



# HOUSE BILL No. 5576

February 13, 1996, Introduced by Rep. Brackenridge and referred to the Committee on Local Government.

A bill to amend the title and sections 217 and 1060 of Act No. 284 of the Public Acts of 1972, entitled "Business corporation act," section 217 as amended by Act No. 121 of the Public Acts of 1989 and section 1060 as amended by Act No. 91 of the Public Acts of 1993, being sections 450.1217 and 450.2060 of the Michigan Compiled Laws.

**THE PEOPLE OF THE STATE OF MICHIGAN ENACT:**

1       Section 1. The title and sections 217 and 1060 of Act  
2 No. 284 of the Public Acts of 1972, section 217 as amended by Act  
3 No. 121 of the Public Acts of 1989 and section 1060 as amended by  
4 Act No. 91 of the Public Acts of 1993, being sections 450.1217  
5 and 450.2060 of the Michigan Compiled Laws, are amended to read  
6 as follows:

## TITLE

1  
2 An act to provide for the organization and regulation of  
3 corporations; to prescribe their duties, rights, powers, immuni-  
4 ties and liabilities; to provide for the authorization of foreign  
5 corporations within this state; to prescribe the functions of  
6 ~~the administrator of this act~~ CERTAIN STATE AND LOCAL OFFICERS  
7 AND ENTITIES; TO ESTABLISH FEES; to prescribe penalties for vio-  
8 lations of this act; and to repeal ~~certain~~ acts and parts of  
9 acts.

10 Sec. 217. (1) A domestic or foreign corporation may trans-  
11 act its business under any assumed name or names other than its  
12 corporate name if not precluded from use by section 212, by  
13 filing a certificate stating the true name of the corporation and  
14 the assumed name under which the business is to be transacted.  
15 The certificate shall be effective, unless sooner terminated by  
16 the filing of a certificate of termination or by the dissolution  
17 or withdrawal of the corporation, for a period expiring on  
18 December 31 of the fifth full calendar year following the year in  
19 which it was filed. It may be extended for additional consecu-  
20 tive periods of 5 full calendar years each by filing similar cer-  
21 tificates not earlier than 90 days preceding the expiration of  
22 any period. The administrator shall notify the corporation of  
23 the impending expiration of the certificate of assumed name not  
24 later than 90 days before the expiration of the initial or subse-  
25 quent 5-year period. This section does not create substantive  
26 rights to the use of a particular assumed name.

1       (2) The same name may be assumed by 2 or more corporations,  
2 or by 1 or more corporations and 1 or more limited partnerships  
3 or other enterprises, in the case of corporations and other  
4 enterprises participating together in a partnership or joint  
5 venture. Each participant corporation shall file a certificate  
6 under this section.

7       (3) A DOMESTIC OR FOREIGN CORPORATION MAY TERMINATE AN  
8 ASSUMED NAME BY FILING A CERTIFICATE STATING THE TRUE NAME OF THE  
9 CORPORATION AND THE ASSUMED NAME AND REQUESTING THAT THE ASSUMED  
10 NAME BE TERMINATED.

11       (4) A CERTIFICATE UNDER SUBSECTION (1) OR (3) SHALL BE FILED  
12 WITH THE COUNTY CLERK OF THE COUNTY WHERE THE REGISTERED OFFICE  
13 OF THE CORPORATION IS LOCATED AND ACCOMPANIED BY A FEE OF  
14 \$20.00. THE COUNTY CLERK SHALL FORWARD A CERTIFICATE UNDER SUB-  
15 SECTION (1) OR (3) TO THE ADMINISTRATOR WITH \$10.00 OF THE FEE.  
16 THE COUNTY CLERK SHALL PAY THE REMAINING \$10.00 OF THE FEE INTO  
17 THE GENERAL FUND OF THE COUNTY. THE COUNTY BOARD OF COMMISSION-  
18 ERS SHALL ALLOCATE THAT REMAINING \$10.00 OF THE FEE FOR UPGRADING  
19 TECHNOLOGY IN THE COUNTY CLERK'S OFFICE.

20       Sec. 1060. (1) The fees to be paid to the administrator  
21 when the documents described in this subsection are delivered to  
22 him or her for filing are as follows:

23       (a) Articles of domestic corporations, \$10.00.

24       (b) Application of a foreign corporation for a certificate  
25 of authority to transact business in this state, \$10.00.

26       (c) Amendment to the articles of a domestic corporation,  
27 \$10.00.

1 (d) Amended application for a certificate of authority to  
2 transact business in this state, \$10.00.

3 (e) Certificate of merger or share exchange as provided in  
4 chapter 7, \$50.00.

5 (f) Certificate attesting to the occurrence of a merger of a  
6 foreign corporation, as provided in section 1021, \$10.00.

7 (g) Certificate of dissolution, \$10.00.

8 (h) Application for withdrawal and issuance of a certificate  
9 of withdrawal of a foreign corporation, \$10.00.

10 (i) Application for reservation of corporate name, \$10.00.

11 (j) Certificate of assumed name or a certificate of termina-  
12 tion of assumed name, \$10.00, TO BE FORWARDED BY THE COUNTY CLERK  
13 UNDER SECTION 217.

14 (k) Statement of change of registered office or resident  
15 agent, \$5.00.

16 (l) Restated articles of domestic corporations, \$10.00.

17 (m) Certificate of abandonment, \$10.00.

18 (n) Certificate of correction, \$10.00.

19 (o) Certificate of revocation of dissolution proceedings,  
20 \$10.00.

21 (p) Certificate of renewal of corporate existence, \$10.00.

22 (q) For examining a special report required by law, \$2.00.

23 (r) Certificate of registration of corporate name of a for-  
24 eign corporation, \$50.00.

25 (s) Certificate of renewal of registration of corporate name  
26 of a foreign corporation, \$50.00.

1 (t) Certificate of termination of registration of corporate  
2 name of a foreign corporation, \$10.00.

3 (2) The fees prescribed in subsection (1), no part of which  
4 shall be refunded, shall be in addition to the franchise fees  
5 prescribed in this act, and shall, when collected, be paid into  
6 the treasury of the state and credited to the administrator to be  
7 used solely by the corporation and securities bureau in carrying  
8 out those duties required by law.

9 (3) Fees paid by or on behalf of domestic and foreign regu-  
10 lated investment companies as defined in section 1064 shall be  
11 the same as are charged foreign and domestic corporations for the  
12 purposes specified in this section.

13 (4) The fees received pursuant to section 915 shall be  
14 deposited in the state treasury to the credit of the administra-  
15 tor to be used by the corporation and securities bureau in carry-  
16 ing out those duties required by law. After the payment of the  
17 amounts appropriated by the legislature for the necessary  
18 expenses incurred in the administration of this act, the money  
19 remaining shall be credited to the general fund of the state.

20 (5) A minimum charge of \$1.00 for each certificate and 50  
21 cents per folio shall be paid to the administrator for certifying  
22 a part of a file or record pertaining to a corporation for which  
23 provision for payment is not set forth in subsection (1). The  
24 administrator may furnish ~~copies~~ REPRODUCTIONS of documents,  
25 reports, and papers required or permitted by law to be filed with  
26 the administrator, and shall charge for those ~~copies~~  
27 REPRODUCTIONS pursuant to a schedule of fees which the

1 administrator shall adopt with the approval of the state  
2 administrative board. THE REPRODUCTIONS SHALL BE MADE PURSUANT  
3 TO THE RECORDS MEDIA ACT, ACT NO. 116 OF THE PUBLIC ACTS OF 1992,  
4 BEING SECTIONS 24.401 TO 24.403 OF THE MICHIGAN COMPILED LAWS.

5 The administrator shall retain the revenue collected under this  
6 subsection to be used by the corporation and securities bureau to  
7 defray the costs for its ~~copying~~ REPRODUCTION and certifying  
8 services.

9 (6) If a domestic or foreign corporation pays fees or penal-  
10 ties by check and the check is dishonored, the fee shall be con-  
11 sidered unpaid and the filing of all related documents will be  
12 rescinded.

13 (7) The administrator may accept a credit card, in lieu of  
14 cash or check, as payment of a fee under this act. The adminis-  
15 trator shall determine which credit cards may be accepted for  
16 payment.

17 (8) The administrator may charge a nonrefundable fee of up  
18 to \$50.00 for any document submitted or certificate sent by fac-  
19 simile transmission. The administrator shall retain the revenue  
20 collected under this section to be used by the corporation and  
21 securities bureau in carrying out its duties required by law.