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State of Minnesota

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HOUSE OF REPRESENTATIVES

EIGHTY-SIXTH
SESSION

HOUSE FILE No. **3025**

February 16, 2010

Authored by Olin

The bill was read for the first time and referred to the Committee on Commerce and Labor

March 8, 2010

Committee Recommendation and Adoption of Report:

To Pass as Amended and re-referred to the Committee on Civil Justice

March 22, 2010

Committee Recommendation and Adoption of Report:

To Pass

Read Second Time

A bill for an act

1.1 relating to business organizations; regulating the organization and operation of
1.2 business corporations, nonprofit corporations, and limited liability companies;
1.3 providing for consistent law relating to registered agents and offices of business
1.4 entities; repealing the prohibition against certain business names; amending
1.5 Minnesota Statutes 2008, sections 5.16, subdivision 1; 222.18, subdivision 1;
1.6 302A.011, subdivision 18; 302A.121; 302A.123; 302A.215, subdivision 3;
1.7 302A.311; 302A.341, subdivision 2; 302A.402, subdivisions 3, 4; 302A.429,
1.8 subdivision 2; 302A.435, subdivision 1; 302A.461, subdivision 2; 302A.661,
1.9 subdivision 1; 303.05, subdivision 1; 303.10; 308A.025; 308A.131, subdivision
1.10 1; 308B.115; 317A.011, subdivision 15; 317A.111, subdivisions 1, 3, 4, by
1.11 adding a subdivision; 317A.121; 317A.123; 317A.133, subdivisions 1, 2, 3;
1.12 317A.181, subdivision 2, by adding a subdivision; 317A.203; 317A.227;
1.13 317A.231, subdivisions 1, 4; 317A.237; 317A.239, subdivisions 1, 3; 317A.241,
1.14 subdivision 2, by adding a subdivision; 317A.255, subdivision 1; 317A.301;
1.15 317A.311; 317A.315; 317A.321; 317A.341, subdivision 2; 317A.521,
1.16 subdivision 9; 317A.613, subdivision 2; 317A.661; 317A.721, subdivisions 1, 3;
1.17 321.0114; 321.0905; 322B.03, subdivision 29; 322B.13; 322B.135; 322B.34,
1.18 subdivision 1; 322B.373, subdivision 2; 322B.676; 322B.686, subdivision 2;
1.19 322B.77, subdivision 1; 322B.935; 323A.1001; 323A.1102; 333.20, subdivision
1.20 1; 333.22, subdivisions 1, 3; Minnesota Statutes 2009 Supplement, sections 5.15;
1.21 5.34; 5.35; 303.06, subdivision 2; 321.0809; 321.0902; 321.0906; Laws 2008,
1.22 chapter 233, article 3, section 8; proposing coding for new law in Minnesota
1.23 Statutes, chapter 5; repealing Minnesota Statutes 2008, section 333.17.
1.24

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

1.26 **ARTICLE 1**

1.27 **BUSINESS ORGANIZATIONS**

1.28 Section 1. Minnesota Statutes 2008, section 302A.011, subdivision 18, is amended to
1.29 read:

1.30 Subd. 18. **Officer.** "Officer" means the chief executive officer, the chief financial
1.31 officer, a person elected, appointed, or otherwise designated as an officer ~~by the board~~

2.1 pursuant to section 302A.311, and any other person deemed elected as an officer pursuant
2.2 to section 302A.321.

2.3 Sec. 2. Minnesota Statutes 2008, section 302A.215, subdivision 3, is amended to read:

2.4 Subd. 3. **Modifications of cumulative voting.** With respect to a corporation that
2.5 is not a publicly held corporation, no amendment to the articles or bylaws that has the
2.6 effect of denying, limiting, or modifying the right to cumulative voting for directors
2.7 provided in this section shall be adopted if the votes of a proportion of the voting power
2.8 sufficient to elect a director at an election of the entire board under cumulative voting
2.9 are cast against the amendment.

2.10 Sec. 3. Minnesota Statutes 2008, section 302A.311, is amended to read:

2.11 **302A.311 OTHER OFFICERS.**

2.12 The board may elect or appoint, in a manner set forth in the articles or bylaws or in
2.13 a resolution approved by the affirmative vote of a majority of the directors present, any
2.14 other officers ~~or agents~~ the board deems necessary for the operation and management of
2.15 the corporation, each of whom shall have the powers, rights, duties, responsibilities, and
2.16 terms in office provided for in the articles or bylaws or determined by the board. To the
2.17 extent authorized in the articles, the bylaws, or a resolution approved by the affirmative
2.18 vote of a majority of the directors present, the chief executive officer may appoint one
2.19 or more officers, other than the chief financial officer. An election or appointment as
2.20 described in this section is subject to the provisions of a shareholder control agreement.

2.21 Sec. 4. Minnesota Statutes 2008, section 302A.341, subdivision 2, is amended to read:

2.22 Subd. 2. **Removal.** An officer may be removed at any time, with or without cause,
2.23 by a resolution approved by the affirmative vote of a majority of the directors present;
2.24 ~~subject to the provisions of a shareholder control agreement. The~~ An officer appointed by
2.25 the chief executive officer may also be removed at any time, with or without cause, by the
2.26 chief executive officer. To the extent authorized in the articles, the bylaws, or a resolution
2.27 approved by the affirmative vote of a majority of the directors present, the chief executive
2.28 officer of a corporation that is not a closely held corporation may remove an officer elected
2.29 or appointed by the board, other than the chief financial officer. A removal as described
2.30 in this subdivision is subject to the provisions of a shareholder control agreement and is
2.31 without prejudice to any contractual rights of the officer.

2.32 Sec. 5. Minnesota Statutes 2008, section 302A.402, subdivision 3, is amended to read:

3.1 Subd. 3. **By action of board alone; filing of articles of amendment.** (a) Subject to
3.2 the restrictions provided in subdivision 2 or any provision in the articles that states that
3.3 section 302A.402, subdivision 3, does not apply, a share dividend, division, or combination
3.4 may be effected by action of the board alone, without the approval of shareholders under
3.5 sections 302A.135 and 302A.137. In effecting a share dividend, division, or combination
3.6 under this subdivision, the board may amend the articles to increase or decrease the par
3.7 value of shares, increase or decrease the number of authorized shares, but only if the
3.8 amendment will not result in the percentage of authorized shares of any class or series
3.9 remaining unissued after the share dividend, division, or combination exceeding the
3.10 percentage of authorized shares of that class or series that were unissued before the share
3.11 dividend, division, or combination, and make any other change necessary or appropriate to
3.12 ~~assure~~ ensure that the rights or preferences of the holders of outstanding shares of any class
3.13 or series will not be adversely affected by the share dividend, division, or combination.

3.14 (b) If a share dividend, division, or combination that includes an amendment of the
3.15 articles is effected under this subdivision, then articles of amendment must be prepared
3.16 that contain the information required by section 302A.139 and a statement that the
3.17 amendment will not adversely affect the rights or preferences of the holders of outstanding
3.18 shares of any class or series and will not result in the percentage of authorized shares of
3.19 any class or series that remains unissued after the share dividend, division, or combination
3.20 exceeding the percentage of authorized shares of that class or series that were unissued
3.21 before the share dividend, division, or combination.

3.22 Sec. 6. Minnesota Statutes 2008, section 302A.402, subdivision 4, is amended to read:

3.23 Subd. 4. **Changes in voting rights; fractional shares.** For purposes of this section,
3.24 an increase or decrease in the relative voting rights of the shares that are the subject of the
3.25 share dividend, division, or combination that arises solely from the increase or decrease
3.26 in the number of shares outstanding is not an adverse effect on the outstanding shares of
3.27 any class or series and any increase in the percentage of authorized shares remaining
3.28 unissued arising solely from the elimination of fractional shares under section 302A.423
3.29 must be disregarded.

3.30 Sec. 7. Minnesota Statutes 2008, section 302A.429, subdivision 2, is amended to read:

3.31 Subd. 2. **Restrictions permitted.** A written restriction on the transfer or registration
3.32 of transfer of securities of a corporation that is not manifestly unreasonable under the
3.33 circumstances and is either: (1) noted conspicuously on the face or back of the certificate;
3.34 or (2) included in information sent to the holders of uncertificated shares in accordance

4.1 with section 302A.417, subdivision 7, ~~may be enforced~~ is valid and specifically
4.2 enforceable against the holder of the restricted securities or a successor or transferee of
4.3 the holder, including a pledgee or a legal representative. Unless noted conspicuously
4.4 on the face or back of the certificate or included in information sent to the holders of
4.5 uncertificated shares in accordance with section 302A.417, subdivision 7, a restriction,
4.6 even though permitted by this section, is ineffective against a person without knowledge
4.7 of the restriction. A restriction under this section is deemed to be noted conspicuously and
4.8 is effective if the existence of the restriction is stated on the certificate and reference is
4.9 made to a separate document creating or describing the restriction.

4.10 Sec. 8. Minnesota Statutes 2008, section 302A.435, subdivision 1, is amended to read:

4.11 Subdivision 1. **To whom given.** Except as otherwise provided in this chapter, notice
4.12 of all meetings of shareholders shall be given to every holder of shares entitled to vote,
4.13 unless:

4.14 (1) the meeting is an adjourned meeting to be held not more than 120 days after the
4.15 date fixed for the original meeting and the date, time, and place of the meeting were
4.16 announced at the time of the original meeting or any adjournment of the original meeting;
4.17 or

4.18 (2) the following have been mailed by first class mail to a shareholder at the address
4.19 in the corporate records and returned undeliverable:

4.20 (i) two consecutive ~~annual~~ regular meeting notices and notices of any special
4.21 meetings held during the period between the two ~~annual~~ regular meetings; or

4.22 (ii) all payments of dividends sent during a 12-month period, provided there are at
4.23 least two sent during the 12-month period.

4.24 If notice of an adjourned meeting is required under clause (1), then the date for
4.25 determination of shares entitled to notice of and entitled to vote at the adjourned meeting
4.26 must comply with section 302A.445, subdivision 1, except that if the date of the meeting
4.27 is set by court order, the court may provide that the original date of determination will
4.28 continue in effect or may fix a new date.

4.29 An action or meeting that is taken or held without notice under clause (2) has the
4.30 same force and effect as if notice was given. If the shareholder delivers a written notice of
4.31 the shareholder's current address to the corporation, the notice requirement is reinstated.

4.32 Sec. 9. Minnesota Statutes 2008, section 302A.461, subdivision 2, is amended to read:

4.33 Subd. 2. **Other documents required.** A corporation shall keep at its principal
4.34 executive office or at another place or places within the United States determined by the

5.1 board, or and, if its principal executive office or any such other place is outside of this
5.2 state, shall make available at its registered office or its principal executive office within
5.3 this state within ten days after receipt by an officer of the corporation of a written demand
5.4 for them made by a person described in subdivision 4, originals or copies of:

- 5.5 (a) records of all proceedings of shareholders for the last three years;
- 5.6 (b) records of all proceedings of the board for the last three years;
- 5.7 (c) its articles and all amendments currently in effect;
- 5.8 (d) its bylaws and all amendments currently in effect;
- 5.9 (e) financial statements required by section 302A.463 and the financial statement for
5.10 the most recent interim period prepared in the course of the operation of the corporation for
5.11 distribution to the shareholders or to a governmental agency as a matter of public record;
- 5.12 (f) reports made to shareholders generally within the last three years;
- 5.13 (g) a statement of the names and usual business addresses of its directors and
5.14 principal officers;
- 5.15 (h) voting trust agreements described in section 302A.453;
- 5.16 (i) shareholder control agreements described in section 302A.457; and
- 5.17 (j) a copy of agreements, contracts, or other arrangements or portions of them
5.18 incorporated by reference under section 302A.111, subdivision 7.

5.19 Sec. 10. Minnesota Statutes 2008, section 302A.661, subdivision 1, is amended to read:

5.20 Subdivision 1. **Shareholder approval; when not required.** A corporation may, by
5.21 affirmative vote of a majority of the directors present, upon those terms and conditions
5.22 and for those considerations, which may be money, securities, or other instruments for
5.23 the payment of money or other property, as the board deems expedient, and without
5.24 shareholder approval:

5.25 (1) sell, lease, transfer, or otherwise dispose of all or substantially all of its property
5.26 and assets in the usual and regular course of its business;

5.27 (2) grant a security interest in all or substantially all of its property and assets
5.28 whether or not in the usual and regular course of its business; or

5.29 (3) transfer any or all of its property to an organization all the shares or other
5.30 ownership interests of which are owned directly, or indirectly through wholly owned
5.31 organizations, by the corporation.

5.32 Sec. 11. Minnesota Statutes 2008, section 317A.011, subdivision 15, is amended to
5.33 read:

6.1 Subd. 15. **Officer.** "Officer" means the president, the treasurer, however designated,
6.2 a person elected, appointed, or otherwise designated as an officer ~~by the board or the~~
6.3 ~~members~~ pursuant to section 317A.311, and a person ~~considered~~ deemed elected an officer
6.4 under section 317A.321.

6.5 Sec. 12. Minnesota Statutes 2008, section 317A.111, subdivision 3, is amended to read:

6.6 Subd. 3. **Statutory provisions that may be modified in articles or bylaws.** The
6.7 following provisions govern a corporation unless modified in the articles or bylaws:

6.8 (1) a certain method must be used for amending the articles (section 317A.133);

6.9 (2) a corporation has perpetual duration and certain powers (section 317A.161);

6.10 (3) certain procedures apply to the adoption, amendment, or repeal of bylaws by the
6.11 members with voting rights (section 317A.181);

6.12 (4) a director holds office until expiration of the director's term and election of
6.13 a successor (section 317A.207);

6.14 (5) the term of a director filling a vacancy expires at the end of the term the director
6.15 is filling (section 317A.207);

6.16 (6) the compensation of directors is fixed by the board (section 317A.211);

6.17 (7) a certain method must be used for removal of directors (section 317A.223);

6.18 (8) a certain method must be used for filling board vacancies (section 317A.227);

6.19 (9) board meetings must be held at least once per year, and if the board fails to select
6.20 a place for a board meeting, it must be held at the registered office (section 317A.231);

6.21 (10) a director may call a board meeting, and the notice of the meeting need not state
6.22 the purpose of the meeting (section 317A.231);

6.23 (11) a majority of the board is a quorum (section 317A.235);

6.24 (12) the affirmative vote of the majority of directors present is required for board
6.25 action (section 317A.237);

6.26 (13) a committee consists of one or more persons, who need not be directors,
6.27 appointed by the board (section 317A.241, subdivision 2), and a committee may create
6.28 one or more subcommittees, each consisting of one or more members of the committee,
6.29 and may delegate to a subcommittee any, or all, of the authority of the committee (section
6.30 317A.241, subdivision 3);

6.31 (14) the president and treasurer have certain duties, until the board determines
6.32 otherwise (section 317A.305);

6.33 (15) a certain method must be used for removal of officers (section 317A.341);

6.34 (16) officers may delegate some or all of their duties and powers, if not prohibited by
6.35 the board from doing so (section 317A.351);

- 7.1 (17) a corporation does not have members (section 317A.401);
- 7.2 (18) the board may determine the consideration required to admit members (section
7.3 317A.401);
- 7.4 (19) all members are entitled to vote and have equal rights and preferences in
7.5 matters (section 317A.401);
- 7.6 (20) memberships may not be transferred (section 317A.405);
- 7.7 (21) a corporation with voting members must hold a regular meeting of voting
7.8 members annually (section 317A.431);
- 7.9 (22) if a specific minimum notice period has not been fixed by law, at least five days'
7.10 notice is required for a meeting of members (section 317A.435);
- 7.11 (23) the board may fix a date up to 60 days before the date of a members meeting
7.12 as the date for determination of the members entitled to notice of and entitled to vote at
7.13 the meeting (section 317A.437);
- 7.14 (24) each member with voting rights has one vote (section 317A.441);
- 7.15 (25) the affirmative vote of the majority of members with voting rights present and
7.16 entitled to vote is required for action of the members, unless this chapter or the articles or
7.17 bylaws require a greater vote or voting by class (section 317A.443);
- 7.18 (26) members with voting rights may take action at a meeting by voice or ballot, by
7.19 unanimous action without a meeting, by mailed ballot, or by electronic communication
7.20 (section 317A.443);
- 7.21 (27) the number of members required for a quorum is ten percent of the members
7.22 entitled to vote (section 317A.451);
- 7.23 (28) certain procedures govern acceptance of member acts (section 317A.455); and
- 7.24 (29) indemnification of certain persons is required (section 317A.521).

7.25 Sec. 13. Minnesota Statutes 2008, section 317A.111, subdivision 4, is amended to read:

7.26 Subd. 4. **Optional provisions; specific subjects.** The following provisions relating
7.27 to the management or regulation of the affairs of a corporation may be included in the
7.28 articles or, except for naming members of the first board, in the bylaws:

7.29 (1) the first board of directors may be named in the articles (section 317A.171);

7.30 (2) additional qualifications for directors may be imposed (section 317A.205);

7.31 (3) terms of directors may be staggered (section 317A.207);

7.32 (4) the day or date, time, and place of board meetings may be fixed (section
7.33 317A.231);

7.34 (5) in addition to the president, authority to sign and deliver certain documents may
7.35 be delegated to an officer or agent of the corporation (section 317A.305);

- 8.1 (6) additional officers may be designated (section 317A.311);
- 8.2 (7) additional powers, rights, duties, and responsibilities may be given to officers
- 8.3 (section 317A.311);
- 8.4 (8) a method for filling vacant offices may be specified (section 317A.341);
- 8.5 (9) membership criteria and procedures for admission may be established (section
- 8.6 317A.401);
- 8.7 (10) membership terms may be fixed (section 317A.401);
- 8.8 (11) a corporation may levy dues, assessments, or fees on members (section
- 8.9 317A.407);
- 8.10 (12) a corporation may buy memberships (section 317A.413);
- 8.11 (13) a corporation may have delegates with some or all the authority of members
- 8.12 (section 317A.415);
- 8.13 (14) the day or date, time, and place of regular member meetings or the place of
- 8.14 special meetings may be fixed (section 317A.431);
- 8.15 (15) certain persons may be authorized to call special meetings of members (section
- 8.16 317A.433);
- 8.17 (16) notices of special member meetings may be required to contain certain
- 8.18 information (section 317A.433);
- 8.19 (17) a larger than majority vote may be required for member action (section
- 8.20 317A.443);
- 8.21 (18) members with voting rights may vote by proxy (section 317A.453); and
- 8.22 (19) members with voting rights may enter into voting agreements (section
- 8.23 317A.457).

8.24 Sec. 14. Minnesota Statutes 2008, section 317A.111, is amended by adding a

8.25 subdivision to read:

8.26 **Subd. 8. Dependence on facts outside of the articles.** Except for provisions

8.27 included pursuant to subdivision 1, a provision of the articles may:

8.28 (1) be made dependent upon facts ascertainable outside the articles, but only if the

8.29 manner in which the facts operate upon the provision is clearly and expressly set forth

8.30 in the articles; and

8.31 (2) incorporate by reference some or all of the terms of an agreement, contract, or

8.32 other arrangement entered into by the corporation, but only if the corporation retains at

8.33 its principal executive office a copy of the agreement, contract, or other arrangement

8.34 or the portions incorporated by reference.

9.1 Sec. 15. Minnesota Statutes 2008, section 317A.133, subdivision 1, is amended to read:

9.2 Subdivision 1. **Approval by incorporators or board.** A majority of incorporators
9.3 may amend the articles by written action if no directors are named in the original articles,
9.4 if no directors have been elected, and if there are no members with voting rights. A
9.5 majority of all directors may amend the articles if there are no members with voting rights,
9.6 if members with voting rights have authorized the board to amend the articles under
9.7 subdivision 3, or if the amendment merely restates the existing articles, as amended.
9.8 Notice of the meeting and of the proposed amendment must be given to the board. An
9.9 amendment restating the existing articles may, but need not, be submitted to and approved
9.10 by the members with voting rights as provided in subdivision 2.

9.11 Sec. 16. Minnesota Statutes 2008, section 317A.133, subdivision 2, is amended to read:

9.12 Subd. 2. **Approval by board and members with voting rights.** Amendments to
9.13 the articles must be approved by the affirmative vote of a majority of the all directors and
9.14 by the members with voting rights. If an amendment is initiated by the directors, proper
9.15 notice of the proposed amendment must precede a ~~member~~ meeting of the members
9.16 with voting rights at which the amendment will be considered and must include the
9.17 substance of the proposed amendment. If an amendment is proposed and approved by
9.18 the members with voting rights, ~~the those~~ members may demand a special board meeting
9.19 within 60 days for consideration of the proposed amendment if a regular board meeting
9.20 would not occur within 60 days.

9.21 Sec. 17. Minnesota Statutes 2008, section 317A.133, subdivision 3, is amended to read:

9.22 Subd. 3. **Approval by board where members have voting rights.** (a) The
9.23 members with voting rights may authorize the board of directors, subject to paragraph (c),
9.24 to exercise from time to time the power of amendment of the articles without ~~member~~
9.25 approval of the members with voting rights.

9.26 (b) When the members with voting rights have authorized the board of directors to
9.27 amend the articles, the board of directors, by the affirmative vote of a majority ~~vote~~ of all
9.28 directors, unless the articles, bylaws, or the members' resolution authorizing the board
9.29 action require a greater vote, may amend the articles at a meeting of the board. Notice of
9.30 the meeting and of the proposed amendment must be given to the board.

9.31 (c) The members with voting rights ~~voting at a meeting duly called for the purpose,~~
9.32 may prospectively revoke the authority of the board to exercise the power of the members
9.33 to amend the articles at a meeting duly called for that purpose.

10.1 Sec. 18. Minnesota Statutes 2008, section 317A.181, is amended by adding a
 10.2 subdivision to read:

10.3 Subd. 1a. **Adoption and amendment; no members with voting rights.** Initial
 10.4 bylaws may be adopted under section 317A.171 by a majority of the incorporators or the
 10.5 first board. The bylaws may be amended in the manner provided in the articles or bylaws.
 10.6 In the absence of such provision, a majority of directors may amend or repeal the bylaws.

10.7 Sec. 19. Minnesota Statutes 2008, section 317A.181, subdivision 2, is amended to read:

10.8 Subd. 2. **Adoption; amendments and amendment; members with voting rights.**

10.9 (a) Unless reserved by the articles to the members with voting rights, initial bylaws may
 10.10 be adopted under section 317A.171 by a majority of the incorporators or by the first board.

10.11 Unless reserved by the articles to the members, the power to adopt, amend, or repeal
 10.12 the bylaws is vested in the board. The power of the board is subject to the power of
 10.13 the members with voting rights under paragraph (b) to adopt, amend, or repeal bylaws
 10.14 adopted, amended, or repealed by the board. ~~After the adoption of the initial bylaws and if~~

10.15 ~~there are members with voting rights, the board may not adopt, amend, or repeal a bylaw~~

10.16 The bylaws may be amended in the manner provided in the articles or bylaws. In the

10.17 absence of such provision, the following bylaw amendments are subject to approval by

10.18 the members with voting rights: fixing a quorum for meetings of members; ~~;~~ prescribing

10.19 procedures for removing directors or filling vacancies in the board; ~~or;~~ fixing the number

10.20 of directors or their classifications, qualifications, or terms of office; ~~but may adopt or~~

10.21 ~~amend a bylaw to increase the number of directors. A bylaw amendment to increase~~

10.22 ~~or decrease the vote required for a member action must be approved by the members~~

10.23 prescribing procedures for removing or adding members; and increasing or decreasing the

10.24 vote required for a member action. The board may adopt or amend a bylaw provision to

10.25 increase the number of directors without member approval.

10.26 (b) Unless the articles or bylaws provide otherwise, at least 50 members with
 10.27 voting rights or ten percent of the members with voting rights, whichever is less, may

10.28 propose a resolution for action by the members to adopt, amend, or repeal bylaws adopted,
 10.29 amended, or repealed by the board. The resolution must contain the provisions proposed

10.30 for adoption, amendment, or repeal. The limitations and procedures for submitting,

10.31 considering, and adopting the resolution are the same as provided in section 317A.133,

10.32 for amendment of the articles, except that board approval is not required. ~~The articles or~~

10.33 ~~bylaws may impose different or additional requirements for the members to adopt, amend,~~

10.34 ~~or repeal the bylaws.~~

11.1 Sec. 20. Minnesota Statutes 2008, section 317A.203, is amended to read:

11.2 **317A.203 NUMBER.**

11.3 A board of directors must consist of three or more individuals, with the number
11.4 specified in or fixed in accordance with the articles or bylaws. Notwithstanding section
11.5 317A.227, if the power to elect or appoint directors is vested in the board of directors and
11.6 if the number of directors falls below three, or such greater minimum number set forth in
11.7 the articles or bylaws, a majority of the directors in office may appoint or elect the number
11.8 of additional directors necessary to increase the board to three directors or such greater
11.9 minimum set forth in the articles or bylaws.

11.10 Sec. 21. Minnesota Statutes 2008, section 317A.227, is amended to read:

11.11 **317A.227 VACANCIES.**

11.12 (a) Unless the articles or bylaws provide otherwise, and except as provided in
11.13 paragraphs (b), (c), and (d), if a vacancy occurs on the board of directors, including a
11.14 vacancy resulting from an increase in the number of directors:

11.15 (1) the members with voting rights, if any, may fill the vacancy; or

11.16 (2) the remaining members of the board, though less than a quorum, may fill the
11.17 vacancy.

11.18 (b) If a vacant office was held by a director elected by a class, chapter, or other
11.19 organizational unit or by region or other geographic grouping, only members with voting
11.20 rights of the class, chapter, unit, or grouping are entitled to vote to fill the vacancy.

11.21 (c) If a vacant office was held by an appointed director, only the person who
11.22 appointed the director may fill the vacancy.

11.23 (d) A vacancy that will occur at a specific later date may be filled before the vacancy
11.24 occurs but the new director may not take office until the vacancy occurs.

11.25 Sec. 22. Minnesota Statutes 2008, section 317A.231, subdivision 1, is amended to read:

11.26 Subdivision 1. **Time; place.** Meetings of the board may be held as provided in the
11.27 articles or bylaws in or out of this state. Unless the articles or bylaws provide otherwise,
11.28 a meeting of the board must be held at least once per year. If the articles or bylaws
11.29 or the board fail to select a place or method for selecting a place for a meeting, the
11.30 meeting must be held at the registered office. ~~The board of directors may determine under~~
11.31 ~~subdivision 2 that a meeting of the board of directors shall be held solely by means of~~
11.32 ~~remote communication.~~

11.33 Sec. 23. Minnesota Statutes 2008, section 317A.231, subdivision 4, is amended to read:

12.1 Subd. 4. **Calling meetings; notice.** (a) Unless the articles or bylaws provide
12.2 otherwise, a director may call a board meeting by giving five days' notice to all directors
12.3 of the date, time, and place of the meeting. The notice must contain the substance of
12.4 the proposed amendment to the articles but otherwise need not state the purpose of the
12.5 meeting unless the articles or bylaws require it.

12.6 (b) If the day or date, time, and place of a board meeting have been provided in the
12.7 articles or bylaws, or announced at a previous meeting of the board, notice is not required.
12.8 Notice of an adjourned meeting need not be given other than by announcement at the
12.9 meeting at which adjournment is taken.

12.10 (c) Any notice to a director given under any provision of this chapter, the articles, or
12.11 the bylaws by a form of electronic communication consented to by the director to whom
12.12 the notice is given is effective when given. The notice is deemed given if by:

12.13 (1) facsimile communication, when directed to a telephone number at which the
12.14 director has consented to receive notice;

12.15 (2) electronic mail, when directed to an electronic mail address at which the director
12.16 has consented to receive notice;

12.17 (3) a posting on an electronic network on which the director has consented to
12.18 receive notice, together with a separate notice to the director of the specific posting, upon
12.19 the later of:

12.20 (i) the posting; or

12.21 (ii) the giving of the separate notice; and

12.22 (4) any other form of electronic communication by which the director has consented
12.23 to receive notice, when directed to the director.

12.24 An affidavit of the secretary, other authorized officer, or authorized agent of the
12.25 corporation, that the notice has been given by a form of electronic communication is, in
12.26 the absence of fraud, prima facie evidence of the facts stated in the affidavit.

12.27 (d) Consent by a director to notice given by electronic communication may be given
12.28 in writing or by authenticated electronic communication. Any consent so given may be
12.29 relied upon until revoked by the director, provided that no revocation affects the validity
12.30 of any notice given before receipt of revocation of the consent.

12.31 Sec. 24. Minnesota Statutes 2008, section 317A.237, is amended to read:

12.32 **317A.237 ACT OF THE BOARD.**

12.33 The board shall take action by the affirmative vote of a majority of directors with
12.34 voting rights present and entitled to vote at a duly held meeting, unless this chapter or the

13.1 articles or bylaws require the affirmative vote of a larger proportion or number. Proxy
13.2 voting is not permitted.

13.3 Sec. 25. Minnesota Statutes 2008, section 317A.239, subdivision 1, is amended to read:

13.4 Subdivision 1. **Method.** An action required or permitted to be taken at a board
13.5 meeting may be taken by written action signed, or consented to by authenticated electronic
13.6 communication, by all of the directors. If the articles so provide, an action, other than
13.7 an action requiring ~~member~~ approval of members with voting rights, may be taken by
13.8 written action signed, or consented to by authenticated electronic communication, by the
13.9 number of directors that would be required to take the same action at a meeting of the
13.10 board at which all directors were present.

13.11 Sec. 26. Minnesota Statutes 2008, section 317A.239, subdivision 3, is amended to read:

13.12 Subd. 3. **Notice; liability.** When written action is permitted to be taken by less than
13.13 all directors, all directors must be notified immediately of its text and effective date.
13.14 Failure to provide the notice does not invalidate the written action. A director who does
13.15 not sign or consent to the written action is not liable for the action or actions taken thereby.

13.16 Sec. 27. Minnesota Statutes 2008, section 317A.241, subdivision 2, is amended to read:

13.17 Subd. 2. **Membership.** Committee members must be natural persons. Unless the
13.18 articles or bylaws provide otherwise, a committee must consist of one or more persons,
13.19 who need not be directors, appointed by the ~~board~~ affirmative vote of a majority of the
13.20 directors present.

13.21 Sec. 28. Minnesota Statutes 2008, section 317A.241, is amended by adding a
13.22 subdivision to read:

13.23 Subd. 7. **Subcommittees.** Unless otherwise provided in the articles, the bylaws, or
13.24 the resolution of the board establishing the committee, a committee may create one or
13.25 more subcommittees, each consisting of one or more members of the committee, and may
13.26 delegate to a subcommittee any or all of the authority of the committee. In this chapter,
13.27 unless the language or context clearly indicates that a different meaning is intended, any
13.28 reference to a committee is deemed to include a subcommittee, and any reference to a
13.29 committee member is deemed to include a subcommittee member.

13.30 Sec. 29. Minnesota Statutes 2008, section 317A.255, subdivision 1, is amended to read:

14.1 Subdivision 1. **Conflict; procedure when conflict arises.** (a) A contract or other
14.2 transaction between a corporation and: (1) its director or a member of the family of its
14.3 director; (2) a director of a related organization, or a member of the family of a director
14.4 of a related organization; or (3) an organization in or of which the corporation's director,
14.5 or a member of the family of its director, is a director, officer, or legal representative or
14.6 has a material financial interest; is not void or voidable because the director or the other
14.7 individual or organization are parties or because the director is present at the meeting of
14.8 the members or the board or a committee at which the contract or transaction is authorized,
14.9 approved, or ratified, if a requirement of paragraph (b) is satisfied.

14.10 (b) A contract or transaction described in paragraph (a) is not void or voidable if:

14.11 (1) the contract or transaction was, and the person asserting the validity of the
14.12 contract or transaction has the burden of establishing that the contract or transaction was,
14.13 fair and reasonable as to the corporation when it was authorized, approved, or ratified;

14.14 (2) the material facts as to the contract or transaction and as to the director's interest
14.15 are fully disclosed or known to the members and the contract or transaction is approved
14.16 in good faith by two-thirds of the members entitled to vote, not counting any vote that
14.17 the interested director might otherwise have, or the unanimous affirmative vote of all
14.18 members, whether or not entitled to vote;

14.19 (3) the material facts as to the contract or transaction and as to the director's interest
14.20 are fully disclosed or known to the board or a committee, and the board or committee
14.21 authorizes, approves, or ratifies the contract or transaction in good faith by a majority of
14.22 the board directors or committee members currently holding office, provided that the
14.23 interested director or directors may not vote and are not considered present for purposes
14.24 of a quorum. If, as a result, the number of remaining directors is not sufficient to reach
14.25 a quorum, a quorum for the purpose of considering the contract or transaction is the
14.26 number of remaining directors or committee members, not counting any vote that the
14.27 interested director might otherwise have, and not counting the director in determining the
14.28 presence of a quorum; or

14.29 (4) the contract or transaction is a merger or consolidation described in section
14.30 317A.601.

14.31 Sec. 30. Minnesota Statutes 2008, section 317A.301, is amended to read:

14.32 **317A.301 OFFICERS REQUIRED.**

14.33 A corporation must have one or more natural persons exercising the functions of the
14.34 offices of president and treasurer, however designated. ~~The board shall elect or appoint~~

15.1 ~~officers, except to the extent that the articles or bylaws provide that the members may~~
15.2 ~~elect or appoint officers.~~

15.3 Sec. 31. Minnesota Statutes 2008, section 317A.311, is amended to read:

15.4 **317A.311 OTHER OFFICERS.**

15.5 Except to the extent that the articles or bylaws provide that the members may
15.6 exercise the powers under this section, the board may elect or appoint, in a manner set
15.7 forth in the articles or bylaws or in a resolution adopted by the board, other officers ~~or~~
15.8 ~~agents~~ the board considers necessary for the operation and management of the corporation,
15.9 each of whom has the powers, rights, duties, responsibilities, and terms in office provided
15.10 for in the articles or bylaws or determined by the board. Unless reserved to the members
15.11 with the voting rights, to the extent authorized in the articles, the bylaws, or a resolution
15.12 approved by the affirmative vote of a majority of the directors present, the president may
15.13 appoint one or more officers, other than the treasurer.

15.14 Sec. 32. Minnesota Statutes 2008, section 317A.315, is amended to read:

15.15 **317A.315 MULTIPLE OFFICES.**

15.16 Unless the articles or bylaws provide otherwise, any number of offices or functions
15.17 of those offices may be held or exercised by the same person. If a document must be signed
15.18 by persons holding different offices or functions and a person holds or exercises more than
15.19 one of those offices or functions, that person may sign the document in more than one
15.20 capacity, but only if the document indicates each capacity in which the person signs.

15.21 Sec. 33. Minnesota Statutes 2008, section 317A.321, is amended to read:

15.22 **317A.321 OFFICERS CONSIDERED ELECTED.**

15.23 In the absence of an election or appointment of officers by the board or the members
15.24 with voting rights, the person exercising the principal functions of the president or the
15.25 treasurer is considered to have been elected to the office.

15.26 Sec. 34. Minnesota Statutes 2008, section 317A.341, subdivision 2, is amended to read:

15.27 Subd. 2. **Removal.** Except as otherwise provided in the articles or bylaws, an
15.28 officer may be removed, with or without cause, by a resolution adopted by the board or
15.29 by the members with voting rights, whichever elected or appointed the officer. ~~The~~ An
15.30 officer appointed by the president may also be removed at any time, with or without
15.31 cause, by the president. To the extent authorized in the articles, the bylaws, or a resolution

16.1 approved by the affirmative vote of a majority of the directors present, the president of
 16.2 a corporation may remove an officer elected or appointed by the board, other than the
 16.3 treasurer. A removal as described in this subdivision is without prejudice to contractual
 16.4 rights of the officer.

16.5 Sec. 35. Minnesota Statutes 2008, section 317A.521, subdivision 9, is amended to read:

16.6 Subd. 9. **Indemnification of other persons.** ~~This section does not~~ Nothing in
 16.7 this section shall be construed to limit the power of a corporation to indemnify other
 16.8 persons other than a director, officer, employee, or member of a committee of the board of
 16.9 the corporation by contract or otherwise.

16.10 Sec. 36. Minnesota Statutes 2008, section 317A.613, subdivision 2, is amended to read:

16.11 Subd. 2. **Approval by board and members with voting rights.** When a constituent
 16.12 corporation has members with voting rights, the board of directors of the corporation shall
 16.13 adopt a resolution by the affirmative vote of a majority ~~vote~~ of all directors approving a
 16.14 proposed plan of merger or consolidation and directing that the plan be submitted to a vote
 16.15 at a meeting of the members with voting rights. Notice of the meeting must be given to
 16.16 each member with voting rights, accompanied by a copy or summary of the proposed plan.
 16.17 Unless the articles or bylaws require a greater vote, the plan of merger or consolidation is
 16.18 adopted upon receiving the affirmative vote of a majority of the members ~~who vote upon~~
 16.19 the proposed plan with voting rights voting on the action.

16.20 Sec. 37. Minnesota Statutes 2008, section 317A.661, is amended to read:

16.21 **317A.661 TRANSFER OF ASSETS; ~~WHEN PERMITTED~~ REQUIRED**
 16.22 **APPROVAL.**

16.23 Subdivision 1. **Member Approval; ~~when not required.~~** A corporation may sell,
 16.24 lease, transfer, dispose of, or grant a security interest in all or substantially all of its
 16.25 property and assets only as provided in this section.

16.26 Subd. 1a. **Transfer of assets in the regular course of business; approval**
 16.27 **by board.** Unless otherwise provided in its articles or bylaws, a corporation, by the
 16.28 affirmative vote of the board a majority of directors, may sell, lease, transfer, or dispose
 16.29 of all or substantially all of its property and assets in the usual and regular course of its
 16.30 activities ~~and, subject to section 317A.501, subdivision 1, grant a security interest in all or~~
 16.31 ~~substantially all of its property and assets whether or not in the usual and regular course of~~
 16.32 ~~its activities,~~ upon those terms and conditions and for those considerations, which may be
 16.33 money, securities, or other instruments for the payment of money or other property, as

17.1 the board considers expedient, ~~in which case no member approval is required.~~ Member
17.2 approval is not required under this section.

17.3 Subd. 2. ~~Voting member approval; when required~~ Transfer of assets not in the
17.4 regular course of business. (a) A corporation, by the affirmative vote of the board a
17.5 majority of all directors, may sell, lease, transfer, or dispose of all or substantially all of
17.6 its property and assets, including its good will, not in the usual and regular course of its
17.7 activities, upon those terms and conditions and for those considerations, which may be
17.8 money, securities, or other instruments for the payment of money or other property, as the
17.9 board considers expedient, ~~when approved at a regular or special meeting of the members~~
17.10 ~~by the affirmative vote of the majority of the.~~ If there are members with voting rights, the
17.11 sale, lease, transfer, or disposition must be submitted to the members under paragraph (b).
17.12 If there are no members with voting rights, member approval is not required.

17.13 ~~Notice of the meeting must be given to the members with voting rights. The (b)~~
17.14 Written notice must be given to each member with voting rights, within the time and in the
17.15 manner provided in section 317A.435 for notice of meetings of members and, whether
17.16 the meeting is a regular or special meeting, must state that a purpose of the meeting is
17.17 to consider the sale, lease, transfer, or other disposition of all or substantially all of the
17.18 property and assets of the corporation. The sale, lease, transfer, or disposition must be
17.19 approved at a regular or special meeting of the members by the affirmative vote of the
17.20 majority of the members with voting rights voting on the action.

17.21 Subd. 2a. Grant of security interest; approval by board. Unless otherwise
17.22 provided in its articles or bylaws and subject to section 317A.501, subdivision 1, a
17.23 corporation may, by the affirmative vote of a majority of directors, grant a security interest
17.24 in all or substantially all of its property and assets whether or not in the usual and regular
17.25 course of its activities, upon those terms and conditions and for those considerations, which
17.26 may be money, securities, or other instruments for the payment of money or other property,
17.27 as the board considers expedient. Member approval is not required under this section.

17.28 Subd. 3. **Notice to attorney general.** If applicable, a corporation shall comply with
17.29 section 317A.811 before transferring all or substantially all of its assets under this section.

17.30 Subd. 4. **Signing of documents.** Confirmatory deeds, assignments, or similar
17.31 instruments to evidence a sale, lease, transfer, or other disposition may be signed and
17.32 delivered at any time in the name of the transferor by its current officers or, if the
17.33 corporation no longer exists, by its last officers.

17.34 Subd. 5. **Transferee liability.** The transferee is liable for the debts, obligations,
17.35 and liabilities of the transferor only to the extent provided in the contract or agreement

18.1 between the transferee and the transferor or to the extent provided by this chapter or
18.2 other statutes of this state.

18.3 Sec. 38. Minnesota Statutes 2008, section 317A.721, subdivision 1, is amended to read:

18.4 Subdivision 1. **Manner Approval required.** A corporation may be dissolved by the
18.5 board and members with voting rights as provided in this section.

18.6 Sec. 39. Minnesota Statutes 2008, section 317A.721, subdivision 3, is amended to read:

18.7 Subd. 3. **Approval by members with voting rights.** (a) Written notice must be
18.8 given to each member with voting rights, within the time and in the manner provided in
18.9 section 317A.435 for notice of meetings of members and, whether the meeting is a regular
18.10 or a special meeting, must state that a purpose of the meeting is to consider dissolving
18.11 the corporation.

18.12 (b) The proposed dissolution must be submitted for approval at a meeting of
18.13 members. If the proposed dissolution is approved by the members with voting rights,
18.14 the dissolution must be started.

18.15 Sec. 40. Minnesota Statutes 2008, section 322B.03, subdivision 29, is amended to read:

18.16 Subd. 29. **Manager.** "Manager" means the chief manager, the treasurer, a person
18.17 elected, appointed, or otherwise designated as a manager ~~by the board of governors~~
18.18 pursuant to section 322B.676, and any other person considered elected as a manager
18.19 pursuant to section 322B.68.

18.20 Sec. 41. Minnesota Statutes 2008, section 322B.34, subdivision 1, is amended to read:

18.21 Subdivision 1. **To whom given.** Except as otherwise provided in this chapter,
18.22 notice of all meetings of members must be given to every owner of membership interests
18.23 entitled to vote, unless:

18.24 (1) the meeting is an adjourned meeting to be held not more than 120 days after the
18.25 date fixed for the original meeting and the date, time, and place of the meeting were
18.26 announced at the time of the original meeting or any adjournment of the original meeting;
18.27 or

18.28 (2) the following have been mailed by first class mail to a member at the address in
18.29 the limited liability company records and returned undeliverable:

18.30 (i) two consecutive ~~annual~~ regular meeting notices and notice of any special
18.31 meetings held during the period between the two ~~annual~~ regular meetings; and

19.1 (ii) all payment of distributions sent during a 12-month period, provided there are at
19.2 least two sent during the 12-month period.

19.3 If notice of an adjourned meeting is required under clause (1), then the date for
19.4 determination of members entitled to notice of, and entitled to vote at, the adjourned
19.5 meeting must comply with section 322B.356, subdivision 1, except that if the date of the
19.6 meeting is set by court order, the court may provide that the original date of determination
19.7 will continue in effect or may fix a new date.

19.8 An action or meeting that is taken or held without notice under clause (2) has the
19.9 same force and effect as if notice was given. If the member delivers a written notice of
19.10 the member's current address to the limited liability company, the notice requirement is
19.11 reinstated.

19.12 Sec. 42. Minnesota Statutes 2008, section 322B.373, subdivision 2, is amended to read:

19.13 Subd. 2. **Right to inspect.** (a) A member of a limited liability company has an
19.14 absolute right, upon written demand, to examine and copy, in person or by a legal
19.15 representative, at any reasonable time, and the limited liability company shall make
19.16 available within ten days after receipt by a manager of the limited liability company of
19.17 the written demand, all documents referred to in subdivision 1. If such documents are
19.18 maintained at a place outside of this state, the limited liability company shall make such
19.19 documents available at its registered office, at its principal executive office within this
19.20 state, or at such other place as the limited liability company and the member may agree.

19.21 (b) A member of a limited liability company has a right, upon written demand, to
19.22 examine and copy, in person or by a legal representative, other limited liability company
19.23 records at any reasonable time only if the member demonstrates a proper purpose for
19.24 the examination.

19.25 (c) For purposes of this section, a "proper purpose" is one reasonably related to the
19.26 person's interest as a member of the limited liability company.

19.27 Sec. 43. Minnesota Statutes 2008, section 322B.676, is amended to read:

19.28 **322B.676 OTHER MANAGERS.**

19.29 The board of governors may elect or appoint, in a manner set forth in the articles
19.30 of organization, a member control agreement, or bylaws or in a resolution approved by
19.31 the affirmative vote of a majority of the governors present, any other managers ~~or agents~~
19.32 the board of governors considers necessary for the operation and management of the
19.33 limited liability company. Each of these managers ~~and agents~~ has the powers, rights,
19.34 duties, responsibilities, and terms in office provided for in the articles, a member control

20.1 agreement, or bylaws or determined by the board of governors. To the extent authorized in
20.2 the articles, the bylaws, or a resolution approved by the affirmative vote of a majority of
20.3 the governors present, and subject to any member control agreement, the chief manager
20.4 may appoint one or more managers, other than the treasurer.

20.5 Sec. 44. Minnesota Statutes 2008, section 322B.686, subdivision 2, is amended to read:

20.6 Subd. 2. **Removal.** Unless otherwise provided in the articles of organization, the
20.7 bylaws, or a member control agreement, a manager may be removed at any time, with
20.8 or without cause, by a resolution approved by the affirmative vote of a majority of the
20.9 governors present. A manager appointed by the chief manager also may be removed at
20.10 any time, with or without cause, by the chief manager. The articles of organization, the
20.11 bylaws, or the member control agreement may provide other manners of removing a
20.12 manager. Removal is without prejudice to any contractual rights of the manager.

20.13 Sec. 45. Minnesota Statutes 2008, section 322B.77, subdivision 1, is amended to read:

20.14 Subdivision 1. **Member approval and when not required.** A limited liability
20.15 company may, by affirmative vote of a majority of the governors present, upon those
20.16 terms and conditions and for those considerations, which may be money, securities, or
20.17 other instruments for the payment of money or other property, as the board of governors
20.18 considers expedient, and without member approval:

20.19 (1) sell, lease, transfer, or otherwise dispose of all or substantially all of its property
20.20 and assets in the usual and regular course of its business;

20.21 (2) grant a security interest in all or substantially all of its property and assets
20.22 whether or not in the usual and regular course of its business; or

20.23 (3) transfer any or all of its property to an organization all the ownership interests
20.24 of which are owned directly or indirectly through wholly-owned organizations, by the
20.25 limited liability company.

20.26 Sec. 46. Laws 2008, chapter 233, article 3, section 8, is amended to read:

20.27 Sec. 8. **EFFECTIVE DATE.**

20.28 This article is effective ~~for limited liability companies formed on or after~~ January
20.29 1, 2009.

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

21.1 **ARTICLE 2**

21.2 **REGISTERED AGENTS AND OFFICES**

21.3 Section 1. Minnesota Statutes 2009 Supplement, section 5.15, is amended to read:

21.4 **5.15 ONLINE SIGNATURES, ACKNOWLEDGMENT OR NOTARIZATION**
 21.5 **ON DOCUMENTS; PENALTIES OF PERJURY.**

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

21.13 (b) Any document submitted to the Office of the Secretary of State online may be
 21.14 signed by any person as agent of any person whose signature is required by law. The
 21.15 signing party must indicate on the application that the person is acting as the agent of the
 21.16 person whose signature would be required and that the person has been authorized to
 21.17 sign on behalf of the applicant. The name of the person signing, entered on the online
 21.18 application, constitutes a valid signature by such an agent.

21.19 (c) Any document relating to a filing by a business entity or assumed name, or the
 21.20 filing of a document under chapters 270, 272, 336, or 336A, submitted to the Office of the
 21.21 Secretary of State on paper may be signed by any person as agent of any person whose
 21.22 signature is required by law. The signing party must indicate on the document that they
 21.23 are acting as the agent of the person whose signature would be required and that they have
 21.24 been authorized to sign on behalf of that person.

21.25 Sec. 2. Minnesota Statutes 2008, section 5.16, subdivision 1, is amended to read:

21.26 Subdivision 1. **Procedure to correct inaccurate or defective instruments.**

21.27 Whenever an instrument authorized to be filed with the secretary of state has been filed and
 21.28 is an inaccurate record of the action referred to in the instrument, contains an inaccurate or
 21.29 erroneous statement, or was defectively or erroneously executed, sealed, acknowledged, or
 21.30 verified, the instrument may be corrected by articles of correction. Whenever a filing party
 21.31 has erroneously filed an instrument on the record of a business entity, the filing party may
 21.32 file articles of correction that redirect the filing to be recorded on the appropriate business
 21.33 entity within 60 days of the erroneous filing. Articles of correction must be signed by the
 21.34 person who executed the original instrument or by a person authorized to sign on behalf of

22.1 that person. In the case of an entity other than a natural person, the articles of correction
22.2 must be signed by an authorized person.

22.3 Sec. 3. Minnesota Statutes 2009 Supplement, section 5.34, is amended to read:

22.4 **5.34 ANNUAL RENEWAL FILINGS.**

22.5 (a) Any business registered with the secretary of state required to file an annual
22.6 renewal in order to maintain its active status, good standing, or existence under Minnesota
22.7 Statutes shall file that renewal, whether online or otherwise, in a format that states:

22.8 (1) the name in Minnesota of the organization for which the renewal is filed;

22.9 (2) the name of the organization in the jurisdiction in which it is organized, if
22.10 different;

22.11 (3) the address of the registered office or designated office and the name of the
22.12 registered agent of the organization for service of process, if any;

22.13 (4) the jurisdiction in which the organization is organized, if that jurisdiction is
22.14 not Minnesota;

22.15 (5) the name and business address of the officer or other person exercising the
22.16 principal functions of the president of a nonprofit corporation, manager of a limited
22.17 liability company, or chief executive officer of a corporation or cooperative;

22.18 (6) the address of the principal executive office of a domestic business corporation
22.19 or of a limited liability company or the principal place of business of a cooperative, if
22.20 different from the registered office address;

22.21 (7) the address of the designated office and the name, street, and mailing address of
22.22 the agent for service of process in Minnesota of a limited partnership or foreign limited
22.23 partnership;

22.24 (8) the street and mailing address of the principal office of a limited partnership;

22.25 (9) the street and mailing address of the chief executive office of a partnership and, if
22.26 different, the street address of an office of a partnership in Minnesota, if any;

22.27 (10) the name, street, mailing address, and telephone number of an individual
22.28 who may be contacted for purposes other than services of process on behalf of a
22.29 limited partnership or a limited liability partnership, if the agent for the limited liability
22.30 partnership, limited partnership, or foreign limited partnership is not an individual; and

22.31 (11) the e-mail address of the organization to which notices from the secretary of
22.32 state will be directed, if the organization has an e-mail address.

22.33 (b) Any business entity filed with the secretary of state whose articles were first filed
22.34 with the commissioner of commerce need not file an annual renewal with the secretary of
22.35 state.

23.1 (c) If a cooperative formed under chapter 308A makes a change in the principal
23.2 place of business on the annual renewal, the secretary of state shall update the records
23.3 of that cooperative to reflect the new principal place of business without requiring an
23.4 amendment to the articles of incorporation of the cooperative.

23.5 Sec. 4. Minnesota Statutes 2009 Supplement, section 5.35, is amended to read:

23.6 **5.35 AUTOMATIC NAME RESERVATION.**

23.7 Upon the dissolution or termination of the filing of any business entity or assumed
23.8 name for failure to file the annual renewal, the secretary of state shall automatically file a
23.9 name reservation to hold that name on behalf of the dissolved or terminated entity for a
23.10 period of one year from the date of the dissolution or termination.

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

23.14 Sec. 5. **[5.36] REGISTERED AGENT FOR SERVICE OF PROCESS.**

23.15 **Subdivision 1. Registered office.** A business entity shall continuously maintain a
23.16 registered office in this state. A registered office need not be the same as the principal
23.17 place of business in this state or the principal executive office of the corporation. If the
23.18 current registered office address listed in the records of the secretary of state is not an
23.19 actual office location, or is solely a post office box, the business entity must provide a new
23.20 registered office address that includes an actual office location and that may also include a
23.21 mailing address or post office box. A fee may not be charged if the registered office
23.22 address is being changed only to bring the address into compliance. The new registered
23.23 office address must have been approved by the governing body of the business entity.

23.24 **Subd. 2. Registered agent.** A business entity formed under the laws of Minnesota
23.25 may designate a registered agent in its formation document. A business entity formed
23.26 under the laws of another jurisdiction must designate a registered agent when registering
23.27 to do business in Minnesota. The registered agent may be a natural person residing in
23.28 this state, a domestic corporation, or limited liability company, or a foreign corporation
23.29 or foreign limited liability company authorized to transact business in this state. The
23.30 registered agent must maintain a business office that is identical with the registered office.

23.31 **Subd. 3. Change of agent or office.** A business entity may change its registered
23.32 office, designate or change its registered agent, or state a change in the name of its
23.33 registered agent, by filing with the secretary of state a statement containing:

24.1 (a) the name of the corporation;

24.2 (b) if the address of its registered office is to be changed, the new address of its
24.3 registered office;

24.4 (c) if its registered agent is to be designated or changed, the name of its new
24.5 registered agent;

24.6 (d) if the name of its registered agent is to be changed, the name of its registered
24.7 agent as changed;

24.8 (e) a statement that the address of its registered office and the address of the business
24.9 office of its registered agent, as changed, will be identical; and

24.10 (f) a statement that the change of registered office or registered agent was authorized
24.11 by resolution approved by the affirmative vote of a majority of the governing body of the
24.12 business entity present.

24.13 Subd. 4. **Resignation of agent.** A registered agent of a business entity may resign
24.14 by filing with the secretary of state a signed written notice of resignation, including
24.15 a statement that a signed copy of the notice has been given to the business entity at
24.16 its principal executive office or to a legal representative of the business entity. The
24.17 appointment of the agent terminates 30 days after the notice is filed with the secretary of
24.18 state.

24.19 Subd. 5. **Change of business address or name of agent.** If the business address or
24.20 name of a registered agent changes, the agent shall change the address of the registered
24.21 office or the name of the registered agent, as the case may be, of each business entity
24.22 represented by that agent by filing with the secretary of state a statement as required in
24.23 subdivision 1, except that it need be signed only by the registered agent, need not be
24.24 responsive to clause (f), and must state that a copy of the statement has been mailed to each
24.25 of those business entities or to the legal representative of each of those business entities.

24.26 **Sec. 6. [5.37] NAMES INCLUDING WORDS BANK, INSURANCE.**

24.27 Any business entity document filed through the online filing system of the secretary
24.28 of state that includes the words "bank," "trust," or "insurance" in the name of the business
24.29 entity may be voided, and the use of the name is at the risk of the filing party and the
24.30 business entity, even though it is accepted for filing through that system, if the name
24.31 implies the business of banking or insurance underwriting in this state and the entity is
24.32 not authorized to carry on this business.

24.33 **Sec. 7. Minnesota Statutes 2008, section 222.18, subdivision 1, is amended to read:**

25.1 Subdivision 1. **Recording required; procedure; notice.** A mortgage or deed of
 25.2 trust covering real property in whole or in part to secure a debt executed by a railroad,
 25.3 telegraph or telephone company shall be recorded ~~with the secretary of state, and in~~
 25.4 the office of the county recorder of each county through which the railroad, telegraph,
 25.5 or telephone line runs, or in which it may hold land. To secure the right of all parties
 25.6 interested under such mortgage or deed so executed and recorded, the personal property
 25.7 belonging or appertaining thereto shall be deemed a part of the line and, notwithstanding
 25.8 the provisions of the Uniform Commercial Code, the record of such mortgage or deed
 25.9 shall be notice of the rights of all parties in the real and personal property covered thereby.

25.10 Sec. 8. Minnesota Statutes 2008, section 302A.121, is amended to read:

25.11 **302A.121 REGISTERED OFFICE; REGISTERED AGENT.**

25.12 ~~Subdivision 1. **Registered office.** A corporation shall continuously maintain a~~
 25.13 ~~registered office in this state. A registered office need not be the same as the principal~~
 25.14 ~~place of business or the principal executive office of the corporation. If the current~~
 25.15 ~~registered office address listed in the records of the secretary of state is not in compliance~~
 25.16 ~~with section 302A.011, subdivision 3, the corporation must provide a new registered office~~
 25.17 ~~address that is in compliance. A fee may not be charged if the registered office address~~
 25.18 ~~is being changed only to bring the address into compliance. The new registered office~~
 25.19 ~~address must have been approved by the board of directors.~~

25.20 ~~Subd. 2. **Registered agent.** A corporation may designate in its articles a registered~~
 25.21 ~~agent. The registered agent may be a natural person residing in this state, a domestic~~
 25.22 ~~corporation, or limited liability company, or a foreign corporation or foreign limited~~
 25.23 ~~liability company authorized to transact business in this state. The registered agent must~~
 25.24 ~~maintain a business office that is identical with the registered office.~~

25.25 Every corporation shall have a registered office, and may have a registered agent,
 25.26 in the manner prescribed by section 5.36.

25.27 Sec. 9. Minnesota Statutes 2008, section 302A.123, is amended to read:

25.28 **302A.123 CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT;**
 25.29 **CHANGE OF NAME OF REGISTERED AGENT.**

25.30 ~~Subdivision 1. **Statement.** A corporation may change its registered office, designate~~
 25.31 ~~or change its registered agent, or state a change in the name of its registered agent, by~~
 25.32 ~~filing with the secretary of state a statement containing:~~

25.33 ~~(a) the name of the corporation;~~

26.1 ~~(b) if the address of its registered office is to be changed, the new address of its~~
 26.2 ~~registered office;~~

26.3 ~~(c) if its registered agent is to be designated or changed, the name of its new~~
 26.4 ~~registered agent;~~

26.5 ~~(d) if the name of its registered agent is to be changed, the name of its registered~~
 26.6 ~~agent as changed;~~

26.7 ~~(e) a statement that the address of its registered office and the address of the business~~
 26.8 ~~office of its registered agent, as changed, will be identical; and~~

26.9 ~~(f) a statement that the change of registered office or registered agent was authorized~~
 26.10 ~~by resolution approved by the affirmative vote of a majority of the directors present.~~

26.11 ~~Subd. 2. **Resignation of agent.** A registered agent of a corporation may resign~~
 26.12 ~~by filing with the secretary of state a signed written notice of resignation, including a~~
 26.13 ~~statement that a signed copy of the notice has been given to the corporation at its principal~~
 26.14 ~~executive office or to a legal representative of the corporation. The appointment of the~~
 26.15 ~~agent terminates 30 days after the notice is filed with the secretary of state.~~

26.16 ~~Subd. 3. **Change of business address or name of agent.** If the business address or~~
 26.17 ~~name of a registered agent changes, the agent shall change the address of the registered~~
 26.18 ~~office or the name of the registered agent, as the case may be, of each corporation~~
 26.19 ~~represented by that agent by filing with the secretary of state a statement as required in~~
 26.20 ~~subdivision 1, except that it need be signed only by the registered agent, need not be~~
 26.21 ~~responsive to clause (f), and must state that a copy of the statement has been mailed to~~
 26.22 ~~each of those corporations or to the legal representative of each of those corporations.~~

26.23 Every corporation may change its registered office or change its registered agent,
 26.24 and the agent may resign, or change its business address or name, in the manner prescribed
 26.25 by section 5.36.

26.26 Sec. 10. Minnesota Statutes 2008, section 303.05, subdivision 1, is amended to read:

26.27 Subdivision 1. **Certificate of authority, when not issued.** No certificate of
 26.28 authority shall be issued to a foreign corporation if the name of that foreign corporation
 26.29 would be prohibited to a corporation under the provisions of chapter 302A. The name of
 26.30 that corporation may contain the word "cooperative" if it is a cooperative corporation
 26.31 generally similar to the kind which may be organized under the laws of this state. If that
 26.32 corporation is a corporation obtaining a certificate of authority pursuant to the provisions
 26.33 of section 303.04, the name of that corporation may contain the words "bank," "trust,"
 26.34 "building and loan," or "savings" and such corporation shall not be required to add the
 26.35 word "incorporated" or the abbreviation "Inc." to its corporate name. ~~If its real name is~~

27.1 ~~unavailable~~, A foreign corporation may use an alternate name to transact business in
27.2 this state if ~~it delivers to the secretary of state a certified copy of the resolution of its~~
27.3 board of directors adopts a resolution adopting the alternate name. The alternate name
27.4 must meet the requirements of section 302A.115, and need not be filed under sections
27.5 333.001 to 333.06.

27.6 Sec. 11. Minnesota Statutes 2009 Supplement, section 303.06, subdivision 2, is
27.7 amended to read:

27.8 Subd. 2. **Forms.** Such application shall be ~~made on forms prescribed and furnished~~
27.9 ~~by the secretary of state, and shall be~~ executed by its president, vice-president, secretary,
27.10 or assistant secretary.

27.11 Sec. 12. Minnesota Statutes 2008, section 303.10, is amended to read:

27.12 **303.10 OFFICE AND AGENT.**

27.13 ~~Subdivision 1. **Maintenance.** Each foreign corporation authorized to transact~~
27.14 ~~business in this state shall have and continuously maintain in this state:~~

27.15 ~~(1) A registered office which may, but need not be the same as its place of business~~
27.16 ~~in this state;~~

27.17 ~~(2) A registered agent, which agent may be either an individual, resident in this state,~~
27.18 ~~whose business office is identical with such registered office, or a corporation having a~~
27.19 ~~business office identical with such registered office.~~

27.20 ~~Subd. 2. **Change of location and address; revocation of agent's appointment;**~~
27.21 ~~**new agent.** A foreign corporation may, from time to time, change the location and address~~
27.22 ~~of its registered office. It may revoke the appointment of a registered agent, provided it~~
27.23 ~~shall at the same time file an appointment of a new registered agent. It shall appoint a~~
27.24 ~~new registered agent in case of vacancy in the office, whether by death, resignation, or~~
27.25 ~~otherwise, or because of the disqualification or incapacity of its registered agent. Such~~
27.26 ~~changes may be made by filing in the Office of the Secretary of State a statement setting~~
27.27 ~~forth:~~

27.28 ~~(1) the name of the corporation;~~

27.29 ~~(2) if the address of its registered office is to be changed, the address to which the~~
27.30 ~~registered office is to be changed;~~

27.31 ~~(3) if its registered agent is to be changed, the name of its successor registered~~
27.32 ~~agent; and~~

27.33 ~~(4) that such change was authorized by resolution duly adopted by its board of~~
27.34 ~~directors.~~

28.1 ~~Such statement shall be executed by its president, vice-president, secretary, or~~
28.2 ~~assistant secretary.~~

28.3 ~~Subd. 3. **Resignation of agent.** A registered agent of a foreign corporation may~~
28.4 ~~resign by filing with the secretary of state a signed written notice of resignation, including~~
28.5 ~~a statement that a signed copy of the notice has been given or mailed to the corporation~~
28.6 ~~at its principal office in the state or country under the laws of which it is organized. The~~
28.7 ~~appointment of the agent terminates 30 days after the notice is filed with the secretary of~~
28.8 ~~state.~~

28.9 Every non-Minnesota corporation shall have a registered office and shall have a
28.10 registered agent, and may change its registered office or change its registered agent, and
28.11 the agent may resign or change its business address or name, in the manner prescribed
28.12 by section 5.36.

28.13 Sec. 13. Minnesota Statutes 2008, section 308A.025, is amended to read:

28.14 **308A.025 REGISTERED OFFICE.**

28.15 ~~Subdivision 1. **Registered office.** A cooperative must continuously maintain a~~
28.16 ~~registered office in this state. A registered office need not be the same as the principal~~
28.17 ~~place of business of the cooperative.~~

28.18 ~~Subd. 2. **Registered agent.** A cooperative may designate a registered agent. The~~
28.19 ~~registered agent may be a natural person residing in this state, a domestic corporation, or a~~
28.20 ~~foreign corporation authorized to transact business in this state. The registered agent must~~
28.21 ~~maintain an office that is identical with the registered office.~~

28.22 ~~Subd. 3. **Designation or change of registered office or registered agent.**~~
28.23 ~~A cooperative may designate or change its registered office, designate or change its~~
28.24 ~~registered agent, or state a change in the name of its registered agent, by filing a statement~~
28.25 ~~with the secretary of state containing:~~

28.26 ~~(1) the name of the cooperative;~~

28.27 ~~(2) the new address of the cooperative's registered office;~~

28.28 ~~(3) the name of the cooperative's registered agent, if any;~~

28.29 ~~(4) a statement that the address of its registered office and the address of the office~~
28.30 ~~of its registered agent, as changed, will be identical; and~~

28.31 ~~(5) a statement that the change of registered office or registered agent was authorized~~
28.32 ~~by a resolution approved by the affirmative vote of a majority of the board.~~

28.33 ~~Subd. 4. **Resignation of agent.** A registered agent of a cooperative may resign~~
28.34 ~~by filing with the secretary of state a signed written notice of resignation, including a~~
28.35 ~~statement that a signed copy of the notice has been given to the cooperative at its principal~~

29.1 ~~place of business or to a legal representative of the cooperative. The appointment of the~~
29.2 ~~agent terminates 30 days after the notice is filed with the secretary of state.~~

29.3 ~~Subd. 5. **Change of address or name of agent.** If the address or name of a~~
29.4 ~~registered agent changes, the agent must change the address of the registered office or the~~
29.5 ~~name of the registered agent of the cooperative represented by the agent by filing with the~~
29.6 ~~secretary of state the statement required in subdivision 3, except that the statement need~~
29.7 ~~only be signed by the registered agent, need not be responsive to subdivision 3, clause~~
29.8 ~~(5), but must state that a copy of the statement has been mailed to the cooperative or to~~
29.9 ~~the legal representative of the cooperative.~~

29.10 Every cooperative shall have a registered office and may have a registered agent and
29.11 may change its registered agent and the agent may resign or change its business address or
29.12 its name, in the manner prescribed by section 5.36.

29.13 Sec. 14. Minnesota Statutes 2008, section 308A.131, subdivision 1, is amended to read:

29.14 Subdivision 1. **Contents.** (a) The incorporators shall prepare the articles, which
29.15 must include:

29.16 (1) the name of the cooperative;

29.17 (2) the purpose of the cooperative;

29.18 (3) the principal place of business for the cooperative;

29.19 (4) the period of duration for the cooperative, if the duration is not to be perpetual;

29.20 and

29.21 ~~(5) the total authorized number of shares and the par value of each share if the~~
29.22 ~~cooperative is organized on a capital stock basis;~~

29.23 ~~(6) a description of the classes of shares, if the shares are to be classified;~~

29.24 ~~(7) a statement of the number of shares in each class and relative rights, preferences,~~
29.25 ~~and restrictions granted to or imposed upon the shares of each class, and a provision that~~
29.26 ~~only common stockholders have voting power;~~

29.27 ~~(8) a statement that individuals owning common stock shall be restricted to one vote~~
29.28 ~~in the affairs of the cooperative or a statement that the cooperative is one described in~~
29.29 ~~section 308A.641, subdivision 2;~~

29.30 ~~(9) a statement that shares of stock are transferable only with the approval of the~~
29.31 ~~board;~~

29.32 ~~(10) a statement that dividends on the capital stock and nonstock units of equity of~~
29.33 ~~the cooperative may not exceed eight percent annually;~~

29.34 ~~(11) the names, post office addresses, and terms of office of the directors of the~~
29.35 ~~first board;~~

30.1 ~~(12) a statement that net income in excess of dividends and additions to reserves~~
 30.2 ~~shall be distributed on the basis of patronage, and that the records of the cooperative may~~
 30.3 ~~show the interest of patrons, stockholders of any classes, and members in the reserves; and~~

30.4 ~~(13) (5) the registered office address of the cooperative and the name of the~~
 30.5 ~~registered agent, if any, at that address.~~

30.6 ~~(b) The articles must always contain the provisions in paragraph (a), except that the~~
 30.7 ~~names, post office addresses, and terms of offices of the directors of the first board may~~
 30.8 ~~be omitted after their successors have been elected by the members or the articles are~~
 30.9 ~~amended in their entirety.~~

30.10 ~~(c) The articles may contain other lawful provisions, including:~~

30.11 (1) if the cooperative is to be organized on a capital stock basis, the total authorized
 30.12 number of shares and the par value of each share;

30.13 (2) if the shares of the cooperative are to be classified, a description of the classes
 30.14 of shares, including a statement of the number of shares in each class and relative rights,
 30.15 preferences, and restrictions grant to or imposed upon the shares of each class; and

30.16 (3) the names, post office addresses, and terms of office of the directors of the first
 30.17 board.

30.18 ~~(d) (c) The articles must be signed by and must include the names and addresses~~
 30.19 ~~of the incorporators.~~

30.20 (d) The following provisions are presumed to be part of the articles of a cooperative
 30.21 formed under this chapter:

30.22 (1) individuals owning common stock shall be restricted to one vote in the affairs of
 30.23 the cooperative or a statement that the cooperative is one described in section 308A.641,
 30.24 subdivision 2;

30.25 (2) shares of stock are transferable only with the approval of the board;

30.26 (3) dividends on the capital stock and nonstock units of equity of the cooperative
 30.27 may not exceed eight percent annually;

30.28 (4) net income in excess of dividends and additions to reserves shall be distributed
 30.29 on the basis of patronage, and that the records of the cooperative may show the interest of
 30.30 patrons, stockholders of any classes, and members in the reserves; and

30.31 (5) only common stockholders have voting power.

30.32 Sec. 15. Minnesota Statutes 2008, section 308B.115, is amended to read:

30.33 **308B.115 REGISTERED OFFICE AND AGENT.**

30.34 ~~Subdivision 1. **Registered office and agent.** A cooperative must establish and~~
 30.35 ~~continuously maintain in this state:~~

31.1 ~~(1) a registered office that may be, but need not be, the same as its place of business;~~
31.2 ~~and~~

31.3 ~~(2) a registered agent, which agent may be either an individual resident in this state~~
31.4 ~~whose business office is identical with the registered office, or a domestic business entity,~~
31.5 ~~or a foreign business entity authorized to transact business in this state, having an office~~
31.6 ~~identical with the registered office.~~

31.7 ~~Subd. 2. **Change of office and agent.** A cooperative may designate or change~~
31.8 ~~its registered office or agent, or both, upon filing in the office of the secretary of state~~
31.9 ~~a statement setting forth:~~

31.10 ~~(1) the name of the cooperative;~~

31.11 ~~(2) the address of its then registered office;~~

31.12 ~~(3) if the address of its registered office is to be changed, the address to which the~~
31.13 ~~registered office is to be changed;~~

31.14 ~~(4) the name of its then registered agent;~~

31.15 ~~(5) if its registered agent is to be changed, the name of its successor registered agent;~~

31.16 ~~(6) that the address of its registered office and the address of the business office of its~~
31.17 ~~registered agent, as changed, will be identical; and~~

31.18 ~~(7) that the change was authorized by affirmative vote of a majority of the board~~
31.19 ~~of the cooperative.~~

31.20 ~~Subd. 3. **Filing.** The statement shall be signed and delivered to the secretary of~~
31.21 ~~state. If the secretary of state finds that the statement conforms to the provisions of this~~
31.22 ~~section, the secretary of state shall file the statement, and upon filing the change of address~~
31.23 ~~of the registered office or the appointment of a new registered agent or both, as the case~~
31.24 ~~may be, is effective.~~

31.25 ~~Subd. 4. **Resignation of agent.** Any registered agent of a cooperative may resign~~
31.26 ~~as agent upon filing a written notice resignation, signed with one original and one exact~~
31.27 ~~or conformed copy, with the secretary of state, who shall mail a copy to the cooperative~~
31.28 ~~at its principal mailing address as defined and prescribed by the secretary of state. The~~
31.29 ~~appointment of the agent shall terminate upon the expiration of 30 days after receipt of~~
31.30 ~~notice by the secretary of state.~~

31.31 ~~Subd. 5. **Change of address or name of agent.** If the address or name of a~~
31.32 ~~registered agent changes, the agent must change the address of the registered office or the~~
31.33 ~~name of the registered agent of the cooperative represented by the agent by filing with the~~
31.34 ~~secretary of state the statement required in subdivision 2, except that the statement need~~
31.35 ~~only be signed by the registered agent, need not be responsive to subdivision 2, clause~~

32.1 ~~(5), but must state that a copy of the statement has been mailed to the cooperative or to~~
 32.2 ~~the legal representative of the cooperative.~~

32.3 Every cooperative shall have a registered office, and may have a registered agent and
 32.4 may change its registered office or change its registered agent, and the agent may resign or
 32.5 change its business address or name, in the manner prescribed by section 5.36.

32.6 Sec. 16. Minnesota Statutes 2008, section 317A.111, subdivision 1, is amended to read:

32.7 Subdivision 1. **Required provisions.** The articles of incorporation must contain:

32.8 (1) the name of the corporation;

32.9 (2) the address of the registered office of the corporation and the name of its
 32.10 registered agent, if any, at that address; and

32.11 (3) the name and address of each incorporator; and.

32.12 ~~(4) a statement that the corporation is organized under this chapter.~~

32.13 Sec. 17. Minnesota Statutes 2008, section 317A.121, is amended to read:

32.14 **317A.121 REGISTERED OFFICE; REGISTERED AGENT.**

32.15 ~~Subdivision 1. **Registered office.** A corporation shall continuously maintain a~~
 32.16 ~~registered office in this state. A registered office need not be the same as the principal~~
 32.17 ~~place of business of the corporation.~~

32.18 ~~Subd. 2. **Registered agent.** A corporation may designate in its articles a registered~~
 32.19 ~~agent. The registered agent may be a natural person residing in this state, a domestic~~
 32.20 ~~corporation, or a foreign corporation authorized to transact business in this state. The~~
 32.21 ~~registered agent must maintain an office that is identical with the registered office.~~

32.22 Every corporation shall have a registered office, and may have a registered agent,
 32.23 in the manner prescribed by section 5.36.

32.24 Sec. 18. Minnesota Statutes 2008, section 317A.123, is amended to read:

32.25 **317A.123 CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT;**
 32.26 **CHANGE OF NAME OF REGISTERED AGENT.**

32.27 ~~Subdivision 1. **Statement.** A corporation may change its registered office, designate~~
 32.28 ~~or change its registered agent, or state a change in the name of its registered agent, by~~
 32.29 ~~filing with the secretary of state a statement containing:~~

32.30 ~~(1) the name of the corporation;~~

32.31 ~~(2) if the address of its registered office is to be changed, the new address of its~~
 32.32 ~~registered office;~~

33.1 ~~(3) if its registered agent is to be designated or changed, the name of its new~~
 33.2 ~~registered agent;~~

33.3 ~~(4) if the name of its registered agent is to be changed, the name of its registered~~
 33.4 ~~agent as changed;~~

33.5 ~~(5) a statement that the address of its registered office and the address of the office~~
 33.6 ~~of its registered agent, as changed, will be identical; and~~

33.7 ~~(6) a statement that the change of registered office or registered agent was authorized~~
 33.8 ~~by resolution approved by the board.~~

33.9 ~~The statement need not be accompanied by a filing fee if the statement is being filed~~
 33.10 ~~only to change the address of the registered office.~~

33.11 ~~Subd. 2. **Resignation of agent.** A registered agent of a corporation may resign~~
 33.12 ~~by filing with the secretary of state a signed written notice of resignation, including~~
 33.13 ~~a statement that a signed copy of the notice has been given to the corporation at its~~
 33.14 ~~registered office. The appointment of the agent ends 30 days after the notice is filed~~
 33.15 ~~with the secretary of state.~~

33.16 ~~Subd. 3. **Change of address or name of agent.** If the address or name of a~~
 33.17 ~~registered agent changes, the agent shall change the address of the registered office or the~~
 33.18 ~~name of the registered agent of a corporation represented by that agent by filing with the~~
 33.19 ~~secretary of state the statement required in subdivision 1, except that it need be signed~~
 33.20 ~~only by the registered agent, need not be responsive to subdivision 1, clause (3) or (6), and~~
 33.21 ~~must state that a copy of the statement has been mailed to the corporation.~~

33.22 Every corporation may change its registered office or change its registered agent,
 33.23 and the agent may resign or change its business address or name, in the manner prescribed
 33.24 by section 5.36.

33.25 Sec. 19. Minnesota Statutes 2008, section 321.0114, is amended to read:

33.26 **321.0114 OFFICE AND AGENT FOR SERVICE OF PROCESS.**

33.27 ~~(a) A limited partnership shall designate and continuously maintain in this state:~~

33.28 ~~(1) an office, which need not be a place of its activity in this state; and~~

33.29 ~~(2) an agent for service of process.~~

33.30 ~~(b) A foreign limited partnership shall designate and continuously maintain in this~~
 33.31 ~~state an agent for service of process.~~

33.32 ~~(c) An agent for service of process of a limited partnership or foreign limited~~
 33.33 ~~partnership must be an individual who is a resident of this state or other person authorized~~
 33.34 ~~to do business in this state.~~

34.1 Every limited partnership shall have a registered office and shall have a registered
34.2 agent, and may change its registered office or change its registered agent, and the agent
34.3 may resign or change its business address or name, in the manner prescribed by section
34.4 5.36.

34.5 Sec. 20. Minnesota Statutes 2009 Supplement, section 321.0809, is amended to read:

34.6 **321.0809 ADMINISTRATIVE DISSOLUTION.**

34.7 (a) A limited partnership that has failed to deliver for filing a registration pursuant
34.8 to the requirements of section 321.0210, or whose agent resigned pursuant to section
34.9 321.0116, subdivision 1, and the resignation has been effective for 60 days without a new
34.10 agent being appointed by the limited partnership, must be dissolved by the secretary of
34.11 state as described in this section.

34.12 (b) If the limited partnership has not filed the delinquent registration or appointed
34.13 a new agent, the secretary of state must issue a certificate of administrative dissolution
34.14 and the certificate must be filed in the Office of the Secretary of State. The secretary of
34.15 state must also make available in an electronic format the names of the administratively
34.16 dissolved limited partnerships.

34.17 (c) A limited partnership administratively dissolved continues its existence but
34.18 may carry on only activities necessary to wind up its activities and liquidate its assets
34.19 under sections 321.0803 and 321.0812 and to notify claimants under sections 321.0806
34.20 and 321.0807.

34.21 (d) The administrative dissolution of a limited partnership does not terminate the
34.22 authority of its agent for service of process, if any.

34.23 Sec. 21. Minnesota Statutes 2009 Supplement, section 321.0902, is amended to read:

34.24 **321.0902 APPLICATION FOR CERTIFICATE OF AUTHORITY.**

34.25 A foreign limited partnership may apply for a certificate of authority to transact
34.26 business in this state by delivering an application to the secretary of state for filing. The
34.27 application must state:

34.28 (1) the name of the foreign limited partnership and, ~~if the name does not comply~~
34.29 ~~with section 321.0108,~~ if the foreign limited partnership chooses, an alternate name
34.30 adopted pursuant to section 321.0905(a);

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

34.33 (3) the street and mailing address of the foreign limited partnership's principal office
34.34 and, if the laws of the jurisdiction under which the foreign limited partnership is organized

35.1 require the foreign limited partnership to maintain an office in that jurisdiction, the street
35.2 and mailing address of the required office;

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

35.5 (5) the name and street and mailing address of each of the foreign limited
35.6 partnership's general partners;

35.7 (6) whether the foreign limited partnership is a foreign limited liability limited
35.8 partnership; and

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

35.11 Sec. 22. Minnesota Statutes 2008, section 321.0905, is amended to read:

35.12 **321.0905 ALTERNATE NAME; NONCOMPLYING NAME OF FOREIGN**
35.13 **LIMITED PARTNERSHIP.**

35.14 (a) A foreign limited partnership may choose to adopt an alternate name even if its
35.15 name complies with section 321.0108. A foreign limited partnership whose name does
35.16 not comply with section 321.0108 may not obtain a certificate of authority until it adopts,
35.17 for the purpose of transacting business in this state, an alternate name that complies with
35.18 section 321.0108. A foreign limited partnership that adopts an alternate name under this
35.19 subsection and then obtains a certificate of authority with the name need not comply with
35.20 sections 333.01 to 333.06. After obtaining a certificate of authority with an alternate name,
35.21 a foreign limited partnership shall transact business in this state under the name unless
35.22 the foreign limited partnership is authorized under sections 333.01 to 333.06 to transact
35.23 business in this state under another name.

35.24 (b) If a foreign limited partnership authorized to transact business in this state
35.25 changes its name to one that does not comply with section 321.0108, it may not thereafter
35.26 transact business in this state until it complies with subsection (a) and obtains an amended
35.27 certificate of authority.

35.28 Sec. 23. Minnesota Statutes 2009 Supplement, section 321.0906, is amended to read:

35.29 **321.0906 REVOCATION OF CERTIFICATE OF AUTHORITY.**

35.30 (a) A foreign limited partnership that has failed to deliver for filing a renewal
35.31 pursuant to the requirements of section 321.0210, or whose agent resigned pursuant to
35.32 section 321.0116, subdivision 1, and the resignation has been effective for 60 days without
35.33 a new agent being appointed by the limited partnership, must have its certificate of
35.34 authority to transact business in Minnesota revoked as described in this section.

36.1 (b) If the foreign limited partnership has not filed the delinquent registration, the
36.2 secretary of state must issue a certificate of revocation and the certificate must be filed
36.3 in the Office of the Secretary of State. The secretary of state must also make available
36.4 in an electronic format the names of the foreign limited partnerships whose certificates
36.5 have been revoked.

36.6 Sec. 24. Minnesota Statutes 2008, section 322B.13, is amended to read:

36.7 **322B.13 REGISTERED OFFICE AND AGENT.**

36.8 ~~Subdivision 1. **Registered office.** A limited liability company shall continuously~~
36.9 ~~maintain a registered office in this state. A registered office need not be the same as the~~
36.10 ~~principal place of business of the limited liability company and need not be the same as~~
36.11 ~~the principal executive office of a limited liability company.~~

36.12 ~~Subd. 2. **Registered agent.** A limited liability company may designate in its~~
36.13 ~~articles of organization a registered agent. The registered agent may be a natural person~~
36.14 ~~residing in this state, a domestic corporation or a domestic limited liability company, or a~~
36.15 ~~foreign corporation or foreign limited liability company authorized to transact business~~
36.16 ~~in this state. The registered agent must maintain a business office that is identical with~~
36.17 ~~the registered office.~~

36.18 Every limited liability company shall have a registered office and may have a
36.19 registered agent, in the manner prescribed by section 5.36.

36.20 Sec. 25. Minnesota Statutes 2008, section 322B.135, is amended to read:

36.21 **322B.135 CHANGE OF REGISTERED OFFICE OR AGENT.**

36.22 ~~Subdivision 1. **Statement.** A limited liability company may change its registered~~
36.23 ~~office, designate or change its registered agent, or state a change in the name of its~~
36.24 ~~registered agent, by filing with the secretary of state a statement containing:~~

36.25 ~~(1) the name of the limited liability company;~~

36.26 ~~(2) if the address of its registered office is to be changed, the new address of its~~
36.27 ~~registered office;~~

36.28 ~~(3) if its registered agent is to be designated or changed, the name of its new~~
36.29 ~~registered agent;~~

36.30 ~~(4) if the name of its registered agent is to be changed, the name of its registered~~
36.31 ~~agent as changed;~~

36.32 ~~(5) a statement that the address of its registered office and the address of the business~~
36.33 ~~office of its registered agent, as changed, will be identical; and~~

37.1 ~~(6) a statement that the change of registered office or registered agent was authorized~~
37.2 ~~by resolution approved by the affirmative vote of a majority of the governors present.~~

37.3 ~~Subd. 2. **Resignation of agent.** A registered agent of a limited liability company~~
37.4 ~~may resign by filing with the secretary of state a signed written notice of resignation,~~
37.5 ~~including a statement that a signed copy of the notice has been given to the limited~~
37.6 ~~liability company at its principal executive office, or to a legal representative of the limited~~
37.7 ~~liability company. The appointment of the agent terminates 30 days after the notice is~~
37.8 ~~filed with the secretary of state.~~

37.9 ~~Subd. 3. **Change of business address or name of agent.** If the business address or~~
37.10 ~~name of a registered agent changes, the agent shall change the address of the registered~~
37.11 ~~office or the name of the registered agent, as the case may be, of each limited liability~~
37.12 ~~company represented by that agent by filing with the secretary of state a statement as~~
37.13 ~~required in subdivision 1, except that it need be signed only by the registered agent, need~~
37.14 ~~not be responsive to clause (6), and must state that a copy of the statement has been~~
37.15 ~~mailed to each of those limited liability companies or to the legal representative of each of~~
37.16 ~~those limited liability companies.~~

37.17 Every limited liability company may change its registered office or change its
37.18 registered agent, and the agent may resign or change its business address or name, in the
37.19 manner prescribed by section 5.36.

37.20 Sec. 26. Minnesota Statutes 2008, section 322B.935, is amended to read:

37.21 **322B.935 REVOCATION OF CERTIFICATE OF AUTHORITY.**

37.22 Subdivision 1. **Revocation procedure.** The certificate of authority of a foreign
37.23 limited liability company to transact business in this state may be revoked by the secretary
37.24 of state upon the occurrence of any of these events:

37.25 (1) the foreign limited liability company has failed to appoint and maintain a
37.26 registered agent as required by this chapter and section 5.36, file a report upon any change
37.27 in the name or business address of the registered agent, or file in the office of the secretary
37.28 of state any amendment to its application for a certificate of authority as specified in
37.29 section 322B.92; or

37.30 (2) a misrepresentation has been made of any material matter in any application,
37.31 report, affidavit, or other document submitted by the foreign limited liability company
37.32 pursuant to this chapter.

37.33 Subd. 2. **Revocation notice.** No certificate of authority of a foreign limited liability
37.34 company shall be revoked by the secretary of state unless:

38.1 (1) the secretary has given the foreign limited liability company not less than ~~60~~ 30
38.2 days' notice by mail addressed to its registered office in this state or, if the foreign limited
38.3 liability company fails to appoint and maintain a registered agent in this state, addressed to
38.4 the office address in the jurisdiction of organization; and

38.5 (2) during the ~~60-day~~ 30-day period, the foreign limited liability company has failed
38.6 to file the report of change regarding the registered agent, to file any amendment, or
38.7 to correct the misrepresentation.

38.8 Subd. 3. **Effective date.** Upon the expiration of ~~60~~ 30 days after the mailing of the
38.9 notice, the authority of the foreign limited liability company to transact business in this
38.10 state ceases. The secretary of state shall issue a certificate of revocation and shall mail
38.11 the certificate to the address of the principal place of business or the office required to be
38.12 maintained in the jurisdiction of organization of the foreign limited liability company.

38.13 Sec. 27. Minnesota Statutes 2008, section 323A.1001, is amended to read:

38.14 **323A.1001 STATEMENT OF QUALIFICATION.**

38.15 (a) A partnership may become a limited liability partnership pursuant to this section.

38.16 (b) The terms and conditions on which a partnership becomes a limited liability
38.17 partnership must be approved by the vote necessary to amend the partnership agreement
38.18 except, in the case of a partnership agreement that expressly considers obligations to
38.19 contribute to the partnership, the vote necessary to amend those provisions.

38.20 (c) After the approval required by subsection (b), a partnership may become a limited
38.21 liability partnership by filing a statement of qualification. The statement must contain:

38.22 (1) the name of the partnership;

38.23 (2) the street address, including the zip code, of the partnership's chief executive
38.24 office and, if different, the street address, including the zip code, of an office in this state,
38.25 if any;

38.26 (3) if the partnership does not have an office in this state, the name and street address,
38.27 including the zip code, of the partnership's agent for service of process. If an agent for
38.28 service of process is listed, the limited liability partnership shall comply with section 5.36;

38.29 (4) a statement that the partnership elects to be a limited liability partnership; and

38.30 (5) a deferred effective date, if any.

38.31 (d) The agent of a limited liability partnership for service of process must be an
38.32 individual who is a resident of this state or other person authorized to do business in
38.33 this state.

38.34 (e) The status of a partnership as a limited liability partnership is effective on the
38.35 later of the filing of the statement or a date specified in the statement. The status remains

39.1 effective, regardless of changes in the partnership, until it is canceled pursuant to section
39.2 323A.0105(d) or revoked pursuant to section 323A.1003.

39.3 (f) The status of a partnership as a limited liability partnership and the liability of
39.4 its partners is not affected by errors or later changes in the information required to be
39.5 contained in the statement of qualification under subsection (c).

39.6 (g) The filing of a statement of qualification establishes that a partnership has
39.7 satisfied all conditions precedent to the qualification of the partnership as a limited
39.8 liability partnership.

39.9 (h) An amendment or cancellation of a statement of qualification is effective when it
39.10 is filed or on a deferred effective date specified in the amendment or cancellation.

39.11 (i) A statement of qualification may include the information necessary to make an
39.12 election under section 319B.03, subdivision 2, and to update that information as provided
39.13 in section 319B.03, subdivision 3.

39.14 Sec. 28. Minnesota Statutes 2008, section 323A.1102, is amended to read:

39.15 **323A.1102 STATEMENT OF FOREIGN QUALIFICATION.**

39.16 (a) Before transacting business in this state, a foreign limited liability partnership
39.17 must file a statement of foreign qualification. The statement must contain:

39.18 (1) the name of the foreign limited liability partnership which satisfies the
39.19 requirements of the state or other jurisdiction under whose law it is formed and ends with
39.20 "Registered Limited Liability Partnership," "Limited Liability Partnership," "R.L.L.P.,"
39.21 "L.L.P.," "RLLP," or "LLP." If this name is unavailable, the foreign limited liability
39.22 partnership may use an alternate name to transact business in the state if it delivers to the
39.23 secretary of state a certified copy of the resolution of the partners adopting the alternate
39.24 name;

39.25 (2) the street address, including the zip code, of the partnership's chief executive
39.26 office and, if different, the street address, including the zip code, of an office of the
39.27 partnership in this state, if any;

39.28 (3) if there is no office of the partnership in this state, the name and street address,
39.29 including the zip code, of the partnership's agent for service of process. If an agent for
39.30 service of process is listed, the limited liability partnership shall comply with section 5.36;

39.31 (4) a deferred effective date, if any; and

39.32 (5) the name of the jurisdiction under whose law the foreign limited liability
39.33 partnership was originally registered.

40.1 (b) The agent of a foreign limited liability company for service of process must be
40.2 an individual who is a resident of this state or other person authorized to do business in
40.3 this state.

40.4 (c) The status of a partnership as a foreign limited liability partnership is effective on
40.5 the later of the filing of the statement of foreign qualification or a date specified in the
40.6 statement. The status remains effective, regardless of changes in the partnership, until it is
40.7 canceled pursuant to section 323A.0105(d) or revoked pursuant to section 323A.1003.

40.8 (d) An amendment or cancellation of a statement of foreign qualification is effective
40.9 when it is filed or on a deferred effective date specified in the amendment or cancellation.

40.10 (e) A statement of foreign qualification may include the information necessary to
40.11 make an election under section 319B.04, subdivision 2, and to update that information as
40.12 provided in section 319B.04, subdivision 3.

40.13 Sec. 29. Minnesota Statutes 2008, section 333.20, subdivision 1, is amended to read:

40.14 Subdivision 1. **Authorization and contents.** Subject to the limitations set forth in
40.15 sections 333.18 to 333.31, any person who adopts and uses a trademark or a service mark
40.16 in this state may file in the Office of the Secretary of State, ~~on a form to be furnished~~
40.17 ~~by the secretary of state,~~ an application for registration of that mark setting forth the
40.18 following information:

40.19 (1) the name and business address of the person applying for such registration; and,
40.20 if a business entity, the state of registration;

40.21 (2) the goods or services in connection with which the mark is used and the mode
40.22 or manner in which the mark is used in connection with the goods or services and the
40.23 class in which the goods or services fall;

40.24 (3) a description of the mark;

40.25 (4) the date when the mark was first used in this state by the applicant or a
40.26 predecessor in interest; and

40.27 (5) the applicant's statement of belief that the applicant is the owner of the mark and
40.28 that no other person has the right to use such mark in this state either in the identical form
40.29 thereof or in such near resemblance thereto as might be calculated to deceive or to be
40.30 mistaken therefor and the mark is in use.

40.31 Sec. 30. Minnesota Statutes 2008, section 333.22, subdivision 1, is amended to read:

40.32 Subdivision 1. **Application and renewal.** Registration of a mark hereunder shall be
40.33 effective for a term of ten years from the date of registration and, upon application filed
40.34 within six months prior to the expiration of such term or a renewal thereof, ~~on a form to be~~

41.1 ~~furnished by the secretary of state~~, the registration may be renewed for additional ten-year
41.2 terms provided that the mark is in use by the applicant at the time of the application for
41.3 renewal and that there are no intervening rights. A renewal fee of \$25 payable to the
41.4 secretary of state shall accompany the application for renewal of the registration.

41.5 Sec. 31. Minnesota Statutes 2008, section 333.22, subdivision 3, is amended to read:

41.6 Subd. 3. **Existing registrations; terms.** Any registration in force on the date on
41.7 which Laws 1959, chapter 600 shall become effective, shall expire two years after and
41.8 may be renewed by filing an application with the secretary of state ~~on a form furnished~~
41.9 ~~by the secretary of state~~ and paying the aforementioned renewal fee therefor within six
41.10 months prior to the expiration of the registration provided the mark is in use at the time of
41.11 application for renewal and there are no intervening rights.

41.12 Sec. 32. **REPEALER.**

41.13 Minnesota Statutes 2008, section 333.17, is repealed.

APPENDIX
Article locations in h3025-1

ARTICLE 1 BUSINESS ORGANIZATIONS Page.Ln 1.26
ARTICLE 2 REGISTERED AGENTS AND OFFICES Page.Ln 21.1