

CHAPTER 303

FOREIGN CORPORATIONS

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303.02 DEFINITIONS.

[For text of subds 1 and 2, see M.S.1980]

Subd. 3. **Foreign trust association.** "Foreign trust association" includes every banking and trust association or corporation organized under the laws of any state other than this state having the power to act as executor, administrator, trustee, guardian, or conservator, and every national banking association maintaining its principal office in any state other than this state which is granted permission by the comptroller of the currency to act in a fiduciary capacity under the provisions of 12 U.S.C. 92a, as amended.

[For text of subds 4 to 7, see M.S.1980]

History: 1981 c 162 s 1

303.03 FOREIGN CORPORATIONS MUST HAVE CERTIFICATE OF AUTHORITY.

No foreign corporation shall transact business in this state unless it holds a certificate of authority so to do; and no foreign corporation whose certificate of authority has been revoked or canceled pursuant to the provisions of this chapter shall be entitled to obtain a certificate of authority except in accordance with the provisions of section 303.19. Without excluding other activities which may not constitute transacting business in this state, and subject to the provisions of sections 303.13 and 543.19, a foreign corporation shall not be considered to be transacting business in this state for the purposes of this chapter solely by reason of carrying on in this state any one or more of the following activities:

(a) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes;

(b) Holding meetings of its directors or shareholders or carrying on other activities concerning its internal affairs;

(c) Maintaining bank accounts;

(d) Maintaining offices or agencies for the transfer, exchange and registration of its securities, or appointing and maintaining trustees or depositaries with relation to its securities;

(e) Holding title to and managing real or personal property, or any interest therein, situated in this state, as executor of the will or administrator of the estate of any decedent, as trustee of any trust, or as guardian or conservator of the person or estate, or both, of any person;

(f) Making, participating in, or investing in loans or creating, as borrower or lender, or otherwise acquiring indebtedness or mortgages or other security interests in real or personal property;

(g) Securing or collecting its debts or enforcing any rights in property securing them; or

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(h) Conducting an isolated transaction completed within a period of 30 days and not in the course of a number of repeated transactions of like nature.

History: 1981 c 162 s 2

303.04 ENGAGING IN BANKING; LIMITATION.

No foreign coporation shall transact in this state the business which only a bank, trust company, or savings, building and loan association may transact in this state except as provided in section 303.25.

History: 1981 c 162 s 3

303.05 NAMES OF CORPORATIONS.

Subdivision 1. **Certificate of authority, when not issued.** No certificate of authority shall be issued to a foreign corporation the name of which would be prohibited to a corporation which might then be formed under the provisions of sections 301.01 to 301.61, under the provisions of chapter 302A, or under the Minnesota Nonprofit Corporation Act; provided, that, if the name of such corporation does not end with the word "corporation," or the word "incorporated," or the abbreviation "Inc.," or does not contain the word "company" or the abbreviation "Co." not immediately preceded by the word "and" or the character "&," a certificate of authority may be issued to it if it agrees in its application for a certificate of authority to add at the end of its name the word "incorporated" or the abbreviation "Inc." in transacting business within this state. The name of such corporation may contain the word "cooperative" if it is a cooperative corporation generally similar to the kind which might then be organized under the laws of this state. If such corporation is a corporation obtaining a certificate of authority pursuant to the provisions of section 303.04, the name of such corporation may contain the words "bank," "trust," "building and loan," or "savings" and such corporation shall not be required to add the word "incorporated" or the abbreviation "Inc." to its corporate name.

[For text of subds 2 and 3, see M.S.1980]

History: 1981 c 270 s 129

303.25 FOREIGN TRUST ASSOCIATIONS, POWERS.

Subdivision 1. **Appointments.** Any foreign trust association may accept appointment and act as executor of the will or administrator of the estate of any decedent who was a resident of this state at the time of his death, as trustee of any trust created by a resident of this state by will or otherwise, and as guardian or conservator of the person or estate, or both, of any resident of this state if banking or trust associations or corporations organized under the laws of this state or national banking associations maintaining their principal offices in this state are permitted to act as executors, administrators, trustees, guardians, or conservators in the state in which the foreign trust association maintains its principal office. Any foreign trust association may accept appointment and act as executor of the will or administrator of the estate of a decedent, who was a resident of the state in which the foreign trust association maintains its principal office at the time of his death, in ancillary probate proceedings in this state, as trustee of any trust created by the decedent by will or otherwise of property situated in this state, and as guardian or conservator in ancillary proceedings in this state with respect to the property of a resident of the other state if banking or trust associations or corporations organized under the laws of this state and national banking associations maintaining their principal offices in this state are permitted to act as

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executors, administrators, trustees, guardians, or conservators in the state in which the foreign trust association maintains its principal office.

Subd. 2. Designation of attorney for service of process. Before accepting appointment or acting as executor, administrator, trustee, guardian, or conservator, a foreign trust association shall appoint the secretary of state, his successor or successors in office, its true and lawful attorney upon whom may be served all legal process in any action or proceeding against it, or in which it may be a party, in relation to or involving any acts or defaults by it as executor, administrator, trustee, guardian, or conservator. This appointment is irrevocable. Service upon the attorney is as valid and binding as if due personal service had been made upon the foreign trust association.

Subd. 3. Bond must be filed. Before accepting appointment or acting as executor, administrator, trustee, guardian, or conservator, every foreign trust association shall file a bond with a court of competent jurisdiction in an amount as the court directs, with sufficient sureties, conditioned upon the faithful discharge of its duties as executor, administrator, trustee, guardian, or conservator, or, in lieu of the bond, shall deposit securities with the state treasurer in the same manner and in the same amount as would be required under section 48.67, of a trust company organized under the laws of this state. This deposit shall be maintained until the foreign trust association shall cease to act as an executor, administrator, trustee, guardian, or conservator under this section. However, except as otherwise ordered by a court of competent jurisdiction, the requirements of this subdivision do not apply to a trustee with respect to a trust created otherwise than by will if the trust instrument requests or directs that a bond need not be required of the trustee.

Subd. 4. Rights and duties. Any foreign trust association acting as executor, administrator, trustee, guardian, or conservator has the rights, authority, and duties that a natural person resident in this state duly acting as executor, administrator, trustee, guardian, or conservator has under the laws of this state.

Subd. 5. Solicitation of business. A foreign trust association may not maintain an office within this state, but it may solicit business within this state if banking or trust associations or corporations organized under the laws of this state or national banking associations maintaining their principal offices in this state may solicit business in the state in which the foreign trust association maintains its principal office.

Subd. 6. Service of process. Service of process under this section may be made by delivering a copy to the secretary of state personally or by filing the same in his office, accompanied by one additional copy for each person so served, and by the mailing by the secretary of state of a copy by certified mail, not later than the business day following the day of the service, to each person so served at the address of each person as shown by the records in the office of the secretary of state.

History: 1981 c 162 s 4