

302A.821 MINNESOTA CORPORATE REGISTRATION.

Subdivision 1. MS 1998 [Renumbered subd 2]

Subdivision 1. **Annual registration.** (a) The secretary of state must send annually to each corporation at the registered office of the corporation a postcard notice announcing the need to file the annual registration and informing the corporation that the annual registration may be filed online and that paper filings may also be made, and informing the corporation that failing to file the annual registration will result in an administrative dissolution of the corporation.

(b) Each calendar year beginning in the calendar year following the calendar year in which a corporation incorporates, the corporation must file with the secretary of state by December 31 of each calendar year a registration containing the information listed in subdivision 2.

Subd. 2. MS 1998 [Renumbered subd 3]

Subd. 2. **Information required; manner of filing.** The registration must include:

- (1) the name of the corporation;
- (2) the address of its principal executive office, if different from the registered office address;
- (3) the address of its registered office and the name of the registered agent, if any;
- (4) the state of incorporation; and
- (5) the name and business address of the officer or other person exercising the principal functions of the chief executive officer of the corporation.

Subd. 3. MS 1998 [Repealed by amendment, 2000 c 395 s 5]

Subd. 3. **Information public.** The information required by subdivision 2 is public data. Chapter 13 does not apply to this information.

Subd. 4. MS 1998 [Repealed by amendment, 2000 c 395 s 5]

Subd. 4. **Penalty; reinstatement.** (a) A corporation that has failed to file a registration pursuant to the requirements of subdivision 2 must be dissolved by the secretary of state as described in paragraph (b).

(b) If the corporation has not filed the registration during any calendar year, the secretary of state must issue a certificate of administrative dissolution and the certificate must be filed in the Office of the Secretary of State. The secretary of state must make available in an electronic format the names of the dissolved corporations. A corporation dissolved in this manner is not entitled to the benefits of section 302A.781. The liability, if any, of the shareholders of a corporation dissolved in this manner shall be determined and limited in accordance with section 302A.557,

except that the shareholders shall have no liability to any director of the corporation under section 302A.559, subdivision 2.

(c) After administrative dissolution, filing a registration and the \$25 fee with the secretary of state:

(1) returns the corporation to good standing 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 to the extent they were held by the corporation 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.

Subd. 5. [Renumbered subd 4]

Subd. 6. [Repealed by amendment, 2000 c 395 s 5]

History: 1981 c 270 s 122; 1981 c 311 s 39; 1982 c 497 s 68,69; 1982 c 545 s 24; 1988 c 682 s 12; 1989 c 236 s 5; 1989 c 335 art 1 s 195,196; 1990 c 480 art 1 s 46; 1991 c 205 s 5-7; 1992 c 477 s 1; 1993 c 48 s 1; 1994 c 438 s 4; 1997 c 137 s 7; 2000 c 395 s 5; 2004 c 251 s 2-4; 2007 c 148 art 2 s 50