



# SENATE BILL No. 142

January 17, 1995, Introduced by Senator STEIL  
and referred to the Committee on Financial  
Services.

A bill to amend sections 131, 151, 801, 831, and 1041 of Act  
No. 162 of the Public Acts of 1982, entitled  
"Nonprofit corporation act,"  
section 131 as amended by Act No. 198 of the Public Acts of 1992,  
being sections 450.2131, 450.2151, 450.2801, 450.2831, and  
450.3041 of the Michigan Compiled Laws; and to repeal acts and  
parts of acts.

## THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

1 Section 1. Sections 131, 151, 801, 831, and 1041 of Act  
2 No. 162 of the Public Acts of 1982, section 131 as amended by Act  
3 No. 198 of the Public Acts of 1992, being sections 450.2131,  
4 450.2151, 450.2801, 450.2831, and 450.3041 of the Michigan  
5 Compiled Laws, are amended to read as follows:

6 Sec. 131. (1) A document required or permitted to be filed  
7 under this act shall be filed by delivering the document to the

1 administrator together with the fees and accompanying documents  
2 required by law. If the document substantially conforms to the  
3 requirements of this act, the administrator shall endorse upon it  
4 the word "filed" with the administrator's official title and the  
5 dates of receipt and of filing, and shall file and index the doc-  
6 ument or a reproduction of the document pursuant to the records  
7 media act in the administrator's office. If ~~so~~ requested at  
8 the time of the delivery of the document to the administrator's  
9 office, the administrator shall include the hour of filing in the  
10 endorsement on the document. The administrator shall prepare and  
11 return a true copy or, at the administrator's discretion, the  
12 original of a document ~~other than an annual report~~ to the  
13 person who submitted the document for filing. The administrator  
14 shall mark the filing date on the true copy or original. The  
15 records and files of the administrator relating to corporations  
16 shall be open to reasonable inspection by the public. The  
17 records or files may, at the discretion of the administrator, be  
18 maintained either in their original form or in the form of repro-  
19 ductions pursuant to the records media act. The administrator  
20 may make reproductions of documents filed under this act, or any  
21 predecessor act, pursuant to the records media act, ACT NO. 116  
22 OF THE PUBLIC ACTS OF 1992, BEING SECTIONS 24.401 TO 24.403 OF  
23 THE MICHIGAN COMPILED LAWS, and may destroy the originals of the  
24 documents reproduced.

25 (2) The document is effective at the time it is endorsed  
26 unless a subsequent effective time, not later than 90 days after  
27 the date of delivery, is set forth in the document.

1       Sec. 151. (1) If the administrator fails promptly to file a  
2 document ~~, other than an annual report,~~ submitted for filing  
3 under this act, the administrator shall, within 10 days after  
4 receipt from the person submitting the document for filing of a  
5 written request for the filing of the document, give written  
6 notice of the refusal to file to that person, specifying the rea-  
7 sons for the failure to file the document. From the disapproval  
8 the person may seek judicial review pursuant to ~~sections 103,~~  
9 ~~104, and 106 of~~ CHAPTER 6 OF THE ADMINISTRATIVE PROCEDURES ACT  
10 OF 1969, Act No. 306 of the Public Acts of 1969, ~~as amended,~~  
11 being sections ~~24.303, 24.304, and~~ 24.301 TO 24.306 of the  
12 Michigan Compiled Laws.

13       (2) If the administrator refuses or revokes the authoriza-  
14 tion of a foreign corporation to conduct affairs in this state  
15 pursuant to this act, the foreign corporation may seek judicial  
16 review pursuant to ~~sections 103, 104, and 106~~ CHAPTER 6 of Act  
17 No. 306 of the Public Acts of 1969. ~~, as amended.~~

18       Sec. 801. (1) A corporation may be dissolved in any of the  
19 following ways:

20       (a) Automatically by expiration of a period of duration to  
21 which the corporation is limited by its articles of  
22 incorporation.

23       (b) By action of the incorporators or directors pursuant to  
24 section 803.

25       (c) By action of the shareholders, members, or the board  
26 pursuant to section 804.

1 (d) By action of a shareholder or member pursuant to section  
2 805.

3 (e) By a judgment of the circuit court in an action brought  
4 pursuant to this act or otherwise.

5 ~~(f) Automatically, pursuant to section 922, for failure to~~  
6 ~~file an annual report or pay the annual filing fee or a penalty~~  
7 ~~added to the fee.~~

8 (2) A corporation whose assets have been wholly disposed of  
9 under court order in receivership or bankruptcy proceedings may  
10 be summarily dissolved by order of the court having jurisdiction  
11 of the proceedings. A copy of the order shall be filed with the  
12 administrator by the clerk of the court.

13 Sec. 831. A corporation is dissolved when any of the fol-  
14 lowing ~~occurs~~ OCCUR:

15 (a) The period of duration stated in the corporation's arti-  
16 cles of incorporation expires.

17 (b) A certificate of dissolution is filed pursuant to  
18 ~~sections 803 to~~ SECTION 803, 804, OR 805.

19 (c) A judgment of forfeiture of corporate franchises or of  
20 dissolution is entered by a court of competent jurisdiction and a  
21 copy of a judicial order of dissolution shall be forwarded  
22 promptly to the administrator by the receiver or other person  
23 designated by the court.

24 ~~(d) Failure to file an annual report or pay an annual~~  
25 ~~filing fee, as provided in section 922.~~

26 Sec. 1041. In addition to any other ground for revocation  
27 provided by law, the administrator may revoke the certificate of

1 authority of a foreign corporation to conduct affairs in this  
2 state upon the conditions prescribed in section 1042 upon any of  
3 the following grounds:

4 (a) The corporation fails to maintain a resident agent in  
5 this state as required by this act.

6 (b) The corporation, after change of its registered office  
7 or resident agent, fails to file a statement of such change as  
8 required by this act.

9 (c) The corporation, after amending its articles of incorpo-  
10 ration, fails to file a copy of the amendment as required by this  
11 act.

12 (d) The corporation, after becoming a party to a merger,  
13 consolidation, or similar corporation action, fails to file a  
14 copy of the certificate of merger, consolidation, or similar cor-  
15 porate action as required by this act.

16 ~~(e) The corporation fails to file its annual report within~~  
17 ~~the time required by this act.~~

18 Section 2. Sections 911, 922, 925, and 931 of Act No. 162  
19 of the Public Acts of 1982, being sections 450.2911, 450.2922,  
20 450.2925, and 450.2931 of the Michigan Compiled Laws, are  
21 repealed.