

Office of the Minnesota Secretary of State

Foreign Limited Liability Company | Amendment to Certificate of Authority

Minnesota Statutes, Chapter 322C



This form can only be used by entities governed under Chapter 322C.

Read the instructions before completing this form.

Filing Fee: \$55 for expedited service in-person and online filings, \$35 if submitted by mail

1. File Number: _____

2. Name of Company in Home Jurisdiction: (Required)

3. Alternate Name used in Minnesota, if applicable:

List the name currently on file with our office.

The Certificate of Authority for this Limited Liability Company is amended pursuant to Chapter 322C.

AMENDMENT OPTIONS: Complete as many amendment options as apply. Complete an option only if you are changing the information related to that option.

4. By filing this name change, the company certifies that the name change has been filed and recorded in the company's home jurisdiction. Company name is changed to:

List the name currently filed in the home jurisdiction

5. Alternate Name to be used in Minnesota, if applicable:

This is only required if the company name is unavailable in Minnesota or an appropriate entity designation is not provided, or the company is amending an existing alternate name. Please list "None" if you are rescinding an alternate name.

6. The jurisdiction under the laws of which the limited liability company is governed is changing to:

(list jurisdiction of domicile)

7. The registered office address is changed to:

Street Address (*A post office box by itself is not acceptable*)

City

MN

State

Zip Code

8. The registered agent is changed to:

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9. The principal place of business address has changed to:

Street Address (*A post office box by itself is not acceptable*) City State Zip Code

10. The home office address has changed to:

Street Address (*A post office box by itself is not acceptable*) City State Zip Code

11. **This information is only required if this Foreign firm wishes to elect to be a professional organization.** If the foreign firm elects to operate and acknowledges that it is subject to Minnesota Statutes, Chapter 319B.01 to 319B.12, you must attach a statement to that effect and list the professional service under Minnesota Statutes, Chapter 319B.02, subdivision 19, the organization is authorized to provide. Also include a statement that, to the extent it's generally applicable governing law conflicts or differs from those sections, the firm has made the necessary changes to the agreements and other documents controlling its structure, governance, operations and internal affairs so as to comply with those sections.

12. ☐ Check this box if this Foreign firm wishes to rescind its election to operate as a professional organization under Minnesota Statutes 319B.01 to 319B.12 firm.

13. 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.

Signature of Authorized Person or Authorized Agent 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

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?

Yes ☐ No ☐

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.

1. List the File Number provided by the Minnesota Secretary of State.
2. List the entity name in the home jurisdiction on file with this office.
3. List the alternate name used in Minnesota, if any.

Complete as many amendment options as apply. Complete an option only if you are changing the information related to that option.

4. If a name change has been filed and recorded in the company's home jurisdiction, list the exact legal name of the company.
5. If the name of the company in its home jurisdiction is not available to be used in Minnesota or the name does not meet the legal requirements of Minnesota law, you must provide an alternate name to be used in Minnesota. An alternate name may be chosen even if the legal name complies with Minnesota law. The name must include the words or abbreviations Limited Liability Company, LLC, Professional Limited Liability Company or PLC and **cannot** contain the words "corporation" or "incorporated" or their abbreviations. A preliminary name availability check may be done by accessing our website at www.sos.mn.gov. Complete item 4 if you are changing the alternate name. Please list "None" if you are rescinding an alternate name.
6. If the jurisdiction under the laws of which the LLC is governed is changing, insert the name of the new governing jurisdiction here.
7. The registered office address must be a Minnesota address and must be completed with a street address or rural route and rural route box number, city, state and zip code. A P.O. Box is not acceptable.
8. A foreign limited liability company is required to have an registered agent. If you are changing the registered agent, list the full name of the agent who is located at the registered office address.
9. The principal place of business address must be a complete street address. A P.O. Box is not acceptable.
10. The home address must be a complete street address in the jurisdiction of formation, if required by home jurisdiction. A P.O. Box is not acceptable.
11. **This information is only required if this Foreign firm wishes to elect to be a professional organization.** You must include a statement that the foreign firm elects to operate and acknowledges that it is subject to *Minnesota Statutes*, Chapter 319B.01 to 319B.12, and list the professional service under *Minnesota Statutes*, Chapter 319B.02, subdivision 19, the organization is authorized to provide. Also include a statement that, to the extent it's generally applicable governing law conflicts or differs from those sections, the firm has made the necessary changes to the agreements and other documents controlling its structure, governance, operations and internal affairs so as to comply with those sections.
12. Place a check in the box if this Foreign firm wishes to rescind its election as a professional organization under *Minnesota Statutes* 319B.01 to 319B.12.
13. A signature of a person authorized by the LLC to sign documents or 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).) is required.

Email Address for Official Notices. This email address may 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: \$55 for expedited service in-person and online filings, \$35 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.