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State of Minnesota  
**HOUSE OF REPRESENTATIVES**

**EIGHTY-SIXTH  
SESSION**

**HOUSE FILE No. 1532**

March 9, 2009

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The bill was read for the first time and referred to the Committee on State and Local Government Operations Reform, Technology and Elections

March 16, 2009

By motion, recalled and re-referred to the Committee on Commerce and Labor

March 19, 2009

Committee Recommendation and Adoption of Report:

To Pass as Amended and re-referred to the Committee on Civil Justice

March 25, 2009

Committee Recommendation and Adoption of Report:

To Pass

Read Second Time

1.1 A bill for an act  
1.2 relating to the secretary of state; regulating various filings, forms, records,  
1.3 submissions, motions, and orders; regulating certain dissolutions; defining a  
1.4 term; amending Minnesota Statutes 2008, sections 5.15; 5.23, subdivisions 1, 4;  
1.5 5.26, subdivision 1; 270C.63, subdivision 4; 272.488, subdivision 2; 302A.115,  
1.6 subdivision 1; 302A.151; 303.06; 303.11; 308A.121, subdivision 1; 308B.211,  
1.7 subdivision 1; 308B.215; 317A.115, subdivision 2; 321.0108; 321.0809;  
1.8 321.0902; 321.0906; 321.0909; 322B.12, subdivision 1; 322B.91, subdivision 1;  
1.9 322B.92; 336.9-519; 336.9-521; 336.9-525; 336A.03, subdivision 3; 336A.09,  
1.10 subdivision 1; 545.05, subdivisions 1, 2, 4, 7, 10, 11, 13; proposing coding for  
1.11 new law in Minnesota Statutes, chapter 5; repealing Minnesota Statutes 2008,  
1.12 sections 5.03; 308B.121, subdivision 3; Minnesota Rules, part 8280.0470.

1.13 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

1.14 Section 1. Minnesota Statutes 2008, section 5.15, is amended to read:

1.15 **5.15 ONLINE SIGNATURES, ACKNOWLEDGMENT OR NOTARIZATION**  
1.16 **ON DOCUMENTS; PENALTIES OF PERJURY.**

1.17 (a) No document submitted to the Office of the Secretary of State shall be required  
1.18 to be notarized. Signing a document submitted to the secretary of state constitutes  
1.19 "acknowledgment" as defined in section 358.41, clause (2), and "verification upon oath  
1.20 or affirmation" as defined in section 358.41, clause (3). A person who signs a document  
1.21 submitted to the secretary of state without authority to sign that document or who signs  
1.22 the document knowing that the document is false in any material respect is subject to the  
1.23 penalties of perjury set forth in section 609.48.

1.24 (b) Any document submitted to the Office of the Secretary of State online may be  
1.25 signed by any person as agent of any person whose signature is required by law. The  
1.26 signing party must indicate on the application that they are acting as the agent of the  
1.27 person whose signature would be required and that they have been authorized to sign on

2.1 behalf of the applicant. The name of the person signing, entered on the online application,  
2.2 constitutes a valid signature by such an agent.

2.3 **EFFECTIVE DATE.** This section is effective 30 days after the secretary of state  
2.4 certifies that the information systems of the Office of the Secretary of State have been  
2.5 modified to implement this section.

2.6 Sec. 2. Minnesota Statutes 2008, section 5.23, subdivision 1, is amended to read:

2.7 Subdivision 1. **Failure to pay filing fee.** If a person files an instrument authorized to  
2.8 be filed with the secretary of state ~~has been submitted~~ with a payment order or item that is  
2.9 rejected or dishonored, the secretary ~~must remove the instrument from the public record~~  
2.10 of state is authorized to refuse the filing of further instruments submitted by that person  
2.11 or on behalf of the business entity or notary on whose behalf the prior instrument was  
2.12 filed or relating to the same assumed name or trademark filing. The secretary may also  
2.13 pursue collection of the rejected or dishonored payment order or item and recover the face  
2.14 amount of the payment order or item, any service fee, and any additional collection costs  
2.15 incurred to collect the amount. If the payment order or item is honored, ~~the instrument~~  
2.16 ~~must be returned to the public record~~ or the delinquent amount is paid, the secretary of  
2.17 state must resume filing instruments submitted by that person or on behalf of that business  
2.18 entity or notary or relating to the same assumed name or trademark filing as of the date the  
2.19 payment order or item is honored and an instrument is presented for filing. The secretary  
2.20 may impose restrictions on the manner of payment that will be accepted for any future  
2.21 filings. ~~This subdivision does not apply to financing statements filed under chapter 336.~~  
2.22 This subdivision does not apply to financing statements filed under chapter 336 or to an  
2.23 effective financing statement or lien notice filed under chapter 336A.

2.24 **EFFECTIVE DATE.** This section is effective 30 days after the secretary of state  
2.25 certifies that the information systems of the Office of the Secretary of State have been  
2.26 modified to implement this section.

2.27 Sec. 3. Minnesota Statutes 2008, section 5.23, subdivision 4, is amended to read:

2.28 Subd. 4. **Collection of all amounts.** The secretary of state must collect the face  
2.29 amount of the rejected or dishonored payment order or item, any service fee, and all  
2.30 costs of collection in every possible instance. Collection must occur whether or not the  
2.31 ~~instrument is returned to the public record or the~~ customer continues to receive the  
2.32 information products or access to the database. Uncollectible payment orders and items  
2.33 must be processed according to applicable Minnesota law.

3.1 Sec. 4. Minnesota Statutes 2008, section 5.26, subdivision 1, is amended to read:

3.2 Subdivision 1. **Definition.** "Good standing" means that a business entity or other  
3.3 filer of an assumed name or trademark filing has complied with all of the filing and  
3.4 registration requirements with the Office of the Secretary of State described in the entity's  
3.5 governing chapter. A business entity or other filer of an assumed name or trademark filing  
3.6 that has submitted, or on whose behalf has been submitted, a payment order or item that  
3.7 is rejected or dishonored, is not in good standing until the payment or item is honored  
3.8 or the delinquent amount is paid. The secretary of state shall note on the record of the  
3.9 business entity whether it is in good standing.

3.10 **EFFECTIVE DATE.** This section is effective 30 days after the secretary of state  
3.11 certifies that the information systems of the Office of the Secretary of State have been  
3.12 modified to implement this section.

3.13 Sec. 5. **[5.35] AUTOMATIC NAME RESERVATION.**

3.14 Upon the dissolution or termination of the filing of any business entity for failure to  
3.15 file the annual renewal, the secretary of state shall automatically file a name reservation to  
3.16 hold that name on behalf of the dissolved or terminated entity for a period of one year  
3.17 from the date of the dissolution or termination.

3.18 **EFFECTIVE DATE.** This section is effective 30 days after the secretary of state  
3.19 certifies that the information systems of the Office of the Secretary of State have been  
3.20 modified to implement this section.

3.21 Sec. 6. Minnesota Statutes 2008, section 270C.63, subdivision 4, is amended to read:

3.22 Subd. 4. **Entry of information into central database.** County recorders and  
3.23 the secretary of state shall enter information relative to lien notices, transcriptions,  
3.24 renewals, and releases filed in their offices into the central database of the secretary of  
3.25 state. For notices filed electronically with the county recorders, the date and time of  
3.26 receipt transmission of the notice and county recorder's file number, and for notices filed  
3.27 electronically with the secretary of state, the secretary of state's recording information,  
3.28 must be entered by the filing officer into the central database before the close of the  
3.29 working day following the day of the original data entry by the department. For notices  
3.30 filed electronically with the county recorder, the date and time of filing is no later than 5:00  
3.31 p.m. on the business day following transmission of the notice by the secretary of state.

3.32 Sec. 7. Minnesota Statutes 2008, section 272.488, subdivision 2, is amended to read:

4.1 Subd. 2. **Central database.** County recorders and the secretary of state shall enter  
4.2 information relative to lien notices, releases, revocations of release, and refilings of any of  
4.3 those items into the computerized database system of the secretary of state. For notices  
4.4 transmitted electronically for filing with the county recorders, the date and time of filing of  
4.5 the notice and county recorder's file number, and for notices transmitted electronically  
4.6 for filing with the secretary of state, the secretary of state's filing information, must be  
4.7 entered by the filing officer into the computerized database system before the close of the  
4.8 fifth working day following the day of the original data transmission to the filing officer  
4.9 ~~by the Internal Revenue Service.~~ When notices are transmitted electronically, the filing  
4.10 officer must file the notices no later than 5:00 p.m. on the business day after they were  
4.11 transmitted to the filing officer ~~by the Internal Revenue Service.~~ All other processing by  
4.12 the county recorder of lien notices, releases, revocations of release and refilings of any of  
4.13 those items must occur within the time period allowed in section 386.30.

4.14 Sec. 8. Minnesota Statutes 2008, section 302A.115, subdivision 1, is amended to read:

4.15 Subdivision 1. **Requirements; prohibitions.** The corporate name:

4.16 (a) Shall be in the English language or in any other language expressed in English  
4.17 letters or characters;

4.18 (b) Shall contain the word "corporation," "incorporated," or "limited," or shall  
4.19 contain an abbreviation of one or more of these words, or the word "company" or the  
4.20 abbreviation "Co." if that word or abbreviation is not immediately preceded by the word  
4.21 "and" or the character "&;

4.22 (c) Shall not contain a word or phrase that indicates or implies that it is incorporated  
4.23 for a purpose other than a legal business purpose;

4.24 (d) Shall be distinguishable upon the records in the Office of the Secretary of  
4.25 State from the name of each domestic corporation, limited partnership, limited liability  
4.26 partnership, and limited liability company, whether profit or nonprofit, and each foreign  
4.27 corporation, limited partnership, limited liability partnership, and limited liability  
4.28 company on file, authorized or registered to do business in this state at the time of  
4.29 filing, whether profit or nonprofit, and each name the right to which is, at the time of  
4.30 incorporation, reserved as provided for in sections 5.35, 302A.117, 321.0109, 322B.125,  
4.31 or 333.001 to 333.54, unless there is filed with the articles one of the following:

4.32 (1) The written consent of the domestic corporation, limited partnership, limited  
4.33 liability partnership, or limited liability company, or the foreign corporation, limited  
4.34 partnership, limited liability partnership, or limited liability company authorized or  
4.35 registered to do business in this state or the holder of a reserved name or a name filed by

5.1 or registered with the secretary of state under sections 333.001 to 333.54 having a name  
5.2 that is not distinguishable;

5.3 (2) A certified copy of a final decree of a court in this state establishing the prior  
5.4 right of the applicant to the use of the name in this state; or

5.5 (3) The applicant's affidavit that the domestic or foreign corporation, limited  
5.6 partnership, or limited liability company with the name that is not distinguishable has  
5.7 been incorporated or on file in this state for at least three years prior to the affidavit, if it  
5.8 is a domestic corporation, limited partnership, or limited liability company, or has been  
5.9 authorized or registered to do business in this state for at least three years prior to the  
5.10 affidavit, if it is a foreign corporation, limited partnership, or limited liability company,  
5.11 or that the holder of a name filed or registered with the secretary of state under sections  
5.12 333.001 to 333.54 filed or registered that name at least three years prior to the affidavit;  
5.13 that the domestic or foreign corporation, limited partnership, or limited liability company  
5.14 or holder has not during the three-year period before the affidavit filed any document with  
5.15 the secretary of state; that the applicant has mailed written notice to the domestic or  
5.16 foreign corporation, limited partnership, or limited liability company or the holder of a  
5.17 name filed or registered with the secretary of state under sections 333.001 to 333.54 by  
5.18 certified mail, return receipt requested, properly addressed to the registered office of the  
5.19 domestic or foreign corporation or limited liability company or in care of the agent of the  
5.20 limited partnership, or the address of the holder of a name filed or registered with the  
5.21 secretary of state under sections 333.001 to 333.54, shown in the records of the secretary  
5.22 of state, stating that the applicant intends to use a name that is not distinguishable and the  
5.23 notice has been returned to the applicant as undeliverable to the addressee domestic or  
5.24 foreign corporation, limited partnership, limited liability company, or holder of a name  
5.25 filed or registered with the secretary of state under sections 333.001 to 333.54; that the  
5.26 applicant, after diligent inquiry, has been unable to find any telephone listing for the  
5.27 domestic or foreign corporation, limited partnership, or limited liability company with  
5.28 the name that is not distinguishable in the county in which is located the registered office  
5.29 of the domestic or foreign corporation, limited partnership, or limited liability company  
5.30 shown in the records of the secretary of state or has been unable to find any telephone  
5.31 listing for the holder of a name filed or registered with the secretary of state under sections  
5.32 333.001 to 333.54 in the county in which is located the address of the holder shown in  
5.33 the records of the secretary of state; and that the applicant has no knowledge that the  
5.34 domestic or foreign corporation, limited partnership, limited liability company, or holder  
5.35 of a name filed or registered with the secretary of state under sections 333.001 to 333.54 is  
5.36 currently engaged in business in this state.

6.1 **EFFECTIVE DATE.** This section is effective 30 days after the secretary of state  
6.2 certifies that the information systems of the Office of the Secretary of State have been  
6.3 modified to implement this section.

6.4 Sec. 9. Minnesota Statutes 2008, section 302A.151, is amended to read:

6.5 **302A.151 FILING ARTICLES.**

6.6 Unless filed with the commissioner of commerce, pursuant to other law, articles of  
6.7 incorporation and articles of amendment shall be filed with the secretary of state.

6.8 Sec. 10. Minnesota Statutes 2008, section 303.06, is amended to read:

6.9 **303.06 APPLICATION FOR CERTIFICATE OF AUTHORITY.**

6.10 Subdivision 1. **Contents.** In order to procure a certificate of authority to transact  
6.11 business in this state, a foreign corporation shall make application therefor to the secretary  
6.12 of state, which application shall set forth:

6.13 (1) the name of the corporation and the state or country under the laws of which  
6.14 it is organized;

6.15 (2) if the name of the corporation does not comply with section 303.05, then the  
6.16 name which it agrees to use in this state;

6.17 (3) the address of its proposed registered office in this state and the name of its  
6.18 proposed registered agent in this state;

6.19 (4) that it irrevocably consents to the service of process upon it as set forth in section  
6.20 5.25, or any amendment thereto; ~~and~~

6.21 (5) a statement that the officers executing the application have been duly authorized  
6.22 so to do by the board of directors of the corporation; and

6.23 (6) that the corporation has complied with the organizational laws in the jurisdiction  
6.24 in which it is organized.

6.25 Subd. 2. **Forms.** Such application shall be made on forms prescribed and furnished  
6.26 by the secretary of state, and shall be executed by its president, vice-president, secretary,  
6.27 or assistant secretary, ~~and delivered to the secretary of state with a certificate of existence~~  
6.28 ~~from the filing officer in the state, province, or country of incorporation.~~

6.29 Sec. 11. Minnesota Statutes 2008, section 303.11, is amended to read:

6.30 **303.11 NOTICE OF NAME CHANGES, WHERE FILED.**

6.31 Each foreign corporation authorized to transact business in this state, shall, whenever  
6.32 it changes its name, dissolves, or merges, certify to the secretary of state that ~~it has~~

7.1 ~~obtained and possesses a certificate to that effect authenticated by the proper officer of the~~  
 7.2 ~~state or country under the laws of which the foreign corporation is organized has changed~~  
 7.3 ~~its name, dissolved, or merged and is listing its new status and name.~~

7.4 Sec. 12. Minnesota Statutes 2008, section 308A.121, subdivision 1, is amended to read:

7.5 Subdivision 1. **Name.** The name of a cooperative must distinguish the cooperative  
 7.6 upon the records in the Office of the Secretary of State from the name of a domestic  
 7.7 corporation, whether profit or nonprofit, or a limited partnership, or a foreign corporation  
 7.8 or a limited partnership ~~authorized or registered to do business in this state~~, whether  
 7.9 profit or nonprofit, a limited liability company, whether domestic or foreign, a limited  
 7.10 liability partnership, whether domestic or foreign, on file, authorized or registered to do  
 7.11 business in this state at the time of filing or a name the right to which is, at the time of  
 7.12 incorporation, reserved or provided for in sections 5.35, 302A.117, 317A.117, 321.0109,  
 7.13 322B.125, or 333.001 to 333.54.

7.14 **EFFECTIVE DATE.** This section is effective 30 days after the secretary of state  
 7.15 certifies that the information systems of the Office of the Secretary of State have been  
 7.16 modified to implement this section.

7.17 Sec. 13. Minnesota Statutes 2008, section 308B.211, subdivision 1, is amended to read:

7.18 Subdivision 1. **Distinguished name.** The name of a cooperative shall distinguish  
 7.19 the cooperative upon the records in the Office of the Secretary of State from the name of a  
 7.20 domestic business entity or a foreign business entity, on file, authorized or registered to do  
 7.21 business in this state at the time of filing, or a name the right to which is, at the time of  
 7.22 organization, reserved or provided for by law.

7.23 **EFFECTIVE DATE.** This section is effective 30 days after the secretary of state  
 7.24 certifies that the information systems of the Office of the Secretary of State have been  
 7.25 modified to implement this section.

7.26 Sec. 14. Minnesota Statutes 2008, section 308B.215, is amended to read:

7.27 **308B.215 ARTICLES OF ORGANIZATION.**

7.28 Subdivision 1. **Requirements.** (a) The articles of the cooperative shall include:

7.29 (1) the name of the cooperative;

7.30 (2) the purpose of the cooperative;

7.31 (3) the name and address of each organizer; ~~and~~

7.32 (4) the period of duration for the cooperative, if the duration is not to be perpetual;

8.1 (5) the name of the registered agent; and

8.2 (6) the address of the registered office.

8.3 (b) The articles may contain any other lawful provision.

8.4 (c) The articles shall be signed by the organizers.

8.5 Subd. 2. **Filing.** The original articles ~~and a designation of the cooperative's~~  
8.6 ~~registered office and agent~~ shall be filed with the secretary of state. The fee for filing the  
8.7 articles with the secretary of state is \$60.

8.8 Subd. 3. **Effect of filing.** When the articles, ~~the registration form under section~~  
8.9 ~~308B.121, and the designation of the cooperative's registered office and agent~~ have been  
8.10 filed with the secretary of state and the required fee has been paid to the secretary of  
8.11 state, it shall be presumed that:

8.12 (1) all conditions precedent that are required to be performed by the organizers  
8.13 have been complied with;

8.14 (2) the organization of the cooperative has been chartered by the state as a separate  
8.15 legal entity; and

8.16 (3) the secretary of state shall issue a certificate of organization to the cooperative.

8.17 **EFFECTIVE DATE.** This section is effective retroactively from January 1, 2009.

8.18 Sec. 15. Minnesota Statutes 2008, section 317A.115, subdivision 2, is amended to read:

8.19 Subd. 2. **Name must be distinguishable.** (a) A corporate name must be  
8.20 distinguishable upon the records in the Office of the Secretary of State from the name of a  
8.21 domestic corporation or limited partnership, a foreign corporation or limited partnership  
8.22 ~~authorized or registered to do business in this state~~, whether profit or nonprofit, a limited  
8.23 liability company, whether domestic or foreign, on file, authorized to do business in this  
8.24 state at the time of filing, a limited liability partnership, whether domestic or foreign, or a  
8.25 name the right to which is, at the time of incorporation, reserved, registered, or provided  
8.26 for in section 5.35, 317A.117, 302A.117, 321.0109, 322B.125, or sections 333.001 to  
8.27 333.54, unless one of the following is filed with the articles:

8.28 (1) the written consent of the organization having the name that is not distinguishable;

8.29 (2) a certified copy of a final decree of a court in this state establishing the prior right  
8.30 of the applicant to use its corporate name in this state; or

8.31 (3) an affidavit of nonuse of the kind required by section 302A.115, subdivision 1,  
8.32 paragraph (d), clause (3).

8.33 (b) The secretary of state shall determine whether a name is distinguishable from  
8.34 another name for purposes of this section and section 317A.117.



9.1 (c) This subdivision does not affect the right of a corporation existing on January  
9.2 1, 1991, or a foreign corporation authorized to do business in this state on that date, to  
9.3 use its corporate name.

9.4 **EFFECTIVE DATE.** This section is effective 30 days after the secretary of state  
9.5 certifies that the information systems of the Office of the Secretary of State have been  
9.6 modified to implement this section.

9.7 Sec. 16. Minnesota Statutes 2008, section 321.0108, is amended to read:

9.8 **321.0108 NAME.**

9.9 (a) The name of a limited partnership may contain the name of any partner.

9.10 (b) The name of a limited partnership that is not a limited liability limited partnership  
9.11 must contain the phrase "limited partnership" or the abbreviation "L.P." or "LP" and may  
9.12 not contain the phrase "limited liability limited partnership" or the abbreviation "LLLP"  
9.13 or "L.L.L.P."

9.14 (c) Except as provided in section 321.1206(e)(1), the name of a limited liability  
9.15 limited partnership must contain the phrase "limited liability limited partnership" or the  
9.16 abbreviation "LLLP" or "L.L.L.P." and must not otherwise contain the abbreviation  
9.17 "L.P." or "LP."

9.18 (d) The limited partnership name shall not contain a word or phrase that indicates or  
9.19 implies that it is formed for a purpose other than a legal purpose.

9.20 (e) The limited partnership name shall be distinguishable upon the records in the  
9.21 Office of the Secretary of State from the name of each domestic corporation, limited  
9.22 partnership, limited liability partnership, and limited liability company, whether profit or  
9.23 nonprofit, and each foreign corporation, limited partnership, limited liability partnership,  
9.24 and limited liability company on file, authorized or registered to do business in this state  
9.25 at the time of filing, whether profit or nonprofit, and each name the right to which is, at  
9.26 the time of formation, reserved as provided for in sections 5.35, 302A.117, 322A.03,  
9.27 322B.125, or 333.001 to 333.54, unless there is filed with the certificate of limited  
9.28 partnership one of the following:

9.29 (1) the written consent of the domestic corporation, limited partnership, limited  
9.30 liability partnership, or limited liability company, or the foreign corporation, limited  
9.31 partnership, limited liability partnership, or limited liability company authorized or  
9.32 registered to do business in this state or the holder of a reserved name or a name filed by  
9.33 or registered with the secretary of state under sections 333.001 to 333.54 having a name  
9.34 that is not distinguishable;

10.1 (2) a certified copy of a final decree of a court in this state establishing the prior right  
10.2 of the applicant to the use of the name in this state; or

10.3 (3) the applicant's affidavit that the corporation, limited partnership, or limited  
10.4 liability company with the name that is not distinguishable has been incorporated or on file  
10.5 in this state for at least three years prior to the affidavit, if it is a domestic corporation,  
10.6 limited partnership, or limited liability company, or has been authorized or registered to  
10.7 do business in this state for at least three years prior to the affidavit, if it is a foreign  
10.8 corporation, limited partnership, or limited liability company, or that the holder of a name  
10.9 filed or registered with the secretary of state under sections 333.001 to 333.54 filed or  
10.10 registered that name at least three years prior to the affidavit; that the corporation, limited  
10.11 partnership, or limited liability company or holder has not during the three-year period  
10.12 before the affidavit filed any document with the secretary of state; that the applicant has  
10.13 mailed written notice to the corporation, limited partnership, or limited liability company  
10.14 or the holder of a name filed or registered with the secretary of state under sections  
10.15 333.001 to 333.54 by certified mail, return receipt requested, properly addressed to the  
10.16 registered office of the corporation or limited liability company or in care of the agent of  
10.17 the limited partnership, or the address of the holder of a name filed or registered with the  
10.18 secretary of state under sections 333.001 to 333.54, shown in the records of the secretary  
10.19 of state, stating that the applicant intends to use a name that is not distinguishable and the  
10.20 notice has been returned to the applicant as undeliverable to the addressee corporation,  
10.21 limited partnership, limited liability company, or holder of a name filed or registered  
10.22 with the secretary of state under sections 333.001 to 333.54; that the applicant, after  
10.23 diligent inquiry, has been unable to find any telephone listing for the corporation, limited  
10.24 partnership, or limited liability company with the name that is not distinguishable in the  
10.25 county in which is located the registered office of the corporation, limited partnership, or  
10.26 limited liability company shown in the records of the secretary of state or has been unable  
10.27 to find any telephone listing for the holder of a name filed or registered with the secretary  
10.28 of state under sections 333.001 to 333.54 in the county in which is located the address  
10.29 of the holder shown in the records of the secretary of state; and that the applicant has no  
10.30 knowledge that the corporation, limited partnership, limited liability company, or holder  
10.31 of a name filed or registered with the secretary of state under sections 333.001 to 333.54 is  
10.32 currently engaged in business in this state.

10.33 (f) The secretary of state shall determine whether a name is distinguishable from  
10.34 another name for purposes of this section and section 321.0109.

10.35 (g) This section and section 321.0109 do not abrogate or limit the law of unfair  
10.36 competition or unfair practices; nor sections 333.001 to 333.54; nor the laws of the United

11.1 States with respect to the right to acquire and protect copyrights, trade names, trademarks,  
11.2 service names, service marks, or any other rights to the exclusive use of names or symbols;  
11.3 nor derogate the common law or the principles of equity.

11.4 (h) A limited partnership that is the surviving organization in a merger with one  
11.5 or more other organizations, or that is formed by the reorganization of one or more  
11.6 organizations, or that acquires by sale, lease, or other disposition to or exchange with an  
11.7 organization all or substantially all of the assets of another organization, including its  
11.8 name, may have the same name as that used in this state by any of the other organizations,  
11.9 if the other organization whose name is sought to be used was organized under the laws  
11.10 of, or is authorized to transact business in, this state.

11.11 (i) The use of a name by a limited partnership in violation of this section does not  
11.12 affect or vitiate its existence, but a court in this state may, upon application of the state or  
11.13 of a person interested or affected, enjoin the limited partnership from doing business under  
11.14 a name assumed in violation of this section, although its certificate of limited partnership  
11.15 may have been filed with the secretary of state and a certificate of formation issued.

11.16 **EFFECTIVE DATE.** This section is effective 30 days after the secretary of state  
11.17 certifies that the information systems of the Office of the Secretary of State have been  
11.18 modified to implement this section.

11.19 Sec. 17. Minnesota Statutes 2008, section 321.0809, is amended to read:

11.20 **321.0809 ADMINISTRATIVE DISSOLUTION.**

11.21 (a) A limited partnership that has failed to deliver for filing a registration pursuant  
11.22 to the requirements of section 321.0210 must be dissolved by the secretary of state as  
11.23 described in this section.

11.24 (b) If the limited partnership has not filed the delinquent registration, the secretary of  
11.25 state must issue a certificate of administrative dissolution and the certificate must be filed  
11.26 in the Office of the Secretary of State. ~~The secretary of state must annually inform the~~  
11.27 ~~attorney general and the commissioner of revenue of the methods by which the names of~~  
11.28 ~~limited partnerships administratively dissolved under this section during the preceding~~  
11.29 ~~year may be determined.~~ The secretary of state must also make available in an electronic  
11.30 format the names of the administratively dissolved limited partnerships.

11.31 (c) A limited partnership administratively dissolved continues its existence but  
11.32 may carry on only activities necessary to wind up its activities and liquidate its assets  
11.33 under sections 321.0803 and 321.0812 and to notify claimants under sections 321.0806  
11.34 and 321.0807.

12.1 (d) The administrative dissolution of a limited partnership does not terminate the  
12.2 authority of its agent for service of process.

12.3 **EFFECTIVE DATE.** This section is effective retroactively from January 1, 2008.

12.4 Sec. 18. Minnesota Statutes 2008, section 321.0902, is amended to read:

12.5 **321.0902 APPLICATION FOR CERTIFICATE OF AUTHORITY.**

12.6 ~~(a)~~ A foreign limited partnership may apply for a certificate of authority to transact  
12.7 business in this state by delivering an application to the secretary of state for filing. The  
12.8 application must state:

12.9 (1) the name of the foreign limited partnership and, if the name does not comply  
12.10 with section 321.0108, an alternate name adopted pursuant to section 321.0905(a);

12.11 (2) the name of the state or other jurisdiction under whose law the foreign limited  
12.12 partnership is organized;

12.13 (3) the street and mailing address of the foreign limited partnership's principal office  
12.14 and, if the laws of the jurisdiction under which the foreign limited partnership is organized  
12.15 require the foreign limited partnership to maintain an office in that jurisdiction, the street  
12.16 and mailing address of the required office;

12.17 (4) the name and street and mailing address of the foreign limited partnership's initial  
12.18 agent for service of process in this state;

12.19 (5) the name and street and mailing address of each of the foreign limited  
12.20 partnership's general partners; ~~and~~

12.21 (6) whether the foreign limited partnership is a foreign limited liability limited  
12.22 partnership; and

12.23 ~~(b) A foreign limited partnership shall deliver with the completed application a  
12.24 certificate of existence or a record of similar import signed by the secretary of state or  
12.25 other official having custody of the foreign limited partnership's publicly filed records in  
12.26 the state or other jurisdiction under whose law the foreign limited partnership is organized.~~

12.27 (7) that the foreign limited partnership has complied with the organizational laws in  
12.28 the jurisdiction in which it is organized.

12.29 Sec. 19. Minnesota Statutes 2008, section 321.0906, is amended to read:

12.30 **321.0906 REVOCATION OF CERTIFICATE OF AUTHORITY.**

12.31 (a) A foreign limited partnership that has failed to deliver for filing a ~~registration~~  
12.32 renewal pursuant to the requirements of section 321.0210 must have its certificate of  
12.33 authority to transact business in Minnesota revoked as described in this section.

13.1 (b) If the foreign limited partnership has not filed the delinquent registration, the  
13.2 secretary of state must issue a certificate of revocation and the certificate must be filed  
13.3 in the Office of the Secretary of State. ~~The secretary of state must annually inform the~~  
13.4 ~~attorney general and the commissioner of revenue of the methods by which the names of~~  
13.5 ~~limited partnerships whose certificates of authority have been revoked under this section~~  
13.6 ~~during the preceding year may be determined.~~ The secretary of state must also make  
13.7 available in an electronic format the names of the foreign limited partnerships whose  
13.8 certificates have been revoked.

13.9 **EFFECTIVE DATE.** This section is effective retroactively from January 1, 2008.

13.10 Sec. 20. Minnesota Statutes 2008, section 321.0909, is amended to read:

13.11 **321.0909 NAME CHANGES FILED IN HOME STATE.**

13.12 A foreign limited partnership shall notify the secretary of state of any changes to  
13.13 the partnership name filed with the state of formation by ~~filing a certificate from the state~~  
13.14 ~~of formation~~ certifying to the ~~change of name~~ secretary of state that the foreign limited  
13.15 partnership has changed the name and is listing the new name.

13.16 Sec. 21. Minnesota Statutes 2008, section 322B.12, subdivision 1, is amended to read:

13.17 Subdivision 1. **Requirements and prohibitions.** The limited liability company  
13.18 name must:

13.19 (1) be in the English language or in any other language expressed in English letters  
13.20 or characters;

13.21 (2) contain the words "limited liability company," or must contain the abbreviation  
13.22 "LLC" or, in the case of an organization formed pursuant to chapter 319B, must meet the  
13.23 requirements of section 319B.05 applicable to a limited liability company;

13.24 (3) not contain the word corporation or incorporated and must not contain the  
13.25 abbreviation of either or both of these words;

13.26 (4) not contain a word or phrase that indicates or implies that it is organized for a  
13.27 purpose other than a legal business purpose; and

13.28 (5) be distinguishable upon the records in the Office of the Secretary of State  
13.29 from the name of each domestic limited liability company, limited liability partnership,  
13.30 corporation, and limited partnership, whether profit or nonprofit, and each foreign limited  
13.31 liability company, limited liability partnership, corporation, and limited partnership on  
13.32 file, authorized or registered to do business in this state at the time of filing, whether profit  
13.33 or nonprofit, and each name the right to which is, at the time of organization, reserved as

14.1 provided for in sections 5.35, 302A.117, 317A.117, 321.0109, 322B.125, or 333.001 to  
14.2 333.54, unless there is filed with the articles of organization one of the following:

14.3 (i) the written consent of the domestic limited liability company, limited liability  
14.4 partnership, corporation, or limited partnership or the foreign limited liability company,  
14.5 limited liability partnership, corporation, or limited partnership authorized or registered to  
14.6 do business in this state or the holder of a reserved name or a name filed by or registered  
14.7 with the secretary of state under sections 333.001 to 333.54 having a name that is not  
14.8 distinguishable;

14.9 (ii) a certified copy of a final decree of a court in this state establishing the prior right  
14.10 of the applicant to the use of the name in this state; or

14.11 (iii) the applicant's affidavit that the domestic or foreign limited liability company,  
14.12 domestic or foreign corporation, or domestic or foreign limited partnership with the  
14.13 name that is not distinguishable has been organized, incorporated, or on file in this  
14.14 state for at least three years prior to the affidavit, if it is a domestic limited liability  
14.15 company, corporation, or limited partnership, or has been authorized or registered to  
14.16 do business in this state for at least three years prior to the affidavit, if it is a foreign  
14.17 limited liability company, corporation, or limited partnership, or that the holder of a name  
14.18 filed or registered with the secretary of state under sections 333.001 to 333.54 filed  
14.19 or registered that name at least three years prior to the affidavit, that the domestic or  
14.20 foreign limited liability company, domestic or foreign corporation, or domestic or foreign  
14.21 limited partnership or holder has not during the three-year period before the affidavit filed  
14.22 any document with the secretary of state; that the applicant has mailed written notice  
14.23 to the domestic or foreign limited liability company, domestic or foreign corporation,  
14.24 or domestic or foreign limited partnership or the holder of a name filed or registered  
14.25 with the secretary of state under sections 333.001 to 333.54 by certified mail, return  
14.26 receipt requested, properly addressed to the registered office of the domestic or foreign  
14.27 limited liability company or domestic or foreign corporation or in care of the agent of the  
14.28 domestic or foreign limited partnership, or the address of the holder of a name filed or  
14.29 registered with the secretary of state under sections 333.001 to 333.54, shown in the  
14.30 records of the secretary of state, stating that the applicant intends to use a name that is  
14.31 not distinguishable and the notice has been returned to the applicant as undeliverable to  
14.32 the addressee of the domestic or foreign limited liability company, domestic or foreign  
14.33 corporation, or domestic or foreign limited partnership or holder of a name filed or  
14.34 registered with the secretary of state under sections 333.001 to 333.54; that the applicant,  
14.35 after diligent inquiry, has been unable to find any telephone listing for the domestic or  
14.36 foreign limited liability company, domestic or foreign corporation, or domestic or foreign

15.1 limited partnership with the name that is not distinguishable in the county in which is  
15.2 located the registered office of the domestic or foreign limited liability company, domestic  
15.3 or foreign corporation, or domestic or foreign limited partnership shown in the records of  
15.4 the secretary of state or has been unable to find any telephone listing for the holder of a  
15.5 name filed or registered with the secretary of state under sections 333.001 to 333.54  
15.6 in the county in which is located the address of the holder shown in the records of the  
15.7 secretary of state; and that the applicant has no knowledge that the domestic or foreign  
15.8 limited liability company, domestic or foreign corporation, or domestic or foreign limited  
15.9 partnership or holder of a name filed or registered with the secretary of state under sections  
15.10 333.001 to 333.54 is currently engaged in business in this state.

15.11 **EFFECTIVE DATE.** This section is effective 30 days after the secretary of state  
15.12 certifies that the information systems of the Office of the Secretary of State have been  
15.13 modified to implement this section.

15.14 Sec. 22. Minnesota Statutes 2008, section 322B.91, subdivision 1, is amended to read:

15.15 Subdivision 1. **Application information.** Before transacting business in this state,  
15.16 a foreign limited liability company shall obtain a certificate of authority. An applicant  
15.17 for the certificate shall file with the secretary of state ~~a certificate of status from the filing~~  
15.18 ~~office in the jurisdiction in which the foreign limited liability company is organized and an~~  
15.19 application executed by an authorized person and setting forth:

15.20 (1) the name of the foreign limited liability company and, if different, the name  
15.21 under which it proposes to transact business in this state;

15.22 (2) the jurisdiction of its organization;

15.23 (3) the name and business address of the proposed registered agent in this state,  
15.24 which agent shall be an individual resident of this state, a domestic corporation, or a  
15.25 foreign corporation having a place of business in, and authorized to do business in, this  
15.26 state;

15.27 (4) the address of the office required to be maintained in the jurisdiction of its  
15.28 organization by the laws of that jurisdiction or, if not so required, of the principal place  
15.29 of business of the foreign limited liability company; ~~and~~

15.30 (5) the date the foreign limited liability company expires in the jurisdiction of its  
15.31 organization; and

15.32 (6) that the foreign limited liability company has complied with the organizational  
15.33 laws in the jurisdiction of its organization.

16.1 Sec. 23. Minnesota Statutes 2008, section 322B.92, is amended to read:

16.2 **322B.92 AMENDMENTS TO THE CERTIFICATE OF AUTHORITY.**

16.3 If any statement in the application for a certificate of authority by a foreign limited  
16.4 liability company was false when made or any arrangements or other facts described have  
16.5 changed, making the application inaccurate in any respect, the foreign limited liability  
16.6 company shall promptly file with the secretary of state:

16.7 (1) in the case of a change in its name, a termination or a merger, a ~~certificate~~  
16.8 statement to that effect authenticated by the proper officer of ~~the state or country under the~~  
16.9 ~~laws of which~~ the foreign limited liability company ~~is organized~~;

16.10 (2) in the case of a change in the name or address of the registered agent required to  
16.11 be maintained by section 322B.925, an amendment to the certificate of authority signed by  
16.12 an authorized person; or

16.13 (3) in the case of an election, rescission, or change in the specification of professional  
16.14 services under section 319B.04, a notice which:

16.15 (i) states the election, rescission, or change in specification;

16.16 (ii) has been approved in accordance with the foreign limited liability company's  
16.17 generally applicable governing law, as that term is defined in section 319B.02, subdivision  
16.18 8; and

16.19 (iii) has been signed on behalf of the foreign limited liability company.

16.20 The fee for filing the document is the same as for filing an amendment.

16.21 Sec. 24. Minnesota Statutes 2008, section 336.9-519, is amended to read:

16.22 **336.9-519 NUMBERING, MAINTAINING, AND INDEXING RECORDS;**  
16.23 **COMMUNICATING INFORMATION PROVIDED IN RECORDS.**

16.24 (a) **Filing office duties.** For each record filed in a filing office, the filing office shall:

16.25 (1) assign a unique number to the filed record;

16.26 (2) create a record that bears the number assigned to the filed record and the date  
16.27 and time of filing;

16.28 (3) maintain the filed record for public inspection; and

16.29 (4) index the filed record in accordance with subsections (c), (d), and (e).

16.30 (b) **File number.** A file number assigned after July 1, 2001, must include a digit that:

16.31 (1) is mathematically derived from or related to the other digits of the file number;

16.32 and

16.33 (2) enables the filing office to detect whether a number communicated as the file  
16.34 number includes a single-digit or transpositional error.



17.1 Notwithstanding Minnesota Rules, part 8280.0015, subpart 8, the first four digits of  
17.2 the number need not reflect the year of filing.

17.3 (c) **Indexing: general.** Except as otherwise provided in subsections (d) and (e), the  
17.4 filing office shall:

17.5 (1) index an initial financing statement according to the name of the debtor and  
17.6 index all filed records relating to the initial financing statement in a manner that associates  
17.7 with one another an initial financing statement and all filed records relating to the initial  
17.8 financing statement; and

17.9 (2) index a record that provides a name of a debtor which was not previously  
17.10 provided in the financing statement to which the record relates also according to the  
17.11 name that was not previously provided.

17.12 (d) **Indexing: real property-related financing statement.** If a financing statement  
17.13 is filed as a fixture filing or covers as-extracted collateral or timber to be cut, it must be  
17.14 filed for record and the filing office shall index it:

17.15 (1) under the names of the debtor and of each owner of record shown on the  
17.16 financing statement as if they were the mortgagors under a mortgage of the real property  
17.17 described; and

17.18 (2) to the extent that the law of this state provides for indexing of records of  
17.19 mortgages under the name of the mortgagee, under the name of the secured party as if the  
17.20 secured party were the mortgagee thereunder, or, if indexing is by description, as if the  
17.21 financing statement were a record of a mortgage of the real property described.

17.22 (e) **Indexing: real property-related assignment.** If a financing statement is filed  
17.23 as a fixture filing or covers as-extracted collateral or timber to be cut, the filing office  
17.24 shall index an assignment filed under section 336.9-514(a) or an amendment filed under  
17.25 section 336.9-514(b):

17.26 (1) under the name of the assignor as grantor; and

17.27 (2) to the extent that the law of this state provides for indexing a record of the  
17.28 assignment of a mortgage under the name of the assignee, under the name of the assignee.

17.29 (f) **Retrieval and association capability.** The filing office shall maintain a  
17.30 capability:

17.31 (1) to retrieve a record by the name of the debtor and by the file number assigned to  
17.32 the initial financing statement to which the record relates; and

17.33 (2) to associate and retrieve with one another an initial financing statement and each  
17.34 filed record relating to the initial financing statement.

18.1 (g) **Removal of debtor's name.** The filing office may not remove a debtor's name  
18.2 from the index until one year after the effectiveness of a financing statement naming the  
18.3 debtor lapses under section 336.9-515 with respect to all secured parties of record.

18.4 (h) **Timeliness of filing office performance.** The filing office shall perform the  
18.5 acts required by subsections (a) through (e) at the time and in the manner prescribed by  
18.6 filing office rule, but not later than two business days after the filing office receives the  
18.7 record in question.

18.8 (i) **Inapplicability to real property-related filing office.** Subsections (b) and (h) do  
18.9 not apply to a filing office described in section 336.9-501(a)(1).

18.10 Sec. 25. Minnesota Statutes 2008, section 336.9-521, is amended to read:

18.11 **336.9-521 UNIFORM FORM OF WRITTEN FINANCING STATEMENT**  
18.12 **AND AMENDMENT.**

18.13 (a) **Initial financing statement form.** A filing office that accepts written records  
18.14 may not refuse to accept a written initial financing statement in the form and format  
18.15 adopted by the National Conference of Commissioners on Uniform State Laws, except for  
18.16 a reason set forth in section 336.9-516(b).

18.17 (b) **Amendment form.** A filing office that accepts written records may not refuse to  
18.18 accept a written amendment of an initial financing statement record in the form and format  
18.19 adopted by the National Conference of Commissioners on Uniform State Laws, except for  
18.20 a reason set forth in section 336.9-516(b).

18.21 (c) Notwithstanding Minnesota Rules, part 8280.0040, subpart 1, forms adopted by  
18.22 the International Association of Commercial Administrators are accepted for filing, except  
18.23 for a reason set forth in section 336.9-516(b).

18.24 Sec. 26. Minnesota Statutes 2008, section 336.9-525, is amended to read:

18.25 **336.9-525 FEES.**

18.26 (a) **Initial financing statement or other record: general rule.** Except as otherwise  
18.27 provided in subsection (d), the fee for filing and indexing a record under this part is \$20.  
18.28 \$5 of the fee collected for each filing made online must be deposited in the uniform  
18.29 commercial code account.

18.30 (b) **Number of names.** The number of names required to be indexed does not  
18.31 affect the amount of the fee in subsection (a).

18.32 (c) **Response to information request.** The fee for responding to a request for  
18.33 information from the filing office, including for issuing a certificate showing whether there  
18.34 is on file any financing statement naming a particular debtor and providing images of that

19.1 financing statement, if requested, is \$20. \$5 of the fee collected for each request delivered  
19.2 online must be deposited in the uniform commercial code account.

19.3 (d) **Record of mortgage.** This section does not require a fee with respect to a record  
19.4 of a mortgage which is effective as a financing statement filed as a fixture filing or as a  
19.5 financing statement covering as-extracted collateral or timber to be cut under section  
19.6 336.9-502(c). However, the recording and satisfaction fees that otherwise would be  
19.7 applicable to the record of the mortgage apply.

19.8 Sec. 27. Minnesota Statutes 2008, section 336A.03, subdivision 3, is amended to read:

19.9 Subd. 3. **Signatures.** A lien notice must be signed, authorized, or otherwise  
19.10 authenticated by the lienholder. An effective financing statement must be signed,  
19.11 authorized, or otherwise authenticated by:

19.12 (1) the secured party; and

19.13 (2) the debtor, except that an effective financing statement filed online need not be  
19.14 signed by the debtor if the secured party obtains the debtor's signature on a paper effective  
19.15 financing statement for this lien.

19.16 Sec. 28. Minnesota Statutes 2008, section 336A.09, subdivision 1, is amended to read:

19.17 Subdivision 1. **Procedure.** (a) Oral and written inquiries regarding information  
19.18 provided by the filing of effective financing statements or lien notices may be made at any  
19.19 filing office during regular business hours.

19.20 (b) A filing office receiving an oral or written inquiry shall, upon request, provide an  
19.21 oral or facsimile response to the inquiry ~~and must send a confirmation of the inquiry in~~  
19.22 ~~writing by the end of the next business day after the inquiry is received.~~

19.23 (c) A filing office shall maintain a record of inquiries made under this section  
19.24 including:

19.25 (1) the date of the inquiry;

19.26 (2) the name of the debtor inquired about; and

19.27 (3) identification of the person making the request for inquiry.

19.28 Sec. 29. Minnesota Statutes 2008, section 545.05, subdivision 1, is amended to read:

19.29 Subdivision 1. **Definitions Scope.** (a) As used in this section, a financing statement  
19.30 or other record filed in the manner provided by sections 336.9-501 to 336.9-531 of  
19.31 the Uniform Commercial Code - Secured Transactions to perfect a security interest is  
19.32 fraudulent or otherwise improper if it is filed without the authorization of the obligor,  
19.33 person named as debtor, or owner of collateral described or indicated in the financing

20.1 statement or other record, or by consent of an agent, fiduciary, or other representative  
20.2 of that person or without the consent of the secured party of record in the case of an  
20.3 amendment or termination.

20.4 (b) All other financing statements filed in the manner provided by sections  
20.5 336.9-501 to 336.9-531 to perfect agricultural liens or for purposes outside of the Uniform  
20.6 Commercial Code - Secured Transactions are also fraudulent or otherwise improper and  
20.7 subject to this section if there is no statutory or other legal authority therefor.

20.8 ~~(b)~~ (c) As used in this section, filing office or filing officer refers to the office or  
20.9 officer where a financing statement or other record is appropriately filed or recorded as  
20.10 provided by law, including, but not limited to, the county recorder, the secretary of state,  
20.11 and other related filing officers.

20.12 Sec. 30. Minnesota Statutes 2008, section 545.05, subdivision 2, is amended to read:

20.13 Subd. 2. **Motion.** An obligor, person named as a debtor, or owner of collateral  
20.14 described or indicated in a financing statement or other record filed ~~under~~ in the manner  
20.15 provided by sections 336.9-101 to 336.9-709 (Uniform Commercial Code - Secured  
20.16 Transactions) 336.9-501 to 336.9-531, who has reason to believe that the financing  
20.17 statement or other record is fraudulent or otherwise improper may complete and file at  
20.18 any time a motion for judicial review of the effectiveness of the financing statement or  
20.19 other record. A secured party of record who believes that an amendment or termination  
20.20 of a financing statement or other record is fraudulent or otherwise improper may also  
20.21 file a motion.

20.22 Sec. 31. Minnesota Statutes 2008, section 545.05, subdivision 4, is amended to read:

20.23 Subd. 4. **Motion form.** The motion must be in substantially the following form:

20.24 In Re: A Purported Financing Statement in the district court of ..... County,  
20.25 Minnesota, Against [Name of person who filed the financing statement]

20.26 MOTION FOR JUDICIAL REVIEW OF A FINANCING STATEMENT FILED UNDER  
20.27 THE UNIFORM COMMERCIAL CODE - SECURED TRANSACTIONS

20.28 ..... (name of moving party) files this motion requesting a judicial  
20.29 determination of the effectiveness of a financing statement or other record filed ~~under~~ in  
20.30 the manner provided by sections 336.9-501 to 336.9-531 of the Uniform Commercial  
20.31 Code - Secured Transactions in the office of the ..... (filing office and location) and  
20.32 in support of the motion provides as follows:

20.33 I.

21.1 ..... (name), the moving party, is the [obligor, person named as a debtor, or  
21.2 owner of collateral described or indicated in] [secured party of record listed in] a financing  
21.3 statement or other record filed ~~under~~ in the manner provided in sections 336.9-501 to  
21.4 336.9-531 of the Uniform Commercial Code.

21.5 II.

21.6 On ..... (date), in the exercise of the filing officer's official duties as .....  
21.7 (filing officer's position), the filing officer received and filed or recorded the financing  
21.8 statement or other record, a copy which is attached, that purports to [perfect a security  
21.9 interest or agricultural lien against the obligor, person named as debtor, or the owner of  
21.10 collateral described or indicated in the financing statement or other record] ~~or~~ [amend  
21.11 or terminate the financing statement in which the moving party is listed as the secured  
21.12 party of record] [be for a purpose outside of the Uniform Commercial Code - Secured  
21.13 Transactions].

21.14 III.

21.15 The moving party alleges that the financing statement or other record is fraudulent  
21.16 or otherwise improper and that this court should declare the financing statement or other  
21.17 record ineffective.

21.18 IV.

21.19 The moving party attests that the assertions in this motion are true and correct.

21.20 V.

21.21 The moving party does not request the court to make a finding as to any underlying  
21.22 claim of the parties involved ~~and acknowledges that this motion does not seek review of~~  
21.23 ~~an effective financing statement.~~ The moving party further acknowledges that the moving  
21.24 party may be subject to sanctions if this motion is determined to be frivolous. The moving  
21.25 party may be contacted by the respondent at:

21.26 Mailing Address: (required)

21.27 Telephone Number:

21.28 Facsimile Number: (either facsimile or e-mail contact is required)

21.29 E-Mail Address: (either facsimile or e-mail contact is required)

21.30 REQUEST FOR RELIEF

21.31 The moving party requests the court to review the attached documentation and enter  
21.32 an order finding that the financing statement or other record is ineffective together with  
21.33 other findings as the court deems appropriate.

21.34 Respectfully submitted, ..... (Signature and typed name and address).

21.35 Sec. 32. Minnesota Statutes 2008, section 545.05, subdivision 7, is amended to read:

22.1 Subd. 7. **Response form.** The person listed as [the secured party in] [filing] the  
 22.2 record for which the moving party has requested review may respond to the motion and  
 22.3 accompanying materials to request an actual hearing within 20 days from the mailing by  
 22.4 certified United States mail by the moving party. The form for use by the person listed as  
 22.5 [the secured party in] [filing] the record in question to respond to the motion for judicial  
 22.6 review must be in substantially the following form:

22.7 In Re: A Purported Financing Statement in the district court of ..... County,  
 22.8 Minnesota, Against [Name of person who filed the financing statement]

22.9 RESPONSE TO MOTION FOR JUDICIAL REVIEW OF A FINANCING  
 22.10 STATEMENT FILED UNDER THE UNIFORM COMMERCIAL CODE  
 22.11 - SECURED TRANSACTIONS

22.12 ..... (name) files this response to a motion requesting a judicial  
 22.13 determination of the effectiveness of a financing statement or other record filed ~~under~~ in  
 22.14 the manner provided by sections 336.9-501 to 336.9-531 of the Uniform Commercial  
 22.15 Code - Secured Transactions in the office of the ..... (filing office and location) and  
 22.16 in support of the motion provides as follows:

22.17 I.  
 22.18 ..... (name), the respondent, is the person listed as [the secured party in]  
 22.19 [filing] the record for which review has been requested by the moving party.

22.20 II.  
 22.21 On ..... (date), in the exercise of the filing officer's official duties as .....  
 22.22 (filing officer's position), the filing officer received and filed or recorded the financing  
 22.23 statement or other record, a copy which is attached, that purports to [perfect a security  
 22.24 interest or agricultural lien against] [amend or terminate a record filed by] [be for a purpose  
 22.25 outside of the Uniform Commercial Code - Secured Transactions as to] the moving party.

22.26 III.  
 22.27 Respondent states that the financing statement or other record is not fraudulent  
 22.28 or otherwise improper and that this court should not declare the financing statement or  
 22.29 other record ineffective.

22.30 IV.  
 22.31 Respondent attests that assertions in this response are true and correct.

22.32 V.  
 22.33 Respondent does not request the court to make a finding as to any underlying claim  
 22.34 of the parties involved. Respondent further acknowledges that respondent may be subject  
 22.35 to sanctions if this response is determined to be frivolous.

22.36 REQUEST FOR RELIEF

23.1 Respondent requests the court to review the attached documentation, to set a hearing  
 23.2 for no later than five days after the date of this response or as soon after that as the court  
 23.3 shall order and to enter an order finding that the financing statement or other record is  
 23.4 not ineffective together with other findings as the court deems appropriate. Respondent  
 23.5 may be contacted at:

23.6 Mailing Address: (required)

23.7 Telephone Number:

23.8 Facsimile Number: (either facsimile or e-mail contact is required)

23.9 E-Mail Address: (either facsimile or e-mail contact is required)

23.10 Respectfully submitted, .....

23.11 (Signature and typed name and address).

23.12 Sec. 33. Minnesota Statutes 2008, section 545.05, subdivision 10, is amended to read:

23.13 Subd. 10. **Hearing.** (a) If a hearing is timely requested, the court shall hold that  
 23.14 hearing within five days after the mailing of the response by the respondent or as soon  
 23.15 after that as ordered by the court. After the hearing, the court shall enter appropriate  
 23.16 findings of fact and conclusions of law regarding the financing statement or other record  
 23.17 filed ~~under~~ in the manner provided by sections 336.9-501 to 336.9-531 of the Uniform  
 23.18 Commercial Code.

23.19 (b) If a hearing request under subdivision 7 is not received by the court by the  
 23.20 20th day following the mailing of the original motion, the court's finding may be made  
 23.21 solely on a review of the documentation attached to the motion and without hearing any  
 23.22 testimonial evidence. After that review, which must be conducted no later than five days  
 23.23 after the 20-day period has expired, the court shall enter appropriate findings of fact and  
 23.24 conclusions of law as provided in subdivision 11 regarding the financing statement or  
 23.25 other record filed ~~under~~ in the manner provided by sections 336.9-501 to 336.9-531 of  
 23.26 the Uniform Commercial Code.

23.27 (c) A copy of the findings of fact and conclusions of law must be sent to the moving  
 23.28 party, the respondent, and the person who filed the financing statement or other record at  
 23.29 the address listed in the motion or response of each person within seven days of the date  
 23.30 that the findings of fact and conclusions of law are issued by the court.

23.31 (d) In all cases, the moving party shall file or record an attested copy of the findings  
 23.32 of fact and conclusions of law in the filing office in the appropriate class of records in  
 23.33 which the original financing statement or other record was filed or recorded. The filing  
 23.34 officer shall not collect a filing fee for filing a court's finding of fact and conclusion of

24.1 law as provided in this section except as specifically directed by the court in its findings  
24.2 and conclusions.

24.3 Sec. 34. Minnesota Statutes 2008, section 545.05, subdivision 11, is amended to read:

24.4 Subd. 11. **Order form; no hearing.** The findings of fact and conclusion of law  
24.5 for an expedited review where no hearing has been requested must be in substantially  
24.6 the following form:

24.7 MISCELLANEOUS DOCKET No. ....

24.8 In Re: A Purported Financing Statement or Other Record in the district court  
24.9 of ..... County, Minnesota, Against [Name of person who filed financing  
24.10 statement]

24.11 Judicial Finding of Fact and Conclusion of Law Regarding a Financing Statement  
24.12 or Other Record Filed ~~Under~~ in the manner provided by sections 336.9-501 to  
24.13 336.9-531 of the Uniform Commercial Code - Secured Transactions

24.14 On the (number) day of (month), (year), in the above entitled and numbered cause,  
24.15 this court reviewed a motion, verified by affidavit, of (name) and the documentation  
24.16 attached. The respondent did not respond within the required 20-day period. No testimony  
24.17 was taken from any party, nor was there any notice of the court's review, the court  
24.18 having made the determination that a decision could be made solely on review of the  
24.19 documentation as provided in Minnesota Statutes, section 545.05.

24.20 The court finds as follows (only an item or subitem checked and initialed is a valid  
24.21 court ruling):

24.22 [.] The documentation attached to the motion IS filed or recorded with the  
24.23 authorization of the obligor, person named as debtor, or owner of collateral described or  
24.24 indicated in the financing statement or other record, or by consent of an agent, fiduciary, or  
24.25 other representative of that person, or with the authorization of the secured party of record  
24.26 in the case of an amendment or termination, and IS a legally valid financing statement or  
24.27 other record under the Uniform Commercial Code - Secured Transactions law of this state.

24.28 [.] The documentation attached to the motion IS NOT filed or recorded with the  
24.29 authorization of the obligor, person named as debtor, or owner of collateral described or  
24.30 indicated in the documentation, or by consent of an agent, fiduciary, or other representative  
24.31 of that person, or with the authorization of the secured party of record in the case of an  
24.32 amendment or termination and, IS NOT ~~an effective~~ a legally valid financing statement or  
24.33 other record under the Uniform Commercial Code - Secured Transactions law of this state.





26.1       Sec. 37. **EFFECTIVE DATE.**

26.2       Sections 22 to 36 are effective the day following final enactment.

APPENDIX  
Repealed Minnesota Statutes: H1532-1

**5.03 CLERK OF GOVERNMENT SURVEYS.**

There is hereby created in the Office of the Secretary of State the position of clerk of government surveys and documents for the purpose of receiving and for the safekeeping of all the records and archives of the Office of United States Surveyor General for the state as soon as they shall be received from the commissioner of the General Land Office at Washington, D.C. The secretary of state shall maintain a copy of government survey documents for public inspection. The original documents shall be preserved in a climate controlled environment prescribed by the secretary of state. The documents shall be maintained so that they are available for public inspection.

**308B.121 PERIODIC REGISTRATION.**

Subd. 3. **Information public.** The information required by subdivision 2 is public data.