

DISSOLUTION OF CHARITABLE PURPOSE CORPORATIONS ACT (EXCERPT)
Act 169 of 1965

450.251 Charitable purpose corporations; prohibited conduct; compliance with subsection (2); merger, conversion, or dissolution; notice and documents to attorney general; court proceedings; consent to dissolution by attorney general.

Sec. 1. (1) A nonprofit corporation, foundation, trustee corporation, or other corporation, or entity organized under the laws of this state whose purposes include operating or holding property for any charitable purpose, unless it is organized for religious purposes, shall not do any of the following unless it complies with subsection (2):

(a) Enter into a merger with another domestic or foreign nonprofit corporation, domestic or foreign business corporation, or other domestic or foreign business entity.

(b) Amend or restate its articles of incorporation to become a corporation governed by the business corporation act, 1972 PA 284, MCL 450.1101 to 450.2098.

(c) Convert an entity described in subdivision (a) into another form of domestic or foreign business organization.

(d) Dissolve.

(2) A corporation or entity described in subsection (1) must give written notice to the attorney general before filing an amendment to or restatement of its articles of incorporation, a certificate of conversion, or any other paper or document concerning a merger, conversion, or dissolution described in subsection (1) with any other state agency or court.

(3) A corporation that is subject to this act and that is automatically dissolved under section 801(1)(a) or section 922 of the nonprofit corporation act, 1982 PA 166, MCL 450.2801 and 450.2922, shall give notice of the dissolution to the attorney general within 60 days after the automatic dissolution of the corporation.

(4) The attorney general may require that a corporation or entity described in subsection (1) that is involved in a merger, conversion, or dissolution described in that subsection submit to the attorney general an accounting of the assets of the corporation and of their administration and disposition.

(5) The attorney general may require that the dissolution of a corporation or entity described in subsection (1) be accomplished by proceedings in the circuit court for Ingham county or for the county in which the registered office or principal place of business of the corporation or entity is located. The attorney general is a necessary party to the dissolution proceedings and shall be given due notice of those proceedings.

(6) The attorney general may consent to the dissolution of a corporation or other entity described in subsection (1) without court proceedings. However, the consent to a dissolution by the attorney general under this subsection does not affect or limit the application of any other statutory provisions that require court proceedings in connection with the dissolution of a corporation or other entity described in subsection (1).

History: 1965, Act 169, Imd. Eff. July 15, 1965;—Am. 2014, Act 558, Imd. Eff. Jan. 15, 2015.