SENATE BILL No. 442

June 8, 2017, Introduced by Senator KOWALL and referred to the Committee on Commerce.

A bill to amend 1972 PA 284, entitled

"Business corporation act,"

by amending sections 131, 143, 151, 202, 217, 246, 282, 283, 286, 287, 288, 301, 302, 405, 407, 525, 611, 703a, 707, 746, 762, 764, 765, 778, 784, 922, 923, 1042, 1056, and 1060 (MCL 450.1131, 450.1143, 450.1151, 450.1202, 450.1217, 450.1246, 450.1282, 450.1283, 450.1286, 450.1287, 450.1288, 450.1301, 450.1302, 450.1405, 450.1407, 450.1525, 450.1611, 450.1703a, 450.1707, 450.1746, 450.1762, 450.1764, 450.1765, 450.1778, 450.1784, 450.1922, 450.1923, 450.2042, 450.2056, and 450.2060), sections 131 and 217 as amended and section 746 as added by 2008 PA 402, section 143 as amended by 2006 PA 47, sections 151, 407, and 525 as amended by 2001 PA 57, sections 202, 405, 611, 703a, 762, and 784 as amended and sections 282, 283, 286, 287, and 288 as added by 2012

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PA 569, sections 246, 765, and 923 as amended by 1989 PA 121, sections 301, 302, 707, and 1042 as amended by 1997 PA 118, sections 764 and 922 as amended by 1993 PA 91, section 778 as amended by 2013 PA 123, section 1056 as added by 1982 PA 407, and section 1060 as amended by 2015 PA 66.

THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

Sec. 131. (1) A document required or permitted to be filed under this act shall be submitted by delivering the document to the administrator together with the fees and accompanying documents required by law. The administrator may establish a procedure for accepting delivery of a document submitted under this subsection by facsimile or other electronic transmission. However, by December 31, 2006, the administrator shall establish a procedure for accepting delivery of a document submitted under this subsection by electronic mail or over the ~~Internet.~~ **INTERNET.** Beginning January 1, 2007, the administrator shall accept delivery of documents submitted by electronic mail or over the ~~Internet.~~**INTERNET.**

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

(3) The administrator ~~shall~~ **MAY** return **THE ORIGINAL OR** a copy

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

(4) The records and files of the administrator relating to domestic and foreign corporations shall be open to reasonable inspection by the public. The administrator may maintain records or files ~~either~~ in their original form or ~~in photostatic, micrographic, photographic, optical disc media, or other reproduced form.~~ **MAY MAINTAIN RECORDS OR FILES IN THE FORM OF REPRODUCTIONS PURSUANT TO THE RECORDS REPRODUCTION ACT, 1992 PA 116, MCL 24.401 TO 24.406, AND MAY DESTROY THE ORIGINALS OF THE REPRODUCED DOCUMENTS.**

(5) The administrator may make ~~copies~~ **REPRODUCTIONS** of any documents filed under this act or any predecessor act ~~by photostatic, micrographic, photographic, optical disc media, or other reproduced form~~ **PURSUANT TO THE RECORDS REPRODUCTION ACT, 1992 PA 116, MCL 24.401 TO 24.406,** and may destroy the originals of the ~~copied~~ **REPRODUCED** documents. A ~~photostatic, micrographic, photographic, optical disc media, or other~~ reproduced copy **OF A DOCUMENT** certified by the administrator, including a copy sent by facsimile or other electronic transmission, is considered an original **DOCUMENT** for all purposes and is admissible in evidence in

like manner as an original **DOCUMENT**.

(6) Except as provided in section 806, a document filed under subsection (2) is effective at the time it is endorsed unless a subsequent effective time, not later than 90 days after the date of delivery, is set forth in the document.

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

(a) For any filing that a person requests the administrator to complete within 1 hour on the same day as the day of the request, $1,000.00. The department may establish a deadline by which a person must submit a request for filing under this subdivision.

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

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

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

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

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

Sec. 143. (1) If a notice or communication is required or permitted ~~by~~ **UNDER** this act to be given by mail, it shall be mailed, except as otherwise provided in this act, to the person to ~~whom~~ **WHICH** it is directed at the address designated by ~~him or her~~ **THE PERSON** for that purpose or, if none is designated, at ~~his or her~~ **THE PERSON'S** last known address. The notice or communication is given when deposited, with postage prepaid, in a post office or official depository under the exclusive care and custody of the United States ~~postal service.~~ **POSTAL SERVICE.** Unless the corporation has securities registered under section 12 of title 1 of the securities exchange act of 1934, 15 USC 78*l*, the mailing shall be **SENT BY** registered, certified, or other first-class mail except ~~where~~ **UNLESS** otherwise ~~provided in~~ **REQUIRED UNDER** this act.

(2) If a corporation is required or permitted to provide its shareholders with a written notice or other written report, statement, or communication ~~by~~ **UNDER** this act, the articles of

incorporation, or the bylaws, the corporation may provide that notice, report, statement, or communication to all shareholders that share a common address by delivering 1 copy of it to the common address if all of the following are met:

(a) The corporation addresses the notice, report, statement, or communication to the shareholders ~~who~~ **THAT** share the common address as a group, individually, or in any other form to which any of those shareholders have not objected.

(b) At least 60 days before the first delivery of any delivery to a common address under this subsection, the corporation gives notice to the shareholders ~~who~~ **THAT** share that common address that it intends to provide only 1 copy of notices, reports, statements, or other communications to shareholders that share a common address.

(c) The corporation has not received a written objection from any shareholder that shares a common address to deliveries under this subsection to that shareholder. If it receives a written objection under this subdivision, the corporation within 30 days shall begin providing the objecting shareholder with separate copies of any notices, reports, statements, or communications to the shareholders, but the corporation may deliver 1 copy of the notices, reports, statements, or communications to all of the shareholders at that common address that have not objected.

(3) If a notice is required or permitted ~~by~~ **UNDER** this act to be given in writing, electronic transmission is written notice.

(4) If a notice or communication is permitted ~~by~~ **UNDER** this act to be transmitted electronically, the notice or communication

is given when electronically transmitted to the person **THAT IS** entitled to the notice or communication in a manner authorized by the person.

(5) As used in subsection (2), "address" means a street address, post office box, electronic mail address for electronic transmissions by electronic mail, or telephone facsimile number for electronic transmissions by facsimile.

(6) IF THE ADMINISTRATOR IS REQUIRED UNDER THIS ACT TO GIVE NOTICE TO THE CORPORATION, THE ADMINISTRATOR MAY ELECTRONICALLY TRANSMIT THE NOTICE TO THE CORPORATION'S RESIDENT AGENT IN THE MANNER AUTHORIZED BY THE CORPORATION.

Sec. 151. (1) If the administrator fails to promptly file a document, other than an annual report, submitted for filing under this act, the administrator shall within 10 days after ~~receipt of~~ **RECEIVING** a written request to file the document from the person ~~submitting~~ **THAT SUBMITTED** the document for filing give written notice of the ~~refusal~~ **FAILURE** to file the document to that person, specifying the reasons for the ~~refusal~~ **FAILURE** to file the document. ~~If the document was not originally submitted by electronic transmission, the administrator shall not give the written notice by electronic transmission.~~ **THE ADMINISTRATOR MAY GIVE WRITTEN NOTICE UNDER THIS SUBSECTION BY POSTING THE NOTICE ON THE ADMINISTRATOR'S WEBSITE; BY SENDING THE NOTICE BY MAIL TO THE ADDRESS PROVIDED BY THE PERSON THAT SUBMITTED THE DOCUMENT; OR, IF THE PERSON THAT SUBMITTED THE DOCUMENT HAS PROVIDED THE ADMINISTRATOR WITH AN ELECTRONIC MAIL ADDRESS, BY SENDING THE NOTICE TO THAT ELECTRONIC MAIL ADDRESS.** The person may seek judicial review of the refusal to file the document ~~pursuant to~~ **UNDER** sections 103, 104, and 106 of the administrative procedures act of 1969, 1969 PA 306, MCL 24.303, 24.304, and 24.306.

(2) If the administrator refuses to authorize or revokes the authorization of a foreign corporation to transact business in this state ~~pursuant to~~ **UNDER** this act, the foreign corporation may seek judicial review ~~pursuant to~~ **UNDER** sections 103, 104, and 106 of the administrative procedures act of 1969, 1969 PA 306, MCL 24.303, 24.304, and 24.306.

Sec. 202. The articles of incorporation shall contain all of the following:

(a) The name of the corporation.

(b) The purposes for which the corporation is formed. All of the following apply for purposes of this subdivision:

(*i*) Except as otherwise provided in subparagraph (*ii*) or (*iii*), it is a sufficient compliance with this subdivision to state substantially, alone or with specifically enumerated purposes, that the corporation may engage in any activity within the purposes for which corporations may be formed under the business corporation act, and all activities shall by the statement be considered within the purposes of the corporation, subject to expressed limitations.

(*ii*) Any corporation that proposes to conduct educational purposes shall state the purposes and shall comply with all requirements of sections 170 to 177 of 1931 PA 327, MCL 450.170 to 450.177.

(*iii*) A professional corporation shall comply with section 283(2) and (3).

(c) The aggregate number of shares that the corporation has authority to issue.

(d) If the shares are, or are to be, divided into classes, or into classes and series, the designation of each class and series, the number of shares in each class and series, and a statement of the relative rights, preferences and limitations of the shares of each class and series, to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined.

(e) If ~~any class of shares is to be divided into~~ **THE SHARES ARE TO BE DESIGNATED AND ISSUED IN 1 OR MORE CLASSES OR** series, a statement of any authority vested in the board to ~~divide the class of shares into series,~~ **DESIGNATE AND ISSUE SHARES IN 1 OR MORE CLASSES OR SERIES,** and to determine or change for any **CLASS OR** series its designation, number of shares, relative rights, preferences and limitations.

(f) ~~The~~ **EXCEPT AS OTHERWISE PROVIDED IN SECTION 611(2)(C), THE** street address, and the mailing address if different from the street address, of the corporation's initial registered office and the name of the corporation's initial resident agent at that address.

(g) The names and addresses of the incorporators.

(h) The duration of the corporation if other than perpetual.

Sec. 217. (1) ~~A~~ **EXCEPT AS PROVIDED IN SECTION 212 OR OTHERWISE PROHIBITED BY LAW, A** domestic or foreign corporation may transact business under any assumed name or names other than its corporate name ~~, if not precluded from use by section 212,~~ by filing a certificate ~~stating~~ **THAT STATES** the true name of the corporation and the assumed name under which the business is to be transacted. ~~The~~ **A** certificate **OF ASSUMED NAME** is effective, unless sooner terminated by filing a certificate of termination or by the dissolution or withdrawal of the corporation, for a period ~~expiring~~ **THAT EXPIRES** on December 31 of the fifth full calendar year following the year in which it was filed. ~~The~~ **A** certificate of assumed name may be extended for additional consecutive periods of 5 full calendar years each by filing similar certificates not earlier than 90 days before the expiration of the initial or a subsequent 5-year period. The administrator shall notify the corporation of the impending expiration of the certificate of assumed name not later than 90 days before the expiration of the initial or a subsequent 5-year period. **IF AUTHORIZED BY THE CORPORATION, THE ADMINISTRATOR MAY ELECTRONICALLY TRANSMIT THE NOTICE TO THE RESIDENT AGENT OF THE CORPORATION.** A certificate of assumed name filed under this section does not create substantive rights to the use of a particular assumed name.

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

(3) A corporation ~~participating~~ **THAT PARTICIPATES** in a merger, or any other entity ~~participating~~ **THAT PARTICIPATES** in a merger under section 736, may transfer to the surviving entity the use of an assumed name for which a certificate of assumed name is on file

with the administrator before the merger, if the transfer is noted in the certificate of merger as provided in section 707(1)(g), 712(1)(c), or 736(7)(f) ~~,~~ or other applicable statute. The use of an assumed name transferred under this subsection may continue for the remaining effective period of the certificate of assumed name on file before the merger, and the surviving entity may terminate or extend the certificate of assumed name ~~in accordance with~~ **UNDER** subsection (1).

(4) A corporation ~~surviving~~ **THAT SURVIVES** a merger may use as an assumed name the corporate name of a merging corporation, or the name of any other entity ~~participating~~ **THAT PARTICIPATES** in the merger under section 736, by filing a certificate of assumed name under subsection (1) or by providing for the use of the name as an assumed name in the certificate of merger. The surviving corporation also may file a certificate of assumed name under subsection (1) or provide in the certificate of merger for the use as an assumed name of an assumed name of a merging entity **THAT IS** not transferred under subsection (3). A provision in a certificate of merger under this subsection shall be treated as a new certificate of assumed name.

(5) A business organization into which a corporation has converted under section 745 may use an assumed name of the converting corporation, if the corporation has a certificate of assumed name for that assumed name on file with the administrator before the conversion, by providing for the use of the name as an assumed name in the certificate of conversion. The use of an assumed name under this subsection may continue for the remaining

effective period of the certificate of assumed name on file before the conversion, and the surviving business organization may terminate or extend the certificate of assumed name in the manner described in subsection (1).

(6) A corporation into which 1 or more business organizations have converted under section 746 may use as an assumed name the name of any business organization ~~converting~~ **THAT CONVERTED** into that corporation, or use as an assumed name an assumed name of that business organization, by filing a certificate of assumed name under subsection (1) or by providing for the use of that name or assumed name as an assumed name of the corporation in the certificate of conversion. A provision in the certificate of conversion under this subsection shall be treated as a new certificate of assumed name.

Sec. 246. (1) The resident agent appointed by a corporation is an agent of the corporation ~~upon whom~~ **ON WHICH** any process, notice, or demand required or permitted by law to be served upon the corporation may be served.

(2) ~~A person,~~ **IF AN INDIVIDUAL,** whether a resident or nonresident of this state, ~~who~~ accepts election, appointment, or employment as a director or officer of a corporation ~~organized~~ **FORMED** under this act or in existence on the effective date of this act, ~~by~~ the acceptance ~~,~~ is ~~held to have appointed~~ **CONSIDERED AN APPOINTMENT OF** the resident agent of the corporation as his or her agent ~~upon whom~~ **ON WHICH** process may be served while ~~the person~~ **HE OR SHE** is a director or officer, in any action commenced in a court of general jurisdiction in this state, arising out of or founded

~~upon~~ **ON** any action of the domestic corporation or of ~~a person~~ **THE INDIVIDUAL** as a director or officer of the domestic corporation. ~~Upon~~ **AFTER** accepting service of process, the resident agent shall promptly forward it to the director or officer at his or her last known address.

(3) THE ADMINISTRATOR MAY SERVE A NOTICE DESCRIBED IN SUBSECTION (1) BY ELECTRONICALLY TRANSMITTING THE NOTICE TO THE RESIDENT AGENT OF THE CORPORATION IN THE MANNER AUTHORIZED BY THE CORPORATION.

Sec. 282. As used in this chapter:

(a) "Licensed person" means an individual who is ~~duly~~ licensed or otherwise legally authorized to practice a professional service by a court, department, board, commission, or agency of this state or another jurisdiction. The term includes an entity if ~~all~~ **EITHER OF THE FOLLOWING IS MET:**

(*i*) ALL of its owners are licensed persons.

(*ii*) THE ENTITY ITSELF IS LICENSED OR OTHERWISE LEGALLY AUTHORIZED TO PRACTICE A PROFESSIONAL SERVICE BY A COURT, DEPARTMENT, BOARD, COMMISSION, OR AGENCY OF THIS STATE OR ANOTHER JURISDICTION.

(b) "Professional service" means a type of personal service to the public that requires that the provider obtain a license or other legal authorization as a condition precedent to providing that service. Professional service includes, but is not limited to, services provided by a certified or other public accountant, chiropractor, dentist, optometrist, veterinarian, osteopathic physician, physician, surgeon, podiatrist, chiropodist, physician's assistant, architect, professional engineer, land surveyor, or attorney-at-law.

Sec. 283. (1) Except as provided in this section, 1 or more licensed persons may form a professional corporation under this chapter.

(2) ~~Each~~ **EXCEPT AS OTHERWISE PERMITTED UNDER SECTION 284(5) OR SECTION 288(2), EACH** shareholder of a professional corporation must be ~~a~~ **1 OF THE FOLLOWING:**

(A) A licensed person in 1 or more of the professional services provided by the professional corporation.

(B) AN ENTITY THAT IS DIRECTLY OR BENEFICIALLY OWNED ONLY BY PERSONS THAT ARE LICENSED PERSONS IN 1 OR MORE OF THE PROFESSIONAL SERVICES PROVIDED BY THE PROFESSIONAL CORPORATION.

(3) Except as provided in this section or otherwise prohibited, the articles of incorporation of a professional corporation shall state that the professional corporation is formed to provide 1 or more professional services and shall state the specific professional service or services the professional corporation is formed to provide.

(4) The name of a professional corporation shall contain the words "professional corporation" or the abbreviation "P.C." with or without periods or other punctuation.

Sec. 286. **(1)** ~~If~~ **SUBJECT TO SUBSECTION (2), A PERSON THAT IS ANY OF THE FOLLOWING SHALL WITHIN A REASONABLE PERIOD SEVER ALL EMPLOYMENT WITH AND ALL DIRECT AND INDIRECT FINANCIAL INTERESTS IN A PROFESSIONAL CORPORATION:**

(A) AN INDIVIDUAL WHO IS an officer, shareholder, agent, or employee of a professional corporation ~~becomes legally disqualified to provide~~ **AND WHO BECOMES LEGALLY DISQUALIFIED WITH THE RESULT THAT THE INDIVIDUAL IS NOT A LICENSED PERSON IN AT LEAST 1 OF** the professional services provided by the **PROFESSIONAL** corporation. ~~, or~~

(B) AN INDIVIDUAL WHO IS AN OFFICER, SHAREHOLDER, AGENT, OR EMPLOYEE OF A PROFESSIONAL CORPORATION, WHO accepts employment that under existing law restricts or limits his or her authority to continue providing ~~those~~ professional services, ~~he or she shall sever within a reasonable period all employment with and financial interests in the professional corporation.~~ **AND WHO IS NO LONGER AUTHORIZED TO PROVIDE AT LEAST 1 OF THE PROFESSIONAL SERVICES PROVIDED BY THE PROFESSIONAL CORPORATION WITHOUT THOSE RESTRICTIONS OR LIMITATIONS.**

(C) A PERSON THAT IS AN OWNER OF AN ENTITY THAT IS A SHAREHOLDER OF A PROFESSIONAL CORPORATION AND THAT BECOMES LEGALLY DISQUALIFIED WITH THE RESULT THAT THE PERSON IS NOT A LICENSED PERSON IN AT LEAST 1 OF THE PROFESSIONAL SERVICES PROVIDED BY THE PROFESSIONAL CORPORATION.

(D) A PERSON THAT IS AN ENTITY THAT IS A SHAREHOLDER OF A PROFESSIONAL CORPORATION; THAT IS ITSELF LICENSED TO PROVIDE 1 OR MORE PROFESSIONAL SERVICES; AND THAT BECOMES LEGALLY DISQUALIFIED WITH THE RESULT THAT IT IS NOT A LICENSED PERSON IN AT LEAST 1 OF THE PROFESSIONAL SERVICES PROVIDED BY THE PROFESSIONAL CORPORATION.

(2) IF A PERSON DESCRIBED IN SUBSECTION (1) REGAINS STATUS AS A LICENSED PERSON IN 1 OR MORE OF THE PROFESSIONAL SERVICES PROVIDED BY THE PROFESSIONAL CORPORATION, OR REGAINS THE LEGAL

ABILITY TO PROVIDE 1 OR MORE OF THE PROFESSIONAL SERVICES PROVIDED BY THE PROFESSIONAL CORPORATION, AS APPLICABLE, WITHIN 90 DAYS OF THE EVENT THAT CAUSED THE LOSS OF THAT STATUS, THE PERSON IS NOT REQUIRED TO SEVER EMPLOYMENT WITH AND FINANCIAL INTERESTS IN THE PROFESSIONAL CORPORATION.

(3) A professional corporation's failure to require compliance with this section is grounds for the forfeiture of its articles of incorporation and its dissolution. If a professional corporation's failure to comply with this section is brought to the attention of the administrator, he or she shall notify the attorney general of the failure and the attorney general may take appropriate action to dissolve the professional corporation.

Sec. 287. (1) A professional corporation shall not engage in any business other than providing the professional service or services for which it was specifically incorporated.

(2) This chapter does not prohibit a professional corporation from doing any of the following:

(a) Investing its money in real estate, mortgages, stocks, bonds, or any other type of investments.

(b) Owning real or personal property necessary to provide a professional service or services.

(c) Becoming a partner in a partnership formed under the uniform partnership act, 1917 PA 72, MCL 449.1 to 449.48, if the partnership provides **1 OR MORE OF** the same professional services as the professional corporation.

(d) Becoming a member or manager of a professional limited liability company organized under or subject to chapter 9 of the

Michigan limited liability company act, 1993 PA 23, MCL 450.4901 to 450.4910, if the professional limited liability company provides 1 or more of the same professional services as the professional corporation.

(e) Becoming a shareholder in a professional corporation governed by this chapter, if both professional corporations provide 1 or more of the same professional services.

Sec. 288. (1) A professional corporation shall not issue any of its capital stock to anyone other than ~~an individual who is duly licensed or otherwise legally authorized to provide the same specific professional services as those for which the professional corporation was incorporated.~~ **A PERSON THAT IS ELIGIBLE TO BE A SHAREHOLDER OF THE PROFESSIONAL CORPORATION UNDER SECTION 283(2).** The ~~uniform securities act, 1964 PA 265, MCL 451.501 to 451.818, or the~~ uniform securities act (2002), 2008 PA 551, MCL 451.2101 to 451.2703, does not apply to the issuance or transfer by a professional corporation of its capital stock.

(2) Shares of a professional corporation shall not be sold or transferred ~~except~~ to **ANYONE OTHER THAN** a person ~~who~~ **THAT** is eligible to be a shareholder of the professional corporation **UNDER SECTION 283(2)**; to the personal representative or estate of a deceased or legally incompetent shareholder; or to a trust or split interest trust in which the trustee and the current income beneficiary are each eligible to be a shareholder of the professional corporation **UNDER SECTION 283(2)**. The personal representative or estate of the shareholder may continue to own shares for a reasonable period but is not authorized to participate

in any decisions concerning the providing of professional service by the professional corporation.

(3) Except as permitted under subsection (2), a shareholder of a professional corporation shall not enter into a voting trust agreement or any other type agreement that vests another person with the authority to exercise the voting power of any or all of his or her stock, unless that other person is ~~duly licensed or otherwise legally authorized to provide the same specific professional services as those for which the professional corporation was incorporated.~~**ELIGIBLE TO BE A SHAREHOLDER OF THE PROFESSIONAL CORPORATION UNDER SECTION 283(2).**

(4) The articles of incorporation, bylaws, or a contract may provide specifically for additional restrictions on the transfer of shares and may provide for the redemption or purchase of the shares by the professional corporation or its shareholders at prices and in a manner specifically set forth in the articles, bylaws, or contract.

Sec. 301. (1) A corporation may issue the number of shares authorized in its articles of incorporation. The shares may be all of 1 class or may be ~~divided into 2~~ **DESIGNATED AND ISSUED IN 1** or more classes. Each class shall consist of shares having the designations and relative voting, distribution, dividend, liquidation, and other rights, preferences, and limitations, consistent with this act, as stated in the articles of incorporation. The articles of incorporation may deny, limit, or otherwise prescribe the voting rights and may limit or otherwise prescribe the distribution, dividend, or liquidation rights of shares of any class.

(2) If the shares are ~~divided into 2 or more classes,~~ **DESIGNATED AND ISSUED IN MORE THAN 1 CLASS,** the shares of each class shall be designated to distinguish them from the shares of ~~the~~ **ANY** other classes.

(3) Subject to the designations, relative rights, preferences, and limitations applicable to separate series **WITHIN A CLASS OF SHARES UNDER SECTION 302**, each share shall be equal to every other share of the same class.

(4) Any of the voting, distribution, liquidation, or other rights, preferences, or limitations of a class or series may be made dependent upon facts or events ascertainable outside of the articles of incorporation or the resolution of the board adopted ~~pursuant to~~ **UNDER** section 302(3), if the manner in which the facts or events operate on the rights, preferences, or limitations is set forth in the articles of incorporation or board resolution.

Sec. 302. (1) If provided for in the articles of incorporation **OR A BOARD RESOLUTION ADOPTED UNDER SUBSECTION (3)**, a class of shares may be ~~divided into~~ **DESIGNATED** and issued in **1 OR MORE** series. The shares of each series shall be designated to distinguish them from the shares of ~~the~~ **ANY** other series and classes.

(2) Any series of any class and the variations in the relative rights and preferences among different series may be ~~prescribed by~~ **ESTABLISHED IN** the articles of incorporation.

(3) If the articles of incorporation authorize the board, to the extent that the articles of incorporation have not established

~~series and prescribed variations in the relative rights and preferences among series, the board may divide any class into~~ **CLASSES OR SERIES OF SHARES AND ESTABLISHED VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AMONG THOSE CLASSES OR SERIES, THE BOARD BY RESOLUTION MAY DESIGNATE SHARES AS 1 OR MORE CLASSES OR MAY DESIGNATE A CLASS INTO 1 OR MORE** series, and, within the limitations set forth in the articles of incorporation, ~~prescribe~~ **MAY ESTABLISH** the relative rights and preferences of the shares of ~~any~~ **THOSE CLASSES OR** series.

~~(4) A certificate containing the resolution of the board establishing and designating the series and prescribing the relative rights and preferences shall be filed, and when filed shall constitute~~ **IF THE BOARD ADOPTS A RESOLUTION DESCRIBED IN THIS SUBSECTION, THE CORPORATION SHALL FILE A CERTIFICATE THAT CONTAINS THE RESOLUTION OF THE BOARD WITH THE ADMINISTRATOR. WHEN FILED, THE CERTIFICATE DESCRIBED IN THIS SUBSECTION IS CONSIDERED** an amendment to the articles of incorporation.

(4) ~~(5)~~ Unless otherwise provided in the articles of incorporation, the board ~~may adopt and file an amendment of the articles of incorporation eliminating a series of shares~~ **BY RESOLUTION MAY ELIMINATE A CLASS OR SERIES OF SHARES OR AMEND OR ALTER THE RELATIVE RIGHTS AND PREFERENCES OR DESIGNATIONS OF A CLASS OR SERIES,** if there are no outstanding shares of the **CLASS OR** series, no outstanding shares or bonds convertible into shares of the **CLASS OR** series, or other rights, options, or warrants issued by the corporation that could require issuing shares of the **CLASS OR** series. **IF THE BOARD ADOPTS A RESOLUTION DESCRIBED IN THIS**

SUBSECTION, THE CORPORATION SHALL FILE A CERTIFICATE THAT CONTAINS THE RESOLUTION OF THE BOARD WITH THE ADMINISTRATOR. WHEN FILED, THE CERTIFICATE DESCRIBED IN THIS SUBSECTION IS CONSIDERED AN AMENDMENT TO THE ARTICLES OF INCORPORATION AND HAS THE EFFECT OF ELIMINATING FROM THE ARTICLES OF INCORPORATION, OR AMENDING OR ALTERING, AS APPLICABLE, ALL MATTERS INCLUDED IN THE ARTICLES OF INCORPORATION CONCERNING THE AFFECTED CLASS OR SERIES OF STOCK.

(5) THE FILING OF A CERTIFICATE DESCRIBED IN SUBSECTION (3) OR (4) OR THE FILING OF RESTATED ARTICLES OF INCORPORATION DOES NOT PROHIBIT THE BOARD OF DIRECTORS FROM SUBSEQUENTLY ADOPTING A RESOLUTION AUTHORIZED UNDER THIS SECTION.

Sec. 405. (1) Unless otherwise restricted by the articles of incorporation or bylaws, a shareholder may participate in a meeting of shareholders by a conference telephone or by other means of remote communication ~~through which all persons participating in the meeting may communicate with the other participants.~~ **IF ALL OF THE FOLLOWING ARE MET:**

(A) THE USE OF THE MEANS OF REMOTE COMMUNICATION IS AUTHORIZED BY THE BOARD OF DIRECTORS IN ITS SOLE DISCRETION.

(B) THE MEANS OF REMOTE COMMUNICATION MEET THE REQUIREMENTS OF SUBSECTION (4).

(C) All participants ~~shall be~~ **ARE** advised of the means**, IF ANY,** of remote communication.

(2) Participation in a meeting under this section constitutes presence in person at the meeting.

(3) Unless otherwise restricted by the articles of incorporation or bylaws, the board of directors may hold a meeting

of shareholders conducted solely by means of remote communication.

(4) ~~Subject~~ **IF AUTHORIZED BY THE BOARD OF DIRECTORS IN ITS SOLE DISCRETION, AND SUBJECT** to any guidelines and procedures adopted by the board of directors, shareholders and proxy holders **THAT ARE** not physically present at a meeting of shareholders may participate in the meeting by means of remote communication and are considered present in person and may vote at the meeting if all of the following are met:

(a) The corporation implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a shareholder or proxy holder.

(b) The corporation implements reasonable measures to provide each shareholder and proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings.

(c) If any shareholder or proxy holder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the corporation.

Sec. 407. (1) The articles of incorporation may provide that any action required or permitted ~~by~~ **UNDER** this act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares ~~having not less than~~ **THAT HAVE AT**

LEAST the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder ~~who~~ **THAT** signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation ~~having~~ **THAT HAS** custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders ~~who~~ **THAT** would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and ~~who~~ **THAT** have not consented to the action in writing. If the action consented to would have required filing of a certificate under any other section of this act if the action had been voted ~~upon~~ **ON** by shareholders at a meeting of the shareholders, the certificate filed under the other section shall state, in lieu of any statement required ~~by the~~ **UNDER THAT** section concerning a vote of shareholders, that both written consent and written notice have been given as provided in this section.

(2) Any action required or permitted ~~by~~ **UNDER** this act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if before or after the action all the shareholders entitled to vote consent in writing. If the action consented to would have required filing of a certificate under any other section of this act if the action had been voted upon by shareholders at a meeting, the certificate filed under the other section shall state, in lieu of any statement required ~~by the~~ **UNDER THAT** section concerning a vote of shareholders, that written consent has been given as provided in this section.

(3) An electronic transmission consenting to an action transmitted by a shareholder or proxy holder, or by a person authorized to act for the shareholder or proxy holder, is written, signed, and dated for the purposes of this section if the electronic transmission is delivered with information from which the corporation can determine that the electronic transmission was transmitted by the shareholder or proxy holder, or by the person authorized to act for the shareholder or proxy holder, and the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent was signed for purposes of this section. A consent given by electronic transmission is not delivered until reproduced in paper form and the paper form delivered to the corporation by delivery to its registered office in this state, its principal place of business, or an officer or agent of the

corporation ~~having~~ **THAT HAS** custody of the book in which proceedings of meetings of shareholders are recorded. Delivery to a corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested. Delivery to a corporation's principal place of business or to an officer or agent of the corporation ~~having~~ **THAT HAS** custody of the book in which proceedings of meetings of shareholders are recorded shall be made by hand, by certified or registered mail, return receipt requested, or in any other manner provided in the articles of incorporation or bylaws or by resolution of the board of directors of the corporation.

(4) A PERSON MAY EXECUTE A SHAREHOLDER CONSENT UNDER THIS SECTION THAT DIRECTS THAT THE SHAREHOLDER CONSENT WILL TAKE EFFECT AT A FUTURE TIME. ALL OF THE FOLLOWING APPLY FOR PURPOSES OF THIS SUBSECTION:

(A) THE PERSON MAY PROVIDE THE DIRECTION THROUGH AN AGENT OR IN SOME OTHER MANNER.

(B) SUBJECT TO SUBDIVISION (C), THE PERSON SHALL SELECT A SPECIFIC DATE ON WHICH THE CONSENT TAKES EFFECT THAT IS NOT MORE THAN 60 DAYS AFTER THE DATE THE PERSON PROVIDES THE DIRECTION.

(C) THE PERSON MAY DIRECT THAT THE CONSENT WILL TAKE EFFECT AT THE TIME A SPECIFIED FUTURE EVENT OCCURS RATHER THAN ON A SPECIFIC DATE UNDER SUBDIVISION (B), IF THAT EVENT WILL OCCUR NOT MORE THAN 60 DAYS AFTER THE DATE THE PERSON PROVIDES THE DIRECTION.

(D) THE CONSENT SHALL ONLY TAKE EFFECT IF THE PERSON IS A SHAREHOLDER ON THE RECORD DATE APPLICABLE TO THE CONSENT UNDER SECTION 412(2). A PERSON IS NOT REQUIRED TO BE A SHAREHOLDER AT THE

TIME THE CONSENT IS EXECUTED OR EVIDENCE OF THE DIRECTION IS PROVIDED TO THE CORPORATION FOR THE CONSENT TO TAKE EFFECT.

(E) UNLESS OTHERWISE PROVIDED IN THE DIRECTION, A DIRECTION IS REVOCABLE AT ANY TIME BEFORE THE CONSENT BECOMES EFFECTIVE.

(F) FOR THE PURPOSES OF THIS SECTION, IF EVIDENCE OF A DIRECTION UNDER THIS SUBSECTION IS PROVIDED TO THE CORPORATION AND IS NOT REVOKED, THE FUTURE TIME ESTABLISHED IN THE DIRECTION IS CONSIDERED THE TIME THE CONSENT TAKES EFFECT AND IS CONSIDERED THE DATE OF SIGNATURE OF THE CONSENT.

Sec. 525. **(1)** Unless prohibited by the articles of incorporation or bylaws, action required or permitted to be taken under authorization voted at a meeting of the board or a committee of the board, may be taken without a meeting if, before or after the action, all members of the board then in office or of the committee consent to the action in writing or by electronic transmission. ~~The written consents~~

(2) A CONSENT UNDER THIS SECTION shall be filed with the minutes of the proceedings of the board or committee. The consent has the same effect as a vote of the board or committee for all purposes.

(3) AN INDIVIDUAL MAY DIRECT THAT A CONSENT TO AN ACTION OF THE BOARD OR COMMITTEE WILL TAKE EFFECT AT A FUTURE TIME. ALL OF THE FOLLOWING APPLY FOR PURPOSES OF THIS SUBSECTION:

(A) THE INDIVIDUAL MAY PROVIDE THE DIRECTION THROUGH AN AGENT OR IN SOME OTHER MANNER.

(B) SUBJECT TO SUBDIVISION (C), THE INDIVIDUAL SHALL SELECT A SPECIFIC DATE ON WHICH THE CONSENT TAKES EFFECT THAT IS NOT MORE

THAN 60 DAYS AFTER THE DATE HE OR SHE PROVIDES THE DIRECTION.

(C) THE INDIVIDUAL MAY DIRECT THAT THE CONSENT WILL TAKE EFFECT AT THE TIME A SPECIFIED FUTURE EVENT OCCURS RATHER THAN ON A SPECIFIC DATE UNDER SUBDIVISION (B), IF THAT EVENT WILL OCCUR NOT MORE THAN 60 DAYS AFTER THE DATE HE OR SHE PROVIDES THE DIRECTION.

(D) THE CONSENT SHALL ONLY TAKE EFFECT IF THE INDIVIDUAL IS A DIRECTOR AT THE FUTURE TIME SPECIFIED IN THE DIRECTION. AN INDIVIDUAL IS NOT REQUIRED TO BE A DIRECTOR AT THE TIME THE CONSENT IS EXECUTED OR EVIDENCE OF THE DIRECTION IS PROVIDED TO THE CORPORATION FOR THE CONSENT TO TAKE EFFECT.

(E) UNLESS OTHERWISE PROVIDED IN THE DIRECTION, A DIRECTION IS REVOCABLE AT ANY TIME BEFORE THE CONSENT BECOMES EFFECTIVE.

(F) FOR THE PURPOSES OF THIS SECTION, IF EVIDENCE OF A DIRECTION UNDER THIS SUBSECTION IS PROVIDED TO THE CORPORATION AND IS NOT REVOKED, THE FUTURE TIME ESTABLISHED IN THE DIRECTION IS CONSIDERED THE TIME THE CONSENT TAKES EFFECT.

Sec. 611. (1) In addition to amendment under subsection (2) or (3), subject to subsection (7), either of the following may amend the articles of incorporation:

(a) Before the first meeting of the board, the incorporators.

(b) If the corporation has not yet issued shares or accepted any written subscription for shares, the board of directors.

(2) Unless the articles of incorporation provide otherwise, subject to subsection (7), the board may **WITHOUT SHAREHOLDER ACTION** adopt ~~1 or more of the following~~ amendments to the corporation's articles of incorporation ~~without shareholder action:~~**TO DO ANY OF THE FOLLOWING:**

(a) Extend the duration of the corporation if it was incorporated at a time when limited duration was required by law.

(b) Delete the names and addresses of the initial directors.

(c) Delete the name ~~and~~ **OR** address of the ~~initial~~ resident agent or registered office, **OR BOTH,** if a statement ~~of change~~ **THAT CONTAINS THE NAME OF THE CURRENT RESIDENT AGENT AND THE CURRENT REGISTERED OFFICE** is on file with the administrator.

(d) Change each issued and unissued authorized share of an outstanding class into a greater number of whole shares if the corporation has only shares of that class outstanding.

(e) Change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd.", for a similar word or abbreviation in the corporate name, or by adding, deleting, or changing a geographical attribution for the corporate name.

(f) ~~Any~~ **MAKE ANY** other change that this act expressly permits without shareholder action.

(3) Subject to subsection (7), any amendments of the articles of incorporation that are not described in subsection (1) or (2), except as otherwise provided in this act, shall be proposed by the board and approved by the shareholders as provided in this section. The board may condition its submission of the amendment to the shareholders on any basis.

(4) Notice of a meeting setting forth a proposed amendment to the articles of incorporation or a summary of the changes the proposed amendment will make shall be given to each shareholder of record entitled to vote on the proposed amendment within the time

and in the manner provided in this act for giving notice of meetings of shareholders.

(5) At a meeting described in subsection (4), a vote of shareholders entitled to vote shall be taken on the proposed amendment to the articles of incorporation. The proposed amendment is adopted if it receives the affirmative vote of a majority of the outstanding shares entitled to vote on the proposed amendment and, in addition, if any class or series of shares is entitled to vote on the proposed amendment as a class, the affirmative vote of a majority of the outstanding shares of that class or series. The voting requirements of this section are subject to any higher voting requirements provided in this act for specific amendments or provided in the articles of incorporation.

(6) The shareholders may act on any number of amendments to the articles of incorporation at a meeting described in subsection (4).

(7) If an amendment to the articles of incorporation is made, a certificate of amendment must be filed as provided in section 631.

Sec. 703a. (1) A plan of merger or share exchange adopted by the board of each constituent corporation shall, except as provided in ~~subsection (2)(e) and (f),~~ **SUBSECTIONS (2)(F) AND (G) AND (3),** be submitted for approval at a meeting of the shareholders.

(2) All of the following apply to the approval of a plan of merger or share exchange under this section:

(a) The board must recommend the plan of merger or share exchange to the shareholders, **OR, IF AN OFFER DESCRIBED IN**

SUBSECTION (3)(B) IS MADE, RECOMMEND THAT THE SHAREHOLDERS TENDER THEIR SHARES TO THE OFFEROR IN RESPONSE TO THE OFFER, unless section 529 applies or the board determines that because of conflict of interest, events occurring after the board adopts the plan, contractual obligations, or other special circumstances it should make no recommendation.

(B) If**, BECAUSE 1 OR MORE OF THE EXCEPTIONS DESCRIBED IN SUBDIVISION (A) APPLY,** the board does not ~~recommend the plan of merger or share exchange to the shareholders, or recommends against the plan of merger or share exchange, in either case because 1 or more of the exceptions described in this subdivision apply,~~ **MAKE A RECOMMENDATION DESCRIBED IN SUBDIVISION (A), OR THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE AGAINST THE PLAN OF MERGER OR SHARE EXCHANGE OR RECOMMENDS AGAINST A TENDER OF SHARES BY THE SHAREHOLDERS IN RESPONSE TO AN OFFER DESCRIBED IN SUBSECTION (3)(B), AS APPLICABLE,** the board must communicate to the shareholders the basis for its decision.

(C) ~~(b)~~ The board may condition its submission of the proposed merger or share exchange on any basis.

(D) ~~(c)~~ Notice of the shareholder meeting shall be given to each shareholder of record, whether or not entitled to vote at the meeting, within the time and in the manner provided in this act for giving notice of meetings of shareholders. The notice shall include or be accompanied by all of the following:

(*i*) A copy or summary of the plan of merger or share exchange. If a summary of the plan is given, the notice shall state that a copy of the plan is available on request.

(*ii*) A statement informing shareholders that are entitled to dissent under section 762 that they have the right to dissent and to be paid the fair value of their shares by complying with the procedures set forth in sections 764 to 772.

(E) ~~(d)~~ At the meeting, the shareholders shall vote on the proposed plan of merger or share exchange. The plan is approved if it receives the affirmative vote of the holders of a majority of the outstanding shares of the corporation entitled to vote on the plan, and if a class or series is entitled to vote on the plan as a class, the affirmative vote of the holders of a majority of the outstanding shares of the class or series. A class or series of shares is entitled to vote as a class in the case of a merger, if the plan of merger contains a provision that, if contained in a proposed amendment to the articles of incorporation, would entitle the class or series of shares to vote as a class, or, in the case of a share exchange, if the class or series is included in the exchange. A class or series of shares is not entitled to vote as a class in the case of a merger or share exchange, if the board of directors determines on a reasonable basis that the class or series is to receive consideration under the plan of merger or share exchange that has a fair value that is not less than the fair value of the shares of the class or series on the date of adoption of the plan.

(F) ~~(e)~~ Except as provided in section 754 or unless required by the articles of incorporation, action by the shareholders of the surviving corporation on a plan of merger is not required if all of the following apply:

(*i*) The articles of incorporation of the surviving corporation will not differ from its articles of incorporation before the merger.

(*ii*) Each shareholder of the surviving corporation whose shares were outstanding immediately before the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

(G) ~~(f)~~ Except as provided in section 754, action by the shareholders of the acquiring corporation on a plan of share exchange is not required.

(H) ~~(g) A~~ **EXCEPT AS PROVIDED IN SUBSECTION (3), A** plan of merger or share exchange may provide for differing forms of consideration for holders of shares in the same class based on the election of the holders, the amount of shares held, or another reasonable basis.

(3) UNLESS THE ARTICLES OF INCORPORATION PROVIDE OTHERWISE, APPROVAL OF A PLAN OF MERGER OR SHARE EXCHANGE BY THE SHAREHOLDERS OF A CORPORATION THAT HAS A CLASS OF VOTING STOCK REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934, 15 USC 78L, IMMEDIATELY BEFORE THE EXECUTION OF THE PLAN OF MERGER OR SHARE EXCHANGE IS NOT REQUIRED IF ALL OF THE FOLLOWING ARE MET:

(A) THE PLAN OF MERGER OR SHARE EXCHANGE MEETS BOTH OF THE FOLLOWING:

(*i*) IT EXPRESSLY PERMITS OR REQUIRES THE MERGER OR SHARE EXCHANGE TO BE EFFECTED UNDER THIS SUBDIVISION.

(*ii*) IT EXPRESSLY PROVIDES THAT, IF THE MERGER OR SHARE EXCHANGE IS TO BE EFFECTED UNDER THIS SUBDIVISION, THE MERGER OR SHARE EXCHANGE WILL BE EFFECTED AS SOON AS PRACTICABLE AFTER SUBDIVISION (F) IS MET.

(B) ANOTHER PARTY TO THE MERGER OR SHARE EXCHANGE, OR A PARENT OF ANOTHER PARTY TO THE MERGER OR SHARE EXCHANGE, MAKES AN OFFER TO PURCHASE, ON THE TERMS PROVIDED IN THE PLAN OF MERGER OR SHARE EXCHANGE, ANY AND ALL OF THE OUTSTANDING SHARES OF THE CORPORATION THAT WOULD BE ENTITLED TO VOTE ON THE PLAN OR MERGER OR SHARE EXCHANGE IF THIS SUBDIVISION DID NOT APPLY, EXCEPT THAT THE OFFER MAY EXCLUDE SHARES OF THE CORPORATION THAT ARE OWNED AT THE COMMENCEMENT OF THE OFFER BY THE CORPORATION, THE OFFEROR, OR A PARENT OF THE OFFEROR OR BY ANY WHOLLY OWNED SUBSIDIARY OF THE CORPORATION, OFFEROR, OR PARENT.

(C) THE OFFER DISCLOSES THAT THE PLAN OF MERGER OR SHARE EXCHANGE PROVIDES THAT THE MERGER OR SHARE EXCHANGE WILL BE EFFECTED AS SOON AS PRACTICABLE FOLLOWING THE SATISFACTION OF THE REQUIREMENT SET FORTH IN SUBDIVISION (F) AND THAT THE SHARES OF THE CORPORATION THAT ARE NOT TENDERED IN RESPONSE TO THE OFFER WILL BE TREATED AS SET FORTH IN SUBDIVISION (H).

(D) THE OFFER REMAINS OPEN FOR AT LEAST 20 BUSINESS DAYS OR FOR ANY OTHER PERIOD THAT IS REQUIRED FOR TENDER OFFERS UNDER THE RULES OR REGULATIONS OF THE SECURITIES AND EXCHANGE COMMISSION UNDER SECTION 14(E) OF THE SECURITIES EXCHANGE ACT OF 1934, 15 USC 78N(E).

(E) THE OFFEROR PURCHASES ALL SHARES THAT ARE PROPERLY TENDERED IN RESPONSE TO THE OFFER AND NOT PROPERLY WITHDRAWN.

(F) SHARES THAT MEET ANY OF THE FOLLOWING ARE COLLECTIVELY ENTITLED TO CAST AT LEAST THE MINIMUM NUMBER OF VOTES ON THE MERGER OR SHARE EXCHANGE THAT, EXCEPT FOR THIS SUBDIVISION, WOULD BE REQUIRED UNDER THIS ACT AND UNDER THE ARTICLES OF INCORPORATION OF THE CORPORATION FOR THE APPROVAL OF THE MERGER OR SHARE EXCHANGE BY THE SHAREHOLDERS AND BY ANY OTHER VOTING GROUP THAT IS ENTITLED TO VOTE ON THE MERGER OR SHARE EXCHANGE AT A MEETING AT WHICH ALL SHARES ENTITLED TO VOTE ON THE APPROVAL WERE PRESENT AND VOTED:

(*i*) ARE PURCHASED BY THE OFFEROR IN ACCORDANCE WITH THE OFFER.

(*ii*) ARE OTHERWISE OWNED BY THE OFFEROR OR BY ANY PARENT OR WHOLLY OWNED SUBSIDIARY OF THE OFFEROR.

(*iii*) ARE SUBJECT TO AN AGREEMENT TO BE TRANSFERRED, CONTRIBUTED, OR DELIVERED TO THE OFFEROR, ANY PARENT OF THE OFFEROR, OR ANY WHOLLY OWNED SUBSIDIARY OF THE OFFEROR IN EXCHANGE FOR STOCK OR OTHER EQUITY INTERESTS IN THAT OFFEROR, PARENT, OR SUBSIDIARY.

(G) THE OFFEROR OR A WHOLLY OWNED SUBSIDIARY OF THE OFFEROR MERGES WITH OR INTO, OR EFFECTS A SHARE EXCHANGE IN WHICH IT ACQUIRES SHARES OF, THE CORPORATION.

(H) EACH OUTSTANDING SHARE OF EACH CLASS OR SERIES OF SHARES OF THE CORPORATION THAT THE OFFEROR IS OFFERING TO PURCHASE IN ACCORDANCE WITH THE OFFER, AND THAT IS NOT PURCHASED IN ACCORDANCE WITH THE OFFER, IS TO BE CONVERTED IN THE MERGER INTO, OR INTO THE RIGHT TO RECEIVE, OR IS TO BE EXCHANGED IN THE SHARE EXCHANGE FOR, OR FOR THE RIGHT TO RECEIVE, THE SAME AMOUNT AND KIND OF SECURITIES, INTERESTS, OBLIGATIONS, RIGHTS, CASH, OR OTHER PROPERTY TO BE PAID OR EXCHANGED IN ACCORDANCE WITH THE OFFER FOR EACH SHARE

OF THAT CLASS OR SERIES OF SHARES THAT IS TENDERED IN RESPONSE TO THE OFFER, EXCEPT THAT SHARES OF THE CORPORATION THAT ARE OWNED BY THE CORPORATION OR THAT ARE DESCRIBED IN SUBDIVISION (F)(*ii*) OR (*iii*) NEED NOT BE CONVERTED INTO OR EXCHANGED FOR THE CONSIDERATION DESCRIBED IN THIS SUBPARAGRAPH.

(4) AS USED IN SUBSECTION (3):

(A) "OFFER" MEANS THE OFFER DESCRIBED IN SUBSECTION (3)(B).

(B) "OFFEROR" MEANS A PERSON THAT MAKES THE OFFER.

(C) "PARENT" OF AN ENTITY MEANS A PERSON THAT OWNS, DIRECTLY OR INDIRECTLY, THROUGH 1 OR MORE WHOLLY OWNED SUBSIDIARIES, ALL OF THE OUTSTANDING SHARES OF OR INTERESTS IN THAT ENTITY.

(D) SHARES TENDERED IN RESPONSE TO AN OFFER ARE CONSIDERED TO HAVE BEEN "PURCHASED" IN ACCORDANCE WITH THE OFFER AT THE EARLIEST TIME AS OF WHICH BOTH OF THE FOLLOWING ARE MET:

(*i*) THE OFFEROR HAS IRREVOCABLY ACCEPTED THOSE SHARES FOR PAYMENT.

(*ii*) ONE OF THE FOLLOWING IS MET, AS APPLICABLE:

(A) IN THE CASE OF SHARES REPRESENTED BY CERTIFICATES, THE OFFEROR, OR THE OFFEROR'S DESIGNATED DEPOSITORY OR OTHER AGENT, HAS PHYSICALLY RECEIVED THE CERTIFICATES REPRESENTING THOSE SHARES.

(B) IN THE CASE OF SHARES WITHOUT CERTIFICATES, THOSE SHARES HAVE BEEN TRANSFERRED INTO THE ACCOUNT OF THE OFFEROR OR ITS DESIGNATED DEPOSITORY OR OTHER AGENT, OR AN AGENT'S MESSAGE RELATING TO THOSE SHARES HAS BEEN RECEIVED BY THE OFFEROR OR ITS DESIGNATED DEPOSITORY OR OTHER AGENT.

(E) "WHOLLY OWNED SUBSIDIARY" OF A PERSON MEANS AN ENTITY OF OR IN WHICH THAT PERSON OWNS, DIRECTLY OR INDIRECTLY, THROUGH 1 OR

MORE WHOLLY OWNED SUBSIDIARIES, ALL OF THE OUTSTANDING SHARES OR INTERESTS.

Sec. 707. (1) After a plan of merger or share exchange is approved, a certificate of merger or share exchange shall be executed and filed on behalf of each corporation. The certificate shall set forth the following:

(a) In the case of a merger, the statements required ~~by~~ **UNDER** section 701(2)(a), (b), and (d), and the manner and basis of converting shares of each constituent corporation as set forth in the plan of merger.

(b) In the case of a share exchange, the statement required ~~by~~ **UNDER** section 702(2)(a), and the manner and basis of exchanging the shares to be acquired as set forth in the plan of exchange.

(c) A statement that the plan of merger or share exchange has been adopted by the boards in accordance with section 701 or 702.

(d) A statement that the plan of merger or share exchange will be furnished by the surviving or acquiring corporation, on request and without cost, to any shareholder of any constituent corporation.

(e) If approval of the shareholders of 1 or more corporations party to the merger or share exchange was required, a statement that the plan was approved by the shareholders in accordance with section 703a. **IF A PLAN OF MERGER OR SHARE EXCHANGE IS ADOPTED WITHOUT THE VOTE OF SHAREHOLDERS UNDER SECTION 703A(3), A STATEMENT THAT THE PLAN OF MERGER OR SHARE EXCHANGE HAS BEEN ADOPTED UNDER SECTION 703A(3) AND THAT THE CONDITIONS SPECIFIED IN THAT SECTION HAVE BEEN SATISFIED.**

(f) In the case of a merger governed by section 706, a statement that the merging corporation has not commenced business, has not issued any shares, **AND** has not elected a board ~~,~~ and that the plan of merger was approved by the unanimous consent of the incorporators.

(g) A statement of any assumed names of merging corporations transferred to the surviving corporation as authorized ~~by~~ **UNDER** section 217(3), specifying each transferred assumed name and the name of the corporation from which it is transferred. The certificate may include a statement of corporate names or assumed names of merging corporations that are to be treated as newly filed assumed names of the surviving corporation ~~pursuant to~~ **UNDER** section 217(4).

(2) ~~The~~ **SECTION 131 APPLIES IN DETERMINING WHEN A** certificate of merger or share exchange ~~shall become~~ **UNDER THIS SECTION BECOMES** effective**.** ~~in accordance with section 131.~~

Sec. 746. (1) A business organization may convert into a domestic corporation if all of the following requirements are satisfied:

(a) The conversion is permitted by the law that governs the internal affairs of the business organization and the business organization complies with that law in converting.

~~(b) The business organization proposing to convert into a domestic corporation adopts a plan of conversion that includes all of the following:~~

~~(*i*) The name of the business organization, the type of business organization that is converting, identification of the~~

~~statute that governs the internal affairs of the business organization, the name of the surviving domestic corporation into which the business organization is converting, the street address of the surviving domestic corporation, and the principal place of business of the surviving domestic corporation.~~

~~(*ii*) A description of all of the ownership interests in the business organization, specifying the interests entitled to vote, any rights those interests have to vote collectively or as a class, and if the ownership interests are subject to change before the effective date of the conversion, the manner in which the change may occur.~~

~~(*iii*) The terms and conditions of the proposed conversion, including the manner and basis of converting the ownership interests of the business organization into shares or obligations of the surviving domestic corporation, into cash, into other consideration that may include ownership interests or obligations of an entity that is not a party to the conversion, or into a combination of cash and other consideration.~~

~~(*iv*) The terms and conditions of the articles and bylaws that are to govern the surviving domestic corporation.~~

~~(*v*) Any other provisions with respect to the proposed conversion that the business organization considers necessary or desirable.~~

(B) ~~(c)~~ If a plan of conversion is adopted by the business organization**,** ~~under subdivision (b),~~ the plan of conversion is submitted for approval in the manner required by the law governing the internal affairs of that business organization.

(C) ~~(d)~~ After the ~~plan of conversion is approved under subdivisions (b) and (c),~~ **CONVERSION IS APPROVED IN ACCORDANCE WITH THE LAW THAT GOVERNS THE INTERNAL AFFAIRS OF THE BUSINESS ORGANIZATION,** the business organization files a certificate of conversion with the administrator. The certificate of conversion shall include all of the following:

(*i*) ~~All of the information described in subdivision (b)(*i*) and (*ii*) and the manner and basis of converting the ownership interests of the business organization contained in the plan of conversion.~~ **THE NAME OF THE BUSINESS ORGANIZATION, THE TYPE OF BUSINESS ORGANIZATION THAT IS CONVERTING, IDENTIFICATION OF THE STATUTE THAT GOVERNS THE INTERNAL AFFAIRS OF THE BUSINESS ORGANIZATION, THE NAME OF THE SURVIVING DOMESTIC CORPORATION INTO WHICH THE BUSINESS ORGANIZATION IS CONVERTING, THE STREET ADDRESS OF THE SURVIVING DOMESTIC CORPORATION, AND THE PRINCIPAL PLACE OF BUSINESS OF THE SURVIVING DOMESTIC CORPORATION.**

(*ii*) A statement that the business organization has, ~~adopted the plan of conversion under subdivision (c).~~ **IN CONNECTION WITH THE CONVERSION, COMPLIED WITH THE LAW THAT GOVERNS THE INTERNAL AFFAIRS OF THE BUSINESS ORGANIZATION.**

~~(*iii*) A statement that the surviving business corporation will furnish a copy of the plan of conversion, on request and without cost, to any owner of the business organization.~~

(*iii*) ~~(*iv*)~~ A statement specifying each assumed name of the business organization to be used by the surviving domestic corporation and authorized under section 217(6).

(*iv*) ~~(*v*)~~ Articles of incorporation for the surviving domestic corporation that meet all of the requirements of this act applicable to articles of incorporation.

(2) Section 131 applies in determining when a certificate of conversion under this section becomes effective.

(3) When a conversion under this section takes effect, all of the following apply:

(a) The business organization converts into the surviving domestic corporation. Except as otherwise provided in this section, the surviving domestic corporation is organized under and subject to this act.

(b) The surviving domestic corporation has all of the liabilities of the business organization. The conversion of the business organization into a domestic corporation under this section shall not be considered to affect any obligations or liabilities of the business organization incurred before the conversion or the personal liability of any person incurred before the conversion, and the conversion shall not be considered to affect the choice of law applicable to the business organization with respect to matters arising before the conversion.

(c) The title to all real estate and other property and rights owned by the business organization remain vested in the surviving domestic corporation without reversion or impairment. The rights, privileges, powers, and interests in property of the business organization, as well as the debts, liabilities, and duties of the business organization, shall not be considered, as a consequence of the conversion, to have been transferred to the surviving domestic corporation to which the business organization has converted for any purpose of the laws of this state.

(d) The surviving domestic corporation may use the name and the assumed names of the business organization if the filings required under section 217(6) or any other applicable statute are made and the laws regarding use and form of names are followed.

(e) A proceeding pending against the business organization may be continued as if the conversion had not occurred, or the surviving domestic corporation may be substituted in the proceeding for the business organization.

(f) The surviving domestic corporation is considered to be the same entity that existed before the conversion and is considered to be organized on the date that the business organization was originally organized.

(g) The ownership interests of the business organization that were to be converted into shares or obligations of the surviving domestic corporation or into cash or other property are converted.

(h) Unless otherwise provided ~~in a plan of conversion adopted in accordance with this section,~~ **UNDER THE LAW THAT GOVERNS THE INTERNAL AFFAIRS OF THE BUSINESS ORGANIZATION,** the business organization is not required to wind up its affairs or pay its liabilities and distribute its assets on account of the conversion, and the conversion does not constitute a dissolution of the business organization.

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

(a) Consummation of a plan of merger to which the corporation is a party if ~~shareholder~~ **ANY OF THE FOLLOWING ARE MET:**

(*i*) SHAREHOLDER approval is required for the merger under section 703a or 736(5) or the articles of incorporation and the shareholder is entitled to vote on the merger**.** ~~, or the~~

(*ii*) SHAREHOLDER APPROVAL WOULD BE REQUIRED IF SECTION 703A(3) DID NOT APPLY AND THE SHAREHOLDER IS A SHAREHOLDER ON THE DATE OF THE OFFER UNDER SECTION 703A(3).

(*iii*) THE corporation is a subsidiary that is merged with its parent under section 711.

(b) Consummation of a plan of share exchange to which the corporation is a party as the corporation whose shares will be acquired, if ~~the shareholder is~~ **EITHER OF THE FOLLOWING ARE MET:**

(*i*) THE SHAREHOLDER IS entitled to vote on the plan.

(*ii*) THE SHAREHOLDER WOULD BE ENTITLED TO VOTE ON THE PLAN IF SECTION 703A(3) DID NOT APPLY AND THE SHAREHOLDER IS A SHAREHOLDER ON THE DATE OF THE OFFER UNDER SECTION 703A(3).

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

(d) Consummation of a plan of conversion to which the corporation is a party as the corporation that is being converted, if the shareholder is entitled to vote on the plan. However, any rights provided under this section are not available if that corporation is converted into a foreign corporation and the shareholder receives shares that have terms as favorable to the shareholder in all material respects, and represent at least the same percentage interest of the total voting rights of the outstanding shares of the corporation, as the shares held by the shareholder before the conversion.

(e) An amendment of the articles of incorporation ~~giving rise to~~ **THAT CREATES** a right to dissent under section 621.

(f) A transaction ~~giving rise to~~ **THAT CREATES** a right to dissent under section 754.

(g) Any corporate action taken pursuant to a shareholder vote to the extent the articles of incorporation, bylaws, or a resolution of the board provides that voting or nonvoting shareholders are entitled to dissent and obtain payment for their shares.

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

(a) Any corporate action set forth in subsection (1)(a) to (f) as to shares that are listed on a national securities exchange ~~or designated as a national market system security on an interdealer quotation system by the national association of securities dealers,~~ on the record date fixed to vote on the corporate action or on the date the resolution of the parent corporation's board is adopted in the case of a merger under section 711 that does not require a shareholder vote under section 713. **FOR PURPOSES OF THIS SUBDIVISION, "NATIONAL SECURITIES EXCHANGE" INCLUDES THE NASDAQ GLOBAL SELECT MARKET AND THE NASDAQ GLOBAL MARKET, BUT DOES NOT INCLUDE THE NASDAQ CAPITAL MARKET, FORMERLY KNOWN AS THE NASDAQ**

SMALLCAP MARKET.

(b) A transaction described in subsection (1)(a) in which shareholders receive cash, shares that satisfy the requirements of subdivision (a) on the effective date of the merger, or any combination of cash and those shares.

(c) A transaction described in subsection (1)(b) in which shareholders receive cash, shares that satisfy the requirements of subdivision (a) on the effective date of the share exchange, or any combination of cash and those shares.

(d) A transaction described in subsection (1)(c) that is conducted pursuant to a plan of dissolution ~~providing~~ **THAT PROVIDES** for distribution of substantially all of the corporation's net assets to shareholders in accordance with their respective interests within 1 year after the date of closing of the transaction, if the transaction is for cash, shares that satisfy the requirements of subdivision (a) on the date of closing, or any combination of cash and those shares.

(e) A transaction described in subsection (1)(d) in which shareholders receive cash, shares that satisfy the requirements of subdivision (a) on the effective date of the conversion, or any combination of cash and those shares.

(3) A shareholder **THAT IS** entitled to dissent and obtain payment for shares under subsection (1)(a) to (f) may not challenge the corporate action ~~creating~~ **THAT CREATES** that entitlement unless the action is unlawful or fraudulent with respect to the shareholder or the corporation.

(4) A shareholder that exercises a right to dissent and seek

payment for shares under subsection (1)(g) may not challenge the corporate action ~~creating~~ **THAT CREATES** that entitlement unless the action is unlawful or fraudulent with respect to the shareholder or the corporation.

Sec. 764. (1) If **A** proposed corporate action ~~creating~~ **THAT CREATES** dissenters' rights under section 762 is submitted to a vote at a shareholders' meeting, the meeting notice must state that shareholders are or may be entitled to assert dissenters' rights under this act and ~~shall~~ be accompanied by a copy of sections 761 to 774.

(2) ~~If~~ **EXCEPT AS PROVIDED IN SUBSECTION (3), IF A** corporate action ~~creating~~ **THAT CREATES** dissenters' rights under section 762 is taken without a vote of shareholders, the corporation shall notify in writing all shareholders **THAT ARE** entitled to assert dissenters' rights that the action was taken and send them the dissenters' notice described in section 766. A shareholder ~~who~~ **THAT** consents to the corporate action is not entitled to assert dissenters' rights.

(3) IF A CORPORATE ACTION CREATES DISSENTERS' RIGHTS UNDER SECTION 762(1)(A)(*ii*) OR (B)(*ii*), AN OFFER MADE UNDER SECTION 703A(3) MUST STATE THAT SHAREHOLDERS ARE OR MAY BE ENTITLED TO ASSERT DISSENTERS' RIGHTS UNDER THIS ACT AND BE ACCOMPANIED BY A COPY OF SECTIONS 761 TO 774 AND THE DISSENTERS' NOTICE DESCRIBED IN SECTION 766.

Sec. 765. (1) If **A** proposed corporate action ~~creating~~ **THAT CREATES** dissenters' rights under section 762 is submitted to a vote at a shareholders' meeting, a shareholder ~~who~~ **THAT** wishes to assert dissenters' rights must deliver to the corporation before the vote is taken written notice of his, ~~or~~ her, **OR ITS** intent to demand payment for his, ~~or~~ her, **OR ITS** shares if the proposed action is effectuated and must not vote his, ~~or~~ her, **OR ITS** shares in favor of the proposed action.

(2) IF A CORPORATE ACTION CREATES DISSENTERS' RIGHTS UNDER SECTION 762(1)(A)(*ii*) OR (B)(*ii*), A SHAREHOLDER THAT WISHES TO ASSERT DISSENTERS' RIGHTS MUST DELIVER TO THE CORPORATION BEFORE THE SHARES ARE PURCHASED PURSUANT TO THE OFFER WRITTEN NOTICE OF HIS, HER, OR ITS INTENT TO DEMAND PAYMENT FOR HIS, HER, OR ITS SHARES IF THE PROPOSED ACTION IS TAKEN AND MUST NOT TENDER, OR CAUSE OR PERMIT TO BE TENDERED, ANY SHARES IN RESPONSE TO THE OFFER.

(3) ~~(2)~~ A shareholder ~~who~~ **THAT** does not satisfy the requirements of subsection (1) **OR (2), AS APPLICABLE,** is not entitled to payment for his, ~~or~~ her, **OR ITS** shares under this act.

Sec. 778. (1) "Equity security" means any 1 of the following:

(a) Any stock or similar security, certificate of interest, or participation in any profit sharing agreement, voting trust certificate, or voting share.

(b) Any security that is convertible, with or without consideration, into an equity security, or any warrant or other security that carries any right to subscribe to or purchase an equity security.

(c) Any put, call, straddle, or other option or privilege of buying an equity security from or selling an equity security to another person without being bound to do so.

(2) Subject to subsection (3), "interested shareholder" means any person, other than the corporation or any subsidiary, that is either of the following:

(a) The beneficial owner, directly or indirectly, of 10% or more of the voting power of the outstanding voting shares of the corporation.

(b) An affiliate of the corporation and at any time within the 2-year period immediately before the date in question was the beneficial owner, directly or indirectly, of 10% or more of the voting power of the then outstanding voting shares of the corporation.

(3) Both of the following apply for the purpose of determining whether a person is an interested shareholder under subsection (2)(a) or (b):

(a) The number of shares of voting shares considered to be outstanding includes all voting shares that are owned by the person except for those shares that are issuable under any agreement, arrangement, or understanding, or on the exercise of conversion rights, warrants or options, or otherwise.

(b) ~~Voting shares acquired by the person from the corporation or acquired in a public offering by or on behalf of the corporation, whether acquired before or after the effective date of the amendatory act that added this subdivision,~~ **WHETHER ACQUIRED BEFORE OR AFTER THE EFFECTIVE DATE OF THE 2017 AMENDATORY ACT THAT AMENDED THIS SUBDIVISION, VOTING SHARES THAT MEET ANY OF THE FOLLOWING** are not considered to be ~~outstanding or~~ beneficially owned by ~~that~~ **A** person, unless the corporation determines otherwise by a resolution of the board adopted before the person acquired those voting shares: ~~.~~

(*i*) ARE ACQUIRED BY THE PERSON FROM THE CORPORATION.

(*ii*) ARE ACQUIRED BY THE PERSON IN A PUBLIC OFFERING BY OR ON BEHALF OF THE CORPORATION.

(*iii*) IN A TRANSACTION DESCRIBED IN SECTION 703A(3), ARE ACQUIRED BY THE PERSON IN AN OFFER DESCRIBED IN SECTION 703A(3).

(4) "Market value" means either of the following:

(a) With respect to shares, the highest closing sale price during the 30-day period immediately preceding the date in question of a share that is listed on any of the following:

(*i*) The composite tape for New York ~~stock exchange-listed~~ **STOCK EXCHANGE-LISTED** securities.

(*ii*) If not listed under subparagraph (*i*), the New York ~~stock exchange.~~**STOCK EXCHANGE.**

(*iii*) If not listed under subparagraph (*i*) or (*ii*), the principal United States security exchange registered under the securities exchange act of 1934, 15 USC 78a to 78pp.

~~(*iv*) If not listed under subparagraph (*i*), (*ii*), or (*iii*), the highest closing bid quotation during the 30-day period preceding the date in question as listed on the national association of securities dealers, inc. automated quotations system or any other system then in use.~~

(*iv*) ~~(*v*)~~ If a listing is not available under subparagraphs (*i*) to ~~(*iv*),~~ **(*iii*),** the fair market value of the shares, on the date in question, as determined in good faith by the corporation's board of directors.

(b) With respect to property other than cash or shares, the fair market value of the property on the date in question, as determined in good faith by the corporation's board of directors.

(5) "Subsidiary" means a legal entity of which a majority of the voting shares are owned, directly or indirectly, by another person.

Sec. 784. ~~(1)~~ Unless a corporation's articles of incorporation provide otherwise, the requirements of section 780 do not apply to any business combination of any of the following:

(a) A corporation that does not have a class of voting stock registered with the ~~securities and exchange commission~~ **SECURITIES AND EXCHANGE COMMISSION** pursuant to section 12 of the securities exchange act of 1934, 15 USC 78*l*.

(b) A corporation whose original articles of incorporation contain a provision or whose shareholders adopt an amendment to the articles of the corporation after May 29, 1984 by a vote of ~~not less than~~ **AT LEAST** 90% of the votes of each class of stock entitled to be cast by the shareholders of the corporation and ~~not less than~~ **AT LEAST** 2/3 of the votes of each class of stock entitled to be cast by the shareholders of the corporation other than voting shares beneficially owned by interested shareholders of the corporation, that expressly elects not to be governed by this chapter.

(c) An investment company **THAT IS** registered under the investment company act of 1940, 15 USC 80a-1 to 80a-64.

~~(2) For purposes of subsection (1)(a), all shareholders of a corporation that have executed an agreement to which the~~

~~corporation is an executing party that governs the purchase and sale of shares of the corporation or a voting trust agreement that governs shares of the corporation are considered a single beneficial owner of the shares covered by the agreement.~~

Sec. 922. (1) If a domestic corporation neglects or refuses to file ~~any~~ **AN** annual report or pay ~~any~~ **AN** annual filing fee or a penalty added to the fee required by law, and the neglect or refusal continues for a period of 2 years from the date on which the annual report or filing fee was due, the corporation ~~shall be~~ **IS** automatically dissolved 60 days after the expiration of the 2-year period. The administrator shall notify the corporation of the impending dissolution not later than 90 days before the 2-year period ~~has expired.~~ **EXPIRES.** Until a corporation ~~has been~~ **IS** dissolved, it is entitled to issuance by the administrator, ~~upon~~ **ON** request, of a certificate of good standing setting forth that it ~~has been~~ **IS** validly incorporated as a domestic corporation and that it is validly in existence under laws of this state.

(2) If a foreign corporation neglects or refuses for 1 year to file ~~the~~ **AN** annual report or pay ~~the~~ **AN** annual filing fee or a penalty added to the fee required by law, its certificate of authority is subject to revocation in accordance with section 1042. Until revocation of its certificate of authority, or its withdrawal from this state or termination of its existence, the foreign corporation is entitled to issuance by the administrator, ~~upon~~ **ON** request, of a certificate of good standing setting forth that it ~~has been~~ **IS** validly authorized to transact business in this state and that it holds a valid certificate of authority to transact

business in this state.

(3) THE ADMINISTRATOR MAY ELECTRONICALLY TRANSMIT A NOTIFICATION OF IMPENDING DISSOLUTION DESCRIBED IN SUBSECTION (1) TO THE RESIDENT AGENT OF THE CORPORATION IN THE MANNER AUTHORIZED BY THE CORPORATION.

Sec. 923. (1) If good cause is shown, the administrator may extend the time for filing a report for not more than 1 year from the due date of the filing.

(2) The administrator may report promptly to the attorney general any ~~failure or neglect under sections~~ **VIOLATION OF SECTION** 921, 922, 931, ~~and~~ **OR** 932, and the attorney general may bring an action for imposition of the prescribed penalties. If a domestic or foreign corporation neglects or refuses to file its report within the time prescribed ~~by~~ **UNDER** this act, the administrator shall notify the corporation of that fact by mail directed to its registered office not later than 90 days after the due date of the filing.

(3) THE ADMINISTRATOR MAY ELECTRONICALLY TRANSMIT A NOTIFICATION DESCRIBED IN SUBSECTION (2) TO THE RESIDENT AGENT OF THE CORPORATION IN THE MANNER AUTHORIZED BY THE CORPORATION.

Sec. 1042. (1) The administrator shall revoke a certificate of authority of a foreign corporation only if he or she has given the foreign corporation ~~not less than~~ **AT LEAST** 90 days' notice**, BY MAIL OR BY ELECTRONIC TRANSMISSION UNDER SUBSECTION (2),** that a default under section 1041 exists and that **HE OR SHE WILL REVOKE** its certificate of authority ~~will be revoked~~ unless the default is cured within 90 days after the notice is mailed **OR ELECTRONICALLY**

TRANSMITTED, and the corporation fails within ~~90 days~~ **THE 90-DAY PERIOD** to cure the default.

(2) ~~The notice shall be sent by first class mail to the corporation at its registered office in this state.~~**THE ADMINISTRATOR MAY ELECTRONICALLY TRANSMIT A NOTICE DESCRIBED IN SUBSECTION (1) TO THE RESIDENT AGENT OF THE CORPORATION IN THE MANNER AUTHORIZED BY THE CORPORATION.**

(3) ~~Upon revoking~~ **IF HE OR SHE REVOKES** a certificate of authority **UNDER THIS SECTION**, the administrator shall issue a certificate of revocation and ~~mail a copy to the corporation at its registered office in this state.~~**SHALL MAIL, OR, IF AUTHORIZED BY THE CORPORATION, MAY ELECTRONICALLY TRANSMIT, A COPY OF THE CERTIFICATE OF REVOCATION TO THE RESIDENT AGENT OF THE CORPORATION.**

(4) Issuing the certificate of revocation has the same force and effect as issuing a certificate of withdrawal under section 1031.

Sec. 1056. (1) Any foreign corporation **THAT IS** not authorized to transact business in this state and **IS** not required to be authorized to transact business in this state may register its corporate name under this act, if permissible under section 212.

(2) ~~Registration shall be made~~ **A FOREIGN CORPORATION SHALL REGISTER ITS CORPORATE NAME UNDER THIS SECTION** by filing all of the following in the office of the administrator:

(a) An application for registration executed on behalf of the corporation, ~~setting forth~~ **THAT INCLUDES** the name and the mailing address of the corporation, the jurisdiction of its incorporation, the date of its incorporation, a statement that it is carrying on or doing business, and a brief statement of the business in which it is engaged.

(b) A certificate **THAT IS** dated not earlier than 30 days before filing of the application, ~~setting forth~~ **STATING** that the corporation is in good standing under the laws of the jurisdiction of its incorporation, executed by the office of the jurisdiction ~~which~~ **THAT** has custody of the records pertaining to corporations.

(3) Unless sooner terminated by the filing of a certificate of termination, the registration ~~shall be~~ **OF THE CORPORATE NAME OF A FOREIGN CORPORATION IS** effective until the close of the calendar year in which the application for registration is filed. However, ~~registrations~~ **A REGISTRATION** filed after September 30 of a year ~~shall expire~~ **EXPIRES** at the end of the following calendar year. The administrator shall notify the corporation of the impending expiration ~~not later than~~ **AT LEAST** 90 days before the expiration of the registration. **THE ADMINISTRATOR MAY ELECTRONICALLY TRANSMIT THE NOTIFICATION TO THE RESIDENT AGENT OF THE CORPORATION IN THE MANNER AUTHORIZED BY THE CORPORATION.** A foreign corporation ~~which~~ **THAT** has in effect a registration of its corporate name may renew the registration from year to year by filing annually an application for renewal and a certificate of good standing as required for the original registration. A renewal application may be filed between October 1 and December 31 in each year, and shall extend the registration for the following calendar year.

Sec. 1060. (1) ~~The fees a person shall pay to the administrator when the documents described in this subsection are delivered to him or her for filing are as follows:~~ **WHEN DELIVERING A**

DOCUMENT DESCRIBED IN THIS SUBSECTION TO THE ADMINISTRATOR FOR FILING, A PERSON SHALL PAY THE ADMINISTRATOR WHICHEVER OF THE FOLLOWING FEES APPLY TO THAT DOCUMENT:

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

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

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

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

(e) Certificate of merger, conversion, or share exchange under chapter 7, $50.00.

(f) Certificate attesting to the occurrence of a merger **OR CONVERSION** of a foreign corporation under section 1021, $10.00.

(g) Certificate of dissolution, $10.00.

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

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

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

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

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

(m) Certificate of abandonment, $10.00.

(n) Certificate of correction, $10.00.

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

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

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

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

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

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

(u) Report required under section 911, $15.00 if paid after September 30, 2019. Before October 1, 2019, the fee is $25.00.

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

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

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

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

(6) A minimum charge of $1.00 for each certificate and 50

cents per folio shall be paid to the administrator for certifying a part of a file or record pertaining to a corporation if a fee for that service is not described in subsection (1). The administrator may furnish copies of documents, reports, and papers required or permitted by law to be filed with the administrator, and shall charge for those copies the fee established in a schedule of fees adopted by the administrator with the approval of the state administrative board. The administrator shall retain the revenue collected under this subsection, and the department shall use it to defray the costs for its copying and certifying services.

(7) If a domestic or foreign corporation pays fees or penalties by check and the check is dishonored, **OR BY CREDIT CARD AND A CHARGEBACK IS SUCCESSFUL,** the fee is unpaid and the administrator shall rescind the filing of all related documents.

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

(9) The administrator may charge a nonrefundable fee of up to $50.00 for any document submitted or certificate sent by facsimile or electronic transmission. The administrator shall retain the revenue collected under this subsection and the department shall use it to carry out its duties required by law.

(10) The administrator shall waive any fee otherwise required under this section if a majority of the shares of the domestic or foreign corporation responsible for paying the fee are, and the corporation provides proof satisfactory to the administrator that

those shares are, held by 1 or more honorably discharged veterans of the ~~armed forces~~ **ARMED FORCES** of the United States.

Enacting section 1. This amendatory act takes effect 90 days after the date it is enacted into law.