

88.13

ARTICLE 6

88.14

BUSINESS FILING FEES

88.15 Section 1. Minnesota Statutes 2024, section 302A.153, is amended to read:

88.16 **302A.153 EFFECTIVE DATE OF ARTICLES.**

88.17 Articles of incorporation are effective and corporate existence begins when the articles
 88.18 of incorporation are filed with the secretary of state accompanied by a payment of \$135,
 88.19 \$145, which includes a \$100 \$110 incorporation fee in addition to the \$35 filing fee required
 88.20 by section 302A.011, subdivision 11. Articles of amendment are effective when filed with
 88.21 the secretary of state or at another time within 30 days after filing if the articles of amendment
 88.22 so provide. Articles of merger must be accompanied by a fee of \$60, which includes a \$25
 88.23 merger fee in addition to the \$35 filing fee required by section 302A.011, subdivision 11.

42.25 Section 1. **[5.60] LATE RENEWAL PENALTY.**

42.26 Subdivision 1. **Late penalty.** The secretary of state may require a person to pay a late
 42.27 penalty of up to \$25 when filing for renewal or reinstatement of a business entity that the
 42.28 secretary of state has dissolved, terminated, or revoked due to failure to file an annual
 42.29 renewal, or a business entity for which the secretary of state has canceled a certificate of
 42.30 authority. The secretary of state must deposit all late penalty revenue in the account created
 43.1 under subdivision 2. The late penalty is in addition to any other fee or assessment provided
 43.2 by law.

43.3 Subd. 2. **Account; appropriation.** The secretary of state fraud prevention and data
 43.4 security account is created in the special revenue fund. Money in the account is appropriated
 43.5 to the secretary of state to:

43.6 (1) fulfill statutory and constitutional duties regarding fraud prevention and data privacy
 43.7 and security, including but not limited to cyber security and the Minnesota Business Filing
 43.8 Fraud Prevention Act under sections 300.70 to 300.78;

43.9 (2) ensure the accuracy and completeness of documents that are permitted or required
 43.10 under law to be filed with the secretary of state; and

43.11 (3) enhance the secretary of state's information and telecommunications technology
 43.12 systems and services.

43.13 Subd. 3. **Annual report.** By February 15 each year, the secretary of state must submit
 43.14 a report identifying the amount of revenue collected and outcomes achieved under this
 43.15 section to the chairs and ranking minority members of the legislative committees with
 43.16 jurisdiction over state government finance and policy.

43.17 **EFFECTIVE DATE.** This section is effective July 1, 2025, and applies to renewal or
 43.18 reinstatement applications submitted on or after that date.

88.24 Sec. 2. Minnesota Statutes 2024, section 303.06, is amended by adding a subdivision to
88.25 read:

88.26 Subd. 3. **Fees.** The fee for filing an application for a certificate of authority with the
88.27 secretary of state is \$60.

89.1 Sec. 3. Minnesota Statutes 2024, section 303.21, is amended to read:

89.2 **303.21 FEES.**

89.3 Subd. 3. **Other instruments.** A fee of \$50 shall be paid to the secretary of state for filing
89.4 any instrument, other than the application for certificate of authority required by section
89.5 303.06 and the annual ~~report~~ renewal required by section 303.14, required or permitted to
89.6 be filed under the provisions of this chapter. The fees shall be paid at the time of the filing
89.7 of the instrument.

89.8 Sec. 4. Minnesota Statutes 2024, section 308A.131, subdivision 2, is amended to read:

89.9 Subd. 2. **Filing articles.** (a) The original articles must be filed with the secretary of state.

89.10 (b) The fee for filing the articles with the secretary of state is ~~\$60~~ \$65.

89.11 Sec. 5. Minnesota Statutes 2024, section 308B.215, subdivision 2, is amended to read:

89.12 Subd. 2. **Filing.** The original articles shall be filed with the secretary of state. The fee
89.13 for filing the articles with the secretary of state is ~~\$60~~ \$65.

89.14 Sec. 6. Minnesota Statutes 2024, section 317A.151, subdivision 2, is amended to read:

89.15 Subd. 2. **Effective date.** Articles of incorporation are effective and corporate existence
89.16 begins when the articles of incorporation are filed with the secretary of state accompanied
89.17 by a payment of ~~\$70~~ \$75, which includes a ~~\$35~~ \$40 incorporation fee in addition to the \$35
89.18 filing fee required by section 317A.011, subdivision 8. Articles of amendment are effective
89.19 when filed with the secretary of state or at another time within 31 days after filing if the
89.20 articles of amendment so provide.

89.21 Sec. 7. Minnesota Statutes 2024, section 321.0206, is amended to read:

89.22 **321.0206 DELIVERY TO AND FILING OF RECORDS BY SECRETARY OF**
89.23 **STATE; EFFECTIVE TIME AND DATE.**

89.24 (a) A record authorized or required to be delivered to the secretary of state for filing
89.25 under this chapter must be captioned to describe the record's purpose, be in a medium
89.26 permitted by the secretary of state, and be delivered to the secretary of state. Unless the
89.27 secretary of state determines that a record does not comply with the filing requirements of
89.28 this chapter, and if the appropriate filing fees have been paid, the secretary of state shall
89.29 file the record and:

89.30 (1) for a statement of dissociation, send:

- 90.1 (A) a copy of the filed statement to the person which the statement indicates has
90.2 dissociated as a general partner; and
- 90.3 (B) a copy of the filed statement to the limited partnership;
- 90.4 (2) for a statement of withdrawal, send:
- 90.5 (A) a copy of the filed statement to the person on whose behalf the record was filed; and
- 90.6 (B) if the statement refers to an existing limited partnership, a copy of the filed statement
90.7 to the limited partnership; and
- 90.8 (3) for all other records, send a copy of the filed record to the person on whose behalf
90.9 the record was filed.
- 90.10 (b) Upon request and payment of a fee, the secretary of state shall send to the requester
90.11 a certified copy of the requested record.
- 90.12 (c) Except as otherwise provided in sections 321.0116 and 321.0207, a record delivered
90.13 to the secretary of state for filing under this chapter may specify an effective time and a
90.14 delayed effective date. Except as otherwise provided in this chapter, a record filed by the
90.15 secretary of state is effective:
- 90.16 (1) if the record does not specify an effective time and does not specify a delayed effective
90.17 date, on the date and at the time the record is filed as evidenced by the secretary of state's
90.18 endorsement of the date and time on the record;
- 90.19 (2) if the record specifies an effective time but not a delayed effective date, on the date
90.20 the record is filed at the time specified in the record;
- 90.21 (3) if the record specifies a delayed effective date but not an effective time, at 12:01
90.22 a.m. on the earlier of:
- 90.23 (A) the specified date; or
- 90.24 (B) the 30th day after the record is filed; or
- 90.25 (4) if the record specifies an effective time and a delayed effective date, at the specified
90.26 time on the earlier of:
- 90.27 (A) the specified date; or
- 90.28 (B) the 30th day after the record is filed.
- 90.29 (d) The appropriate fees for filings under this chapter are:
- 90.30 (1) for filing a certificate of limited partnership, ~~\$100~~ \$110;
- 91.1 (2) for filing an amended certificate of limited partnership, \$50;
- 91.2 (3) for filing a name reservation for a limited partnership name, \$35;

- 91.3 (4) for filing any other record, other than the annual renewal required by section 321.0210,
91.4 for which no fee must be charged, required or permitted to be delivered for filing, \$50;
- 91.5 (5) for filing a certificate requesting authority to transact business in Minnesota as a
91.6 foreign limited partnership, ~~\$100~~ \$110;
- 91.7 (6) for filing an application of reinstatement, \$25;
- 91.8 (7) for filing a name reservation for a foreign limited partnership name, \$35; and
- 91.9 (8) for filing any other record, other than the annual renewal required by section 321.0210,
91.10 for which no fee must be charged, required or permitted to be delivered for filing on a
91.11 foreign limited partnership authorized to transact business in Minnesota, \$50.
- 91.12 Sec. 8. Minnesota Statutes 2024, section 322C.0201, subdivision 4, is amended to read:
- 91.13 Subd. 4. **Formation.** (a) A limited liability company is formed when articles of
91.14 organization have been filed with the secretary of state accompanied by a payment of ~~\$135~~
91.15 \$145.
- 91.16 (b) Except in a proceeding by this state to dissolve a limited liability company, the filing
91.17 of the articles of organization by the secretary of state is conclusive proof that the organizer
91.18 satisfied all conditions to the formation of a limited liability company.
- 91.19 (c) The formation of a limited liability company does not by itself cause any person to
91.20 become a member. However, this chapter does not preclude an agreement, made before or
91.21 after formation of a limited liability company, which provides that one or more persons will
91.22 become members, or acknowledging that one or more persons became members, upon or
91.23 otherwise in connection with the formation of the limited liability company.
- 91.24 Sec. 9. Minnesota Statutes 2024, section 322C.0802, is amended to read:
- 91.25 **322C.0802 APPLICATION FOR CERTIFICATE OF AUTHORITY.**
- 91.26 Before transacting business in this state, a foreign limited liability company shall obtain
91.27 a certificate of authority to transact business in this state by filing an application with the
91.28 secretary of state together with a total fee of ~~\$185~~ \$195. The application must state:
- 91.29 (1) the name of the company and any alternate name adopted pursuant to section
91.30 322C.0805, subdivision 1;
- 92.1 (2) the name of the state or other jurisdiction under whose law the company is formed;
- 92.2 (3) a statement that the foreign limited liability company has complied with the
92.3 organizational laws in the jurisdiction under whose laws the company is formed;
- 92.4 (4) the street address of the company's principal place of business and, if the law of the
92.5 jurisdiction under which the company is formed requires the company to maintain an office
92.6 in that jurisdiction, the street address of the required office; and

92.7 (5) the name and street address of the company's initial registered office and agent for
92.8 service of process in this state.

92.9 Sec. 10. Minnesota Statutes 2024, section 323A.0101, is amended to read:

92.10 **323A.0101 DEFINITIONS.**

92.11 In this chapter:

92.12 (1) "Business" includes every trade, occupation, and profession.

92.13 (2) "Debtor in bankruptcy" means a person who is the subject of:

92.14 (i) an order for relief under title 11 of the United States Code or a comparable order
92.15 under a successor statute of general application; or

92.16 (ii) a comparable order under federal, state, or foreign law governing insolvency.

92.17 (3) "Distribution" means a transfer of money or other property from a partnership to a
92.18 partner in the partner's capacity as a partner or to the partner's transferee.

92.19 (4) "Executed" means signed.

92.20 (5) "Filed" or "filed with the secretary of state" means that a document meeting the
92.21 applicable requirements of this chapter, signed, and accompanied by a filing fee of ~~\$135~~
92.22 \$145, has been delivered to the secretary of state. The secretary of state shall endorse on
92.23 the document the word "Filed" and the month, day, and year of filing; record the document
92.24 in the Office of the Secretary of State; and return a document to the person who delivered
92.25 it for filing.

92.26 (6) "Foreign limited liability partnership" means a partnership that:

92.27 (i) is formed under laws other than the laws of this state; and

92.28 (ii) has the status of a limited liability partnership under those laws.

93.1 (7) "Limited liability partnership" means a partnership that has filed a statement of
93.2 qualification under section 323A.1001 and does not have a similar statement in effect in
93.3 any other jurisdiction.

93.4 (8) "Partnership" means an association of two or more persons to carry on as co-owners
93.5 a business for profit, including a limited liability partnership, formed under section
93.6 323A.0202, predecessor law, or comparable law of another jurisdiction.

93.7 (9) "Partnership agreement" means the agreement, whether written, oral, or implied,
93.8 among the partners concerning the partnership, including amendments to the partnership
93.9 agreement.

93.10 (10) "Partnership at will" means a partnership in which the partners have not agreed to
93.11 remain partners until the expiration of a definite term or the completion of a particular
93.12 undertaking.

93.13 (11) "Partnership interest" or "partner's interest in the partnership" means all of a partner's
93.14 interests in the partnership, including the partner's transferable interest and all management
93.15 and other rights.

93.16 (12) "Person" means an individual, corporation, business trust, estate, trust, partnership,
93.17 association, joint venture, government, governmental subdivision, agency, or instrumentality,
93.18 or any other legal or commercial entity.

93.19 (13) "Property" means all property, real, personal, or mixed, tangible or intangible, or
93.20 any interest in property.

93.21 (14) "Record," "recorded," and "recording" mean that a certified copy of a statement
93.22 meeting the applicable requirements of this chapter as filed with the secretary of state has
93.23 been recorded in the office of the county recorder in the county in which the real property
93.24 affected by the statement is located or, if the real property is registered under chapter 508
93.25 or 508A, memorialized on the certificate of title for that property.

93.26 (15) "Signed" means that:

93.27 (i) the signature of a person has been written on a document, as provided in section
93.28 645.44, subdivision 14; and

93.29 (ii) with respect to a document that may be filed with the secretary of state, the document
93.30 has been signed by a person authorized to do so by this chapter, by the partnership agreement,
93.31 or by a resolution approved as provided in the partnership agreement.

94.1 A signature on a document may be a facsimile affixed, engraved, printed, placed, stamped
94.2 with indelible ink, transmitted by facsimile or electronically, or in any other manner
94.3 reproduced on the document.

94.4 (16) "State" means a state of the United States, the District of Columbia, the
94.5 Commonwealth of Puerto Rico, or any territory or insular possession subject to the
94.6 jurisdiction of the United States.

94.7 (17) "Statement" means a statement of partnership authority under section 323A.0303,
94.8 a statement of denial under section 323A.0304, a statement of dissociation under section
94.9 323A.0704, a statement of dissolution under section 323A.0805, a statement of merger
94.10 under section 323A.0907, a statement of qualification under section 323A.1001, a statement
94.11 of foreign qualification under section 323A.1102, or an amendment or cancellation of any
94.12 of the foregoing.

94.13 (18) "Transfer" includes an assignment, conveyance, lease, mortgage, deed, and
94.14 encumbrance.