

# 2018 MN LLC Act Revisions

Date: 11-15-17

RE: Minnesota LLC Act changes

We are notifying you about an upcoming change affecting one or more of the Limited Liability Companies (LLC) we have listed on your client profile here at BBD. The state of Minnesota has recently made some changes to the legal statute your LLC is filed under. This effects all LLC's filed in Minnesota prior to August 1<sup>st</sup>, 2015, under the prior LLC Act.

## WHAT DO YOU NEED TO KNOW?

- As of January 1<sup>st</sup>, 2018, all MN LLC's will automatically converted over to the new LLC Act. If you have an LLC formed prior to August 1<sup>st</sup> 2015, your existing LLC likely has member documents created under the OLD Act.
- You will need to seek legal advice for what consequences this new LLC Act may have on your rights.
- Business by Design cannot provide you with any legal advice on this matter. However, BBD has made an arrangement with a law firm (Virtus Law) to help you with this process if you choose to do so.
- Virtus law has set up a "standard conversion" for you to use to change your current LLC documents over to the new LLC Act. This is intended to be used for LLC's which have only one owner.

## WHAT OPTIONS DO I HAVE? Please check one of the following boxes:

**Seek independent Legal Advice.**

It is commonly agreed that you should seek the proper legal advice to know exactly what you need to do with your LLC. A qualified attorney would be able to provide you with a discussion and some planning options.

**Do nothing.**

Please be aware that if you choose not to update your LLC documents, it may present unintended consequences impacting your financial and legal rights. Please seek legal advice on this matter if you are concerned.

**Use Virtus Law's Streamlined Process**

Business by Design has reached out to Virtus Law to help you with this process. They have provided a "standard conversion" for you to utilize which will convert your current LLC docs to the new MN LLC act. The fee for this will be **\$395.00** as a flat fee charged by Virtus Law. Business by Design will assist you with getting your LLC records book scanned, and sent over to Virtus Law.

**Customize your LLC documents to meet your current needs.**

The new MN LLC act comes with many new management and control functions. If you wish to do a more detailed review of your LLC documents, we recommend you set up a time with Virtus Law to discuss these options.

If you are in a multi-member LLC, this should be your next step. You will want to be sure you understand the new LLC Act and its impact on your LLC structure.

## IN SIGNING THIS AGREEMENT, I/WE ACKNOWLEDGE AND REPRESENT THAT:

- I /we understand our LLC should have some/all of these factors taken into consideration and that the current LLC documents may not cover all multi-member LLC situations, circumstances, or problems. I/we release from liability and waive my right for pursuing BBD, their employees, officers, volunteers and agents (collectively "BBD") from any and all claims or damages.
- I/We have read the foregoing Agreement, understand it and sign it voluntarily as my/our own free act and deed; no oral representations, statements, or inducements, apart from the foregoing written agreement, have been made; I/we am at least eighteen (18) years of age and fully competent; and I/we execute this Agreement for full, adequate and complete consideration fully intending to be bound by same.

When complete, please return to **Zach Prim** ([zachprim@mybbd.com](mailto:zachprim@mybbd.com)) or **Ryan Kellogg** ([ryankellogg@mybbd.com](mailto:ryankellogg@mybbd.com)) at Business by Design via email or fax.

**REQUIRED: Please check ONE box above and sign, date and return to BBD.**

\_\_\_\_\_  
LLC Registered Name (Please Print)

\_\_\_\_\_  
Your Name, Title (LLC Chief Manager)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of LLC authorized signer