

Mail To:

Office of the Attorney General
Charities Division
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St. Paul, MN 55101-2130

Website: www.ag.state.mn.us

STATE OF MINNESOTA**INSTRUCTIONS FOR NOTICE
OF INTENT TO DISSOLVE,
MERGE, CONSOLIDATE, OR
TRANSFER ASSETS PURSUANT
TO MINN. STAT. § 317A.811****WHO MUST PROVIDE NOTICE**

Pursuant to Minn. Stat. § 317A.811, subd. 1, a Minnesota corporation that holds assets for a charitable purpose or that is exempt under 501(c)(3) of the Internal Revenue Code that intends to dissolve must provide notice of its intent with the Attorney General.

A Minnesota corporation that holds assets for a charitable purpose or that is exempt under 501(c)(3) of the Internal Revenue Code that intends to merge, consolidate, or transfer its assets to an entity that is not exempt under 501(c)(3) of the Internal Revenue Code must file notice of its intent with the Attorney General.

WHEN TO FILE

Notice to the Attorney General must be provided before the dissolution, merger, consolidation, or transfer of assets. A corporation may not transfer or convey charitable assets until 45 days after it has provided written notice to the Attorney General's Office, subject to a waiver from the Attorney General's Office. *See* Minn. Stat. § 317A.811, subd. 2 (2014).

GENERAL INSTRUCTIONS

Corporations filing a notice pursuant Minn. Stat. § 317A.811 with the Attorney General's Office must provide the following information:

1. A statement of the corporation's charitable purpose;
2. A statement of whether the corporation intends to dissolve, merge, consolidate, or transfer its assets;
3. A list of charitable assets owned or held by the corporation;
4. A list of restricted charitable assets together with explanations for which the assets were received;
5. A description of the debts, obligations, and liabilities of the corporation;
6. A list of the tangible assets that will be sold and how such items will be sold;
7. A list of anticipated expenses of the dissolution, merger, consolidation, or asset transfer, including attorney fees;
8. A statement for the reason each person is receiving the corporate assets; and
9. An explanation of the terms, conditions, or restrictions, if any, to be imposed on the transferred assets.

The notice must be signed on behalf of the corporation by an authorized person before a notary public.

Corporations may use the Notice of Intent to Dissolve, Merge, Consolidate, or Transfer Assets Form provided by the Attorney General's Office by request at (651) 757-1302 or by download from the Attorney General's website at www.ag.state.mn.us/Charity/DownloadForms.asp.

NOTES

A corporation filing a Minn. Stat. § 317A.811 notice of dissolution or merger that is also registered as a soliciting charitable organization under Minn. Stat. ch. 309 or as a charitable trust under Minn. Stat. §§ 501B.33-501B.45 is required to file a final Annual Report and IRS Form 990, as applicable, with the Attorney General's Office.

Pursuant to Minn. Stat. § 317A.811, subd. 5 (2014), failure of the Attorney General to take action with respect to a notice received under Minn. Stat. § 317A.811 does not constitute approval of the transaction.