

establish in the plan of operation a procedure for determining the discounted eligible charge.

Sec. 14. **TEMPORARY ADDITIONAL ASSESSMENTS.**

If the board of directors determines that the association's funds are insufficient to meet the obligations of the association, the board of directors shall assess each member in the small employer market, in proportion to the member's respective share of the total insurance premiums, subscriber contract payments, health maintenance organization payments, and other health benefit plan revenue derived from or on behalf of small employers during the preceding calendar year. The assessment must be calculated by the board of directors based on annual statements and other reports considered necessary by the board of directors and filed by members with the association. The amount of the assessment may not exceed two percent of the member's small employer premium for the preceding year.

This section expires August 1, 1994.

Presented to the governor April 22, 1993

Signed by the governor April 23, 1993, 11:47 a.m.

CHAPTER 48—H.F.No. 654

An act relating to commerce; regulating corporate registrations and administrative dissolutions; regulating limited partnership registrations; regulating trademarks; regulating various lien filings; making various housekeeping changes relating to the powers and duties of the secretary of state; regulating legal newspapers; amending Minnesota Statutes 1992, sections 302A.821, subdivision 6; 303.13, subdivisions 1 and 2; 317A.823, subdivision 1; 317A.827, subdivision 3; 322A.70; 331A.07; 333.20, subdivision 3; 336.9-403; 514.27; 514.661, subdivision 4; 514.945, subdivision 1; 514.956, subdivision 3; and 514.960, subdivision 3.

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

Section 1. Minnesota Statutes 1992, section 302A.821, subdivision 6, is amended to read:

Subd. 6. **REINSTATEMENT.** A corporation may, within one year of the date of the statutory dissolution, retroactively reinstate its corporate existence ~~after statutory dissolution~~ by filing a single annual registration and paying a \$25 fee. Filing the annual registration with the secretary of state:

(1) returns the corporation to active status as of the date of the statutory dissolution;

(2) validates contracts or other acts within the authority of the articles, and the corporation is liable for those contracts or acts; and

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(3) restores to the corporation all assets and rights of the corporation and its shareholders to the extent they were held by the corporation and its shareholders before the statutory dissolution occurred, except to the extent that assets or rights were affected by acts occurring after the dissolution or sold or otherwise distributed after that time.

Sec. 2. Minnesota Statutes 1992, section 303.13, subdivision 1, is amended to read:

Subdivision 1. **FOREIGN CORPORATION.** A foreign corporation shall be subject to service of process, as follows:

(1) By service on its registered agent;

(2) When any foreign corporation authorized to transact business in this state fails to appoint or maintain in this state a registered agent upon whom service of process may be had, or whenever any registered agent cannot be found at its registered office in this state, as shown by the return of the sheriff of the county in which the registered office is situated, or by an affidavit of attempted service by any person not a party, or whenever any corporation withdraws from the state, or whenever the certificate of authority of any foreign corporation is revoked or canceled, service may be made by delivering to and leaving with the secretary of state, or with any authorized deputy or clerk in the ~~corporation department~~ of the secretary of state's office, two copies thereof and a fee of \$35; provided, that after a foreign corporation withdraws from the state, pursuant to section 303.16, service upon the corporation may be made pursuant to the provisions of this section only when based upon a liability or obligation of the corporation incurred within this state or arising out of any business done in this state by the corporation prior to the issuance of a certificate of withdrawal.

(3) If a foreign corporation makes a contract with a resident of Minnesota to be performed in whole or in part by either party in Minnesota, or if a foreign corporation commits a tort in whole or in part in Minnesota against a resident of Minnesota, such acts shall be deemed to be doing business in Minnesota by the foreign corporation and shall be deemed equivalent to the appointment by the foreign corporation of the secretary of the state of Minnesota and successors to be its true and lawful attorney upon whom may be served all lawful process in any actions or proceedings against the foreign corporation arising from or growing out of the contract or tort. Process shall be served in duplicate upon the secretary of state, together with the address to which service is to be sent and a fee of \$35 and the secretary of state shall mail one copy thereof to the corporation ~~at its the last known~~ address listed as part of the records of the secretary of state or the address provided by the party requesting service, and the corporation shall have 30 days within which to answer from the date of the mailing, notwithstanding any other provision of the law. The making of the contract or the committing of the tort shall be deemed to be the agreement of the foreign corporation that any process against it which is so served upon the secretary of state shall be of the same legal force and effect as if served personally on it within the state of Minnesota.

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Sec. 3. Minnesota Statutes 1992, section 303.13, subdivision 2, is amended to read:

Subd. 2. **DUTIES OF SECRETARY OF STATE.** ~~In case of service of process;~~ The secretary of state shall immediately cause one copy of ~~such a service of process to be forwarded by certified mail addressed to the corporation so served;~~

(1) in care of the agent of such the corporation, at its registered office in this state; as such addresses appear it appears in the records of the secretary of state; provided that, if the corporation shall have withdrawn from the state in the manner provided by this chapter; one copy shall be sent to the address designated for such purpose in the application for withdrawal; instead of the registered office in this state;

(2) at the address designated in the application for withdrawal, if the corporation has withdrawn from this state in the manner provided in this chapter;

(3) at the address provided by the party submitting the document for service of process if the corporation's authority to do business in this state has been revoked; or

(4) at the address provided by the party submitting the document for service of process if the corporation has never been authorized to do business in this state.

Sec. 4. Minnesota Statutes 1992, section 317A.823, subdivision 1, is amended to read:

Subdivision 1. **NOTICE FROM SECRETARY OF STATE; REGISTRATION REQUIRED.** (a) Before ~~February~~ July 1 of each year, the secretary of state shall mail a corporate registration form ~~by first-class mail~~ to each corporation that incorporated or filed a corporate registration during either of the previous two calendar years at its last registered office address listed on the records of the secretary of state. The form must include the exact legal corporate name and registered office address currently on file with the secretary of state along with the name of the person who performs the functions of the president. The secretary of state may also give notice of the requirement to file the annual registration by any other means the secretary of state considers appropriate.

(b) A corporation shall file a corporate registration with the secretary of state once each calendar year. The registration must be signed by an authorized person. If the corporation has changed its registered office address to an address other than that listed on the records of the secretary of state, the corporation shall file the new registered office address on the registration form. A fee of \$35 must be paid for filing the registered office address change. The new address must comply with section 317A.011, subdivision 2, and must have been approved by the board.

Sec. 5. Minnesota Statutes 1992, section 317A.827, subdivision 3, is amended to read:

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Subd. 3. **REACTIVATION REINSTATEMENT.** If A corporation is dissolved for failure to file the annual registration for three consecutive years, it may reactivate by paying a \$25 fee, filing the annual registration, and filing any necessary amendment, including the filing fees for the amendment. may, within one year of the date of the statutory dissolution, retroactively reinstate its corporate existence by filing a single annual registration and paying a \$25 fee. Filing the annual registration with the secretary of state:

(1) returns the corporation to active status as of the date of the statutory dissolution;

(2) validates contracts or other acts within the authority of the articles, and the corporation is liable for those contracts or acts; and

(3) restores to the corporation all assets and rights of the corporation and its members to the extent they were held by the corporation and its members before the statutory dissolution occurred, except to the extent that assets or rights were affected by acts occurring after the dissolution or sold or otherwise distributed after that time.

Sec. 6. Minnesota Statutes 1992, section 322A.70, is amended to read:

322A.70 REGISTRATION.

Before transacting business in this state, a foreign limited partnership shall register with the secretary of state. In order to register, a foreign limited partnership shall submit to the secretary of state, ~~in duplicate,~~ a certificate of status from the filing office in the jurisdiction in which the foreign limited partnership is organized, and an application for registration as a foreign limited partnership, signed by a general partner and setting forth:

(1) the name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this state;

(2) the state and date of its formation;

(3) the name and address of the agent for service of process on the foreign limited partnership; the agent must be an individual resident of this state, a domestic corporation, or a foreign corporation having a place of business in, and authorized to do business in, this state;

(4) a statement that the secretary of state is appointed the agent of the foreign limited partnership for service of process if the appointed agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence;

(5) the principal office of the foreign limited partnership;

(6) the name and business address of each general partner; and

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(7) the address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled or withdrawn.

Sec. 7. Minnesota Statutes 1992, section 331A.07, is amended to read:

331A.07 AFFIDAVIT OF PUBLICATION.

No compensation shall be recoverable for publishing legal or official matter in any newspaper not qualified, until there is filed with the county auditor the affidavit of a person having knowledge of the facts, showing the name and location of the newspaper and the existence of conditions constituting its qualifications as a qualified newspaper as set forth in section 331A.02. If the matter published relates to proceedings in another county, a like affidavit must be filed with its auditor. The affidavit, if it states the required facts, shall be prima facie evidence of them and of the qualification. No compensation shall be recoverable for publishing legal or official matter in any newspaper unless the bill is accompanied by an affidavit of the publisher, ~~or printer in charge,~~ of the newspaper or the publisher's designated agent, having knowledge of the facts, setting forth the fact that the newspaper has complied with all the requirements to constitute a legal newspaper. The affidavit must set forth the dates of the month and year and the day of the week upon which the legal or official matter was published in the newspaper. The affidavit must also include the publisher's lowest classified rate paid by commercial users for comparable space, as determined pursuant to section 331A.06, the maximum charge allowable by law for the publication of the specific legal or official matter in question, and the rate actually charged for that publication.

Sec. 8. Minnesota Statutes 1992, section 333.20, subdivision 3, is amended to read:

Subd. 3. The application shall be accompanied by a single specimen or facsimile of such mark ~~in triplicate.~~

Sec. 9. Minnesota Statutes 1992, section 336.9-403, is amended to read:

336.9-403 WHAT CONSTITUTES FILING; DURATION OF FILING; EFFECT OF LAPSED FILING; DUTIES OF FILING OFFICER.

(1) Presentation for filing of a financing statement and tender of the filing fee or acceptance of the statement by the filing officer constitutes filing under this article.

(2) Except as provided in subsection (6) a filed financing statement is effective for a period of five years from the date of filing. The effectiveness of a filed financing statement lapses on the expiration of the five-year period unless a continuation statement is filed prior to the lapse. If a security interest perfected by filing exists at the time insolvency proceedings are commenced by or against the

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debtor, the security interest remains perfected until termination of the insolvency proceedings and thereafter for a period of 60 days or until expiration of the five-year period, whichever occurs later regardless of whether the financing statement filed as to that security interest is destroyed by the filing officer pursuant to subsection (3). Upon lapse the security interest becomes unperfected, unless it is perfected without filing. If the security interest becomes unperfected upon lapse, it is deemed to have been unperfected as against a person who became a purchaser or lien creditor before lapse.

(3) A continuation statement may be filed by the secured party within six months prior to the expiration of the five-year period specified in subsection (2). Any such continuation statement must be signed by the secured party, set forth the name, social security number or other tax identification number of the debtor, and address of the debtor and secured party as those items appear on the original financing statement or the most recently filed amendment, identify the original statement by file number and filing date, and state that the original statement is still effective. A continuation statement signed by a person other than the secured party of record must be accompanied by a separate written statement of assignment signed by the secured party of record and complying with subsection (2) of section 336.9-405, including payment of the required fee. Upon timely filing of the continuation statement, the effectiveness of the original statement is continued for five years after the last date to which the filing was effective whereupon it lapses in the same manner as provided in subsection (2) unless another continuation statement is filed prior to such lapse. Succeeding continuation statements may be filed in the same manner to continue the effectiveness of the original statement. Unless a statute on disposition of public records provides otherwise, the filing officer may remove a lapsed statement from the files and destroy it immediately if the officer has retained a microfilm or other photographic record, or in other cases after one year after the lapse. The filing officer shall so arrange matters by physical annexation of financing statements to continuation statements or other related filings, or by other means, that if the officer physically destroys the financing statements of a period more than five years past, those which have been continued by a continuation statement or which are still effective under subsection (6) shall be retained. If insolvency proceedings are commenced by or against the debtor, the secured party shall notify the filing officer both upon commencement and termination of the proceedings, and the filing officer shall not destroy any financing statements filed with respect to the debtor until termination of the insolvency proceedings. The security interest remains perfected until termination of the insolvency proceedings and thereafter for a period of 60 days or until expiration of the five-year period, whichever occurs later.

(4) Except as provided in subsection (7) a filing officer shall mark each statement with a file number and with the date and hour of filing and shall hold the statement or a microfilm or other photographic copy thereof for public inspection. In addition the filing officer shall index the statements according to the name of the debtor and shall note in the index the file number, the address of the debtor given in the statement, and the social security number or other tax identification number of the debtor given in the statement.

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(5) The secretary of state shall prescribe uniform forms for statements and samples thereof shall be furnished to all filing officers in the state. The uniform fee for filing and indexing and for stamping a copy furnished by the secured party to show the date and place of filing for an original financing statement or for a continuation statement shall be \$7 if the statement is in the standard form prescribed by the secretary of state and otherwise shall be \$10, plus in each case, if the financing statement is subject to subsection (5) of section 336.9-402, \$5. An additional fee of \$7 shall be collected if more than one name is required to be indexed or if the secured party chooses to show a trade name for any debtor listed. The uniform fee collected for the filing of an amendment to a financing statement if the amendment is in the standard form prescribed by the secretary of state and does not add additional debtor names to the financing statement shall be \$7. The fee for an amendment adding additional debtor names shall be \$14 if the amendment is in the form prescribed by the secretary of state and, if otherwise, \$17. The fee for an amendment which is not in the form prescribed by the secretary of state but which does not add additional names shall be \$10.

The secretary of state shall adopt rules for filing, amendment, continuation, termination, removal, and destruction of financing statements.

(6) If the debtor is a transmitting utility (subsection (5) of section 336.9-401) and a filed financing statement so states, it is effective until a termination statement is filed. A real estate mortgage which is effective as a fixture filing under subsection (6) of section 336.9-402 remains effective as a fixture filing until the mortgage is released or satisfied of record or its effectiveness otherwise terminates as to the real estate.

(7) When a financing statement covers timber to be cut or covers minerals or the like (including oil and gas) or accounts subject to subsection (5) of section 336.9-103, or is filed as a fixture filing, it shall be filed for record and the filing officer shall index it under the names of the debtor and any owner of record shown on the financing statement in the same fashion as if they were the mortgagors in a mortgage of the real estate described, and, to the extent that the law of this state provides for indexing of mortgages under the name of the mortgagee, under the name of the secured party as if the secured party were the mortgagee thereunder, or, for filing offices other than the secretary of state, where indexing is by description in the same fashion as if the financing statement were a mortgage of the real estate described. ~~If requested of the filing officer on the financing statement, a financing statement filed for record as a fixture filing in the same office where nonfixture filings are made is effective, without a dual filing, as to collateral listed thereon for which filing is required in such office pursuant to section 336.9-401 (1) (a); in such case, the filing officer shall also index the recorded statement in accordance with subsection (4) using the recording data in lieu of a file number.~~

(8) The fees provided for in this article shall supersede the fees for similar services otherwise provided for by law except in the case of security interests filed in connection with a certificate of title on a motor vehicle.

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Sec. 10. Minnesota Statutes 1992, section 514.27, is amended to read:

514.27 DUTY OF FILING OFFICER.

It shall be the duty of the filing officer, upon the presentation to the officer of any such statement and notice of lien, to file the same in the office of the filing officer in the same manner as provided by law for the filing of financing statements under the uniform commercial code, except that the social security number of an individual debtor or the Internal Revenue Service taxpayer identification number for a debtor other than an individual is not required.

Sec. 11. Minnesota Statutes 1992, section 514.661,³ subdivision 4, is amended to read:

Subd. 4. **DUTIES OF FILING OFFICER.** The filing officer shall enter on the lien statement the time of day and date of filing. The filing officer shall file, amend, terminate, note the filing of a lien statement, and charge the fee for filing under this section in the manner provided by section 336.9-403 for a financing statement, except that the social security number of an individual debtor or the Internal Revenue Service taxpayer identification number for a debtor other than an individual is not required. A lien statement is void and may be removed from the filing system 18 months after the date of filing. The lien statement may be physically destroyed after 30 months from the date of filing.

Sec. 12. Minnesota Statutes 1992, section 514.945, subdivision 1, is amended to read:

Subdivision 1. **ATTACHMENT.** (a) A person who produces an agricultural commodity as defined in section 17.90, subdivision 2, except grain as defined in section 232.21, subdivision 7, and raw milk has a lien for the contract price or, if there is no contract the fair market value, of the agricultural commodity produced by the person and delivered to a buyer. The lien attaches to the agricultural commodity and products and proceeds of the agricultural commodity.

(b) If the agricultural commodity is or becomes commingled with other agricultural commodities or goods, the lien continues in the proportionate share of the other agricultural commodities or goods.

(c) If an agricultural commodity to which the lien attaches becomes manufactured or processed to become part of another product, the lien continues and attaches to the product manufactured or processed.

(d) An agricultural producer's lien does not attach to agricultural commodities:

(1) purchased by a marketing cooperative association; or

(2) purchased free of a security interest or lien as provided in United States Code, title 7, section 1631, and sections ~~223A.03~~ 336A.01 ~~and 223A.04~~ to 336A.16.

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Sec. 13. Minnesota Statutes 1992, section 514.956, subdivision 3, is amended to read:

Subd. 3. **DUTIES OF FILING OFFICER.** The filing officer shall enter on the lien-notification statement the time of day and date of filing. The filing officer shall file, amend, terminate, note the filing of a lien-notification statement, and charge the fee for filing under this section in the manner provided by section 336.9-403 for a financing statement, except that the social security number of an individual debtor or the Internal Revenue Service taxpayer identification number for a debtor other than an individual is not required. A lien-notification statement is void and may be removed from the filing system 18 months after the date of filing. The lien-notification statement may be physically destroyed after 30 months from the date of filing.

Sec. 14. Minnesota Statutes 1992, section 514.960, subdivision 3, is amended to read:

Subd. 3. **DUTIES OF FILING OFFICER.** The filing officer shall enter on the lien statement the time of day and date of filing. The filing officer shall file, amend, terminate, note the filing of a lien statement, and charge the fee for filing under this section in the manner provided by section 336.9-403 for a financing statement, except that the social security number of an individual debtor or the Internal Revenue Service taxpayer identification number for a debtor other than an individual is not required. A lien statement is void and may be removed from the filing system 18 months after the date of filing. The lien statement may be physically destroyed after 30 months from the date of filing.

Presented to the governor April 23, 1993

Signed by the governor April 26, 1993, 2:58 p.m.

CHAPTER 49—H.F.No. 295

An act relating to utilities; authorizing utilities to make automatic annual rate adjustments for costs of conservation improvements; amending Minnesota Statutes 1992, section 216B.16, subdivision 6b.

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

Section 1. Minnesota Statutes 1992, section 216B.16, subdivision 6b, is amended to read:

Subd. 6b. **ENERGY CONSERVATION IMPROVEMENTS.** All investments and expenses of a public utility as defined in section 216B.241, subdivision 1, paragraph (d), incurred in connection with energy conservation improvements shall be recognized and included by the commission in the deter-

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