

Client Alert: Your Entity Name May Be At Risk

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Did You File Your 2004 Minnesota LLC Annual Renewal?

As an unintended consequence of recent revisions to Minnesota business entity laws, over 18,000 Minnesota limited liability companies (LLCs) that failed to timely file their 2004 Annual Registration with the Minnesota Secretary of State have been **statutorily dissolved**. The revised statute provides for remedial action to correct the failure to file. However, during the time that your entity is dissolved **a new entity can be organized using the name of your LLC** until you have taken the action required to have the LLC reinstated.

For foreign for-profit entities qualified to do business in Minnesota, you must now file your annual renewals over the internet using a credit card or ACH for payment. If your foreign LLC failed to timely file and have been revoked, a paper filing to reinstate will be required, more information is available at <http://www.sos.state.mn.us>.

How to Find Out if Your LLC was dissolved

If you are responsible for a Minnesota LLC, check the Minnesota Secretary of State's website at <http://www.sos.state.mn.us> to determine whether your LLC was statutorily dissolved. If your LLC is included on the list, you will need to be reinstated, and the necessary form is available at this same website.

How to Reinstate Your LLC

You will need to file a Minnesota annual registration for the statutorily dissolved LLC with the office of the Minnesota Secretary of State along with a \$25 late fee for a mailed registration. The LLC will be reinstated as an entity in good standing retroactive to the date of dissolution, but for a mailed filing, the state is currently taking at least 2 weeks to process them.

The annual registration form does not require a signature, so your Gray Plant Mooty contact can assist in filing the renewal for you. We can expedite the process by paying \$10 extra to the state for 24 hour filing. Contact us today if you desire more information.

How to Protect Your LLC in the Future

Regardless of whether your LLC was dissolved, remember to file an annual registration form for the LLC **each year** on or before December 31. The office of the Minnesota Secretary of State sends out a small postcard reminder to the registered office of each LLC prior to December 31 (of each year) encouraging the LLC to file its annual registration online.

We recommend that you (1) not rely on the postcard and just set up a calendar tickler to do the annual filing on any convenient date during the year, and (2) update your LLC's registered office on file with the Minnesota Secretary of State to include a contact person (such as President, Treasurer, etc.) as well as the current principal office of the LLC. If the registered office for the LLC is out of date because you moved, you will not receive the postcard reminder. In addition, if the postcard is misdirected within your organization you may forget to make this annual filing. If you need assistance with this process, please call your contact at Gray Plant Mooty.

This alert is intended for general information purposes only and should not be construed as legal advice or opinion on any specific facts or circumstances.

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