



SENATE BILL No. 1096

July 3, 1996, Introduced by Senator BERRYMAN and referred to the Committee on Economic Development, International Trade and Regulatory Affairs.

A bill to amend section 212 of Act No. 284 of the Public Acts of 1972, entitled
"Business corporation act,"
as amended by Act No. 121 of the Public Acts of 1989, being section 450.1212 of the Michigan Compiled Laws.

THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

1 Section 1. Section 212 of Act No. 284 of the Public Acts of
2 1972, as amended by Act No. 121 of the Public Acts of 1989, being
3 section 450.1212 of the Michigan Compiled Laws, is amended to
4 read as follows:

5 Sec. 212. (1) The corporate name of a domestic or foreign
6 corporation formed or existing under or subject to this act shall
7 conform to all of the following:

8 (a) Shall not contain a word or phrase, or abbreviation or
9 derivative of a word or phrase, which indicates or implies that

1 the corporation is formed for a purpose other than 1 or more of
2 the purposes permitted by its articles of incorporation.

3 (b) Shall ~~be such as to~~ distinguish the corporate name
4 upon the records in the office of the administrator from all of
5 the following:

6 (i) The corporate name of any other domestic corporation or
7 foreign corporation authorized to transact business in this
8 state.

9 (ii) The corporate name of any corporation subject to the
10 nonprofit corporation act, Act No. 162 of the Public Acts of
11 1982, being sections 450.2101 to 450.3192 of the Michigan
12 Compiled Laws, or any corporation authorized to conduct affairs
13 in this state under that act.

14 (iii) A corporate name currently reserved, registered, or
15 assumed under this act or Act No. 162 of the Public Acts of
16 1982.

17 (iv) The name of any domestic limited partnership or foreign
18 limited partnership as filed or registered under the Michigan
19 revised uniform limited partnership act, Act No. 213 of the
20 Public Acts of 1982, being sections 449.1101 to 449.2108 of the
21 Michigan Compiled Laws, or any name currently reserved or assumed
22 under ~~that act~~ ACT NO. 213 OF THE PUBLIC ACTS OF 1982.

23 (v) THE ORGANIZED MILITIA OF THIS STATE PROVIDED IN SECTION
24 109 OF THE MICHIGAN MILITARY ACT, ACT NO. 150 OF THE PUBLIC ACTS
25 OF 1967, BEING SECTION 32.509 OF THE MICHIGAN COMPILED LAWS, AS
26 AUTHORIZED IN SECTION 4 OF ARTICLE III OF THE STATE CONSTITUTION
27 OF 1963.

1 (c) Shall not contain a word or phrase, an abbreviation, or
2 derivative of a word or phrase, the use of which is prohibited or
3 restricted by any other statute of this state, unless in compli-
4 ance with that restriction.

5 (2) If a foreign corporation is unable to obtain a certifi-
6 cate of authority to transact business in this state because its
7 corporate name does not comply with the provisions of subsection
8 (1), the foreign corporation may apply for authority to transact
9 business in this state by adding to its corporate name in the
10 application a word, abbreviation, or other distinctive and dis-
11 tinguishing element, or alternatively, adopting for use in this
12 state an assumed name otherwise available for use. If in the
13 judgment of the administrator that name would comply with the
14 provisions of subsection (1), that subsection ~~shall~~ IS not ~~be~~
15 a bar to ~~the issuance~~ ISSUING to the foreign corporation ~~of~~ a
16 certificate of authority to transact business in this state. The
17 certificate issued to the foreign corporation shall be issued in
18 the name applied for and the foreign corporation shall use that
19 name in all its dealings with the administrator and in the trans-
20 action of business in this state.

21 Section 2. This amendatory act shall not take effect unless
22 Senate Bill No. _____ or House Bill No. _____ (request
23 no. 05847'95 a) of the 88th Legislature is enacted into law.