

CHAPTER 317A

NONPROFIT CORPORATIONS

317A.021 Application and election.
317A.821 Initial corporate registration with
secretary of state.

317A.823 Annual corporate registration.
317A.827 Administrative dissolution.

317A.021 APPLICATION AND ELECTION.

[For text of subs 1 to 6, see M.S.1990]

Subd. 7. **Nonelecting nonprofit corporations subject to this chapter as of January 1, 1991.** (a) A corporation in existence on January 1, 1991, that is within the scope of this chapter and incorporated under another statute of this state, other than a corporation incorporated under chapter 300, 309, or 315 that has not later become governed by Minnesota Statutes 1988, chapter 317, is governed by this chapter as of January 1, 1991, as though the corporation had been incorporated under this chapter. The provisions of the articles and bylaws of the corporation that may be included in the articles or bylaws under this chapter remain in effect. The provisions of the articles and bylaws of the corporation that are inconsistent with this chapter are not effective as of January 1, 1991. Provisions required by this chapter to be contained in the articles that do not appear in the articles are read into them as a matter of law.

(b) On and after January 1, 1991, a corporation that elected to reject Laws 1951, chapter 550, sections 1 to 25, that does not elect to be governed by this entire chapter is governed by sections 317A.131 to 317A.151; 317A.461; and 317A.601 to 317A.791.

[For text of subs 8 and 9, see M.S.1990]

History: 1991 c 199 art 1 s 70

317A.821 INITIAL CORPORATE REGISTRATION WITH SECRETARY OF STATE.

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

Subd. 2. **Loss of good standing; corporate name.** A corporation that does not file the initial corporate registration required under subdivision 1 with the secretary of state on or before December 31, 1990, loses its good standing. To regain its good standing, the corporation must file the initial corporate registration. If, as a part of the initial corporate registration process the corporation needs to bring its registered office address into compliance with section 317A.011, subdivision 2, the fees stated in subdivision 1, paragraph (b), apply. If a corporation loses its good standing under this subdivision, its corporate name or a name that is not distinguishable may be registered after January 1, 1992, by another person before the corporation regains its good standing. If the name or a name that is not distinguishable has been registered by another person, the corporation may not file its initial corporate registration and regain its good standing unless it obtains the consent of the other person as provided in section 317A.115, subdivision 2, or adopts a new corporate name that complies with section 317A.115.

[For text of subd 3, see M.S.1990]

History: 1991 c 205 s 14

317A.823 ANNUAL CORPORATE REGISTRATION.

Subdivision 1. **Notice from secretary of state; registration required.** (a) Before February 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.

(b) A corporation shall file a corporate registration with the secretary of state once each calendar year. The registration must include the exact legal corporate name and registered office address of the corporation and 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.

Subd. 2. Loss of good standing; corporate name. A corporation that files an initial corporate registration under section 317A.821 or that is incorporated on or after January 1, 1990, and that does not file a corporate registration during a calendar year loses its good standing after December 31 of that year. To regain its good standing, the corporation must file a single annual corporate registration and pay a \$25 fee. If a corporation loses its good standing under this subdivision, its corporate name or a name that is not distinguishable may be registered by another person before the corporation regains its good standing. If the name or a name that is not distinguishable has been registered by another person, the corporation may not file its corporate registration and regain its good standing unless it obtains the consent of the other person as provided in section 317A.115, subdivision 2, or adopts a new corporate name that complies with section 317A.115.

Subd. 3. Notice; dissolution. If a corporation fails to file a report required under this section for three consecutive calendar years, the secretary of state shall give notice to the corporation by first-class mail at its registered office that it has violated this section and is subject to dissolution under section 317A.827 if the delinquent registration is not filed with a \$25 fee within 60 days after the mailing of the notice. For purposes of this subdivision, "delinquent registration" means a single registration. A corporation that fails to file the delinquent annual registration within the 60 days is dissolved under section 317A.827.

History: 1991 c 205 s 15

317A.827 ADMINISTRATIVE DISSOLUTION.

Subdivision 1. Procedure. If a corporation requests dissolution as part of the initial registration under section 317A.821, if it fails to file the initial registration by December 31, 2000, or if it fails to file the delinquent registration before expiration of the 60-day period in section 317A.823, subdivision 3, the secretary of state shall immediately issue a certificate of dissolution and file a copy in the office of the secretary of state. If the corporation is dissolved for failure to file a registration, the secretary of state shall issue a certificate of involuntary dissolution. The secretary of state shall send the original certificate to the registered office of the corporation. The secretary of state shall annually inform the attorney general of the names of corporations dissolved under this section during the previous year and indicate whether the dissolution was voluntary or involuntary. A corporation dissolved under this section is not entitled to the benefits of section 317A.781, subdivision 1.

[For text of subd 2, see M.S.1990]

History: 1991 c 205 s 16