

SENATE BILL No. 821

November 7, 2001, Introduced by Senators GARCIA, SIKKEMA, BULLARD, SCHUETTE, STEIL and GOSCHKA and referred to the Committee on Financial Services.

A bill to amend 1993 PA 23, entitled
"Michigan limited liability company act,"
by amending sections 207, 909, and 1101 (MCL 450.4207, 450.4909,
and 450.5101), 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,~~ OR MAY
6 NOT BE the same as its place of business.

7 (b) A resident agent, which ~~agent may be~~ IS either an
8 individual resident in this state whose business office or
9 residence is identical with the registered office or any of the

1 following having a business office identical with the registered
2 office:

3 (i) A domestic corporation.

4 (ii) A foreign corporation authorized to transact business
5 in this state.

6 (iii) A domestic limited liability company.

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

9 (2) The resident agent appointed by a limited liability com-
10 pany is an agent of the company upon whom any process, notice, or
11 demand required or permitted by law to be served upon the company
12 may be served.

13 (3) A person, whether a resident or nonresident of this
14 state, ~~who is~~ BY BECOMING a member of a limited liability
15 company, or ~~who accepts~~ BY ACCEPTING election, appointment, or
16 employment as a manager of a limited liability company organized
17 under this act, ~~by the acceptance, is held to have appointed~~
18 APPOINTS the resident agent of the LIMITED LIABILITY company as
19 his or her agent upon whom process may be served while the person
20 is a member or manager of the limited liability company in any
21 action commenced in a court of general jurisdiction in this state
22 arising out of or founded upon any action of the limited liabil-
23 ity company or of a person as a member or manager of the limited
24 liability company. Upon accepting service of process, the resi-
25 dent agent shall promptly forward it to the member or manager of
26 the limited liability company at his or her last known address.

1 (4) ~~A~~ SUBJECT TO SUBSECTION (5), A domestic limited
2 liability company or foreign limited liability company authorized
3 to transact business in this state shall file with the adminis-
4 trator an annual statement executed as provided in section 103
5 containing the name of its resident agent and the address of its
6 registered office in this state. The LIMITED LIABILITY COMPANY
7 SHALL FILE THE ANNUAL statement ~~shall be filed~~ not later than
8 February 15 of each year, except that a limited liability company
9 formed after September 30 or a foreign limited liability company
10 authorized to transact business in this state after September 30
11 ~~need not file a statement on the February 15 immediately~~
12 ~~succeeding~~ IS NOT REQUIRED TO FILE AN ANNUAL STATEMENT IN THE
13 YEAR AFTER its formation or authorization.

14 (5) IF THERE ARE NO CHANGES IN THE INFORMATION PROVIDED IN
15 THE LAST FILED ANNUAL STATEMENT REQUIRED UNDER SUBSECTION (4),
16 THE LIMITED LIABILITY COMPANY MAY FILE AN ANNUAL STATEMENT THAT
17 CERTIFIES TO THE ADMINISTRATOR THAT NO CHANGES IN THE REQUIRED
18 INFORMATION HAVE OCCURRED SINCE THE LAST FILED ANNUAL STATEMENT.
19 AN ANNUAL STATEMENT DESCRIBED IN THIS SUBSECTION SHALL BE ON A
20 FORM APPROVED BY THE ADMINISTRATOR AND FILED NO LATER THAN THE
21 DATE REQUIRED UNDER SUBSECTION (4). A LIMITED LIABILITY COMPANY
22 THAT FILES AN ANNUAL STATEMENT DESCRIBED IN THIS SUBSECTION IS
23 NOT REQUIRED TO PAY A FILING FEE WITH THE ANNUAL STATEMENT.

24 Sec. 909. (1) ~~A~~ SUBJECT TO SUBSECTION (2), A professional
25 limited liability company shall file with the administrator an
26 annual report, together with a \$50.00 filing fee, listing the
27 names and addresses of all members and managers and certifying

1 that each member and manager is a licensed person in 1 or more of
2 the professional services rendered by the company. The ANNUAL
3 report shall also certify that any member or manager not licensed
4 or otherwise legally authorized to render professional services
5 in this state does not render professional services in this
6 state.

7 (2) IF THERE ARE NO CHANGES IN THE INFORMATION PROVIDED IN
8 THE LAST FILED ANNUAL REPORT REQUIRED UNDER SUBSECTION (1), THE
9 PROFESSIONAL LIMITED LIABILITY COMPANY MAY FILE AN ANNUAL REPORT
10 THAT CERTIFIES TO THE ADMINISTRATOR THAT NO CHANGES IN THE
11 REQUIRED INFORMATION HAVE OCCURRED SINCE THE LAST FILED ANNUAL
12 REPORT. AN ANNUAL REPORT DESCRIBED IN THIS SUBSECTION SHALL BE
13 ON A FORM APPROVED BY THE ADMINISTRATOR AND FILED NO LATER THAN
14 THE DATE REQUIRED UNDER SUBSECTION (3). A PROFESSIONAL LIMITED
15 LIABILITY COMPANY THAT FILES AN ANNUAL REPORT DESCRIBED IN THIS
16 SUBSECTION IS NOT REQUIRED TO PAY A FILING FEE WITH THE ANNUAL
17 REPORT.

18 (3) ~~-(2) The~~ A professional limited liability company shall
19 file ~~the~~ AN annual report ~~not~~ REQUIRED UNDER THIS SECTION NO
20 later than February 15 of each year, ~~and a penalty of \$50.00~~
21 ~~shall be added to the fee if the annual report is not filed or~~
22 ~~the fee is not paid by February 15,~~ except that if a profes-
23 sional limited liability company is formed after September 30, it
24 ~~need~~ IS not REQUIRED TO file an annual report ~~on the February~~
25 ~~15 immediately succeeding~~ IN THE YEAR AFTER its formation. THE
26 ADMINISTRATOR SHALL ASSESS A PENALTY OF \$50.00 IF AN ANNUAL
27 REPORT IS DELINQUENT.

1 Sec. 1101. (1) The fees to be paid to the administrator
2 when the documents described in this subsection are delivered to
3 him or her for filing are as follows:

4 (a) Certificate of correction, \$25.00.

5 (b) Articles of organization, \$50.00.

6 (c) Amendment to the articles of organization, \$25.00.

7 (d) Restated articles of organization, \$50.00.

8 (e) Application for reservation of name, \$25.00.

9 (f) Certificate of assumed name or a certificate of termina-
10 tion of assumed name, \$25.00.

11 (g) Annual statement of resident agent and registered office
12 AS PROVIDED IN SECTION 207(4), \$5.00.

13 (h) Notice of resignation of resident agent, or statement of
14 change of registered office or resident agent, \$5.00.

15 (i) Certificate of merger as provided in article 7,
16 \$100.00.

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

18 (k) Certificate of conversion, \$25.00.

19 (l) Certificate of dissolution, \$10.00.

20 (m) Application of a foreign limited liability company for a
21 certificate of authority to transact business in this state,
22 \$50.00.

23 (n) Certificate correcting statement contained in an appli-
24 cation for a certificate of authority to transact business in
25 this state, \$25.00.

1 (o) Certificate attesting to the occurrence of a merger of a
2 foreign limited liability company, as provided in section 1005,
3 \$10.00.

4 (p) Application for withdrawal and issuance of a certificate
5 of withdrawal of a foreign limited liability company, \$10.00.

6 (q) In addition to the fee required to file a document, the
7 administrator may charge a fee of \$50.00 if the document is filed
8 by facsimile transmission or the administrator is requested to
9 transmit a document by a facsimile machine.

10 (2) The fees prescribed in subsection (1), no part of which
11 shall be refunded, when collected shall be paid into the treasury
12 of the state and credited to the administrator to be used solely
13 by the corporation and securities bureau in carrying out those
14 duties required by law.

15 (3) ~~A~~ IF A FEE IS NOT SPECIFIED IN SUBSECTION (1), A mini-
16 mum charge of \$1.00 for each certificate and 50 cents per folio
17 shall be paid to the administrator for certifying a part of a
18 file or record pertaining to a domestic or foreign limited
19 liability company. ~~for which provision for payment is not set~~
20 ~~forth in subsection (1).~~ The administrator may furnish copies of
21 documents, reports, and papers required or permitted by law to be
22 filed with the administrator, and shall charge for those copies
23 pursuant to a schedule of fees that the administrator shall adopt
24 with the approval of the state administrative board. The admin-
25 istrator shall retain the revenue collected under this subsection
26 to be used by the corporation and securities bureau to defray the
27 costs of its copying and certifying services.

1 (4) If a domestic or foreign limited liability company pays
2 fees or penalties by check and the check is dishonored, the fee
3 is considered unpaid and the ADMINISTRATOR SHALL RESCIND THE
4 filing of all related documents. ~~will be rescinded.~~

5 (5) The administrator may accept a credit card, instead of
6 cash or A check, as payment of a fee under this act. The admin-
7 istrator shall determine which credit cards ~~may be accepted for~~
8 TO ACCEPT AS payment.