

FILING DOCUMENTS WITH THE OFFICE OF THE MINNESOTA SECRETARY OF STATE

DRAFTING THE DOCUMENT

Standard forms are available without charge from the Secretary of State's website at www.sos.state.mn.us/index.aspx?page=331, and is also available by mail from that office. While these forms are designed to meet minimum requirements of the law, they are not intended to address every possible situation. Consultation with an attorney can help the business owner draft a document that reflects the needs and desires of the parties and understand the legal effects of the filing.

Documents must be legible. The Secretary of State permanently records all documents; this process demands a legible copy. Thus, documents that are illegible are not accepted for filing. Copies and legible fax transmissions are acceptable. Original signatures are acceptable if legible, but are not required; in most cases a copy will suffice.

The proper fee must accompany the document. A current fee schedule appears at the end of this section. Information regarding payment methods is available on the Secretary of State's website at www.sos.state.mn.us.

TIME REQUIRED FOR FILING AND PROCESSING DOCUMENTS

Documents are usually reviewed the day they are received by the Secretary of State. In cases of complex documents or heavy seasonal workloads, review may take place the day following receipt. Non-expedited drop-offs are reviewed the business day following drop off.

COMMON REASONS WHY DOCUMENTS ARE NOT ACCEPTED FOR FILING

A document may be returned unapproved and not accepted for filing by the Secretary of State for a number of reasons. Some of these include:

- An incomplete address is submitted. Documents must state the full street address, city or town and zip code number.
- The filing fee submitted is not correct.
- The signatures of the required parties are incorrect or incomplete. All incorporators of a corporation or organizers of a limited liability company must sign the original articles. Other filings must be signed by a person who is authorized by the business entity to sign those documents. The business entity's attorney can assist in determining who is authorized to sign documents.

- The name referred to in an amendment or subsequent filing is incorrect. In submitting amendments or any other subsequent filings the name of the corporation or other business entity must be identical (in spelling and punctuation) to the legal name on file with the Secretary of State.
- The name submitted for a corporation, limited liability company or limited liability partnership is not distinguishable from an existing corporate or assumed name, trademark or servicemark, limited liability company, limited partnership or limited liability partnership name.

ELECTRONIC ACKNOWLEDGEMENTS AND ONLINE SIGNATURES

The Secretary of State is authorized to receive acknowledgements electronically, providing the submitter the document image or acknowledgement faster.

Any document submitted to the Secretary of State online may be signed by any person as agent of the person whose signature is required by law. The signing party must indicate on the application that they are acting as agent of the person whose signature would be required and that they have been authorized to sign on behalf of the applicant. The name of the person signing, entered on the online application, constitutes a valid signature by such an agent.

SECRETARY OF STATE FEE SCHEDULE FOR BUSINESS ENTITY FILINGS

The following fees are effective as of the date this Guide was printed. Questions may be directed to the Secretary of State's office at the address and telephone number provided in the Resource Directory section of this Guide.

Business Services Filings Fees

Filing Type	Fee
Assumed Name	
<i>Minnesota Statutes Chapter 333</i>	
Certificate of Assumed Name -Original Filing	\$30.00
Ammendment	\$30.00
Annual Renewal	\$0.00
Annual Renewal Reinstatement	\$25.00
Cancellation	\$0.00
Limited Liability Partnership (Domestic)	
<i>Minnesota Statutes Chapter 323A</i>	
Statement of Qualification -Original Filing	\$135.00
Statement of Amendment/Cancellation	\$135.00
Annual Renewal	\$135.00
Annual Renewal Reinstatement	\$160.00
Statement of Denial / Dissociation / Dissolution / Merger	\$135.00
Statement of Partnership Authority	\$135.00
Resignation of Agent	\$135.00
Limited Partnership (Domestic)	
<i>Minnesota Statutes Chapter 321</i>	
Certificate of Limited Partnership -Original Filing	\$100.00
Amendment	\$50.00
Annual Renewal	\$0.00
Annual Renewal Reinstatement	\$25.00
Merger	\$50.00
Resignation of Agent	\$50.00
Statement of Dissociation / Dissolution / Termination	\$50.00
Statement of Withdrawal	\$50.00

Business Services Filings Fees

Filing Type	Fee
Limited Partnership (Foreign)	
<i>Minnesota Statutes Chapter 321</i>	
Certificate of Authority -Original Filing	\$100.00
Amendments	\$50.00
Annual Renewal	\$0.00
Annual Renewal Reinstatement	\$25.00
Cancellation / Merger Filings	\$50.00
Resignation of Agent	\$50.00
Business Corporation (Domestic)	
<i>Minnesota Statute Chapters 302A</i>	
Articles of Incorporation -Original Filing	\$135.00
Amendment / Dissolution Filings	\$35.00
Annual Renewal	\$0.00
Annual Renewal Reinstatement	\$25.00
Conversion to Limited Liability Company	\$35.00
Merger	\$60.00
Resignation of Agent	\$35.00
Business Corporation (Foreign)	
<i>Minnesota Statutes Chapter 303</i>	
Certificate of Authority -Original Filing	\$200.00
Amendment / Merger / Dissolution Filings	\$50.00
Annual Renewal	\$115.00
Reinstatement	\$300.00
Resignation of Agent	\$35.00
Nonprofit Corporation (Domestic)	
<i>Minnesota Statutes Chapter 317A</i>	
Articles of Incorporation -Original Filing	\$70.00
Amendment / Merger / Withdrawal Filings	\$50.00
Resignation of Agent	\$50.00
Nonprofit Corporation (Foreign)	
<i>Minnesota Statutes Chapter 303</i>	
Certificate of Authority -Original Filing	\$50.00
Amendment / Merger / Withdrawal Filings	\$50.00
Resignation of Agent	\$50.00

Business Services Filings Fees

Filing Type	Fee
Limited Liability Company (Domestic)	
<i>Minnesota Statutes Chapter 322B</i>	
Articles of Organization -Original Filing	\$135.00
Amendment/ Dissolution Filings	\$35.00
Annual Renewal	\$0.00
Annual Renewal Reinstatement	\$25.00
Conversion to Business Corporation	\$35.00
Merger	\$60.00
Resignation of Agent	\$35.00
Limited Liability Company (Foreign)	
<i>Minnesota Statutes Chapter 322B</i>	
Certificate of Authority -Original Filing	\$185.00
Amendment / Merger / Withdrawal Filings	\$35.00
Annual Renewal	\$0.00
Annual Renewal Reinstatement	\$25.00
Resignation of Agent	\$35.00
Cooperative (Domestic)	
<i>Minnesota Statutes Chapters 308A & 308B</i>	
Articles of Incorporation/Organization - Original Filing	\$60.00
Amendment	\$35.00
Annual Renewal	\$0.00
Annual Renewal Reinstatement	\$25.00
Merger	\$60.00
Cooperative (Foreign)	
<i>Minnesota Statutes Chapter 303</i>	
Certificate of Authority -Original Filing	\$200.00
Amendment / Merger / Withdrawal Filings	\$50.00
Annual Renewal	\$115.00
Reinstatement	\$300.00
Resignation of Agent	\$50.00
Reservation of Name	
Name Reservation - Original Filing	\$35.00
Name Reservation Renewal	\$35.00
Cancellation	\$0.00

Business Services Filings Fees

Filing Type	Fee
Trademarks	
<i>Minnesota Statutes Chapter 333</i>	
Certificate of Registration – Original Filing	\$50.00
Renewal	\$25.00
Cancellation	\$15.00
Assignment	\$15.00
Legal Newspaper	
Legal Newspaper Registration – Original Filing	\$25.00
Legal Newspaper Renewal	\$25.00
Miscellaneous Business Filings	
Abandoned Name Affidavit	\$35.00
Articles of Correction	\$35.00
Consent to Use of Name	\$35.00
Service of Process	
Minnesota Entities	\$35.00
Non-Minnesota Entities	\$50.00
Business Copies	
Original Filing - Non-certified Fees	\$3.00
Original Filing - Certified Fees	\$8.00
Original Filing & All Amendments - Non-certified Fees	\$6.00
Original Filing & All Amendments - Certified Fees	\$11.00
<i>(Original filing includes: Articles of Incorporation; Certificate of Authority; Certificate of Limited Partnership; Articles of Organization; Assumed Name Certificate; Registration of Limited Liability Partnership; Declaration of Trust; or Trademark Application. All amendments include original filings and all subsequent amendments filed.)</i>	
Business Certificates	
Good Standing Certificates	\$5.00 each
Special Certificates	\$5.00 each
<i>(Special Certificates includes: Not in Good Standing Certificates, No Record Certificates, etc.)</i>	
Express Business Filings / Certificate Orders	\$10.00 plus filing/certificate fee