

CHAPTER 303

FOREIGN CORPORATIONS

303.07 License fees.
303.08 Issuance of certificate of authority.

303.13 Service of process.
303.17 License revocation.

303.07 LICENSE FEES.

[For text of subd 1, see M.S.1990]

Subd. 2. **Annual fee.** The secretary of state shall collect an annual license fee from each foreign corporation holding a certificate of authority to transact business in this state. A foreign corporation shall pay \$20 per \$100,000 or fraction thereof of its Minnesota taxable net income for the last taxable year ending prior to the payment of the fee. If the taxable year ended less than 75 days before the date the fee is received by the secretary of state, the taxable net income from the preceding taxable year shall determine the fee. In no event shall the annual license fee be less than \$40. The corporation shall pay this fee by May 15 of each year.

History: 1991 c 205 s 8

303.08 ISSUANCE OF CERTIFICATE OF AUTHORITY.

Subdivision 1. **By secretary of state.** If the application be according to law, the secretary of state, when all fees and charges have been paid as required by law, shall file the application and the certificate of existence, and shall issue and record a certificate of authority to transact business in this state.

Subd. 2. **Contents.** The certificate of authority shall contain the name of the corporation, the state or country of organization, the address of its registered office in this state, and a statement that it is authorized to transact business in this state.

History: 1991 c 205 s 9

303.13 SERVICE OF PROCESS.

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 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 a fee of \$35 and the secretary of state shall mail one copy thereof to the corporation at its last known address, 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.

[For text of subs 2 to 5, see M.S.1990]

History: 1991 c 205 s 10

303.17 LICENSE REVOCATION.

Subdivision 1. Grounds. The certificate of authority of a foreign corporation to transact business in this state shall be revoked by the secretary of state if it fails:

- (1) To pay any fee due under the provisions of this chapter;
- (2) To designate a registered agent when a vacancy occurs in that office, or when the appointed registered agent becomes disqualified or incapacitated;
- (3) To file certificates of merger or name change, as required in section 303.11;
- (4) To file an annual report; or
- (5) To comply with the provisions of Minnesota Statutes 1949, section 303.04, and acts amendatory thereof and supplementary thereto, insofar as it relates to the limits of territory in which a savings and loan, building and loan, or savings, building and loan association organized under the laws of another state may carry on the business of making real estate mortgages.

[For text of subs 2 to 5, see M.S.1990]

History: 1991 c 205 s 11