

## BUSINESS CORPORATION ACT (EXCERPT)

### Act 284 of 1972

#### CHAPTER 9

#### REPORTS

##### **450.1901 Financial report.**

Sec. 901. (1) Each domestic corporation at least once in each year shall cause a financial report of the corporation for the preceding fiscal year to be made and distributed to each shareholder thereof within 4 months after the end of the fiscal year. The report shall include the corporation's statement of income, its year-end balance sheet, its statement of source and application of funds if prepared by the corporation, and any other information as may be required by this act.

(2) The financial report required by subsection (1) may be distributed electronically, either by electronic transmission of the report or by making the report available for electronic transmission. If the report is distributed electronically under this subsection, the corporation shall provide the report in written form to a shareholder on request.

**History:** 1972, Act 284, Eff. Jan. 1, 1973;—Am. 2001, Act 57, Imd. Eff. July 23, 2001.

##### **450.1911 Annual report; filing date; contents; exception; information unchanged.**

Sec. 911. (1) A domestic corporation and each foreign corporation subject to chapter 10 shall file a report with the administrator no later than May 15 of each year. The report shall be on a form approved by the administrator, signed by an authorized officer or agent of the corporation, and contain all of the following information:

(a) The name of the corporation.

(b) The name of its resident agent and address of its registered office in this state.

(c) The names and addresses of its president, secretary, treasurer, and directors.

(d) General nature and kind of business in which the corporation is engaged.

(e) For each foreign corporation authorized to transact business in this state, the total number of authorized shares and the most recent percentage used in computation of the tax required by the Michigan business tax act, 2007 PA 36, MCL 208.1101 to 208.1601.

(f) For each professional corporation, the names and addresses of its shareholders and a certification that both of the following are met:

(i) Each shareholder is a licensed person in 1 or more of the professional services provided by the professional corporation.

(ii) The corporation meets the other requirements of chapter 2A.

(2) A corporation formed or authorized to do business on or after January 1 and before May 16 of a calendar year is not required to file the report described in subsection (1) for that calendar year.

(3) If there are no changes in the information provided in the last filed report required under subsection (1), the corporation may file a report that certifies to the administrator that no changes in the required information have occurred since the last filed report. A report filed under this subsection shall be on a form approved by the administrator and filed no later than the date required under section 911.

**History:** 1972, Act 284, Eff. Jan. 1, 1973;—Am. 1973, Act 98, Imd. Eff. Aug. 8, 1973;—Am. 1977, Act 36, Eff. Oct. 1, 1977;—Am. 1978, Act 32, Imd. Eff. Feb. 24, 1978;—Am. 1982, Act 407, Eff. Jan. 1, 1983;—Am. 1989, Act 121, Eff. Oct. 1, 1989;—Am. 1993, Act 91, Eff. Oct. 1, 1993;—Am. 1996, Act 196, Eff. May 17, 1996;—Am. 1996, Act 197, Imd. Eff. May 17, 1996;—Am. 2007, Act 182, Imd. Eff. Dec. 21, 2007;—Am. 2012, Act 569, Imd. Eff. Jan. 2, 2013.

##### **450.1913 Destruction or disposition of corporate documents by county clerk.**

Sec. 913. The county clerk may destroy the copies of the corporate documents of a domestic or foreign corporation that were forwarded to his or her office in accordance with 1931 PA 327, MCL 450.98 to 450.192, a former provision of 1931 PA 327, or its predecessor act. The clerk may destroy or dispose of these records in accordance with section 11 of the Michigan history center act, 2016 PA 470, MCL 399.811.

**History:** Add. 1975, Act 286, Imd. Eff. Dec. 4, 1975;—Am. 1989, Act 121, Eff. Oct. 1, 1989;—Am. 2017, Act 177, Eff. Feb. 19, 2018.

##### **450.1915 Repealed. 2003, Act 106, Imd. Eff. July 24, 2003.**

**Compiler's note:** The repealed section pertained to annual report and filing fee.

##### **450.1921 Neglecting or refusing to file report or pay fee; penalty; exception; waiver.**

Sec. 921. (1) If a domestic or foreign corporation neglects or refuses to file a report or pay a fee required

by this act within the time specified, the corporation, in addition to its liability for the fee, is subject to a penalty of \$10.00 for each month or part of a month that the corporation is delinquent, not to exceed \$50.00.

(2) The penalty prescribed in this section shall not apply during an extension granted pursuant to section 923.

(3) As to penalties assessed under this section, the administrator may waive the assessment of the penalties in whole or in part where it appears the assessment of the penalties would constitute an improper and inequitable imposition upon the corporation and the administrator finds the waiver of such penalties to be in the public interest.

**History:** 1972, Act 284, Eff. Jan. 1, 1973;—Am. 1973, Act 98, Imd. Eff. Aug. 8, 1973;—Am. 1974, Act 303, Imd. Eff. Oct. 21, 1974;—Am. 1975, Act 11, Imd. Eff. Mar. 25, 1975;—Am. 1978, Act 32, Imd. Eff. Feb. 24, 1978;—Am. 1982, Act 407, Eff. Jan. 1, 1983.

#### **450.1922 Dissolution of corporation or revocation of certificate of authority for neglecting or refusing to file reports or pay fee or penalty; notice of impending dissolution; right to certificate of good standing.**

Sec. 922. (1) If a domestic corporation neglects or refuses to file an annual report or pay 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 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 expires. Until a corporation is dissolved, it is entitled to issuance by the administrator, on request, of a certificate of good standing setting forth that it 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 an annual report or pay 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, on request, of a certificate of good standing setting forth that it 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.

**History:** 1972, Act 284, Eff. Jan. 1, 1973;—Am. 1978, Act 32, Imd. Eff. Feb. 24, 1978;—Am. 1982, Act 407, Eff. Jan. 1, 1983;—Am. 1993, Act 91, Eff. Oct. 1, 1993;—Am. 2018, Act 85, Eff. June 24, 2018.

#### **450.1923 Extension of time for filing report; report to attorney general; action for imposition of penalties; notice of failure to file report.**

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 violation of section 921, 922, 931, 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 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.

**History:** 1972, Act 284, Eff. Jan. 1, 1973;—Am. 1978, Act 32, Imd. Eff. Feb. 24, 1978;—Am. 1982, Act 407, Eff. Jan. 1, 1983;—Am. 1989, Act 121, Eff. Oct. 1, 1989;—Am. 2018, Act 85, Eff. June 24, 2018.

#### **450.1924 Annual reports due or deficient; penalties and interest.**

Sec. 924. Annual reports due or deficient prior to the date of this amendatory act shall be subject to the penalties and interest in effect at the statutory filing date. Interest shall accrue at such rates until the filing is completed.

**History:** Add. 1978, Act 32, Imd. Eff. Feb. 24, 1978.

#### **450.1925 Renewal of corporate existence or certificate of authority by filing reports and paying fees and penalties; adoption of corporate name; effect of compliance.**

Sec. 925. (1) A domestic corporation which has been dissolved under subsection (1) of section 922, or a foreign corporation whose certificate of authority has been revoked under subsection (2) of section 922 or section 1042, may renew its corporate existence or its certificate of authority by filing the reports and paying the fees for the years for which they were not filed and paid, and for every subsequent intervening year,

together with the penalties provided by section 921. Upon filing the reports and payment of the fees and penalties, the corporate existence or the certificate of authority is renewed. The administrator may require the corporation to adopt or use within this state a corporate name that conforms to the requirements of section 212.

(2) Upon compliance with the provisions of this section, the rights of the corporation shall be the same as though a dissolution or revocation had not taken place, and all contracts entered into and other rights acquired during the interval shall be valid and enforceable.

**History:** 1972, Act 284, Eff. Jan. 1, 1973;—Am. 1973, Act 98, Imd. Eff. Aug. 8, 1973;—Am. 1989, Act 121, Eff. Oct. 1, 1989.

#### **450.1931 Wilful false statement in report; penalty.**

Sec. 931. If a domestic or foreign corporation which is required to file a report as provided in section 911 wilfully makes a false statement in the report, it is subject to an additional penalty of \$1,000.00.

**History:** 1972, Act 284, Eff. Jan. 1, 1973;—Am. 1978, Act 32, Imd. Eff. Feb. 24, 1978.

#### **450.1932 False or fraudulent report, certificate, or statement; falsification or alteration of books, records, or accounts; penalties.**

Sec. 932. (1) A person who knowingly makes or files or a person who knowingly assists in the making or filing of a false or fraudulent report, certificate, or other statement required by this act to be filed by a domestic or foreign corporation with a public officer of this state, or a person knowing the same to be false or fraudulent, who procures, counsels, or advises the making or filing of a report, certificate, or statement, is guilty of a misdemeanor and is subject to a fine of not to exceed \$1,000.00 for each offense.

(2) An officer or agent of a corporation who knowingly falsifies or wrongfully alters the books, records, or accounts of a corporation is guilty of a misdemeanor and is subject to a fine of not to exceed \$1,000.00 for each such offense.

**History:** 1972, Act 284, Eff. Jan. 1, 1973;—Am. 1989, Act 121, Eff. Oct. 1, 1989.

#### **450.1935 Repealed. 1989, Act 121, Eff. Oct. 1, 1989.**

**Compiler's note:** The repealed section pertained to liability to creditor or shareholder for false representation or alteration.