MINNESOTA NONPROFIT CORPORATION ACT

Minnesota Statutes Sections 317A.001-317A.909

NOTICE: The following summary of Chapter 317A, the Minnesota Nonprofit Corporation Act, does not contain all of the law’s provisions, exceptions, limitations and requirements. It is merely provided as an outline and reference tool. For the law’s exact requirements, please refer to the statute’s text. The statute is available at law school libraries in the Twin Cities, the State Law Library, the Minneapolis and St. Paul Main Public Libraries, and on the internet at www.leg.state.mn.us/leg/statutes.htm. Other regional or non-metro public libraries may have a copy of the text as well.

DEFINITIONS
Section 317A.011

Chapter 317A defines twenty terms that are used throughout the statute. Although these terms may have common meanings, Chapter 317A gives them unique definitions that apply throughout the statute. In order to understand the statute correctly, therefore, interpret these terms with the meanings given in Chapter 317A, rather than other common meanings.

APPLICATION OF STATUTE
Sections 317A.021 - 317A.061

In 1989, the Minnesota Legislature enacted the Nonprofit Corporation Act, Chapter 317A of the Minnesota Statutes. Chapter 317A applies to virtually every nonprofit corporation except cooperative associations, cemeteries, religious corporations, nonprofits incorporated in another state and certain corporations that were incorporated under Chapters 300, 309 or 315. Religious organizations and nonprofits incorporated under another Chapters are exempt from Chapter 317A unless they elect to come under its provisions.

INCORPORATING AND GETTING STARTED

Who can incorporate a nonprofit corporation and what do they need to do?
Sections 317A.101 to 317A.105

Any one or more adults may incorporate a nonprofit corporation under Chapter 317A by filing articles of incorporation with the Minnesota Secretary of State. The articles of
incorporation (described below) must be signed and delivered to the secretary of state with the required filing fee and incorporation fee. The secretary of state’s office is located at 180 State Office Building, St. Paul, MN 55155. Or contact the office by telephone at (651) 296-9208, or via the internet at www.sos.state.mn.us.

What role do incorporators play in a nonprofit organization?  
Section 317A.171

In addition to taking the necessary steps to incorporate the nonprofit, the incorporators may elect or serve as the first board of directors. If the articles of incorporation do not name the corporation’s first board of directors, then the incorporators may elect the first board or act as directors until the first board is elected. Until the first board is elected, the incorporators have the same powers, responsibilities and rights as directors.

What happens after the nonprofit is incorporated?  
Section 317A.171

After incorporation, the nonprofit corporation must hold an organizational meeting to complete the necessary or appropriate business for the corporation’s organization. The corporation can hold an actual meeting of the board of directors or complete this business through a written action as permitted in the articles. If the board holds a meeting, notice of the meeting must be given according to the statute.

What types of activities can a nonprofit corporation engage in?  
Sections 317A.161 to 317A.165

Unlike other types of corporations, nonprofits incorporated under Chapter 317A cannot be formed to provide financial benefits, dividends, or other direct or indirect rewards to its members. Like other businesses, however, nonprofits enjoy broad powers to engage in activities like buying, leasing, or owning land or personal property; disposing of or mortgaging property; trading in securities; entering contracts; making advances to directors, officers, or employees; adopting, amending or repealing bylaws, and so on. Other sections of Chapter 317A discuss some of these powers in more detail.

If a nonprofit corporation engages in an unauthorized activity, at least 50 members with voting rights or 10% of the members with voting rights, whichever is less, may sue the corporation to stop the activity. Also, the corporation itself may sue incumbent or former directors or officers for exceeding or violating their authority.
GOVERNING DOCUMENTS

What is required in a nonprofit’s articles of incorporation?
Sections 317A.111 to 317A.155

Chapter 317A creates four categories of provisions contained in a nonprofit’s articles of incorporation: (1) required provisions; (2) provisions that may be modified in the articles; (3) provisions that may be modified in the articles or the bylaws; and (4) optional provisions.

Required Provisions. Chapter 317A requires articles of incorporation to include four pieces of information.

1. Name. The articles must include the corporation’s name in the English language or expressed in English letters or characters. The name must be distinguishable from names of other corporations and partnerships in Minnesota. Note, however, that it is possible to reserve a name for a corporation even before it is incorporated. Simply file a signed request to reserve the name and the required filing fee to the secretary of state. If the name is available, the secretary of state will reserve it for twelve-month intervals.

2. Address of Registered Office. The articles must include the address of the corporation’s registered office in Minnesota. The articles must also include the name of the corporation’s registered agent if the corporation has one. The corporation’s registered office need not be the same as its principal place of business. However, if the corporation has a registered agent, the agent’s address must be identical to the address of the registered office. In addition, the registered office’s address cannot be a post office box.

3. Name and Address of Incorporators. The articles must contain the name and address of each incorporator of the corporation.

4. Statement that Corporation is organized under Chapter 317A. The articles of incorporation must include a statement that the corporation is organized under Minnesota Statute Chapter 317A.

Provisions that may be Modified in the Articles. The second category of provisions automatically apply to a corporation organized under Chapter 317A unless they are modified in the corporation’s articles. Accordingly, unless the articles state otherwise, the statute states that a corporation’s general purpose is to engage in any lawful activity; the board of directors can initially adopt, amend or repeal bylaws; the corporation prohibits cumulative voting for directors; all directors must sign a written action for the board to act without a meeting; and the corporation’s members are all in one class.

Provisions that may be Modified in the Articles or Bylaws. Chapter 317A creates a third category of provisions in articles of incorporation that govern a nonprofit corporation unless they are modified in the corporation’s articles or bylaws. Chapter 317A lists 29
provisions in this category including, for example, procedures for adopting, amending, or repealing bylaws by the members; a method for amending the articles; and a definition of a quorum as a majority of the board. Refer to section 317A.111, subd. 3 for the complete list of provisions in this category.

Optional Provisions. The fourth category of provisions are those that a corporation may include in its articles or the bylaws. These provisions do not govern a corporation unless they are adopted by the corporation. For example, optional provisions relate to the terms of directors; the names of directors on the first board; and the powers, rights and duties and of officers. Refer to section 317A.111, subd. 4 for the complete list of optional provisions.

How does a nonprofit corporation amend its articles?
Sections 317A.133 to 317A.155

After a corporation initially adopts its articles, it may amend or modify certain provisions. Chapter 317A establishes the procedures for amending or modifying a corporation’s articles. The amendments are not effective, however, until signed articles of amendment containing the corporation’s name, the amendments adopted, and a statement that the corporation adopted the amendments under Chapter 317A are filed with the secretary of state and the required fee is paid.

What requirements govern a nonprofit corporation’s bylaws?
Sections 317A.111 and 317A.181

Generally, bylaws contain provisions relating to the management and regulation of the corporation’s activities. Bylaws are not required -- the corporation may, but need not, have bylaws. Section 317A.181 lists some permitted bylaw provisions. Bylaws, as well as the articles of incorporation, may also include or modify certain statutory provisions as discussed above.

Any bylaws a corporation adopts must be fair and reasonable. Section 317A.181 explains how a corporation amends its bylaws unless the articles or bylaws provide other procedures.
THE NONPROFIT CORPORATION’S ACTORS

What is the board of directors?
Sections 317A. 201 to 317A.205

A corporation must have a board of directors responsible for the corporation’s business and affairs. Generally, the board must consist of three or more individuals and a majority of the board must be adults.

What are directors’ responsibilities and obligations?
Sections 317A.251 to 317A.255

Directors must act in good faith, with the care and diligence of a prudent person in similar circumstances, and in a manner they believe is in the best interests of the corporation. Directors can rely upon information, opinions and reports provided by the corporation’s officers and employees who are competent in the particular area; attorneys, accountants and other professionals or experts; and committees appointed by the board for particular matters.

Conflicts of Interest. Chapter 317A provides that under certain circumstances a contract or other transaction between the nonprofit corporation and (1) its director or a director’s family member; (2) a director of an organization related to the nonprofit corporation or such a director’s family member; or (3) an organization in which the corporation’s director or a director’s family member has a material financial interest is void or voidable if the director was present at the board or committee meeting when the contract or transaction was authorized, approved or ratified, unless:

A. The contract or transaction was fair and reasonable from the nonprofit corporation’s perspective;

B. The contract or transaction is a merger or consolidation between two nonprofit organizations;

C. The material facts regarding the contract or transaction and the director's interest were fully disclosed to the members, and then two-thirds of the members entitled to vote or all the members approved the contract or transaction in good faith; or

D. The material facts regarding the contract or transaction and the director's interest were fully disclosed to the board or a committee, and then the majority of the board or committee authorized, approved, or ratified the contract or transaction in good faith.
Refer to section 317A.255 for further information regarding conflicts of interest.

**How long does a person serve on the board of directors?**

**Section 317A.207 to 317A.209**

Generally, the articles or bylaws provide for the length of directors’ terms and the number of terms one director may serve. Chapter 317A, however, states that no term can exceed ten years and, if the articles or bylaws do not provide for a fixed term, then the term is one year. The statute does not limit the number of terms a director may serve. There is no requirement that terms be equal in length, and the articles or bylaws may provide for staggering the directors’ terms. Also, unless the articles or bylaws provide otherwise, a director holds office until the director’s death, resignation, removal, disqualification or until the end of the term for which the director was elected or appointed and the election and qualification of a successor, whichever occurs first.

**Resignation.** Directors can resign at any time by giving written notice to the corporation.

**Removal of Directors.** A director may be removed by members with voting rights, other directors, or by whomever appointed the director. The removal procedures vary depending on whether the corporation has members with voting rights (discussed below). Generally, directors may be removed without cause unless the articles or bylaws provide for a different method of removal. Refer to sections 317A.223-.225 for further details.

**Vacancies.** Section 317A.227 generally permits the members with voting rights or remaining directors to fill of vacancies on the board of directors, unless the articles or bylaws provide otherwise.

**Are directors paid?**

**Sections 317A.211 and 317A.257**

The articles or bylaws may prohibit payment of directors or establish their compensation. If the articles and bylaws are silent on the matter, the board may set the directors’ compensation. However, Chapter 317A states that directors, officers, members or agents of a tax-exempt organization who serve without compensation are not civilly liable for actions they take in good faith on behalf of the corporation. This protection does not extend to actions by the Minnesota Attorney General for a director’s breach of fiduciary duty, to claims based on federal law, to contract violations, to willful or reckless misconduct, or to physical injuries or wrongful death.
How does a board of directors operate?
Sections 317A.231 to 317A.251

Generally, a board of directors acts and makes decisions at meetings. The board must meet at least once a year. It is not required that the board meet in Minnesota to maintain its incorporation here. If a meeting location is not specified, however, the annual meeting must be held at the registered office. The board can hold meetings by any means of communication, including electronic communications between the board members, as long as all directors can hear each other. A board takes action at a properly held meetings by the affirmative vote of a majority of directors with voting rights who are present and entitled to vote.

The board may take action without a meeting if allowed by the articles and if the action does not require member approval. The action may be taken in writing, signed by all the directors or the necessary number of directors according to the articles.

Notice. Unless the articles or bylaws provide otherwise, a director may call a board meeting by giving five days’ notice to all directors. The notice must include the date, time and place of the meeting. The notice does not have to state the meeting’s purpose unless required by the articles or bylaws. This notice is not required if the date, time and place of the meeting are provided for in the articles or bylaws or were announced at a previous board meeting. Directors may waive notice of the board meeting.

Quorum. A majority of the directors holding office constitutes a quorum necessary for the board to transact business. However, the articles or bylaws may require a greater or smaller number for a quorum, but a quorum cannot exist with less than one-third of the directors. Once a quorum is present, the directors may begin their meeting and transact business until they adjourn, even if directors leave during the course of the meeting resulting in less than a quorum present.

Presumption of Assent. A director present when an action is approved by the board is presumed to have assented to the action unless: (1) the director objects at the beginning of the meeting because it is not lawfully called and then does not participate in the meeting; (2) the director votes against the action; or (3) the director is prohibited from voting on the action.

Committees. Chapter 317A allows the board of directors to establish committees that have the authority of the board in the management of the corporation’s business. Committees are subject to the direction and control of the board. Unless the articles or bylaws provide otherwise, a committee must consist of one or more persons appointed by the board. Committees conduct their meetings following the same procedures and are held to the same standard of conduct as directors. Further, the establishment of a committee does not automatically relieve a directors of their responsibilities to direct the corporation. Committee minutes, if any, must be available to committee members and directors.
Must a nonprofit corporation have officers?
Sections 317A.301 - 317A.315, and 317A.351 - 317A.361

A corporation must have one or more individuals in the positions of president and treasurer. A corporation, generally through its board of directors, may decide to have other officers as well.

**President.** Generally, the president manages the business of the corporation; presides at board or member meetings; carries out board orders and resolutions; signs and delivers deeds, mortgages and contracts; maintains the corporation’s records; and performs other duties as directed by the board.

**Treasurer.** The treasurer keeps the corporation’s financial records, deposits money, endorses and issues checks, provides accountings to the president and the board upon request, and performs other duties as directed by the board or the president. The board elects or appoints the officers except to the extent that the articles or bylaws may provide that the members elect or appoint officers.

All officers must perform their duties in good faith and in a manner each officer believes is in the best interest of the corporation. Unless prohibited by the articles, bylaws or board resolutions, officers may delegate some or all of their duties and powers to others. The officers, however, remain responsible for the discharge of those duties and powers.

**How are officers chosen?**
Sections 317A.301, 317A.311 to 317A.321

Unless the articles or bylaws provide otherwise, the board of directors elects or appoints officers. If the board does not elect or appoint officers, a person who performs the functions of a president or a treasurer is considered to have been elected. One person may hold more than one office and, under certain circumstances, may sign a document in more than one capacity.

**How long are officers’ terms?**
Sections 317A.331 to 317A.341

Officers do not necessarily serve defined terms. The board of directors may enter into a contract with an officer for a specified term, if that contract is in the corporation’s best interest, and the term could be longer than the directors’ terms.

**Resignation.** An officer may resign by giving written notice to the corporation.
**Removal.** Except as otherwise provided in the articles or bylaws, an officer may be removed, with or without cause, by a resolution by the board or members, whomever elected or appointed the officer.

**Must a nonprofit corporation have members?**
**Section 317A.401**

A corporation may have no members, one class of members or several classes of members. Unless its articles or bylaws provide for members, a corporation has no members.

**What requirements are there for membership?**
**Section 317A.401 and 317A.405 to 317A.407**

Unless the articles or bylaws establish admission criteria or procedures, any person may be admitted as a member. However, no person may be admitted as a member without the person’s consent. Generally, the board of directors decides whether the corporation charges people to become members, but the corporation cannot charge dues for continuing membership unless the articles or bylaws provide that authority. Unless the bylaws or articles state otherwise, memberships cannot be transferred.

**What rights or benefits do members have?**
**Sections 317A.401 to 317A.403, 317A.407, 317A.461 and 317.467**

Membership may be memorialized in the form of membership certificates or stock. Members, however, are not liable for the acts, liabilities or debts of the corporation merely because they are members. In addition, members are entitled to vote unless otherwise limited by the articles or bylaws.

Members and directors may inspect the books, records and voting agreements for any proper purpose at any reasonable time. The corporation may charge a reasonable copying fee. Section 317A.461 provides remedies for a member or director who is wrongfully denied access to or copies of corporate records. Members and directors may not make improper use of corporate records, however.

If the corporation, an officer or a director violates Chapter 317A, at least 50 members with voting rights or 10% of the members with voting rights, whichever is less, or the Attorney General can bring an action in state court for equitable relief.
How does membership end?
Sections 317A.401, 317A.409 to 317A.411

The articles or bylaws may fix the term of memberships to a specific period of time. Otherwise, a member may resign at any time although resignation does not relieve any obligations the member has for dues, assessments or fees for goods or services. In addition, the corporation may expell or suspend member if it follows a fair and reasonable procedure carried out in good faith. Section 317A.411 provides standards for the termination of membership.

What rules govern meetings of the members?
Sections 317A.431 to 317A.457

Unless the articles or bylaws provide otherwise, a corporation with voting members must hold at least one annual meeting of voting members. If an annual meeting has not been held for 15 months, at least 50 members with voting rights or 10% of the members with voting rights, whichever is less, may demand an annual meeting. At the annual meeting, members must elect successors for directors whose terms expired, receive a report on the corporation's activities and financial condition, and consider and act upon other matters raised according to the notice requirements.

Special Meetings of Voting Members. The board of directors, people authorized by the articles or bylaws, or 50 members with voting rights or 10% of members with voting rights, whichever is less, can demand a special meeting of voting members by delivering a demand (described below). The board must react to the request within 30 days and provides for the notice, time and place and limitation of business of that special meeting.

Notice Requirements. The notice must contain at least the date, time and place of the meeting. Notice of member meetings must be given to every voting member. Generally, unless the date has changed, notice is not required if the meeting was announced during an earlier meeting. The notice must be given at least five days before the meeting, unless the law fixes a longer period of time or the articles or bylaws provide a shorter time. The notice should not be more than 60 days before the meeting. If proxies are permitted, the notice must inform members and state the procedure for appointing proxies.

Act of the Members. Generally, the affirmative vote by the majority of the members with voting rights who are present and entitled to vote, which must also be a majority of the required quorum, constitutes an act of the members. Members may act by voice or ballot, by unanimous action without a meeting, by written ballot, or by electronic communication, or by other methods provided in the articles or bylaws. Unless otherwise provided by the articles or bylaws, a quorum for a meeting of members is 10% of the members entitled to vote at the meeting. Proxy voting is permitted if the articles or bylaws so provide.
TRANSACTIONS

What rules govern financial obligations incurred by a nonprofit corporation?
Sections 317A.501 to 317A.521

Loans & Advances. Under certain circumstances, a nonprofit corporation may lend money to or otherwise financially assist a person. A corporation, however, may not lend money to or guarantee the obligation of a director, officer or employee unless it reasonably expects the loan or guarantee to benefit the corporation. Also, a corporation may advance money to its directors, officers, employees, or agents for expenses that it reasonably anticipates them to incur in performing their duties.

Indemnification. Under certain circumstances a corporation can indemnify directors, officers, employees or other agents of the corporation made or threatened to be made a party to a proceeding because of their official capacity in the corporation. This indemnification, when allowed, can extend to advancing money for the person's expected expenses, including attorneys fees. A corporation may also obtain insurance to protect against indemnification expenses arising from claims against or liability incurred by directors, officers, employees and other agents of the corporation in their official capacity.

How does a nonprofit corporation merge, consolidate or transfer assets with another organization?
Sections 317A.601 to 317A.671

Restrictions on Assets. When a corporation dissolves, merges, consolidates, transfers its assets, etc., its assets may not be diverted from the uses and purposes for which they were received and held, or from the uses and purposes expressed or intended by the original donor.

Merger or Consolidation. Two or more nonprofit corporations governed by Chapter 317A may merge or consolidate as provided in sections 317A.611 to 317A.651. If the merger or consolidation is not between two tax-exempt organizations under section 501(c)(3) of the Internal Revenue Code, a charity or an organization having a charitable purpose must notify the Attorney General before it merges, consolidates or transfers substantially all of its assets. Refer to section 317A.811 for further information regarding this notice requirement.

Before merging or consolidating, each corporation must approve a plan of merger or consolidation. This plan includes the names of the corporations, the name of the surviving or new corporation, the terms and conditions of the proposed merger or consolidation, and other
important information. Section 317A.631 contains specific provisions regarding abandonment of a plan of merger or consolidation.

Once approved, articles of merger or consolidation must be prepared, signed, and filed with the Secretary of State as provided in section 317A.615. The merger or consolidation is effective upon filing the articles of merger or consolidation with the Secretary of State. Chapter 317A contains numerous provisions governing the effect of a merger or consolidation on the corporations undertaking such action.

Transfer of Assets. Unless otherwise provided in its articles or bylaws, a corporation may sell, lease, transfer or dispose of all or substantially all of its assets in its usual and regular course of activities. As in a merger, the corporation must notify the Attorney General if it is a charity or an organization that holds assets for charitable purposes.

**Dissolution**

**How does a nonprofit corporation end?**
Sections 317A.701 to 317A.791, and 317A.827

Under the applicable requirements of Chapter 317A, the incorporators, the board of directors and members with voting rights, or a state court may dissolve a corporation. The Secretary of State may also dissolve a corporation if it fails to follow the registration procedures.

Voluntary Dissolution by Incorporators. If the articles do not name the first board of directors, the incorporators may dissolve a corporation by filing articles of dissolution with the Secretary of State.

Voluntary Dissolution by Board and Members with Voting Rights. Dissolution by this means begins with the board adopting, by vote of a majority of all directors, a resolution proposing dissolution of the corporation and including a plan of dissolution. This plan must meet the requirements of section 317A.735 and should state who will receive the corporation’s assets after creditors are paid. Then, the resolution and plan must be submitted to any members with voting rights. Written notice must be given to each member with voting rights and must state that the purpose of the meeting is to consider dissolving the corporation. If the members approve the dissolution, the dissolution must be started.

Chapter 317A establishes a specific procedure for dissolving in this manner. This procedure includes giving notice of intent to dissolve to the Secretary of State and, if the organization holds assets for charitable purposes, to the Attorney General. In addition, the corporation must file articles of dissolution with the Secretary of State and notify known
creditors and claimants of its intent to dissolve. Section 317A.729 establishes procedures that the corporation must follow for accepting or rejecting claims filed against the corporation. Under certain procedures, the corporation may revoke its intention to dissolve.

**Distribution of Assets.** The board or officers acting under direction of the board shall distribute the assets of a dissolving corporation in the following order:

A. Distribute assets received and held for a special use or purpose without diverting the assets from those uses or purposes, or from the uses and purposes expressed or intended by the original donor;

B. Pay costs and expenses of the dissolution proceedings, including attorney fees;

C. Pay debts, obligations and liabilities of the corporation;

D. Distribute assets pursuant to articles or bylaws of the corporation; and

E. Distribute remaining assets held for or devoted to a charitable or public use or purpose subject to section 501B.31.

**Supervised Voluntary Dissolution.** The Attorney General or, for good cause, a creditor or at least 50 members with voting rights or 10% of the members with voting rights, whichever is less, may apply to a court for supervision of the dissolution.

**Judicial Intervention.** A court may dissolve a corporation, liquidate its assets and business, or grant any other relief considered just and reasonable. The court's jurisdiction may be invoked by a director or by at least 50 members with voting rights or 10% of the members with voting rights, whichever is less, when the board is deadlocked in the management of corporate affairs and the members cannot break the deadlock, when corporate assets are being misapplied or wasted, or when people in control of the corporation acted fraudulently or illegally. The court may also grant relief in an action by a creditor or by the Attorney General.
GOVERNMENT REGULATION

What is the Attorney General's role with respect to nonprofit corporations? Sections 317A.811 to 317A.827

Chapter 317A provides extensive powers to the Attorney General to oversee nonprofits that hold assets for a public or charitable purpose or that are tax-exempt under section 501(c)(3) of the Internal Revenue Code. The Attorney General can seek equitable relief in court and must receive notice of a corporation's intent to dissolve, merge, consolidate or transfer all or substantially all of its assets. Notice requirements are set out specifically in section 317A.811. Forms are available from the Attorney General's Office, Charities Division, Suite 1200, Bremer Tower, 445 Minnesota Street, St. Paul, Minnesota, 55101-2130 or by calling (651)297-4613. The Attorney General also has power to investigate corporations before filing suit.

What is the Secretary of State's role with respect to nonprofit corporations? Sections 317A.821 to 317A.827

Initial Corporate Registration. Corporations formerly subject to Chapter 317 filed an initial corporate registration with the Secretary of State before 1991. Corporations that did not file this registration lost their good standing status. If a corporation failed to regain its good standing before 1998, the corporation was administratively dissolved by the Secretary of State. A corporation may extend its existence if it files the initial corporate registration with the Secretary of State and pays a $1,000 fee.

Annual Corporate Registration. A corporation must file a corporate registration signed by an authorized person with the Secretary of State once each calendar year. Generally, corporations receive a corporate registration form from the Secretary of State through the mail sometime before July of each year. If the corporation changes its registered office address, a fee will be required for filing the registered office address change.

A corporation that does not file a corporate registration during a calendar year loses its good standing after December 31st. To regain its good standing, the corporation must file an annual corporate registration form and pay a fee. If the corporation fails to file its annual corporate registration for three consecutive calendar years, the Secretary of State notifies the corporation by mail at its registered office that it violated this section and is subject to dissolution if the registration is not filed with the required fee within 60 days after the mailing of the notice. A corporation that fails to file the delinquent annual registration within the 60 days is dissolved.

Administrative Dissolution. If the Secretary of State dissolves a corporation because of its failure to file its initial registration or because of its failure to file the delinquent registration before expiration of the 60-day period, the Secretary of State issues a certificate of dissolution,
files a copy in its office and notifies the Attorney General. For three years after the dissolution date, the corporation exists for the sole purpose of supervision, investigation and other actions by the Attorney General. A corporation may retroactively reinstate its corporate existence by filing a single annual registration and paying a fee within one year of the date of such a dissolution.

MISCELLANEOUS PROVISIONS

How does a nonprofit corporation receive service of process?
Sections 317A.901 to 317A.903

Generally, service upon a corporation may be made upon the registered agent named in the articles or upon an officer of the corporation. In some situations, service may be made upon the Secretary of State.

Are there provisions in Chapter 317A that apply to unique types of organizations?
Sections 317A.905 - 317A.909

Chapter 317A contains special provisions relating to chambers of commerce, boards of trade and exchanges, and corporations whose purposes are related to mistreated children. Finally, it has a provision regarding religious organizations.

REMINDER: The above is only a summary of some of the provisions of Chapter 317A, the Minnesota Nonprofit Corporation Act. Please refer to the law itself for a complete rendition of the provisions of the law.

1/07