

**SENATE SUBSTITUTE FOR
HOUSE BILL NO. 5356**

A bill to amend 1972 PA 284, entitled "Business corporation act," by amending sections 131, 201, 211, 217, 241, 545a, 564a, 564b, 762, 1002, and 1060 (MCL 450.1131, 450.1201, 450.1211, 450.1217, 450.1241, 450.1545a, 450.1564a, 450.1564b, 450.1762, 450.2002, and 450.2060), section 131 as amended by 2005 PA 217, sections 211 and 241 as amended and section 545a as added by 1989 PA 121, sections 217, 564a, and 762 as amended by 1997 PA 118, section 564b as amended by 2001 PA 57, and section 1060 as amended by 2007 PA 83, and by adding sections 745, 746, and 806; and to repeal acts and parts of acts.

THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

1 Sec. 131. (1) A document required or permitted to be filed

1 under this act shall be submitted by delivering the document to the
2 administrator together with the fees and accompanying documents
3 required by law. The administrator may establish a procedure for
4 accepting delivery of a document submitted under this subsection by
5 facsimile or other electronic transmission. However, by December
6 31, 2006, the administrator shall establish a procedure for
7 accepting delivery of a document submitted under this subsection by
8 electronic mail or over the Internet. Beginning January 1, 2007,
9 the administrator shall accept delivery of documents submitted by
10 electronic mail or over the Internet.

11 (2) If a document submitted under subsection (1) substantially
12 conforms to the requirements of this act, the administrator shall
13 endorse upon it the word "filed" with his or her official title and
14 the date of receipt and of filing and shall file and index the
15 document or a photostatic, micrographic, photographic, optical disc
16 media, or other reproduced copy in his or her office. If requested
17 at the time of the delivery of the document to his or her office,
18 the administrator shall include the hour of filing in the
19 endorsement on the document.

20 (3) The administrator shall return a copy of a document filed
21 under subsection (2), other than an annual report, or, at his or
22 her discretion, the original, to the person who submitted it for
23 filing. The administrator shall mark the filing date on the copy or
24 original before returning it or, if the document was submitted by
25 electronic mail or over the Internet, may provide proof of the
26 filing date to the person who submitted the document for filing in
27 another manner determined by the administrator.

1 (4) The records and files of the administrator relating to
2 domestic and foreign corporations shall be open to reasonable
3 inspection by the public. The administrator may maintain records or
4 files either in their original form or in photostatic,
5 micrographic, photographic, optical disc media, or other reproduced
6 form.

7 (5) The administrator may make copies of any documents filed
8 under this act or any predecessor act by photostatic, micrographic,
9 photographic, optical disc media, or other reproduced form and may
10 destroy the originals of the copied documents. A photostatic,
11 micrographic, photographic, optical disc media, or other reproduced
12 copy certified by the administrator, including a copy sent by
13 facsimile or other electronic transmission, is considered an
14 original for all purposes and is admissible in evidence in like
15 manner as an original.

16 (6) ~~A~~**EXCEPT AS PROVIDED IN SECTION 806, A** document filed
17 under subsection (2) is effective at the time it is endorsed unless
18 a subsequent effective time, not later than 90 days after the date
19 of delivery, is set forth in the document.

20 (7) The administrator shall charge 1 of the following
21 nonrefundable fees if expedited filing of a document by the
22 administrator is requested and the administrator shall retain the
23 revenue collected under this subsection and the department shall
24 use it to carry out its duties required by law:

25 (a) For any filing that a person requests the administrator to
26 complete within 1 hour on the same day as the day of the request,
27 \$1,000.00. The department may establish a deadline by which a

1 person must submit a request for filing under this subdivision.

2 (b) For any filing that a person requests the administrator to
3 complete within 2 hours on the same day as the day of the request,
4 \$500.00. The department may establish a deadline by which a person
5 must submit a request for filing under this subdivision.

6 (c) Except for a filing request under subdivision (a) or (b),
7 for the filing of any formation or qualification document that a
8 person requests the administrator to complete on the same day as
9 the day of the request, \$100.00. The department may establish a
10 deadline by which a person must submit a request for filing under
11 this subdivision.

12 (d) Except for a filing request under subdivision (a) or (b),
13 for the filing of any other document concerning an existing
14 domestic corporation or a qualified foreign corporation that a
15 person requests the administrator to complete on the same day as
16 the day of the request, \$200.00. The department may establish a
17 deadline by which a person must submit a request for filing under
18 this subdivision.

19 (e) For the filing of any formation or qualification document
20 that a person requests the administrator to complete within 24
21 hours of the time the administrator receives the request, \$50.00.

22 (f) For the filing of any other document concerning an
23 existing domestic corporation or a qualified foreign corporation
24 that a person requests the administrator to complete within 24
25 hours of the time the administrator receives the request, \$100.00.

26 Sec. 201. One or more persons may be the incorporators of a
27 corporation by signing ~~in ink~~ and filing articles of incorporation

1 for the corporation.

2 Sec. 211. The corporate name of a domestic corporation shall
3 contain the word "corporation", "company", "incorporated", or
4 "limited" or shall contain 1 of the following abbreviations: 7
5 corp., co., inc., or ltd., **WITH OR WITHOUT PERIODS.**

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

24 (2) The same name may be assumed by 2 or more corporations, or
25 by 1 or more corporations and 1 or more limited partnerships or
26 other enterprises participating together in a partnership or joint
27 venture. Each participant corporation shall file a certificate

1 under this section.

2 (3) A corporation participating in a merger, or any other
3 entity participating in a merger under section 736, may transfer to
4 the surviving entity the use of an assumed name for which a
5 certificate of assumed name is on file with the administrator ~~prior~~
6 ~~to~~ **BEFORE** the merger, if the transfer is noted in the certificate
7 of merger as provided in section 707(1)(g), 712(1)(c), or
8 736(7)(f), or other applicable statute. The use of an assumed name
9 transferred under this subsection may continue for the remaining
10 effective period of the certificate of assumed name on file ~~prior~~
11 ~~to~~ **BEFORE** the merger, and the surviving entity may terminate or
12 extend the certificate of assumed name in accordance with
13 subsection (1).

14 (4) A corporation surviving a merger may use as an assumed
15 name the corporate name of a merging corporation, or the name of
16 any other entity participating in the merger under section 736, by
17 filing a certificate of assumed name under subsection (1) or by
18 providing for the use of the name as an assumed name in the
19 certificate of merger. The surviving corporation also may file a
20 certificate of assumed name under subsection (1) or provide in the
21 certificate of merger for the use as an assumed name of an assumed
22 name of a merging entity not transferred under subsection (3). A
23 provision in ~~the~~ **A** certificate of merger under this subsection
24 shall be treated as a new certificate of assumed name.

25 **(5) A BUSINESS ORGANIZATION INTO WHICH A CORPORATION HAS**
26 **CONVERTED UNDER SECTION 745 MAY USE AN ASSUMED NAME OF THE**
27 **CONVERTING CORPORATION, IF THE CORPORATION HAS A CERTIFICATE OF**

1 ASSUMED NAME FOR THAT ASSUMED NAME ON FILE WITH THE ADMINISTRATOR
2 BEFORE THE CONVERSION, BY PROVIDING FOR THE USE OF THE NAME AS AN
3 ASSUMED NAME IN THE CERTIFICATE OF CONVERSION. THE USE OF AN
4 ASSUMED NAME UNDER THIS SUBSECTION MAY CONTINUE FOR THE REMAINING
5 EFFECTIVE PERIOD OF THE CERTIFICATE OF ASSUMED NAME ON FILE BEFORE
6 THE CONVERSION, AND THE SURVIVING BUSINESS ORGANIZATION MAY
7 TERMINATE OR EXTEND THE CERTIFICATE OF ASSUMED NAME IN THE MANNER
8 DESCRIBED IN SUBSECTION (1).

9 (6) A CORPORATION INTO WHICH 1 OR MORE BUSINESS ORGANIZATIONS
10 HAVE CONVERTED UNDER SECTION 746 MAY USE AS AN ASSUMED NAME THE
11 NAME OF ANY BUSINESS ORGANIZATION CONVERTING INTO THAT CORPORATION,
12 OR USE AS AN ASSUMED NAME AN ASSUMED NAME OF THAT BUSINESS
13 ORGANIZATION, BY FILING A CERTIFICATE OF ASSUMED NAME UNDER
14 SUBSECTION (1) OR BY PROVIDING FOR THE USE OF THAT NAME OR ASSUMED
15 NAME AS AN ASSUMED NAME OF THE CORPORATION IN THE CERTIFICATE OF
16 CONVERSION. A PROVISION IN THE CERTIFICATE OF CONVERSION UNDER THIS
17 SUBSECTION SHALL BE TREATED AS A NEW CERTIFICATE OF ASSUMED NAME.

18 Sec. 241. Each domestic corporation and each foreign
19 corporation authorized to transact business in this state shall
20 have and continuously maintain in this state both of the following:

21 (a) A registered office which may be the same as its place of
22 business.

23 (b) A resident agent. ~~which~~ **A RESIDENT** agent may be either
24 an individual resident in this state whose business office or
25 residence is identical with the registered office; ~~a~~ a domestic
26 corporation ~~OR A LIMITED LIABILITY COMPANY~~; or a foreign
27 corporation **OR LIMITED LIABILITY COMPANY** authorized to transact

1 business in this state ~~and having~~ **THAT HAS** a business office
2 identical with the registered office.

3 Sec. 545a. (1) A transaction in which a director or officer is
4 determined to have an interest shall not, because of the interest,
5 be enjoined, set aside, or give rise to an award of damages or
6 other sanctions, in a proceeding by a shareholder or by or in the
7 right of the corporation, if the person interested in the
8 transaction establishes any of the following:

9 (a) The transaction was fair to the corporation at the time
10 entered into.

11 (b) The material facts of the transaction and the director's
12 or officer's interest were disclosed or known to the board, a
13 committee of the board, or the independent director or directors,
14 and the board, committee, or independent director or directors
15 authorized, approved, or ratified the transaction.

16 (c) The material facts of the transaction and the director's
17 or officer's interest were disclosed or known to the shareholders
18 entitled to vote and they authorized, approved, or ratified the
19 transaction.

20 (2) For purposes of subsection (1)(b), a transaction is
21 authorized, approved, or ratified if it received the affirmative
22 vote of the majority of the directors on the board or the committee
23 who had no interest in the transaction, though less than a quorum,
24 or all independent directors who had no interest in the
25 transaction. The presence of, or a vote cast by, a director with an
26 interest in the transaction does not affect the validity of the
27 action taken under subsection (1)(b).

1 (3) For purposes of subsection (1)(c), a transaction is
 2 authorized, approved, or ratified if it received the majority of
 3 votes cast by the holders of shares who did not have an interest in
 4 the transaction. A majority of the shares held by shareholders who
 5 did not have an interest in the transaction constitutes a quorum
 6 for the purpose of taking action under subsection (1)(c).

7 **(4) SATISFYING THE REQUIREMENTS OF SUBSECTION (1) DOES NOT**
 8 **PRECLUDE OTHER CLAIMS RELATING TO A TRANSACTION IN WHICH A DIRECTOR**
 9 **OR OFFICER IS DETERMINED TO HAVE AN INTEREST. THOSE CLAIMS SHALL BE**
 10 **EVALUATED UNDER PRINCIPLES OF LAW APPLICABLE TO A TRANSACTION IN**
 11 **WHICH A DIRECTOR OR OFFICER DOES NOT HAVE AN INTEREST.**

12 (5) ~~(4)~~—The board, by affirmative vote of a majority of
 13 directors in office and irrespective of any personal interest of
 14 any of them, may establish reasonable compensation of directors for
 15 services to the corporation as directors or officers, but approval
 16 of the shareholders is required if the articles of incorporation,
 17 bylaws, or ~~other provisions~~ **ANOTHER PROVISION** of this act ~~se~~
 18 ~~provide~~ **REQUIRES THAT APPROVAL**. Transactions pertaining to the
 19 compensation of directors for services to the corporation as
 20 directors or officers shall not be enjoined, set aside, or give
 21 rise to an award of damages or other sanctions in a proceeding by a
 22 shareholder or by or in the right of the corporation unless it is
 23 shown that the compensation was unreasonable at the time
 24 established.

25 Sec. 564a. (1) Except as otherwise provided in subsection (5),
 26 an indemnification under section 561 or 562, unless ordered by the
 27 court **OR REQUIRED UNDER SECTION 563**, shall be made by the

1 corporation only as authorized in the specific case upon a
2 determination that indemnification of the director, officer,
3 employee, or agent is proper in the circumstances because he or she
4 has met the applicable standard of conduct set forth in sections
5 561 and 562 and upon an evaluation of the reasonableness of
6 expenses and amounts paid in settlement. This determination and
7 evaluation shall be made in any of the following ways:

8 (a) By a majority vote of a quorum of the board consisting of
9 directors who are not parties or threatened to be made parties to
10 the action, suit, or proceeding.

11 (b) If a quorum cannot be obtained under subdivision (a), by
12 majority vote of a committee duly designated by the board and
13 consisting solely of 2 or more directors not at the time parties or
14 threatened to be made parties to the action, suit, or proceeding.

15 (c) ~~By~~ **IN A WRITTEN OPINION BY** independent legal counsel ~~in a~~
16 ~~written opinion, which counsel shall be selected in 1 of the~~
17 following ways:

18 (i) By the board or its committee in the manner prescribed in
19 subdivision (a) or (b).

20 (ii) If a quorum of the board cannot be obtained under
21 subdivision (a) and a committee cannot be designated under
22 subdivision (b), by the board.

23 (d) By all independent directors who are not parties or
24 threatened to be made parties to the action, suit, or proceeding.

25 (e) By the shareholders, but shares held by directors,
26 officers, employees, or agents who are parties or threatened to be
27 made parties to the action, suit, or proceeding may not be voted.

1 (2) In the designation of a committee under subsection (1)(b)
2 or in the selection of independent legal counsel under subsection
3 (1)(c)(ii), all directors may participate.

4 (3) If a person is entitled to indemnification under section
5 561 or 562 for a portion of expenses, including reasonable
6 attorneys' fees, judgments, penalties, fines, and amounts paid in
7 settlement, but not for the total amount, the corporation may
8 indemnify the person for the portion of the expenses, judgments,
9 penalties, fines, or amounts paid in settlement for which the
10 person is entitled to be indemnified.

11 (4) An authorization of payment of indemnification under this
12 section shall be made in any of the following ways:

13 (a) By the board in 1 of the following ways:

14 (i) If there are 2 or more directors who are not parties or
15 threatened to be made parties to the action, suit, or proceeding,
16 by a majority vote of all directors who are not parties or
17 threatened to be made parties, a majority of whom shall constitute
18 a quorum for this purpose.

19 (ii) By a majority of the members of a committee of 2 or more
20 directors who are not parties or threatened to be made parties to
21 the action, suit, or proceeding.

22 (iii) If the corporation has 1 or more independent directors who
23 are not parties or threatened to be made parties to the action,
24 suit, or proceeding, by a majority vote of all independent
25 directors who are not parties or are threatened to be made parties,
26 a majority of whom shall constitute a quorum for this purpose.

27 (iv) If there are no independent directors and less than 2

1 directors who are not parties or threatened to be made parties to
2 the action, suit, or proceeding, by the vote necessary for action
3 by the board in accordance with section 523, in which authorization
4 all directors may participate.

5 (b) By the shareholders, but shares held by directors,
6 officers, employees, or agents who are parties or threatened to be
7 made parties to the action, suit, or proceeding may not be voted on
8 the authorization.

9 (5) To the extent that the articles of incorporation include a
10 provision eliminating or limiting the liability of a director
11 pursuant to section 209(1)(c), a corporation may indemnify a
12 director for the expenses and liabilities described in this
13 subsection without a determination that the director has met the
14 standard of conduct set forth in sections 561 and 562, but no
15 indemnification may be made except to the extent authorized in
16 section 564c if the director received a financial benefit to which
17 he or she was not entitled, intentionally inflicted harm on the
18 corporation or its shareholders, violated section 551, or
19 intentionally committed a criminal act. In connection with an
20 action or suit by or in the right of the corporation ~~as~~ described
21 in section 562, indemnification under this subsection may be for
22 expenses, including attorneys' fees, actually and reasonably
23 incurred. In connection with an action, suit, or proceeding other
24 than an action, suit, or proceeding by or in the right of the
25 corporation, as described in section 561, indemnification under
26 this subsection may be for expenses, including attorneys' fees,
27 actually and reasonably incurred, and for judgments, penalties,

1 fines, and amounts paid in settlement actually and reasonably
2 incurred.

3 Sec. 564b. (1) A corporation may pay or reimburse the
4 reasonable expenses incurred by a director, officer, employee, or
5 agent who is a party or threatened to be made a party to an action,
6 suit, or proceeding in advance of final disposition of the
7 proceeding if the person furnishes the corporation a written
8 undertaking, executed personally or on his or her behalf, to repay
9 the advance if it is ultimately determined that he or she did not
10 meet the applicable standard of conduct, if any, required by this
11 act for the indemnification of a person under the circumstances.

12 (2) The undertaking required by subsection (1) must be an
13 unlimited general obligation of the person but ~~need not~~ **MAY** be
14 ~~secured~~ **UNSECURED** and may be accepted without reference to the
15 financial ability of the person to make repayment.

16 (3) An evaluation of reasonableness under this section shall
17 be made in the manner specified in section 564a(1) for an
18 evaluation of reasonableness of expenses, and an authorization
19 shall be made in the manner specified in section 564a(4) unless an
20 advance is mandatory. **AUTHORIZATION OF ADVANCES WITH RESPECT TO A
21 PROCEEDING AND A DETERMINATION OF REASONABLENESS OF ADVANCES OR
22 SELECTION OF A METHOD FOR DETERMINING REASONABLENESS MAY BE MADE IN
23 A SINGLE ACTION OR RESOLUTION COVERING AN ENTIRE PROCEEDING.
24 HOWEVER, UNLESS THE ACTION OR RESOLUTION PROVIDES OTHERWISE, THE
25 AUTHORIZING OR DETERMINING AUTHORITY MAY SUBSEQUENTLY TERMINATE OR
26 AMEND THE AUTHORIZATION OR DETERMINATION WITH RESPECT TO ADVANCES
27 NOT YET MADE.**

1 (4) A provision in the articles of incorporation or bylaws, a
2 resolution of the board or shareholders, or an agreement making
3 indemnification mandatory shall also make the advancement of
4 expenses mandatory unless the provision, resolution, or agreement
5 specifically provides otherwise.

6 SEC. 745. (1) A DOMESTIC CORPORATION MAY CONVERT INTO A
7 BUSINESS ORGANIZATION IF ALL OF THE FOLLOWING REQUIREMENTS ARE
8 SATISFIED:

9 (A) THE CONVERSION IS PERMITTED BY THE LAW THAT WILL GOVERN
10 THE INTERNAL AFFAIRS OF THE BUSINESS ORGANIZATION AFTER CONVERSION
11 AND THE SURVIVING BUSINESS ORGANIZATION COMPLIES WITH THAT LAW IN
12 CONVERTING.

13 (B) UNLESS SUBDIVISION (D) APPLIES, THE BOARD OF THE DOMESTIC
14 CORPORATION PROPOSING TO CONVERT ADOPTS A PLAN OF CONVERSION THAT
15 INCLUDES ALL OF THE FOLLOWING:

16 (i) THE NAME OF THE DOMESTIC CORPORATION, THE NAME OF THE
17 BUSINESS ORGANIZATION INTO WHICH THE DOMESTIC CORPORATION IS
18 CONVERTING, THE TYPE OF BUSINESS ORGANIZATION INTO WHICH THE
19 DOMESTIC CORPORATION IS CONVERTING, IDENTIFICATION OF THE STATUTE
20 THAT WILL GOVERN THE INTERNAL AFFAIRS OF THE SURVIVING BUSINESS
21 ORGANIZATION, THE STREET ADDRESS OF THE SURVIVING BUSINESS
22 ORGANIZATION, THE STREET ADDRESS OF THE DOMESTIC CORPORATION IF
23 DIFFERENT FROM THE STREET ADDRESS OF THE SURVIVING BUSINESS
24 ORGANIZATION, AND THE PRINCIPAL PLACE OF BUSINESS OF THE SURVIVING
25 BUSINESS ORGANIZATION.

26 (ii) FOR THE DOMESTIC CORPORATION, THE DESIGNATION AND NUMBER
27 OF OUTSTANDING SHARES OF EACH CLASS AND SERIES, SPECIFYING THE

1 CLASSES AND SERIES ENTITLED TO VOTE, EACH CLASS AND SERIES ENTITLED
2 TO VOTE AS A CLASS, AND, IF THE NUMBER OF SHARES IS SUBJECT TO
3 CHANGE BEFORE THE EFFECTIVE DATE OF THE CONVERSION, THE MANNER IN
4 WHICH THE CHANGE MAY OCCUR.

5 (iii) THE TERMS AND CONDITIONS OF THE PROPOSED CONVERSION,
6 INCLUDING THE MANNER AND BASIS OF CONVERTING THE SHARES INTO
7 OWNERSHIP INTERESTS OR OBLIGATIONS OF THE SURVIVING BUSINESS
8 ORGANIZATION, INTO CASH, INTO OTHER CONSIDERATION THAT MAY INCLUDE
9 OWNERSHIP INTERESTS OR OBLIGATIONS OF AN ENTITY THAT IS NOT A PARTY
10 TO THE CONVERSION, OR INTO A COMBINATION OF CASH AND OTHER
11 CONSIDERATION.

12 (iv) THE TERMS AND CONDITIONS OF THE ORGANIZATIONAL DOCUMENTS
13 THAT ARE TO GOVERN THE SURVIVING BUSINESS ORGANIZATION.

14 (v) ANY OTHER PROVISIONS WITH RESPECT TO THE PROPOSED
15 CONVERSION THAT THE BOARD CONSIDERS NECESSARY OR DESIRABLE.

16 (C) IF THE BOARD ADOPTS THE PLAN OF CONVERSION UNDER
17 SUBDIVISION (B), THE PLAN OF CONVERSION IS SUBMITTED FOR APPROVAL
18 IN THE SAME MANNER REQUIRED FOR A MERGER UNDER SECTION 703A(2),
19 INCLUDING THE PROCEDURES PERTAINING TO DISSENTERS' RIGHTS IF ANY
20 SHAREHOLDER HAS THE RIGHT TO DISSENT UNDER SECTION 762.

21 (D) IF THE DOMESTIC CORPORATION HAS NOT COMMENCED BUSINESS,
22 HAS NOT ISSUED ANY SHARES, AND HAS NOT ELECTED A BOARD,
23 SUBDIVISIONS (B) AND (C) DO NOT APPLY AND THE INCORPORATORS MAY
24 APPROVE OF THE CONVERSION OF THE CORPORATION INTO A BUSINESS
25 ORGANIZATION BY UNANIMOUS CONSENT. TO EFFECT THE CONVERSION, THE
26 MAJORITY OF THE INCORPORATORS MUST EXECUTE AND FILE A CERTIFICATE
27 OF CONVERSION UNDER SUBDIVISION (E).

1 (E) AFTER THE PLAN OF CONVERSION IS APPROVED UNDER
2 SUBDIVISIONS (B) AND (C) OR THE CONVERSION IS APPROVED UNDER
3 SUBDIVISION (D), THE DOMESTIC CORPORATION FILES ANY FORMATION
4 DOCUMENTS REQUIRED TO BE FILED UNDER THE LAWS GOVERNING THE
5 INTERNAL AFFAIRS OF THE SURVIVING BUSINESS ORGANIZATION, IN THE
6 MANNER PRESCRIBED BY THOSE LAWS, AND FILES A CERTIFICATE OF
7 CONVERSION WITH THE ADMINISTRATOR. THE CERTIFICATE OF CONVERSION
8 SHALL INCLUDE ALL OF THE FOLLOWING:

9 (i) UNLESS SUBDIVISION (D) APPLIES, ALL OF THE INFORMATION
10 DESCRIBED IN SUBDIVISION (B) (i) AND (ii) AND THE MANNER AND BASIS OF
11 CONVERTING THE SHARES OF THE DOMESTIC CORPORATION CONTAINED IN THE
12 PLAN OF CONVERSION.

13 (ii) UNLESS SUBDIVISION (D) APPLIES, A STATEMENT THAT THE BOARD
14 HAS ADOPTED THE PLAN OF CONVERSION BY THE BOARD UNDER SUBDIVISION
15 (C), OR IF SUBDIVISION (D) APPLIES TO THE CONVERSION, A STATEMENT
16 THAT THE DOMESTIC CORPORATION HAS NOT COMMENCED BUSINESS, HAS NOT
17 ISSUED ANY SHARES, AND HAS NOT ELECTED A BOARD AND THAT THE PLAN OF
18 CONVERSION WAS APPROVED BY THE UNANIMOUS CONSENT OF THE
19 INCORPORATORS.

20 (iii) A STATEMENT THAT THE SURVIVING BUSINESS ORGANIZATION WILL
21 FURNISH A COPY OF THE PLAN OF CONVERSION, ON REQUEST AND WITHOUT
22 COST, TO ANY SHAREHOLDER OF THE DOMESTIC CORPORATION.

23 (iv) IF APPROVAL OF THE SHAREHOLDERS OF THE DOMESTIC
24 CORPORATION WAS REQUIRED, A STATEMENT THAT THE PLAN WAS APPROVED BY
25 THE SHAREHOLDERS UNDER SUBDIVISION (C).

26 (v) A STATEMENT SPECIFYING EACH ASSUMED NAME OF THE DOMESTIC
27 CORPORATION TO BE USED BY THE SURVIVING BUSINESS ORGANIZATION AND

1 AUTHORIZED UNDER SECTION 217(5).

2 (2) SECTION 131 APPLIES IN DETERMINING WHEN A CERTIFICATE OF
3 CONVERSION UNDER THIS SECTION BECOMES EFFECTIVE.

4 (3) WHEN A CONVERSION UNDER THIS SECTION TAKES EFFECT, ALL OF
5 THE FOLLOWING APPLY:

6 (A) THE DOMESTIC CORPORATION CONVERTS INTO THE SURVIVING
7 BUSINESS ORGANIZATION, AND THE ARTICLES OF INCORPORATION OF THE
8 DOMESTIC CORPORATION ARE CANCELED. EXCEPT AS OTHERWISE PROVIDED IN
9 THIS SECTION, THE SURVIVING BUSINESS ORGANIZATION IS ORGANIZED
10 UNDER AND SUBJECT TO THE ORGANIZATIONAL LAWS OF THE JURISDICTION OF
11 THE SURVIVING BUSINESS ORGANIZATION AS STATED IN THE CERTIFICATE OF
12 CONVERSION.

13 (B) THE SURVIVING BUSINESS ORGANIZATION HAS ALL OF THE
14 LIABILITIES OF THE DOMESTIC CORPORATION. THE CONVERSION OF THE
15 DOMESTIC CORPORATION INTO A BUSINESS ORGANIZATION UNDER THIS
16 SECTION SHALL NOT BE CONSIDERED TO AFFECT ANY OBLIGATIONS OR
17 LIABILITIES OF THE DOMESTIC CORPORATION INCURRED BEFORE THE
18 CONVERSION OR THE PERSONAL LIABILITY OF ANY PERSON INCURRED BEFORE
19 THE CONVERSION, AND THE CONVERSION SHALL NOT BE CONSIDERED TO
20 AFFECT THE CHOICE OF LAW APPLICABLE TO THE DOMESTIC CORPORATION
21 WITH RESPECT TO MATTERS ARISING BEFORE THE CONVERSION.

22 (C) THE TITLE TO ALL REAL ESTATE AND OTHER PROPERTY AND RIGHTS
23 OWNED BY THE DOMESTIC CORPORATION REMAIN VESTED IN THE SURVIVING
24 BUSINESS ORGANIZATION WITHOUT REVERSION OR IMPAIRMENT. THE RIGHTS,
25 PRIVILEGES, POWERS, AND INTERESTS IN PROPERTY OF THE DOMESTIC
26 CORPORATION, AS WELL AS THE DEBTS, LIABILITIES, AND DUTIES OF THE
27 DOMESTIC CORPORATION, SHALL NOT BE CONSIDERED, AS A CONSEQUENCE OF

1 THE CONVERSION, TO HAVE BEEN TRANSFERRED TO THE SURVIVING BUSINESS
2 ORGANIZATION TO WHICH THE DOMESTIC CORPORATION HAS CONVERTED FOR
3 ANY PURPOSE OF THE LAWS OF THIS STATE.

4 (D) THE SURVIVING BUSINESS ORGANIZATION MAY USE THE NAME AND
5 THE ASSUMED NAMES OF THE DOMESTIC CORPORATION IF THE FILINGS
6 REQUIRED UNDER SECTION 217(5) OR ANY OTHER APPLICABLE STATUTE ARE
7 MADE AND THE LAWS REGARDING USE AND FORM OF NAMES ARE FOLLOWED.

8 (E) A PROCEEDING PENDING AGAINST THE DOMESTIC CORPORATION MAY
9 BE CONTINUED AS IF THE CONVERSION HAD NOT OCCURRED, OR THE
10 SURVIVING BUSINESS ORGANIZATION MAY BE SUBSTITUTED IN THE
11 PROCEEDING FOR THE DOMESTIC CORPORATION.

12 (F) THE SURVIVING BUSINESS ORGANIZATION IS CONSIDERED TO BE
13 THE SAME ENTITY THAT EXISTED BEFORE THE CONVERSION AND IS
14 CONSIDERED TO BE ORGANIZED ON THE DATE THAT THE DOMESTIC
15 CORPORATION WAS ORIGINALLY INCORPORATED.

16 (G) THE SHARES OF THE DOMESTIC CORPORATION THAT WERE TO BE
17 CONVERTED INTO OWNERSHIP INTERESTS OR OBLIGATIONS OF THE SURVIVING
18 BUSINESS ORGANIZATION OR INTO CASH OR OTHER PROPERTY ARE CONVERTED.

19 (H) UNLESS OTHERWISE PROVIDED IN A PLAN OF CONVERSION ADOPTED
20 IN ACCORDANCE WITH THIS SECTION, THE DOMESTIC CORPORATION IS NOT
21 REQUIRED TO WIND UP ITS AFFAIRS OR PAY ITS LIABILITIES AND
22 DISTRIBUTE ITS ASSETS ON ACCOUNT OF THE CONVERSION, AND THE
23 CONVERSION DOES NOT CONSTITUTE A DISSOLUTION OF THE DOMESTIC
24 CORPORATION.

25 (4) IF THE SURVIVING BUSINESS ORGANIZATION OF A CONVERSION
26 UNDER THIS SECTION IS A FOREIGN BUSINESS ORGANIZATION, IT IS
27 SUBJECT TO THE LAWS OF THIS STATE PERTAINING TO THE TRANSACTION OF

1 BUSINESS IN THIS STATE IF IT TRANSACTS BUSINESS IN THIS STATE. THE
2 SURVIVING BUSINESS ORGANIZATION IS LIABLE, AND IS SUBJECT TO
3 SERVICE OF PROCESS IN A PROCEEDING IN THIS STATE, FOR THE
4 ENFORCEMENT OF AN OBLIGATION OF THE DOMESTIC CORPORATION, AND IN A
5 PROCEEDING FOR THE ENFORCEMENT OF A RIGHT OF A DISSENTING
6 SHAREHOLDER OF THE DOMESTIC CORPORATION AGAINST THE SURVIVING
7 BUSINESS ORGANIZATION.

8 (5) AS USED IN THIS SECTION AND SECTION 746, "BUSINESS
9 ORGANIZATION" AND "ENTITY" MEAN THOSE TERMS AS DEFINED IN SECTION
10 736(1).

11 SEC. 746. (1) A BUSINESS ORGANIZATION MAY CONVERT INTO A
12 DOMESTIC CORPORATION IF ALL OF THE FOLLOWING REQUIREMENTS ARE
13 SATISFIED:

14 (A) THE CONVERSION IS PERMITTED BY THE LAW THAT GOVERNS THE
15 INTERNAL AFFAIRS OF THE BUSINESS ORGANIZATION AND THE BUSINESS
16 ORGANIZATION COMPLIES WITH THAT LAW IN CONVERTING.

17 (B) THE BUSINESS ORGANIZATION PROPOSING TO CONVERT INTO A
18 DOMESTIC CORPORATION ADOPTS A PLAN OF CONVERSION THAT INCLUDES ALL
19 OF THE FOLLOWING:

20 (i) THE NAME OF THE BUSINESS ORGANIZATION, THE TYPE OF BUSINESS
21 ORGANIZATION THAT IS CONVERTING, IDENTIFICATION OF THE STATUTE THAT
22 GOVERNS THE INTERNAL AFFAIRS OF THE BUSINESS ORGANIZATION, THE NAME
23 OF THE SURVIVING DOMESTIC CORPORATION INTO WHICH THE BUSINESS
24 ORGANIZATION IS CONVERTING, THE STREET ADDRESS OF THE SURVIVING
25 DOMESTIC CORPORATION, AND THE PRINCIPAL PLACE OF BUSINESS OF THE
26 SURVIVING DOMESTIC CORPORATION.

27 (ii) A DESCRIPTION OF ALL OF THE OWNERSHIP INTERESTS IN THE

1 BUSINESS ORGANIZATION, SPECIFYING THE INTERESTS ENTITLED TO VOTE,
2 ANY RIGHTS THOSE INTERESTS HAVE TO VOTE COLLECTIVELY OR AS A CLASS,
3 AND IF THE OWNERSHIP INTERESTS ARE SUBJECT TO CHANGE BEFORE THE
4 EFFECTIVE DATE OF THE CONVERSION, THE MANNER IN WHICH THE CHANGE
5 MAY OCCUR.

6 (iii) THE TERMS AND CONDITIONS OF THE PROPOSED CONVERSION,
7 INCLUDING THE MANNER AND BASIS OF CONVERTING THE OWNERSHIP
8 INTERESTS OF THE BUSINESS ORGANIZATION INTO SHARES OR OBLIGATIONS
9 OF THE SURVIVING DOMESTIC CORPORATION, INTO CASH, INTO OTHER
10 CONSIDERATION THAT MAY INCLUDE OWNERSHIP INTERESTS OR OBLIGATIONS
11 OF AN ENTITY THAT IS NOT A PARTY TO THE CONVERSION, OR INTO A
12 COMBINATION OF CASH AND OTHER CONSIDERATION.

13 (iv) THE TERMS AND CONDITIONS OF THE ARTICLES AND BYLAWS THAT
14 ARE TO GOVERN THE SURVIVING DOMESTIC CORPORATION.

15 (v) ANY OTHER PROVISIONS WITH RESPECT TO THE PROPOSED
16 CONVERSION THAT THE BUSINESS ORGANIZATION CONSIDERS NECESSARY OR
17 DESIRABLE.

18 (C) IF A PLAN OF CONVERSION IS ADOPTED BY THE BUSINESS
19 ORGANIZATION UNDER SUBDIVISION (B), THE PLAN OF CONVERSION IS
20 SUBMITTED FOR APPROVAL IN THE MANNER REQUIRED BY THE LAW GOVERNING
21 THE INTERNAL AFFAIRS OF THAT BUSINESS ORGANIZATION.

22 (D) AFTER THE PLAN OF CONVERSION IS APPROVED UNDER
23 SUBDIVISIONS (B) AND (C), THE BUSINESS ORGANIZATION FILES A
24 CERTIFICATE OF CONVERSION WITH THE ADMINISTRATOR. THE CERTIFICATE
25 OF CONVERSION SHALL INCLUDE ALL OF THE FOLLOWING:

26 (i) ALL OF THE INFORMATION DESCRIBED IN SUBDIVISION (B) (i) AND
27 (ii) AND THE MANNER AND BASIS OF CONVERTING THE OWNERSHIP INTERESTS

1 OF THE BUSINESS ORGANIZATION CONTAINED IN THE PLAN OF CONVERSION.

2 (ii) A STATEMENT THAT THE BUSINESS ORGANIZATION HAS ADOPTED THE
3 PLAN OF CONVERSION UNDER SUBDIVISION (C).

4 (iii) A STATEMENT THAT THE SURVIVING BUSINESS CORPORATION WILL
5 FURNISH A COPY OF THE PLAN OF CONVERSION, ON REQUEST AND WITHOUT
6 COST, TO ANY OWNER OF THE BUSINESS ORGANIZATION.

7 (iv) A STATEMENT SPECIFYING EACH ASSUMED NAME OF THE BUSINESS
8 ORGANIZATION TO BE USED BY THE SURVIVING DOMESTIC CORPORATION AND
9 AUTHORIZED UNDER SECTION 217(6).

10 (v) ARTICLES OF INCORPORATION FOR THE SURVIVING DOMESTIC
11 CORPORATION THAT MEET ALL OF THE REQUIREMENTS OF THIS ACT
12 APPLICABLE TO ARTICLES OF INCORPORATION.

13 (2) SECTION 131 APPLIES IN DETERMINING WHEN A CERTIFICATE OF
14 CONVERSION UNDER THIS SECTION BECOMES EFFECTIVE.

15 (3) WHEN A CONVERSION UNDER THIS SECTION TAKES EFFECT, ALL OF
16 THE FOLLOWING APPLY:

17 (A) THE BUSINESS ORGANIZATION CONVERTS INTO THE SURVIVING
18 DOMESTIC CORPORATION. EXCEPT AS OTHERWISE PROVIDED IN THIS SECTION,
19 THE SURVIVING DOMESTIC CORPORATION IS ORGANIZED UNDER AND SUBJECT
20 TO THIS ACT.

21 (B) THE SURVIVING DOMESTIC CORPORATION HAS ALL OF THE
22 LIABILITIES OF THE BUSINESS ORGANIZATION. THE CONVERSION OF THE
23 BUSINESS ORGANIZATION INTO A DOMESTIC CORPORATION UNDER THIS
24 SECTION SHALL NOT BE CONSIDERED TO AFFECT ANY OBLIGATIONS OR
25 LIABILITIES OF THE BUSINESS ORGANIZATION INCURRED BEFORE THE
26 CONVERSION OR THE PERSONAL LIABILITY OF ANY PERSON INCURRED BEFORE
27 THE CONVERSION, AND THE CONVERSION SHALL NOT BE CONSIDERED TO

1 AFFECT THE CHOICE OF LAW APPLICABLE TO THE BUSINESS ORGANIZATION
2 WITH RESPECT TO MATTERS ARISING BEFORE THE CONVERSION.

3 (C) THE TITLE TO ALL REAL ESTATE AND OTHER PROPERTY AND RIGHTS
4 OWNED BY THE BUSINESS ORGANIZATION REMAIN VESTED IN THE SURVIVING
5 DOMESTIC CORPORATION WITHOUT REVERSION OR IMPAIRMENT. THE RIGHTS,
6 PRIVILEGES, POWERS, AND INTERESTS IN PROPERTY OF THE BUSINESS
7 ORGANIZATION, AS WELL AS THE DEBTS, LIABILITIES, AND DUTIES OF THE
8 BUSINESS ORGANIZATION, SHALL NOT BE CONSIDERED, AS A CONSEQUENCE OF
9 THE CONVERSION, TO HAVE BEEN TRANSFERRED TO THE SURVIVING DOMESTIC
10 CORPORATION TO WHICH THE BUSINESS ORGANIZATION HAS CONVERTED FOR
11 ANY PURPOSE OF THE LAWS OF THIS STATE.

12 (D) THE SURVIVING DOMESTIC CORPORATION MAY USE THE NAME AND
13 THE ASSUMED NAMES OF THE BUSINESS ORGANIZATION IF THE FILINGS
14 REQUIRED UNDER SECTION 217(6) OR ANY OTHER APPLICABLE STATUTE ARE
15 MADE AND THE LAWS REGARDING USE AND FORM OF NAMES ARE FOLLOWED.

16 (E) A PROCEEDING PENDING AGAINST THE BUSINESS ORGANIZATION MAY
17 BE CONTINUED AS IF THE CONVERSION HAD NOT OCCURRED, OR THE
18 SURVIVING DOMESTIC CORPORATION MAY BE SUBSTITUTED IN THE PROCEEDING
19 FOR THE BUSINESS ORGANIZATION.

20 (F) THE SURVIVING DOMESTIC CORPORATION IS CONSIDERED TO BE THE
21 SAME ENTITY THAT EXISTED BEFORE THE CONVERSION AND IS CONSIDERED TO
22 BE ORGANIZED ON THE DATE THAT THE BUSINESS ORGANIZATION WAS
23 ORIGINALLY ORGANIZED.

24 (G) THE OWNERSHIP INTERESTS OF THE BUSINESS ORGANIZATION THAT
25 WERE TO BE CONVERTED INTO SHARES OR OBLIGATIONS OF THE SURVIVING
26 DOMESTIC CORPORATION OR INTO CASH OR OTHER PROPERTY ARE CONVERTED.

27 (H) UNLESS OTHERWISE PROVIDED IN A PLAN OF CONVERSION ADOPTED

1 IN ACCORDANCE WITH THIS SECTION, THE BUSINESS ORGANIZATION IS NOT
2 REQUIRED TO WIND UP ITS AFFAIRS OR PAY ITS LIABILITIES AND
3 DISTRIBUTE ITS ASSETS ON ACCOUNT OF THE CONVERSION, AND THE
4 CONVERSION DOES NOT CONSTITUTE A DISSOLUTION OF THE BUSINESS
5 ORGANIZATION.

6 Sec. 762. (1) A shareholder is entitled to dissent from, and
7 obtain payment of the fair value of his or her shares in the event
8 of, any of the following corporate actions:

9 (a) Consummation of a plan of merger to which the corporation
10 is a party if shareholder approval is required for the merger ~~by~~
11 **UNDER** section 703a or 736(5) or the articles of incorporation and
12 the shareholder is entitled to vote on the merger, or the
13 corporation is a subsidiary that is merged with its parent under
14 section 711.

15 (b) Consummation of a plan of share exchange to which the
16 corporation is a party as the corporation whose shares will be
17 acquired, if the shareholder is entitled to vote on the plan.

18 (c) Consummation of a sale or exchange of all, or
19 substantially all, of the property of the corporation other than in
20 the usual and regular course of business, if the shareholder is
21 entitled to vote on the sale or exchange, including a sale in
22 dissolution but not including a sale pursuant to court order.

23 **(D) CONSUMMATION OF A PLAN OF CONVERSION TO WHICH THE**
24 **CORPORATION IS A PARTY AS THE CORPORATION THAT IS BEING CONVERTED,**
25 **IF THE SHAREHOLDER IS ENTITLED TO VOTE ON THE PLAN. HOWEVER, ANY**
26 **RIGHTS PROVIDED UNDER THIS SECTION ARE NOT AVAILABLE IF THAT**
27 **CORPORATION IS CONVERTED INTO A FOREIGN CORPORATION AND THE**

1 SHAREHOLDER RECEIVES SHARES THAT HAVE TERMS AS FAVORABLE TO THE
2 SHAREHOLDER IN ALL MATERIAL RESPECTS, AND REPRESENT AT LEAST THE
3 SAME PERCENTAGE INTEREST OF THE TOTAL VOTING RIGHTS OF THE
4 OUTSTANDING SHARES OF THE CORPORATION, AS THE SHARES HELD BY THE
5 SHAREHOLDER BEFORE THE CONVERSION.

6 (E) ~~(d)~~—An amendment of the articles of incorporation giving
7 rise to a right to dissent pursuant to ~~UNDER~~ section 621.

8 (F) ~~(e)~~—A transaction giving rise to a right to dissent
9 pursuant to ~~UNDER~~ section 754.

10 (G) ~~(f)~~—Any corporate action taken pursuant to a shareholder
11 vote to the extent the articles of incorporation, bylaws, or a
12 resolution of the board provides that voting or nonvoting
13 shareholders are entitled to dissent and obtain payment for their
14 shares.

15 ~~—(g) The approval of a control share acquisition giving rise to~~
16 ~~a right to dissent pursuant to section 799.~~

17 (2) Unless otherwise provided in the articles of
18 incorporation, bylaws, or a resolution of the board, a shareholder
19 may not dissent from any of the following:

20 (a) Any corporate action set forth in subsection (1)(a) to (e)
21 as to shares that are listed on a national securities exchange or
22 designated as a national market system security on an interdealer
23 quotation system by the national association of securities dealers,
24 on the record date fixed to vote on the corporate action or on the
25 date the resolution of the parent corporation's board is adopted in
26 the case of a merger under section 711 ~~not requiring~~ **THAT DOES NOT**
27 **REQUIRE A** shareholder vote under section 713.

1 (b) A transaction described in subsection (1)(a) in which
2 shareholders receive cash, ~~or~~ shares that satisfy the requirements
3 of subdivision (a) on the effective date of the merger, or any
4 combination thereof **OF CASH AND THOSE SHARES.**

5 (c) A transaction described in subsection (1)(b) in which
6 shareholders receive cash, ~~or~~ shares that satisfy the requirements
7 of subdivision (a) on the effective date of the share exchange, or
8 any combination thereof **OF CASH AND THOSE SHARES.**

9 (d) A transaction described in subsection (1)(c) that is
10 conducted pursuant to a plan of dissolution providing for
11 distribution of substantially all of the corporation's net assets
12 to shareholders in accordance with their respective interests
13 within 1 year after the date of closing of the transaction, ~~where~~
14 **IF** the transaction is for cash, ~~or~~ shares that satisfy the
15 requirements of subdivision (a) on the date of closing, or any
16 combination thereof **OF CASH AND THOSE SHARES.**

17 **(E) A TRANSACTION DESCRIBED IN SUBSECTION (1)(D) IN WHICH**
18 **SHAREHOLDERS RECEIVE CASH, SHARES THAT SATISFY THE REQUIREMENTS OF**
19 **SUBDIVISION (A) ON THE EFFECTIVE DATE OF THE CONVERSION, OR ANY**
20 **COMBINATION OF CASH AND THOSE SHARES.**

21 (3) A shareholder entitled to dissent and obtain payment for
22 his or her shares ~~pursuant to~~ **UNDER** subsection (1)(a) to ~~(e)~~ **(F)**
23 may not challenge the corporate action creating his or her
24 entitlement unless the action is unlawful or fraudulent with
25 respect to the shareholder or the corporation.

26 (4) A shareholder who exercises his or her right to dissent
27 and seek payment for his or her shares ~~pursuant to~~ **UNDER** subsection

1 ~~(1)(f)~~ (1) (G) may not challenge the corporate action creating his
2 or her entitlement unless the action is unlawful or fraudulent with
3 respect to the shareholder or the corporation.

4 SEC. 806. (1) A CERTIFICATE OF DISSOLUTION FILED WITH THE
5 ADMINISTRATOR IS EFFECTIVE AT THE TIME THE CERTIFICATE IS FIRST
6 RECEIVED BY THE ADMINISTRATOR, NOT THE DATE OF FILING, IF ALL OF
7 THE FOLLOWING ARE MET:

8 (A) THE DISSOLUTION IS PURSUANT TO AN AGREEMENT UNDER SECTION
9 488 OR IS COMMENCED UNDER SECTION 804.

10 (B) THE ADMINISTRATOR RECEIVES THE CERTIFICATE OF DISSOLUTION
11 AFTER JUNE 21, 2003 AND BEFORE JUNE 30, 2003.

12 (C) THE CORPORATION PUBLISHED NOTICE OF DISSOLUTION OF THE
13 CORPORATION UNDER SECTION 842A AFTER JUNE 21, 2003 AND BEFORE JUNE
14 30, 2003.

15 (D) THE CERTIFICATE DOES NOT SET FORTH A SUBSEQUENT EFFECTIVE
16 TIME, NOT LATER THAN 90 DAYS AFTER THE DATE THE CERTIFICATE IS
17 RECEIVED BY THE ADMINISTRATOR.

18 (2) FOR PURPOSES OF SUBSECTION (1), THE ADMINISTRATOR'S DATE
19 STAMP ON THE CERTIFICATE OF DISSOLUTION IS EVIDENCE OF THE DATE THE
20 ADMINISTRATOR RECEIVED THE CERTIFICATE. IF THERE ARE MULTIPLE DATE
21 STAMPS ON THE CERTIFICATE, THE EARLIEST DATE STAMP IS EVIDENCE OF
22 THE DATE THE ADMINISTRATOR FIRST RECEIVED THE CERTIFICATE.

23 Sec. 1002. (1) A foreign corporation ~~which~~ THAT receives a
24 certificate of authority under this act, until a certificate of
25 revocation or of withdrawal is issued ~~as provided in~~ UNDER this
26 act, has the same rights and privileges as a domestic corporation
27 organized for the purposes set forth in the application pursuant to

1 which the certificate of authority is issued. Except as otherwise
2 provided in this act, the corporation is subject to the same
3 duties, restrictions, penalties, and liabilities ~~now or hereafter~~
4 ~~imposed upon~~ **OF** a **SIMILAR** domestic corporation. ~~of like character.~~

5 **(2) THIS ACT DOES NOT AUTHORIZE THIS STATE TO REGULATE THE**
6 **ORGANIZATION OR INTERNAL AFFAIRS OF A FOREIGN CORPORATION**
7 **AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE.**

8 Sec. 1060. (1) The fees a person shall pay to the
9 administrator when the documents described in this subsection are
10 delivered to him or her for filing are as follows:

11 (a) Articles of a domestic corporation, \$10.00.

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

14 (c) Amendment to the articles of a domestic corporation,
15 \$10.00.

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

18 (e) Certificate of merger, **CONVERSION**, or share exchange under
19 chapter 7, \$50.00.

20 (f) Certificate attesting to the occurrence of a merger of a
21 foreign corporation under section 1021, \$10.00.

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

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

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

26 (j) Certificate of assumed name or a certificate of
27 termination of assumed name, \$10.00.

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

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

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

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

6 (o) Certificate of revocation of dissolution proceedings,
7 \$10.00.

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

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

10 (r) Certificate of registration of corporate name of a foreign
11 corporation, \$50.00.

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

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

16 (u) Report required under section 911, \$15.00 if paid before
17 October 1, 2003 or after September 30, 2012. After September 30,
18 2003 and before October 1, 2012, the fee is \$25.00.

19 (2) The fees described in subsection (1) are in addition to
20 any franchise fees prescribed in this act. The administrator shall
21 not refund all or any part of a fee described in this section.

22 (3) Except as provided in subsection (9), the administrator
23 shall deposit all fees received and collected under this section in
24 the state treasury to the credit of the administrator, who may only
25 use the money credited pursuant to legislative appropriation and
26 only in carrying out those duties of the department required by
27 law.

1 (4) The fees described in this section apply to documents
2 filed by a domestic or foreign regulated investment company as
3 defined in section 1064.

4 (5) If any money received by the administrator from fees paid
5 under subsection (1)(u) is not appropriated to the department in
6 that fiscal year, the money remaining from those fees shall revert
7 to the general fund of this state.

8 (6) A minimum charge of \$1.00 for each certificate and 50
9 cents per folio shall be paid to the administrator for certifying a
10 part of a file or record pertaining to a corporation if a fee for
11 that service is not described in subsection (1). The administrator
12 may furnish copies of documents, reports, and papers required or
13 permitted by law to be filed with the administrator, and shall
14 charge for those copies the fee established in a schedule of fees
15 adopted by the administrator with the approval of the state
16 administrative board. The administrator shall retain the revenue
17 collected under this subsection, and the department shall use it to
18 defray the costs for its copying and certifying services.

19 (7) If a domestic or foreign corporation pays fees or
20 penalties by check and the check is dishonored, the fee is unpaid
21 and the administrator shall rescind the filing of all related
22 documents.

23 (8) The administrator may accept a credit card in lieu of cash
24 or check as payment of a fee under this act. The administrator
25 shall determine which credit cards he or she shall accept for
26 payment.

27 (9) The administrator may charge a nonrefundable fee of up to

1 \$50.00 for any document submitted or certificate sent by facsimile
2 or electronic transmission. The administrator shall retain the
3 revenue collected under this subsection and the department shall
4 use it to carry out its duties required by law.

5 Enacting section 1. Chapter 7B of the business corporation
6 act, 1972 PA 284, MCL 450.1790 to 450.1799, is repealed.