

## CHAPTER 317A

### NONPROFIT CORPORATIONS

317A.115 Corporate name.  
317A.733 Articles of dissolution; certificate of dissolution; effect.

317A.823 Annual corporate registration.  
317A.901 Service of process on corporation.

#### 317A.115 CORPORATE NAME.

*[For text of subd 1, see M.S.1994]*

**Subd. 2. Name must be distinguishable.** (a) A corporate name must be distinguishable upon the records in the office of the secretary of state from the name of a domestic corporation or limited partnership, a foreign corporation or limited partnership authorized or registered to do business in this state, whether profit or nonprofit, a limited liability company, whether domestic or foreign, a limited liability partnership, whether domestic or foreign, or a name the right to which is, at the time of incorporation, reserved, registered, or provided for in section 317A.117, 302A.117, 322A.03, 322B.125, or sections 333.001 to 333.54, unless one of the following is filed with the articles:

- (1) the written consent of the organization having the name that is not distinguishable;
- (2) a certified copy of a final decree of a court in this state establishing the prior right of the applicant to use its corporate name in this state; or
- (3) an affidavit of nonuse of the kind required by section 302A.115, subdivision 1, paragraph (d), clause (3).

(b) The secretary of state shall determine whether a name is distinguishable from another name for purposes of this section and section 317A.117.

(c) This subdivision does not affect the right of a corporation existing on January 1, 1991, or a foreign corporation authorized to do business in this state on that date, to use its corporate name.

*[For text of subs 3 to 6, see M.S.1994]*

**History:** 1995 c 128 art 2 s 3

#### 317A.733 ARTICLES OF DISSOLUTION; CERTIFICATE OF DISSOLUTION; EFFECT.

**Subdivision 1. Articles; when filed.** Articles of dissolution for a corporation dissolving under section 317A.721 must be filed with the secretary of state after compliance with section 317A.811, if applicable, and:

- (1) the payment of claims of known creditors and claimants has been made or provided for;
- (2) if the corporation has given notice to creditors and claimants in the manner provided in section 317A.727: (i) the 90-day period in section 317A.727, subdivision 2, clause (5), has expired and the payment of claims of the creditors and claimants filing a claim within that period has been made or provided for; or (ii) the longer of the periods described in section 317A.729, clause (2), has expired; or, in all other cases;
- (3) the two-year period described in section 317A.730 has expired.

**Subd. 2. Contents of articles.** The articles of dissolution must state:

(a)(1) whether notice has been given to the creditors and claimants of the corporation in the manner provided in section 317A.727 and, if notice has been given, the last date on which the notice was given and: (i) that the payment of the creditors and claimants filing a claim within the 90-day period set forth in section 317A.727, subdivision 2, clause (5), has been made or provided for; or (ii) the date on which the longer of the periods described in section 317A.729, clause (2), expired; or

(2) if notice was not given and articles of dissolution are being filed under subdivision 1, clause (1), that the debts, obligations, and liabilities of the corporation have been paid and discharged or that adequate provisions have been made for them;

(b) that the remaining assets of the corporation have been distributed under section 317A.735 or that adequate provision has been made for the distribution;

(c) that there are no pending legal, administrative, or arbitration proceedings by or against the corporation, or that adequate provision has been made for the satisfaction of a judgment, order, or decree that may be entered against it in a pending proceeding; and

(d) if applicable, that notice to the attorney general required by section 317A.811 has been given and the waiting period has expired or has been waived by the attorney general.

*[For text of subs 3 and 4, see M.S.1994]*

**History:** 1995 c 186 s 65,66

### **317A.823 ANNUAL CORPORATE REGISTRATION.**

**Subdivision 1. Notice from secretary of state; registration required.** (a) Except for corporations to which paragraph (c) applies, before July 1 of each year, the secretary of state shall mail a corporate registration form 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. 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. If the registration shows a change of registered office address, the registration must be signed by an authorized person. 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.

(c) The timely filing of an annual financial report and audit or an annual financial statement under section 69.051, subdivision 1 or 1a, by a volunteer firefighter relief association, as reflected in the notification by the state auditor under section 69.051, subdivision 1c, constitutes presentation of the corporate registration. The secretary of state may reject the registration by the volunteer firefighter relief association. Rejection must occur if the information provided to the state auditor does not match the information in the records of the secretary of state. The volunteer firefighter relief association may amend the articles of incorporation as provided in sections 317A.131 to 317A.151 so that the information from the state auditor may be accepted for filing. The timely filing of an annual financial report and audit or an annual financial statement under section 69.051, subdivision 1 or 1a, does not relieve the volunteer firefighter relief association of the requirement to file amendments to the articles of incorporation directly with the secretary of state.

*[For text of subs 2 and 3, see M.S.1994]*

**History:** 1995 c 128 art 3 s 5

### **317A.901 SERVICE OF PROCESS ON CORPORATION.**

**Subdivision 1. Who may be served.** A process, notice, or demand required or permitted by law to be served upon a corporation may be served upon the registered agent, if any, of the corporation named in the articles, upon an officer of the corporation, or upon the secretary of state as provided in section 5.25.

Subd. 2. [Repealed, 1995 c 128 art 1 s 20]

Subd. 3. [Repealed, 1995 c 128 art 1 s 20]

Subd. 4. [Repealed, 1995 c 128 art 1 s 20]

**History:** 1995 c 128 art 1 s 11