

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

**(FOR BUREAU USE ONLY)**

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name



Address

City

State

ZIP Code

EFFECTIVE DATE:

 Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office. 

**CERTIFICATE OF SHARE EXCHANGE**

**For use by Domestic Profit or Foreign Acquiring Profit Corporations**  
(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), the undersigned execute the following Certificate:*

1. a. The name of each corporation whose shares will be acquired and its identification number is:

\_\_\_\_\_

\_\_\_\_\_

b. The name of the acquiring corporation and its identification number is:

\_\_\_\_\_

2. The manner and basis of exchanging the shares to be acquired as set forth in the plan of exchange:

3. (Complete only if a later effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The share exchange shall be effective on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

4. The plan of share exchange has been adopted by the Board of Directors of each domestic constituent corporation in accordance with Section 702 of the Act.

5. The plan of share exchange was approved by the shareholders of the following domestic constituent corporation in accordance with Section 703a:

6. The plan of share exchange will be furnished by the acquiring corporation, on request and without cost, to any shareholder of any constituent corporation.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
(Name of Corporation)

By \_\_\_\_\_  
(Signature of authorized officer or agent)

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
(Name of Corporation)

By \_\_\_\_\_  
(Signature of authorized officer or agent)

Preparer's Name \_\_\_\_\_

Business Telephone Number ( ) \_\_\_\_\_

**INFORMATION AND INSTRUCTIONS**

- 1. The Certificate of Share Exchange cannot be filed until this form, or a comparable document, is submitted.
- 2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to your registered office address unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

- 3. This Certificate is to be used pursuant to the provisions of sections 702, 703a and 707 of Act 284, P.A. of 1972, for the purpose of exchanging shares of two or more domestic profit corporations and pursuant to section 735 if the share exchange involves one or more foreign corporations and one or more domestic profit corporations.
- 4. If more than two corporations are exchanging shares, the Certificate may be adjusted as necessary, or the format may be used as a guide in drafting your own certificate. If additional space is required for any section, continue the section on an attachment.
- 5. Item 4 - This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
- 6. The Certificate must be signed by an authorized officer or agent of the each corporation that is exchanging shares.
- 7. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order. **This fee must be paid for each corporation.....\$50.00**

Veterans: Pursuant to MCL 450.2060(10) and, if a majority of the shares of the domestic or foreign profit corporation responsible for paying the fee are held by 1 or more honorably discharged veterans of the armed forces of the United States, you may contact the Corporations Division regarding a fee waiver.

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs  
Corporations, Securities & Commercial Licensing Bureau  
Corporations Division  
P.O. Box 30054  
Lansing, MI 48909

To submit in person:

2501 Woodlake Circle  
Okemos, MI  
Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>  
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

**Optional expedited service.**

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The nonrefundable expedited service fee is in addition to the regular fees applicable to the specific document.

Please complete a separate CSCL/CD-272 form for expedited service for each document submitted in person, by mail or MICH-ELF.

**24-hour service - \$50 for formation documents and applications for certificate of authority.**

**24-hour service - \$100 for any document concerning an existing entity.**

**Same day service**

- **Same day - \$100 for formation documents and applications for certificate of authority.**
- **Same day - \$200 for any document concerning an existing entity.**

Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST OR EDT.

- **Two hour - \$500**

Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST OR EDT.

- **One hour - \$1000**

Review completed within one hour on day of receipt. Document and request for 1 hour expedited service must be received by 4 p.m. EST OR EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. CSCL/CD-901.

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service. CSCL/CD-901.

Documents submitted by mail are delivered to a remote location for receipts processing and are then forwarded to the Corporations Division for review. Day of receipt for mailed expedited service requests is the day the Corporations Division receives the request.