

1.1 moves to amend H.F. No. 3419 as follows:

1.2 Delete everything after the enacting clause and insert:

1.3 "Section 1. **300.80** **DEFINITIONS.**

1.4 Subdivision 1. **Scope.** For purposes of sections 300.80 to 300.86, the following terms
1.5 have the meaning given.

1.6 Subd. 2. **Artificial person.** (a) "Artificial person" means an entity whose existence, legal
1.7 status, or limited liability is conferred by Minnesota law. Artificial person includes but is
1.8 not limited to: (1) an entity governed by chapters 302A, 308A, 308B, 317A, 318, 321, 322C,
1.9 and 323A; and (2) a foreign entity that is authorized to transact business, is transacting
1.10 business, or holds property in this state.

1.11 (b) Artificial person does not include the state or an agency, instrumentality, authority,
1.12 political subdivision, or public body corporate and politic of the state.

1.13 Subd. 3. **Political spending powers.** (a) "Political spending powers" means the power
1.14 to directly or indirectly pay, contribute, expend, transfer, or disburse money or anything of
1.15 value to support or oppose:

1.16 (1) a candidate or local candidate;

1.17 (2) a political committee as defined in section 10A.01, subdivision 27; political fund as
1.18 defined in section 10A.01, subdivision 28; political party as defined in section 10A.01,
1.19 subdivision 29; political party unit as defined in section 10A.01, subdivision 30; principal
1.20 campaign committee as defined in section 10A.01, subdivision 34; or committee as defined
1.21 in section 211A.01, subdivision 4a; or

2.1 (3) a statewide or local ballot measure, initiative, referendum, recall, constitutional
2.2 amendment, charter amendment, or other question formally submitted to the electors of this
2.3 state or this state's political subdivisions.

2.4 (b) Political spending powers does not include the distribution of bona fide news,
2.5 commentary, or editorial content through the facilities of a broadcasting station, newspaper,
2.6 magazine, or other periodical publication, including print, online, or digital formats, unless
2.7 the facilities are owned or controlled by a political party, political party unit, political
2.8 committee, political fund, principal campaign committee, committee, candidate, or local
2.9 candidate.

2.10 **Sec. 2. [300.81] LIMITATION OF POWERS.**

2.11 (a) An artificial person does not have the authority or power to (1) exercise political
2.12 spending powers, or (2) directly or indirectly participate or otherwise engage in activities
2.13 that result in the exercise of political spending powers. Notwithstanding any other law to
2.14 the contrary, political spending powers are not necessary or convenient for an artificial
2.15 person to carry out the artificial person's lawful business, charitable, cooperative, or other
2.16 organizational purpose.

2.17 (b) No provision of statutes may be construed to directly or indirectly grant or recognize
2.18 political spending powers in an artificial person, except as expressly provided by law for a
2.19 political committee organized solely for the purpose provided under section 10A.01,
2.20 subdivision 27.

2.21 (c) A provision contained in articles of incorporation, articles of organization, a
2.22 partnership agreement, an operating agreement, bylaws, a trust instrument, a statement of
2.23 authority, or other organizational document that grants or purports to grant political spending
2.24 powers is void.

2.25 **Sec. 3. [300.82] CERTAIN ACTS VOID.**

2.26 (a) An act by an artificial person that constitutes the exercise of political spending powers
2.27 is ultra vires and void.

2.28 (b) An act described in paragraph (a):

2.29 (1) is void from inception;

2.30 (2) may not be ratified or validated;

2.31 (3) creates no enforceable rights, obligations, or defenses; and

3.1 (4) is not validated by consent, estoppel, waiver, reliance, course of dealing, or any
 3.2 equitable doctrine.

3.3 **Sec. 4. [300.83] ENFORCEMENT; PENALTIES.**

3.4 Subdivision 1. **Administrative dissolution; enforcement.** (a) If an artificial person
 3.5 violates section 300.81, the attorney general may petition the secretary of state to issue a
 3.6 certificate of administrative dissolution. An artificial entity that is administratively dissolved
 3.7 under this subdivision may be reinstated under subdivision 2. During the period an artificial
 3.8 person is administratively dissolved, the artificial person's liabilities must be determined
 3.9 and limited under the applicable law.

3.10 (b) The authority provided under this section is in addition to any other authority provided
 3.11 by law, including but not limited to the attorney general's powers under sections 8.31,
 3.12 501B.40, and 501B.41 to investigate and bring actions to secure compliance.

3.13 (c) A foreign entity that directly or indirectly undertakes, finances, or directs political
 3.14 spending powers in this state, or with respect to any election or ballot measure submitted
 3.15 to the electors of this state, is transacting business in this state for jurisdiction and
 3.16 enforcement purposes.

3.17 Subd. 2. **Reinstatement.** An artificial person subject to administrative dissolution under
 3.18 subdivision 1 may be reinstated by the secretary of state only if the artificial person:

3.19 (1) fully disgorges to the general fund all money or things of value expended to exercise
 3.20 political spending powers; and

3.21 (2) certifies future compliance with sections 300.80 to 300.86.

3.22 **Sec. 5. [300.84] POLITICAL COMMITTEE EXCEPTION.**

3.23 A political committee, political fund, political party, political party unit, principal
 3.24 campaign committee, or committee organized solely to exercise political spending powers
 3.25 under state or federal law may exercise political spending powers, provided that limited
 3.26 liability is the only charter privilege conferred on the entity under Minnesota law.

3.27 **Sec. 6. [300.85] SAVINGS; NATURAL PERSONS; PUBLIC BODIES.**

3.28 (a) Nothing in sections 300.80 to 300.86 regulates or restricts the constitutional rights
 3.29 of a natural person acting in the natural person's individual capacity.

3.30 (b) Sections 300.80 to 300.86 do not apply to the state or an agency, instrumentality,
 3.31 authority, political subdivision, or public body corporate and politic of the state.

4.1 (c) Nothing in sections 300.80 to 300.86 invalidates, impairs, or modifies a contract,
 4.2 debt instrument, security, or other legal obligation lawfully entered into before the effective
 4.3 date of this section.

4.4 **Sec. 7. [300.86] SUPERSESSION; NONREVIVAL.**

4.5 (a) Sections 300.80 to 300.86 supersede and prevail over a statute that may be construed
 4.6 to grant or recognize political spending powers to an artificial person.

4.7 (b) No power, privilege, or capacity revoked by sections 300.80 to 300.86 may be revived,
 4.8 reinstated, or implied by operation of law or judicial construction.

4.9 **Sec. 8. EFFECTIVE DATE.**

4.10 This act is effective July 1, 2026, and applies to acts occurring on or after that date."

4.11 Delete the title and insert:

4.12 "A bill for an act
 4.13 relating to business organizations; limiting certain entity powers; providing for
 4.14 administrative dissolution, civil penalties, and reinstatement; proposing coding
 4.15 for new law in Minnesota Statutes, chapter 300."