

MICHIGAN LIMITED LIABILITY COMPANY ACT (EXCERPT)

Act 23 of 1993

ARTICLE 6

450.4601 Articles of organization; amendment.

Sec. 601. A limited liability company may amend its articles of organization if the amendment contains only provisions that might lawfully be contained in original articles of organization filed at the time the amendment is made.

History: 1993, Act 23, Eff. June 1, 1993.

450.4602 Articles of organization; conditions requiring amendment.

Sec. 602. A limited liability company shall amend its articles of organization if any of the following occur:

- (a) A change in the name of the limited liability company.
- (b) A change in the purposes of the limited liability company.
- (c) A change to or from the management of the limited liability company by managers.
- (d) A change in the maximum duration of the limited liability company.
- (e) A statement in the articles of organization has become false or erroneous, except that a change in registered office or resident agent may be made as provided for in section 209.

History: 1993, Act 23, Eff. June 1, 1993.

450.4603 Articles of organization; certificate of amendment; filing; contents.

Sec. 603. The articles of organization are amended by filing a certificate of amendment signed as provided in section 103 that contains all of the following:

- (a) The name of the limited liability company.
- (b) The date of filing of its original articles of organization.
- (c) The entire article or articles being amended, or the section or sections being amended if the article being amended is divided into identified sections.
- (d) A statement that the amendment or amendments were approved by the unanimous vote of all of the members entitled to vote or by a majority in interest if an operating agreement authorizes amendment of the articles of organization by majority vote.

History: 1993, Act 23, Eff. June 1, 1993;—Am. 1997, Act 52, Imd. Eff. July 1, 1997;—Am. 2002, Act 686, Imd. Eff. Dec. 30, 2002.

450.4604 Restated articles of organization.

Sec. 604. (1) A limited liability company may integrate into a single instrument the provisions of its articles of organization that are then in effect and operative by filing restated articles of organization executed as provided in section 103.

(2) A limited liability company may include amendments to its articles of organization in restated articles of organization filed under subsection (1). An amendment to the articles of organization of a limited liability company in connection with the integration and restatement of the articles under this section is subject to any other provision of this act that would apply if a certificate of amendment were filed to effect the amendment, including the requirement of member approval.

(3) A limited liability company shall specifically designate restated articles of organization filed under this section as such in the heading and shall state, either in the heading or in an introductory paragraph, the present name of the limited liability company, all of the former names of the limited liability company if the name has changed, and the date of filing of its original articles of organization. If the restated articles include a further amendment under subsection (2), the articles shall state that the amendment was approved by 1 of the following:

- (a) If an operating agreement establishes a vote requirement for amending the articles of organization, by the vote required under the operating agreement.
- (b) If subdivision (a) does not apply, by a unanimous vote of all of the members entitled to vote on the amendment.

(4) When its restated articles of organization become effective under section 104, the limited liability company's original articles of organization are superseded and the restated articles are the articles of organization of the company.

History: 1993, Act 23, Eff. June 1, 1993;—Am. 2010, Act 290, Imd. Eff. Dec. 16, 2010.