5.27 in the Office of the Secretary of State. ~~The secretary of state must annually inform the~~  
5.28 ~~attorney general and the commissioner of revenue of the methods by which the names of~~  
5.29 ~~limited partnerships administratively dissolved under this section during the preceding~~  
5.30 ~~year may be determined.~~ The secretary of state must also make available in an electronic  
5.31 format the names of the administratively dissolved limited partnerships.

5.32 (c) A limited partnership administratively dissolved continues its existence but  
5.33 may carry on only activities necessary to wind up its activities and liquidate its assets

6.1 under sections 321.0803 and 321.0812 and to notify claimants under sections 321.0806  
6.2 and 321.0807.

6.3 (d) The administrative dissolution of a limited partnership does not terminate the  
6.4 authority of its agent for service of process.

6.5 **EFFECTIVE DATE.** This section is effective retroactively from January 1, 2008.

6.6 Sec. 12. Minnesota Statutes 2008, section 321.0902, is amended to read:

6.7 **321.0902 APPLICATION FOR CERTIFICATE OF AUTHORITY.**

6.8 ~~(a)~~ A foreign limited partnership may apply for a certificate of authority to transact  
6.9 business in this state by delivering an application to the secretary of state for filing. The  
6.10 application must state:

6.11 (1) the name of the foreign limited partnership and, if the name does not comply  
6.12 with section 321.0108, an alternate name adopted pursuant to section 321.0905(a);

6.13 (2) the name of the state or other jurisdiction under whose law the foreign limited  
6.14 partnership is organized;

6.15 (3) the street and mailing address of the foreign limited partnership's principal office  
6.16 and, if the laws of the jurisdiction under which the foreign limited partnership is organized  
6.17 require the foreign limited partnership to maintain an office in that jurisdiction, the street  
6.18 and mailing address of the required office;

6.19 (4) the name and street and mailing address of the foreign limited partnership's initial  
6.20 agent for service of process in this state;

6.21 (5) the name and street and mailing address of each of the foreign limited  
6.22 partnership's general partners; ~~and~~

6.23 (6) whether the foreign limited partnership is a foreign limited liability limited  
6.24 partnership; and

6.25 ~~(b) A foreign limited partnership shall deliver with the completed application a  
6.26 certificate of existence or a record of similar import signed by the secretary of state or  
6.27 other official having custody of the foreign limited partnership's publicly filed records in  
6.28 the state or other jurisdiction under whose law the foreign limited partnership is organized.~~

6.29 (7) that the foreign limited partnership has complied with the organizational laws in  
6.30 the jurisdiction in which it is organized.

6.31 Sec. 13. Minnesota Statutes 2008, section 321.0906, is amended to read:

6.32 **321.0906 REVOCATION OF CERTIFICATE OF AUTHORITY.**

7.1 (a) A foreign limited partnership that has failed to deliver for filing a ~~registration~~  
7.2 renewal pursuant to the requirements of section 321.0210 must have its certificate of  
7.3 authority to transact business in Minnesota revoked as described in this section.

7.4 (b) If the foreign limited partnership has not filed the delinquent registration, the  
7.5 secretary of state must issue a certificate of revocation and the certificate must be filed  
7.6 in the Office of the Secretary of State. ~~The secretary of state must annually inform the~~  
7.7 ~~attorney general and the commissioner of revenue of the methods by which the names of~~  
7.8 ~~limited partnerships whose certificates of authority have been revoked under this section~~  
7.9 ~~during the preceding year may be determined.~~ The secretary of state must also make  
7.10 available in an electronic format the names of the foreign limited partnerships whose  
7.11 certificates have been revoked.

7.12 **EFFECTIVE DATE.** This section is effective retroactively from January 1, 2008.

7.13 Sec. 14. Minnesota Statutes 2008, section 321.0909, is amended to read:

7.14 **321.0909 NAME CHANGES FILED IN HOME STATE.**

7.15 A foreign limited partnership shall notify the secretary of state of any changes to  
7.16 the partnership name filed with the state of formation by ~~filing a certificate from the state~~  
7.17 ~~of formation~~ certifying to the ~~change of name~~ secretary of state that the foreign limited  
7.18 partnership has changed the name and is listing the new name.

7.19 Sec. 15. Minnesota Statutes 2008, section 322B.91, subdivision 1, is amended to read:

7.20 Subdivision 1. **Application information.** Before transacting business in this state,  
7.21 a foreign limited liability company shall obtain a certificate of authority. An applicant  
7.22 for the certificate shall file with the secretary of state ~~a certificate of status from the filing~~  
7.23 ~~office in the jurisdiction in which the foreign limited liability company is organized and an~~  
7.24 application executed by an authorized person and setting forth:

7.25 (1) the name of the foreign limited liability company and, if different, the name  
7.26 under which it proposes to transact business in this state;

7.27 (2) the jurisdiction of its organization;

7.28 (3) the name and business address of the proposed registered agent in this state,  
7.29 which agent shall be an individual resident of this state, a domestic corporation, or a  
7.30 foreign corporation having a place of business in, and authorized to do business in, this  
7.31 state;

8.1 (4) the address of the office required to be maintained in the jurisdiction of its  
8.2 organization by the laws of that jurisdiction or, if not so required, of the principal place  
8.3 of business of the foreign limited liability company; ~~and~~

8.4 (5) the date the foreign limited liability company expires in the jurisdiction of its  
8.5 organization; and

8.6 (6) that the foreign limited liability company has complied with the organizational  
8.7 laws in the jurisdiction of its organization.

8.8 Sec. 16. Minnesota Statutes 2008, section 322B.92, is amended to read:

8.9 **322B.92 AMENDMENTS TO THE CERTIFICATE OF AUTHORITY.**

8.10 If any statement in the application for a certificate of authority by a foreign limited  
8.11 liability company was false when made or any arrangements or other facts described have  
8.12 changed, making the application inaccurate in any respect, the foreign limited liability  
8.13 company shall promptly file with the secretary of state:

8.14 (1) in the case of a change in its name, a termination or a merger, a ~~certificate~~  
8.15 statement to that effect authenticated by the proper officer of ~~the state or country under the~~  
8.16 ~~laws of which~~ the foreign limited liability company ~~is organized~~;

8.17 (2) in the case of a change in the name or address of the registered agent required to  
8.18 be maintained by section 322B.925, an amendment to the certificate of authority signed by  
8.19 an authorized person; or

8.20 (3) in the case of an election, rescission, or change in the specification of professional  
8.21 services under section 319B.04, a notice which:

8.22 (i) states the election, rescission, or change in specification;

8.23 (ii) has been approved in accordance with the foreign limited liability company's  
8.24 generally applicable governing law, as that term is defined in section 319B.02, subdivision  
8.25 8; and

8.26 (iii) has been signed on behalf of the foreign limited liability company.

8.27 The fee for filing the document is the same as for filing an amendment.

8.28 Sec. 17. Minnesota Statutes 2008, section 336.9-519, is amended to read:

8.29 **336.9-519 NUMBERING, MAINTAINING, AND INDEXING RECORDS;**  
8.30 **COMMUNICATING INFORMATION PROVIDED IN RECORDS.**

8.31 (a) **Filing office duties.** For each record filed in a filing office, the filing office shall:

8.32 (1) assign a unique number to the filed record;

8.33 (2) create a record that bears the number assigned to the filed record and the date  
8.34 and time of filing;



9.1 (3) maintain the filed record for public inspection; and

9.2 (4) index the filed record in accordance with subsections (c), (d), and (e).

9.3 (b) **File number.** A file number assigned after July 1, 2001, must include a digit that:

9.4 (1) is mathematically derived from or related to the other digits of the file number;

9.5 and

9.6 (2) enables the filing office to detect whether a number communicated as the file  
9.7 number includes a single-digit or transpositional error.

9.8 Notwithstanding Minnesota Rules, part 8280.0015, subpart 8, the first four digits of  
9.9 the number need not reflect the year of filing.

9.10 (c) **Indexing: general.** Except as otherwise provided in subsections (d) and (e), the  
9.11 filing office shall:

9.12 (1) index an initial financing statement according to the name of the debtor and  
9.13 index all filed records relating to the initial financing statement in a manner that associates  
9.14 with one another an initial financing statement and all filed records relating to the initial  
9.15 financing statement; and

9.16 (2) index a record that provides a name of a debtor which was not previously  
9.17 provided in the financing statement to which the record relates also according to the  
9.18 name that was not previously provided.

9.19 (d) **Indexing: real property-related financing statement.** If a financing statement  
9.20 is filed as a fixture filing or covers as-extracted collateral or timber to be cut, it must be  
9.21 filed for record and the filing office shall index it:

9.22 (1) under the names of the debtor and of each owner of record shown on the  
9.23 financing statement as if they were the mortgagors under a mortgage of the real property  
9.24 described; and

9.25 (2) to the extent that the law of this state provides for indexing of records of  
9.26 mortgages under the name of the mortgagee, under the name of the secured party as if the  
9.27 secured party were the mortgagee thereunder, or, if indexing is by description, as if the  
9.28 financing statement were a record of a mortgage of the real property described.

9.29 (e) **Indexing: real property-related assignment.** If a financing statement is filed  
9.30 as a fixture filing or covers as-extracted collateral or timber to be cut, the filing office  
9.31 shall index an assignment filed under section 336.9-514(a) or an amendment filed under  
9.32 section 336.9-514(b):

9.33 (1) under the name of the assignor as grantor; and

9.34 (2) to the extent that the law of this state provides for indexing a record of the  
9.35 assignment of a mortgage under the name of the assignee, under the name of the assignee.

10.1 (f) **Retrieval and association capability.** The filing office shall maintain a  
10.2 capability:

10.3 (1) to retrieve a record by the name of the debtor and by the file number assigned to  
10.4 the initial financing statement to which the record relates; and

10.5 (2) to associate and retrieve with one another an initial financing statement and each  
10.6 filed record relating to the initial financing statement.

10.7 (g) **Removal of debtor's name.** The filing office may not remove a debtor's name  
10.8 from the index until one year after the effectiveness of a financing statement naming the  
10.9 debtor lapses under section 336.9-515 with respect to all secured parties of record.

10.10 (h) **Timeliness of filing office performance.** The filing office shall perform the  
10.11 acts required by subsections (a) through (e) at the time and in the manner prescribed by  
10.12 filing office rule, but not later than two business days after the filing office receives the  
10.13 record in question.

10.14 (i) **Inapplicability to real property-related filing office.** Subsections (b) and (h) do  
10.15 not apply to a filing office described in section 336.9-501(a)(1).

10.16 Sec. 18. Minnesota Statutes 2008, section 336.9-521, is amended to read:

10.17 **336.9-521 UNIFORM FORM OF WRITTEN FINANCING STATEMENT**  
10.18 **AND AMENDMENT.**

10.19 (a) **Initial financing statement form.** A filing office that accepts written records  
10.20 may not refuse to accept a written initial financing statement in the form and format  
10.21 adopted by the National Conference of Commissioners on Uniform State Laws, except for  
10.22 a reason set forth in section 336.9-516(b).

10.23 (b) **Amendment form.** A filing office that accepts written records may not refuse to  
10.24 accept a written amendment of an initial financing statement record in the form and format  
10.25 adopted by the National Conference of Commissioners on Uniform State Laws, except for  
10.26 a reason set forth in section 336.9-516(b).

10.27 (c) Notwithstanding Minnesota Rules, part 8280.0040, subpart 1, forms adopted by  
10.28 the International Association of Corporation Administrators are accepted for filing, except  
10.29 for a reason set forth in section 336.9-516(b).

10.30 Sec. 19. Minnesota Statutes 2008, section 336.9-525, is amended to read:

10.31 **336.9-525 FEES.**

10.32 (a) **Initial financing statement or other record: general rule.** Except as otherwise  
10.33 provided in subsection (d), the fee for filing and indexing a record under this part is \$20.

11.1 \$5 of the fee collected for each filing made online must be deposited in the uniform  
11.2 commercial code account.

11.3 (b) **Number of names.** The number of names required to be indexed does not  
11.4 affect the amount of the fee in subsection (a).

11.5 (c) **Response to information request.** The fee for responding to a request for  
11.6 information from the filing office, including for issuing a certificate showing whether there  
11.7 is on file any financing statement naming a particular debtor and providing images of that  
11.8 financing statement, if requested, is \$20. \$5 of the fee collected for each request delivered  
11.9 online must be deposited in the uniform commercial code account.

11.10 (d) **Record of mortgage.** This section does not require a fee with respect to a record  
11.11 of a mortgage which is effective as a financing statement filed as a fixture filing or as a  
11.12 financing statement covering as-extracted collateral or timber to be cut under section  
11.13 336.9-502(c). However, the recording and satisfaction fees that otherwise would be  
11.14 applicable to the record of the mortgage apply.

11.15 Sec. 20. Minnesota Statutes 2008, section 336A.03, subdivision 3, is amended to read:

11.16 Subd. 3. **Signatures.** A lien notice must be signed, authorized, or otherwise  
11.17 authenticated by the lienholder. An effective financing statement must be signed,  
11.18 authorized, or otherwise authenticated by:

11.19 (1) the secured party; and

11.20 (2) the debtor, except that an effective financing statement filed online need not be  
11.21 signed by the debtor if the secured party obtains the debtor's signature on a paper effective  
11.22 financing statement for this lien.

11.23 Sec. 21. Minnesota Statutes 2008, section 545.05, subdivision 1, is amended to read:

11.24 Subdivision 1. **Definitions.** (a) As used in this section, a financing statement or  
11.25 other record filed in the manner provided by sections 336.9-501 to 336.9-531 (Uniform  
11.26 Commercial Code - Secured Transactions) to perfect a security interest is fraudulent or  
11.27 otherwise improper if it is filed without the authorization of the obligor, person named as  
11.28 debtor, or owner of collateral described or indicated in the financing statement or other  
11.29 record, or by consent of an agent, fiduciary, or other representative of that person or without  
11.30 the consent of the secured party of record in the case of an amendment or termination.

11.31 (b) All other financing statements filed in the manner provided by sections  
11.32 336.9-501 to 336.9-531 to perfect agricultural liens or for purposes outside of the Uniform  
11.33 Commercial Code - Secured Transactions are also fraudulent or otherwise improper and  
11.34 subject to this section if there is no statutory or other legal authority therefor.

12.1 ~~(b)~~ (c) As used in this section, filing office or filing officer refers to the office or  
 12.2 officer where a financing statement or other record is appropriately filed or recorded as  
 12.3 provided by law, including, but not limited to, the county recorder, the secretary of state,  
 12.4 and other related filing officers.

12.5 Sec. 22. Minnesota Statutes 2008, section 545.05, subdivision 2, is amended to read:

12.6 Subd. 2. **Motion.** An obligor, person named as a debtor, or owner of collateral  
 12.7 described or indicated in a financing statement or other record filed ~~under~~ in the manner  
 12.8 provided by sections 336.9-101 to 336.9-709 (Uniform Commercial Code - Secured  
 12.9 Transactions) 336.9-501 to 336.9-531, who has reason to believe that the financing  
 12.10 statement or other record is fraudulent or otherwise improper may complete and file at  
 12.11 any time a motion for judicial review of the effectiveness of the financing statement or  
 12.12 other record. A secured party of record who believes that an amendment or termination  
 12.13 of a financing statement or other record is fraudulent or otherwise improper may also  
 12.14 file a motion.

12.15 Sec. 23. Minnesota Statutes 2008, section 545.05, subdivision 4, is amended to read:

12.16 Subd. 4. **Motion form.** The motion must be in substantially the following form:

12.17 In Re: A Purported Financing Statement in the district court of ..... County,  
 12.18 Minnesota, Against [Name of person who filed the financing statement]

12.19 MOTION FOR JUDICIAL REVIEW OF A FINANCING STATEMENT FILED UNDER  
 12.20 THE UNIFORM COMMERCIAL CODE - SECURED TRANSACTIONS

12.21 ..... (name of moving party) files this motion requesting a judicial  
 12.22 determination of the effectiveness of a financing statement or other record filed ~~under~~ in  
 12.23 the manner provided by sections 336.9-501 to 336.9-531 of the Uniform Commercial  
 12.24 Code - Secured Transactions in the office of the ..... (filing office and location) and  
 12.25 in support of the motion provides as follows:

12.26 I.

12.27 ..... (name), the moving party, is the [obligor, person named as a debtor, or  
 12.28 owner of collateral described or indicated in] [secured party of record listed in] a financing  
 12.29 statement or other record filed ~~under~~ in the manner provided in sections 336.9-501 to  
 12.30 336.9-531 of the Uniform Commercial Code.

12.31 II.

12.32 On ..... (date), in the exercise of the filing officer's official duties as .....  
 12.33 (filing officer's position), the filing officer received and filed or recorded the financing  
 12.34 statement or other record, a copy which is attached, that purports to [perfect a security

13.1 interest or agricultural lien against the obligor, person named as debtor, or the owner of  
 13.2 collateral described or indicated in the financing statement or other record] ~~or~~ [amend  
 13.3 or terminate the financing statement in which the moving party is listed as the secured  
 13.4 party of record] or [be for a purpose outside of the Uniform Commercial Code - Secured  
 13.5 Transactions].

13.6 III.

13.7 The moving party alleges that the financing statement or other record is fraudulent  
 13.8 or otherwise improper and that this court should declare the financing statement or other  
 13.9 record ineffective.

13.10 IV.

13.11 The moving party attests that the assertions in this motion are true and correct.

13.12 V.

13.13 The moving party does not request the court to make a finding as to any underlying  
 13.14 claim of the parties involved and acknowledges that this motion does not seek review of  
 13.15 an effective financing statement. The moving party further acknowledges that the moving  
 13.16 party may be subject to sanctions if this motion is determined to be frivolous. The moving  
 13.17 party may be contacted by the respondent at:

13.18 Mailing Address: (required)

13.19 Telephone Number:

13.20 Facsimile Number: (either facsimile or e-mail contact is required)

13.21 E-Mail Address: (either facsimile or e-mail contact is required)

13.22 REQUEST FOR RELIEF

13.23 The moving party requests the court to review the attached documentation and enter  
 13.24 an order finding that the financing statement or other record is ineffective together with  
 13.25 other findings as the court deems appropriate.

13.26 Respectfully submitted, ..... (Signature and typed name and address).

13.27 Sec. 24. Minnesota Statutes 2008, section 545.05, subdivision 7, is amended to read:

13.28 Subd. 7. **Response form.** The person listed as [the secured party in] [filing] the  
 13.29 record for which the moving party has requested review may respond to the motion and  
 13.30 accompanying materials to request an actual hearing within 20 days from the mailing by  
 13.31 certified United States mail by the moving party. The form for use by the person listed as  
 13.32 [the secured party in] [filing] the record in question to respond to the motion for judicial  
 13.33 review must be in substantially the following form:

13.34 In Re: A Purported Financing Statement in the district court of ..... County,  
 13.35 Minnesota, Against [Name of person who filed the financing statement]



- 15.1 E-Mail Address: (either facsimile or e-mail contact is required)
- 15.2 Respectfully submitted, .....
- 15.3 (Signature and typed name and address).

15.4 Sec. 25. Minnesota Statutes 2008, section 545.05, subdivision 10, is amended to read:

15.5 Subd. 10. **Hearing.** (a) If a hearing is timely requested, the court shall hold that  
15.6 hearing within five days after the mailing of the response by the respondent or as soon  
15.7 after that as ordered by the court. After the hearing, the court shall enter appropriate  
15.8 findings of fact and conclusions of law regarding the financing statement or other record  
15.9 filed under in the manner provided by sections 336.9-501 to 336.9-531 of the Uniform  
15.10 Commercial Code.

15.11 (b) If a hearing request under subdivision 7 is not received by the court by the  
15.12 20th day following the mailing of the original motion, the court's finding may be made  
15.13 solely on a review of the documentation attached to the motion and without hearing any  
15.14 testimonial evidence. After that review, which must be conducted no later than five days  
15.15 after the 20-day period has expired, the court shall enter appropriate findings of fact and  
15.16 conclusions of law as provided in subdivision 11 regarding the financing statement or  
15.17 other record filed under in the manner provided by sections 336.9-501 to 336.9-531 of  
15.18 the Uniform Commercial Code.

15.19 (c) A copy of the findings of fact and conclusions of law must be sent to the moving  
15.20 party, the respondent, and the person who filed the financing statement or other record at  
15.21 the address listed in the motion or response of each person within seven days of the date  
15.22 that the findings of fact and conclusions of law are issued by the court.

15.23 (d) In all cases, the moving party shall file or record an attested copy of the findings  
15.24 of fact and conclusions of law in the filing office in the appropriate class of records in  
15.25 which the original financing statement or other record was filed or recorded. The filing  
15.26 officer shall not collect a filing fee for filing a court's finding of fact and conclusion of  
15.27 law as provided in this section except as specifically directed by the court in its findings  
15.28 and conclusions.

15.29 Sec. 26. Minnesota Statutes 2008, section 545.05, subdivision 11, is amended to read:

15.30 Subd. 11. **Order form; no hearing.** The findings of fact and conclusion of law  
15.31 for an expedited review where no hearing has been requested must be in substantially  
15.32 the following form:

15.33 MISCELLANEOUS DOCKET No. ....

16.1 In Re: A Purported Financing Statement or Other Record in the district court  
 16.2 of ..... County, Minnesota, Against [Name of person who filed financing  
 16.3 statement]

16.4 Judicial Finding of Fact and Conclusion of Law Regarding a Financing Statement  
 16.5 or Other Record Filed ~~Under~~ in the manner provided by sections 336.9-501 to  
 16.6 336.9-531 of the Uniform Commercial Code - Secured Transactions

16.7 On the (number) day of (month), (year), in the above entitled and numbered cause,  
 16.8 this court reviewed a motion, verified by affidavit, of (name) and the documentation  
 16.9 attached. The respondent did not respond within the required 20-day period. No testimony  
 16.10 was taken from any party, nor was there any notice of the court's review, the court  
 16.11 having made the determination that a decision could be made solely on review of the  
 16.12 documentation as provided in Minnesota Statutes, section 545.05.

16.13 The court finds as follows (only an item or subitem checked and initialed is a valid  
 16.14 court ruling):

16.15 [.] The documentation attached to the motion IS filed or recorded with the  
 16.16 authorization of the obligor, person named as debtor, or owner of collateral described or  
 16.17 indicated in the financing statement or other record, or by consent of an agent, fiduciary, or  
 16.18 other representative of that person, or with the authorization of the secured party of record  
 16.19 in the case of an amendment or termination, and is a legally valid financing statement or  
 16.20 other record under the Uniform Commercial Code - Secured Transactions law of this state.

16.21 [.] The documentation attached to the motion IS NOT filed or recorded with the  
 16.22 authorization of the obligor, person named as debtor, or owner of collateral described or  
 16.23 indicated in the documentation, or by consent of an agent, fiduciary, or other representative  
 16.24 of that person, or with the authorization of the secured party of record in the case of an  
 16.25 amendment or termination and, IS NOT ~~an effective~~ a legally valid financing statement or  
 16.26 other record under the Uniform Commercial Code - Secured Transactions law of this state.

16.27 [.] The documentation attached to the motion is filed to perfect an agricultural lien  
 16.28 or for a purpose outside of the Uniform Commercial Code - Secured Transactions and  
 16.29 there IS statutory or other legal authority therefor.

16.30 [.] The documentation attached to the motion is filed to perfect an agricultural lien  
 16.31 or for a purpose outside of the Uniform Commercial Code - Secured Transactions and  
 16.32 there IS NOT statutory or other legal authority therefor.

16.33 [.] This court makes no finding as to any underlying claims of the parties involved  
 16.34 and expressly limits its findings of fact and conclusions of law to the review of a  
 16.35 ministerial act. The filing officer shall remove the subject financing statement or other  
 16.36 record so that the record is not reflected in or obtained as a result of any search, standard



17.1 or otherwise, conducted of those records, but shall retain them and these findings of fact  
17.2 and conclusions of law in the filing office for the duration of the period for which they  
17.3 would have otherwise been filed.

17.4 SIGNED ON THIS THE ..... DAY of .....

17.5 ..... District Judge

17.6 ..... District

17.7 ..... County, Minnesota

17.8 Sec. 27. Minnesota Statutes 2008, section 545.05, subdivision 13, is amended to read:

17.9 Subd. 13. **Subsequent motion.** If the moving party files a subsequent motion under  
17.10 this section against a person filing a financing statement or other record that is reviewed  
17.11 under this section and found to be ~~filed or recorded with the authorization of the obligor,~~  
17.12 ~~person named as debtor, or owner of collateral described or indicated in the financing~~  
17.13 ~~statement or other record, or by consent of an agent, fiduciary, or other representative of~~  
17.14 ~~that person, or with the authorization of the secured party of record in the case of an~~  
17.15 ~~amendment or termination~~ legally valid under the Uniform Commercial Code - Secured  
17.16 Transactions law of this state or under other statutory or legal authority, the court may, in  
17.17 addition to assessing costs, order other equitable relief against the moving party or enter  
17.18 other sanctions against the moving party.

17.19 Sec. 28. **REPEALER.**

17.20 (a) Minnesota Statutes 2008, sections 5.03; and 308B.121, subdivision 3, are  
17.21 repealed.

17.22 (b) Minnesota Rules, part 8280.0470, is repealed.

**5.03 CLERK OF GOVERNMENT SURVEYS.**

There is hereby created in the Office of the Secretary of State the position of clerk of government surveys and documents for the purpose of receiving and for the safekeeping of all the records and archives of the Office of United States Surveyor General for the state as soon as they shall be received from the commissioner of the General Land Office at Washington, D.C. The secretary of state shall maintain a copy of government survey documents for public inspection. The original documents shall be preserved in a climate controlled environment prescribed by the secretary of state. The documents shall be maintained so that they are available for public inspection.

**308B.121 PERIODIC REGISTRATION.**

Subd. 3. **Information public.** The information required by subdivision 2 is public data.