

CHAPTER 317A

NONPROFIT CORPORATIONS

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317A.011 DEFINITIONS.

[For text of subs 1 to 7, see M.S.1996]

Subd. 8. Filed with the secretary of state. "Filed with the secretary of state" means that a document meeting the requirements of this chapter, signed, and accompanied by a filing fee of \$35, has been delivered to the secretary of state of this state. The secretary of state shall endorse on the original the word "Filed" and the month, day, and year of filing, record the document in the office of the secretary of state, and return a document to the person who delivered it for filing.

[For text of subs 9 to 18, see M.S.1996]

Subd. 19. Signed. (a) "Signed" means that the signature of a person is written on a document, as provided in section 645.44, subdivision 14. A document required by this chapter to be filed with the secretary of state must be signed by a person authorized to do so by this chapter, the articles or bylaws, or a resolution approved by the directors, as required by section 317A.237, or the members with voting rights, if any, if required by section 317A.443.

(b) A signature on a document may be a facsimile affixed, engraved, printed, placed, stamped with indelible ink, transmitted by facsimile or electronically, or in any other manner reproduced on the document.

[For text of subd 20, see M.S.1996]

History: 1997 c 10 art 4 s 3,4

317A.141 EFFECT OF AMENDMENT.

[For text of subs 1 to 3, see M.S.1996]

Subd. 4. Effect of amendments on charitable trust assets. Assets held by a corporation, including income or fees from services, are restricted to the uses and purposes for which the property was received and held.

History: 1997 c 222 s 42

317A.671 CERTAIN ASSETS NOT TO BE DIVERTED.

Except as provided in section 501B.31, when a corporation dissolves, merges, substantially changes the use or purposes for which it will use its assets, or consolidates, transfers its assets, or grants a mortgage or other security interest in its assets, assets of the corporation or a constituent corporation, and assets subsequently received by a single corporation after a merger or consolidation, may not be diverted from the uses and purposes for which the assets have been received and held, or from the uses and purposes expressed or intended by the original donor.

History: 1997 c 222 s 43

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

[For text of subs 1 and 2, see M.S.1996]

Subd. 3. Dissolution; extension. If a corporation fails to regain its good standing under subdivision 2 on or before December 31, 1997, the corporation is dissolved under section

317A.827. After December 31, 1997, the corporate existence of a corporation dissolved under this subdivision may be extended by filing the initial corporate registration with the secretary of state and payment of a \$25 fee. The extension relates back to December 31, 1997.

History: 1997 c 137 s 10

317A.827 ADMINISTRATIVE DISSOLUTION.

Subdivision 1. **Procedure.** If a corporation fails to file the initial registration by December 31, 1997, 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 involuntary dissolution. The secretary of state shall send the original certificate to the registered office of the corporation and file a copy in the office of the secretary of state. The secretary of state shall annually inform the attorney general of the methods by which the names of corporations dissolved under this section during the previous year may be determined. A corporation dissolved under this section is not entitled to the benefits of section 317A.781, subdivision 1.

[For text of subds 2 and 3, see M.S.1996]

History: 1997 c 137 s 11