

BUSINESS CORPORATION ACT (EXCERPT)
Act 284 of 1972

450.1611 Articles of incorporation; amendment procedure.

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 amendments to the corporation's articles of incorporation 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 or address of the resident agent or registered office, or both, if a statement 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) 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.

History: 1972, Act 284, Eff. Jan. 1, 1973;—Am. 1997, Act 118, Imd. Eff. Oct. 24, 1997;—Am. 2006, Act 64, Imd. Eff. Mar. 20, 2006;—Am. 2012, Act 569, Imd. Eff. Jan. 2, 2013;—Am. 2018, Act 85, Eff. June 24, 2018.