

CHAPTER 5

SECRETARY OF STATE

5.23 Removal of documents from the public record.

5.25 Service of process.

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 an instrument is presented for filing. 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.

[For text of subs 2 to 4, see M.S.1998]

History: 1999 c 133 s 1

5.25 SERVICE OF PROCESS.

[For text of subs 1 and 2, see M.S.1998]

Subd. 3. **Service on certain business entities; auctioneers.** When service of process is to be made on the secretary of state for entities governed by chapter 302A, 317A, 322A, 322B, 323, 330, or 543, the procedure in this subdivision applies. Service must be made by filing with the secretary of state one copy of the process, notice, or demand along with payment of a \$35 fee.

Subd. 4. **Service on foreign corporation.** (a) Service of a process, notice, or demand may be made on a foreign corporation authorized to transact business in this state by delivering to and leaving with the secretary of state, or with an authorized deputy or clerk in the secretary of state's office, one copy of it and a fee of \$50 in the following circumstances: (1) if the foreign corporation fails to appoint or maintain in this state a registered agent upon whom service of process may be had; (2) whenever a 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 a person not a party; (3) whenever a corporation withdraws from the state; or (4) whenever the certificate of authority of a foreign corporation is revoked or canceled.

However, after a foreign corporation withdraws from the state, according to section 303.16, service upon the corporation may be made according to 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 before the issuance of a certificate of withdrawal.

(b) A foreign corporation is considered to be doing business in Minnesota if it makes a contract with a resident of Minnesota to be performed in whole or in part by either party in Minnesota, or if it commits a tort in whole or in part in Minnesota against a resident of Minnesota. These acts are considered to be equivalent to the appointment by the foreign corporation of the secretary of state of Minnesota and successors to be its true and lawful attorney upon whom may be served all lawful process in actions or proceedings against the foreign corporation arising from or growing out of the contract or tort. One copy of the process must be served on the secretary of state, together with the address to which service is to be sent and a fee of \$50. The making of the contract or the committing of the tort is considered to be the agreement of the foreign corporation that any process against it which is so served upon the secretary of state has the same legal force and effect as if served personally on it within the state of Minnesota.

[For text of subd 5, see M.S.1998]

Subd. 6. **Duties of secretary of state.** In the case of service of process according to subdivision 3 or 4, the secretary of state shall immediately cause a copy of a service of process to be forwarded by certified mail addressed to the business entity:

(1) in care of the agent of the business entity, at its registered office in this state as it appears in the records of the secretary of state;

(2) at the address designated in the application for withdrawal, if the business entity has withdrawn from this state in the manner provided by law;

(3) at the address provided by the party submitting the document for service of process if the business entity's authority to do business in this state has been revoked; or

(4) at the address provided by the party submitting the document for service of process if the business entity has never been authorized to do business in this state.

[For text of subds 7 and 8, see M.S.1998]

History: 1999 c 133 s 2-4