

# SENATE BILL No. 1014

February 16, 2000, Introduced by Senator SCHUETTE and referred to the Committee on Economic Development, International Trade and Regulatory Affairs.

A bill to amend 1993 PA 23, entitled  
"Michigan limited liability company act,"  
by amending section 207 (MCL 450.4207), as amended by 1997  
PA 52.

## THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

1       Sec. 207. (1) Each domestic limited liability company and  
2 foreign limited liability company authorized to transact business  
3 in this state shall have and continuously maintain in this state  
4 both of the following:

5       (a) A registered office that may, but need not be, the same  
6 as its place of business.

7       (b) A resident agent, which agent may be either an individ-  
8 ual resident in this state whose business office or residence is  
9 identical with the registered office or any of the following  
10 having a business office identical with the registered office:

1       (i) A domestic corporation.

2       (ii) A foreign corporation authorized to transact business  
3 in this state.

4       (iii) A domestic limited liability company.

5       (iv) A foreign limited liability company authorized to  
6 transact business in this state.

7       (2) THE APPOINTMENT OF A PERSON AS A RESIDENT AGENT OF A  
8 LIMITED LIABILITY COMPANY IN A DOCUMENT FILED UNDER THIS ACT IS  
9 NOT EFFECTIVE UNLESS THE DOCUMENT INCLUDES THE SIGNED CONSENT OF  
10 THE PERSON TO THE APPOINTMENT.

11       (3) ~~—(2)—~~ The resident agent appointed by a limited liabil-  
12 ity company is an agent of the company upon whom any process,  
13 notice, or demand required or permitted by law to be served upon  
14 the company may be served.

15       (4) ~~—(3)—~~ A person, whether a resident or nonresident of  
16 this state, who is a member of a limited liability company or who  
17 accepts election, appointment, or employment as a manager of a  
18 limited liability company organized under this act, by the accep-  
19 tance, is held to have appointed the resident agent of the com-  
20 pany as his or her agent upon whom process may be served while  
21 the person is a member or manager of the limited liability com-  
22 pany in any action commenced in a court of general jurisdiction  
23 in this state arising out of or founded upon any action of the  
24 limited liability company or of a person as a member or manager  
25 of the limited liability company. Upon accepting service of pro-  
26 cess, the resident agent shall promptly forward it to the member

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1 or manager of the limited liability company at his or her last  
2 known address.

3       (5) ~~-(4)-~~ A domestic limited liability company or foreign  
4 limited liability company authorized to transact business in this  
5 state shall file with the administrator an annual statement exe-  
6 cuted as provided in section 103 containing the name of its resi-  
7 dent agent and the address of its registered office in this  
8 state. The statement shall be filed not later than February 15  
9 of each year, except that a limited liability company formed  
10 after September 30 or a foreign limited liability company autho-  
11 rized to transact business in this state after September 30 need  
12 not file a statement on the February 15 immediately succeeding  
13 its formation or authorization.