

## CHAPTER 317A

## NONPROFIT CORPORATIONS

317A.123 Change of registered office or registered agent; change of name of registered agent.  
317A.203 Number.

317A.827 Continuation for certain purposes; reinstatement.

**317A.123 CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT; CHANGE OF NAME OF REGISTERED AGENT.**

Subdivision 1. **Statement.** A corporation may change its registered office, designate or change its registered agent, or state a change in the name of its registered agent, by filing with the secretary of state a statement containing:

- (1) the name of the corporation;
- (2) if the address of its registered office is to be changed, the new address of its registered office;
- (3) if its registered agent is to be designated or changed, the name of its new registered agent;
- (4) if the name of its registered agent is to be changed, the name of its registered agent as changed;
- (5) a statement that the address of its registered office and the address of the office of its registered agent, as changed, will be identical; and
- (6) a statement that the change of registered office or registered agent was authorized by resolution approved by the board.

The statement need not be accompanied by a filing fee if the statement is being filed only to change the address of the registered office.

*[For text of subs 2 and 3, see M.S.2000]*

**History:** *1Sp2001 c 10 art 2 s 73*

NOTE: The amendment to subdivision 1 by Laws 2001, First Special Session chapter 10, article 2, section 73, is effective July 1, 2002. Laws 2001, First Special Session chapter 10, article 2, section 73, the effective date.

**317A.203 NUMBER.**

A board of directors must consist of three or more individuals, with the number specified in or fixed in accordance with the articles or bylaws.

**History:** *2001 c 208 s 21*

**317A.827 CONTINUATION FOR CERTAIN PURPOSES; REINSTATEMENT.**

*[For text of subd 1, see M.S.2000]*

Subd. 2. **Reinstatement.** A corporation dissolved under section 317A.823 may retroactively reinstate its corporate existence by filing a single annual registration. Filing the annual registration with the secretary of state:

- (1) returns the corporation to active status as of the date of the dissolution;
- (2) validates contracts or other acts within the authority of the articles, and the corporation is liable for those contracts or acts; and
- (3) restores to the corporation all assets and rights of the corporation and its members to the extent they were held by the corporation and its members before the dissolution occurred, except to the extent that assets or rights were affected by acts occurring after the dissolution or sold or otherwise distributed after that time.

**History:** *1Sp2001 c 10 art 2 s 74*