

CHAPTER 5

SECRETARY OF STATE

5.12 Certificates and certifications.
5.23 Removal of documents from the public record.

5.25 Service of process.
5.26 Good standing.

5.12 CERTIFICATES AND CERTIFICATIONS.

Subdivision 1. Fees. The secretary of state shall charge a fee of \$5 for each certificate or certification of a copy of any document filed in the office of the secretary of state. The secretary of state shall charge a fee of \$3 for a copy of an original filing of a corporation, limited partnership, trade or service mark, or for the complete record of a certificate of assumed name. The secretary of state shall charge a fee of \$3 for a copy of any or all subsequent filings of a corporation, limited partnership, or trade or service mark. The secretary of state shall charge a fee of \$1 per page for copies of other nonuniform commercial code documents filed with the secretary of state.

Subd. 2. Certificate of good standing. Upon payment of the proper fee, the secretary of state shall issue a certificate of good standing to a person when a business entity is in good standing as defined in section 5.26.

Subd. 3. Certificate of not in good standing. Upon payment of the proper fee, the secretary of state shall issue a certificate of not in good standing to a person when a business entity is not in good standing as defined in section 5.26.

Subd. 4. Certificate of registration. Upon payment of the proper fee, the secretary of state shall issue a certificate of registration to a person when a business filing with the secretary has been made that does not create a separate legal entity.

History: 1997 c 137 s 1

5.23 REMOVAL OF DOCUMENTS FROM THE PUBLIC RECORD.

Subdivision 1. Failure to pay filing fee. If an instrument authorized to be filed with the secretary of state has been submitted with a payment order or item that is rejected or dishonored, the secretary must remove the instrument from the public record. The secretary may also pursue collection of the rejected or dishonored payment order or item and recover the face amount of the payment order or item, any service fee, and any additional collection costs incurred to collect the amount. If the payment order or item is honored, the instrument must be returned to the public record as of the date the payment order or item is honored and the secretary may impose restrictions on the manner of payment that will be accepted for any future filings. This subdivision does not apply to financing statements filed under chapter 336.

Subd. 2. Failure to pay fee. If a party enters into a continuing agreement with the secretary of state for the receipt of information or products containing information and payment for services or products is made by a payment order or item that is rejected or dishonored, the secretary shall immediately terminate the agreement. The secretary may also pursue collection of the rejected or dishonored payment order or item and recover the face amount of the payment order or item and any additional costs incurred to collect the amount. If the payment order or item is honored, the agreement may be reinstated and the secretary may impose restrictions on the manner of payment that will be accepted during the course of the agreement.

Subd. 3. Failure to pay direct access charges. If a customer who has subscribed with the secretary of state for direct computer access to the secretary's databases makes payment for information received with a payment order or item that is rejected or dishonored, the secretary shall immediately terminate the customer's access to the databases. The secretary may also pursue collection of the rejected or dishonored payment order or item and recover the face amount of the payment order or item and any additional costs incurred to collect the amount. If the payment order or item is honored, access may be restored and the secretary may impose restrictions on the methods of payment that will be acceptable.

Subd. 4. **Collection of all amounts.** The secretary of state must collect the face amount of the rejected or dishonored payment order or item, any service fee, and all costs of collection in every possible instance. Collection must occur whether or not the instrument is returned to the public record or the customer continues to receive the information products or access to the database. Uncollectible payment orders and items must be processed according to applicable Minnesota law.

History: 1997 c 137 s 2

5.25 SERVICE OF PROCESS.

Subdivision 1. **Who may be served.** A process, notice, or demand required or permitted by law to be served upon an entity governed by chapter 221, 302A, 303, 317A, 322A, 322B, 323, 330, 540, or 543 may be served on: (1) the registered agent, if any; (2) if no agent has been appointed then on an officer, manager, or partner of the entity; or (3) if no agent, officer, manager, or partner can be found at the address on file with the secretary of state, the secretary of state as provided in this section.

[For text of subs 2 to 8, see M.S.1996]

History: 1997 c 137 s 3

5.26 GOOD STANDING.

Subdivision 1. **Definition.** "Good standing" means that a business entity has complied with all of the filing and registration requirements with the office of the secretary of state described in the entity's governing chapter.

Subd. 2. **Effect of status.** (a) When a business entity is in good standing it may amend its organizing document that is on file with the secretary of state.

(b) When a business entity is in good standing, the secretary of state shall issue a certificate of good standing as described in section 5.12.

(c) A business entity that is not in good standing may participate in a merger where it does not survive the merger transaction or may dissolve or terminate its existence. It may not amend its organizing document or file other documents with the secretary of state, other than documents required to return the business entity to good standing.

(d) When a business entity is not in good standing, the secretary of state shall issue a certificate of not in good standing as described in section 5.12. The secretary of state shall not issue a certificate of good standing with respect to a business entity that is not in good standing.

Subd. 3. **Reinstatement.** Reinstatement of good standing is controlled by the provisions of the chapter that governs the business entity.

History: 1997 c 137 s 4