

**302A.423 FRACTIONAL SHARES.**

Subdivision 1. **Issuance; alternative exchange.** A corporation may issue fractions of a share originally or upon transfer. If it does not issue fractions of a share, it shall in connection with an original issuance of shares:

- (a) arrange for the disposition of fractional interests by those entitled to them;
- (b) pay in money the fair value of fractions of a share as of the time when persons entitled to receive the fractions are determined; or
- (c) issue scrip or warrants in registered or bearer form that entitle the holder to receive a certificate for a full share upon the surrender of the scrip or warrants aggregating a full share.

Subd. 2. **Restrictions; rights.** A corporation shall not pay money for fractional shares if that action would result in the cancellation of more than 20 percent of the outstanding shares of a class or series. Subject to the rights, if any, of dissenting shareholders under section 302A.471, a determination by the board of the fair value of fractions of a share is conclusive in the absence of fraud. A certificated or uncertificated fractional share does, but scrip or warrants do not unless they provide otherwise, entitle the shareholder to exercise voting rights or to receive distributions. The board may cause scrip or warrants to be issued subject to the condition that they become void if not exchanged for full shares before a specified date, or that the shares for which scrip or warrants are exchangeable may be sold by the corporation and the proceeds distributed to the holder of the scrip or warrants, or to any other condition or set of conditions the board may impose.

**History:** 1981 c 270 s 62; 1993 c 17 s 31; 1997 c 10 art 1 s 17; 2014 c 170 s 11