

Office of the Minnesota Secretary of State

Statement of Dissociation

Minnesota Statutes, Chapter 323A



Read the instructions before completing this form.

Filing Fee: \$155 for expedited service in-person and online filings, \$135 if submitted by mail.

A person who files a statement pursuant to this section shall promptly send a copy of the statement to every non-filing partner and to any other person named as a partner in the statement.

1. Limited Liability Partnership Name: (Required)

2. Alternate Name used in Minnesota, in any: (Only applies to foreign partnerships)

3. Name and Address of Dissociating Partner: (Required)

List the first, middle & last name of the dissociating partner

Street Address	City	State	Zip
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4. The dissociated partner is hereby dissociated from the partnership listed.

5. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Note: If this statement is filed by the partnership, at least two partners must sign; if this statement is filed by the partner who is leaving then only that partner must sign.

Signature of Partner

Signature of Partner

Date

Date

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

Contact Name	Phone Number
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INSTRUCTIONS

File your business document online by visiting our website at www.sos.mn.gov.

This form is intended merely as a guide for filing and is not intended to cover all situations. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Office of the Secretary of State.

A person who files a statement pursuant to this section shall promptly send a copy of the statement to every non-filing partner and to any other person named as a partner in the statement.

NOTE: A dissociated partner OR the partnership may file a statement of dissociation.

323A.0603 (b) Upon a Partner's Dissociation:

(1) the partner's right to participate in the management and conduct of the partnership business terminates, except as otherwise provided in section 323A.0803;

(2) the partner's duty of loyalty under section 323A.0404 (b) (3) terminates; and

(3) the partner's duty of loyalty under section 323A.0404(b) (1) and (2) and duty of care under section 323A.0404 (c) continue only with regard to matters arising and events occurring before the partner's dissociation, unless the partner participates in winding up the partnership's business pursuant to section 323A.0803. 323A.0704 (b) A statement of dissociation is a limitation on the authority of a dissociated partner for the purposes of section 323A.0303 (d) and (e). (c) For the purposes of sections 323A.0702 (a) (3) and 323A.0703 (b) (3), a person not a partner is deemed to have notice of the dissociation 90 days after the statement of dissociation is filed.

1. List the name the partnership in the jurisdiction in which it is organized
2. If applicable, list the alternate name used in Minnesota. Note: This only applies for foreign partnerships that are using an alternate name in Minnesota.
3. List the first, middle and last name and address of the dissociating partner.
4. If this statement is filed by the partnership, at least two partners must sign; if this statement is filed by the partner who is leaving then only that partner must sign. If this statement is being signed by an authorized agent, the signing party must indicate on the document that they are acting as the agent of the person(s) whose signature would be required and that they have been authorized to sign on behalf of that person(s). The partner(s) who completes this statement of dissociation personally declares under penalty of perjury that the contents of the statement are accurate.

Email Address listed for Official Notices. This email address may also be used to send annual renewal reminders and other important notices that may require action or response. Check the box if you wish to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime telephone number of a person who can be contacted about this form.

**Filing Fee: \$155 for expedited service in-person and online filings, \$135 if submitted by mail.
Payable to the MN Secretary of State**

Please submit all items together and mail to the address below:

FILE IN-PERSON OR MAIL TO:

Minnesota Secretary of State - Business Services
First National Bank Building
332 Minnesota Street, Suite N201
Saint Paul, MN 55101

(Staffed 8 a.m. – 4 p.m., Monday - Friday, excluding holidays)

Phone Lines: (9 a.m. - 4 p.m., M-F) Metro Area 651-296-2803; Greater MN 1-877-551-6767

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.

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