

BUSINESS CORPORATION ACT (EXCERPT)
Act 284 of 1972

450.2021 Foreign corporation; amended application; conditions; contents; corporation as survivor of merger or conversion; increase in authorized shares.

Sec. 1021. (1) Except as otherwise provided in this section, if a foreign corporation authorized to transact business in this state changes its corporate name, enlarges, limits, or otherwise changes the business that the foreign corporation proposes to do in this state, or otherwise affects the information set forth in its application for certificate of authority to transact business in this state, the corporation shall file an amended application with the administrator not later than 30 days after the time that change becomes effective. A foreign corporation may make a change in the registered office or resident agent under section 242. An amended application under this subsection shall set forth all of the following:

(a) The name of the foreign corporation as it appears on the records of the administrator and the jurisdiction of its incorporation.

(b) The date the foreign corporation was authorized to do business in this state.

(c) If the name of the foreign corporation has been changed, a statement of the name relinquished, a statement of the new name, and a statement that the change of name has been effected under the laws of the jurisdiction of its incorporation and the date the change was effected.

(d) If the business the foreign corporation proposes to do in this state is to be enlarged, limited, or otherwise changed, a statement reflecting the change and a statement that the foreign corporation is authorized to do in the jurisdiction of its incorporation the business that it proposes to do in this state.

(e) Any additional information required by the administrator.

(2) If a foreign corporation that is authorized to transact business in this state is the survivor of a merger permitted under the laws of the jurisdiction in which the foreign corporation is incorporated, not later than 30 days after the merger becomes effective, the foreign corporation shall file a certificate issued by the proper officer of the jurisdiction of its incorporation attesting to the occurrence of the merger. If the merger changed the corporate name of the foreign corporation, enlarged, limited, or changed the business the foreign corporation proposes to do in this state, or affected the information set forth in the application, the foreign corporation shall also comply with subsection (1).

(3) If a foreign corporation that is authorized to transact business in this state is the survivor of a conversion permitted under the laws of the jurisdiction in which the foreign corporation is incorporated, not later than 30 days after the conversion becomes effective, the foreign corporation shall file a certificate issued by the proper officer of the jurisdiction of its incorporation attesting to the occurrence of the conversion. If the conversion changed the corporate name of the foreign corporation, enlarged, limited, or changed the business the foreign corporation proposes to do in this state, or affected the information set forth in the application, the foreign corporation shall also comply with subsection (1).

(4) A foreign corporation that has been authorized to transact business in this state and that, after its authorization, increases the number of authorized shares attributable to this state shall file an amended application giving a detailed account of the amount of the increase, and shall pay an additional franchise fee on account of the increase attributable to this state as prescribed by law. The amended application shall be filed within 30 days after the end of the corporation's fiscal year. The number of shares attributable to this state shall be determined under section 1062.

History: 1972, Act 284, Eff. Jan. 1, 1973;—Am. 1973, Act 98, Imd. Eff. Aug. 8, 1973;—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. 2012, Act 569, Imd. Eff. Jan. 2, 2013.