

317A.801 EXTENSION AFTER DURATION EXPIRED.

Subdivision 1. **Extension by amendment.** A corporation whose period of duration provided in the articles has expired and that has continued to operate despite that expiration may reinstate its articles and extend the period of corporate duration, including making the duration perpetual, after the date of expiration by filing an amendment to the articles as set forth in this section. This section also applies to corporations that may have been formed under prior laws governing nonprofit corporations and that expired before chapter 317 was repealed on January 1, 1990.

Subd. 2. **Contents of amendment.** An amendment to the articles must be approved by the board of directors and must include:

- (1) the date the period of duration expired under the articles;
- (2) a statement that the period of duration will be perpetual or, if a shorter period is to be provided, the date to which the period of duration is extended; and
- (3) a statement that the corporation has been in continuous operation since before the date of expiration of its original period of duration.

Subd. 3. **Approval by members with voting rights.** If the corporation has members with voting rights, the amendment to the articles must be presented, after notice, to a meeting of those members. The amendment is adopted when approved by the members with voting rights under section 317A.133.

Subd. 4. **Filing.** Articles of amendment conforming to section 317A.111 must be filed with the secretary of state.

History: 1989 c 304 s 116; 2000 c 395 s 9