

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS**  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU  
CORPORATIONS DIVISION  
P. O. Box 30054  
Lansing, Michigan 48909

**LIMITED PARTNERSHIP FILING INFORMATION**

After a Certificate of Limited Partnership is filed for a Michigan limited partnership or an Application for Registration To Transact Business in Michigan is filed for an out of state (foreign) limited partnership, additional documents may be required under the Michigan Revised Uniform Limited Partnership Act, [Act 213, P.A. of 1982](#) to implement the limited partnership's intended changes.

Any substantive questions regarding legal rights and responsibilities in connection with your limited partnership should be discussed with your private legal counsel.

When the Certificate of Limited Partnership or Application for Registration to Transact Business in Michigan is filed, the Bureau assigns a six-digit file number and this number is included on the document. Please use this number on any correspondence or filings with this office.

**ANNUAL STATEMENT/ANNUAL REPORT**

There are no annual report requirements for limited partnerships.

**RECORD CHANGES - FORMS TO USE, FEES**

After organization of a Michigan limited partnership, you may wish to change the limited partnership's name or purposes, adopt an assumed name, or cancel the limited partnership. After qualification of a foreign limited partnership, you are required to report changes to information in the Application for Registration to Transact Business in Michigan, and you may also wish to adopt an assumed name, or cancel the registration.

**FORMS USED BY MICHIGAN OR FOREIGN LIMITED PARTNERSHIPS**

**Certificate of Assumed Name, [CSCL/CD-541](#)** permitted by [section 104](#) of the Act, MCL 449.1104.  
Fee - \$10.00.

A limited partnership may conduct its affairs under any assumed name or names other than its limited partnership name, if the assumed name is not precluded by [section 102\(2\), \(3\), \(4\), or \(5\)](#) of the act. The Certificate of Assumed Name is effective when endorsed "filed" by the Bureau.

**Certificate of Cancellation, [CSCL/CD-404](#)** permitted by [section 203](#) (Michigan) and [section 906](#) (Foreign) of the Act, MCL 449.1203 and 449.1906. Fee - \$10.00.

A Michigan limited partnership is dissolved and its affairs shall be wound up when the first of the following occurs:

- (a) At the time or upon the happening of events specified in the Certificate of Limited Partnership
- (b) Written consent of all partners
- (c) An event of withdrawal of a general partner, unless at the time there is at least 1 other general partner and the certificate of limited partnership permits the business of the limited partnership to be carried on by the remaining general partner and that partner does so, but the limited partnership is not dissolved and is not required to be wound up by reason of any event of withdrawal, if, within 90 days after the withdrawal, all remaining partners agree in writing to continue the business of the limited partnership and to the appointment of 1 or more additional general partners if necessary or desired
- (d) Entry of a decree of judicial dissolution under section 802 or 803

A Certificate of Limited Partnership shall be canceled upon the dissolution and the commencement of winding up of the partnership or at any other time there are no limited partners. A Certificate of Cancellation shall be filed in the office of the administrator.

A foreign limited partnership may cancel its registration by filing with the administrator a Certificate of Cancellation signed and sworn to by a general partner.

## **FORMS USED BY MICHIGAN LIMITED PARTNERSHIPS ONLY**

**Certificate of Amendment to the Certificate of Limited Partnership, [CSCL/CD-403](#)**, permitted by [section 202](#) of the Act, MCL 449.1202. Fee - \$10.00.

A limited partnership may amend its Certificate of Limited Partnership to change its name, to change its general character of its business, to change the partners, or to otherwise amend its Certificate of Limited Partnership if the amendment contains only such provisions as might lawfully be contained in the original Certificate of Limited Partnership.

**Restated Certificate of Limited Partnership, [CSCL/CD-402](#)** permitted by [section 202](#) of the Act, MCL 449.1202. Fee - \$10.00.

The limited partnership may integrate into a single document the provisions of its Certificate of Limited Partnership and at the same time may further amend its Certificate of Limited Partnership by adopting a Restated Certificate of Limited Partnership.

**Certificate of Merger, Cross Entity, [CSCL/CD-550M](#)** permitted by [section 210](#) of the Act, MCL 449.1210. Fee - \$10.00 per Michigan limited partnership cancellation.

One or more limited partnerships merge into any limited partnership or other type of business organization by adopting a plan of merger and filing the appropriate form CSCL/CD-550M.

## **FORMS USED BY FOREIGN LIMITED PARTNERSHIPS ONLY**

**Certificate of Change, [CSCL/CD-412](#)** permitted by [section 905](#) of the Act, MCL 449.1905. Fee - \$10.00.

If any statement in the Application for Registration of a Foreign Limited Partnership was false when made or any arrangements or other facts described have changed, making the application inaccurate in any respect, the foreign limited partnership shall promptly file in the office of the administrator a certificate, signed and sworn to by a general partner, correcting the statement.

## **HOW TO SUBMIT DOCUMENTS FOR FILING TO THE BUREAU**

MICH-ELF Filer: To obtain a Mich-Elf filer account, the MICH-ELF Application, [CSCL/CD 901](#), must be submitted by fax to (517) 241-6445. This fax number is only for Mich-Elf Applications.

### Fax and Email

Customers with a MICH-ELF filer account may submit documents by fax to (517) 636-6437 or by email to [cdfilings@michigan.gov](mailto:cdfilings@michigan.gov).

### Mail

Mail to Corporations Division, P.O. Box 30054, Lansing, MI 48909-7554.

### In person

Submit in person at 2501 Woodlake Circle, Okemos, MI. Office is open 8 a.m. to 5 p.m. daily, Monday through Friday, except [holidays](#).

## **Contact information**

**Corporations Division**  
PO Box 30054  
Lansing, Michigan 48909-7554

Corporations Division Phone Number ..... (517) 241-6470

Corporations Division Fax Numbers

Mich-Elf to submit documents (Must have Mich-Elf Filer account) ..... (517) 636-6437  
Mich-Elf Application (To establish or update Mich-Elf Filer account) ..... (517) 241-6445  
Orders for Certificates, Copies, or Information Requests..... (517) 241-0538

**24-HOUR, SAME DAY, 2-HOUR, AND 1-HOUR EXPEDITED SERVICE FOR DOCUMENTS**

Public Acts 217-220, effective January 1, 2006, signed by Governor Granholm on November 21, 2005, follows Delaware and permits the customer to obtain review and filing of their document, if fileable, within the time frame that best suits the customer's needs. Expedited service is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations. First time MICH-ELF users requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service.

Complete a separate Expedited Service Request, form [CSCL/CD 272](#), for each document for which expedited service is being requested.

**24-hour service: Any document concerning an existing entity ..... \$100**  
**Formation documents and applications for certificate of authority ..... \$50**

**Same day, other than 1 or 2 hour, must be received by 1 p.m. EST or EDT**  
**Existing domestic entity or qualified foreign entity ..... \$200**  
**Formation documents and applications for certificate of authority ..... \$100**

**2 hour on same day as request, must be received by 3 p.m. EST or EDT ..... \$500**

**1 hour on same day as request, must be received by 4 p.m. EST or EDT ..... \$1000**

## RESOURCES/CONTACT INFORMATION

<b>SUBJECT</b>	<b>DEPARTMENT/AGENCY</b>	<b>PHONE NUMBER</b>	<b>WEB ADDRESS</b>
State Taxes	Michigan Department of Treasury	(517) 373-3200	<a href="http://www.michigan.gov/treasury">www.michigan.gov/treasury</a>
Federal Taxes and Employer Identification Numbers (EIN)	Internal Revenue Service	(800) 829-1040	<a href="http://www.irs.gov">www.irs.gov</a>
Unemployment Insurance	Department of Licensing and Regulatory Affairs, Unemployment Insurance Agency	(800) 638-3994	<a href="http://www.michigan.gov/uia">www.michigan.gov/uia</a>
Workers Compensation	Department of Licensing and Regulatory Affairs, Workers' Compensation Agency	(888) 396-5041	<a href="http://www.michigan.gov/wca">www.michigan.gov/wca</a>
Doing Business with the State of Michigan	Michigan Department of Technology, Management and Budget	(517) 373-6227	<a href="http://www.bid4michigan.com">www.bid4michigan.com</a>
State License Search Guide to Starting a Small Business	Michigan Economic Development Corporation	(888) 522-0103	<a href="http://www.michigan.org/medc/services/license">www.michigan.org/medc/services/license</a> <a href="http://www.michiganadvantage.org/Start-a-Business/Default.aspx">www.michiganadvantage.org/Start-a-Business/Default.aspx</a>
State Trademarks & Service Marks	Department of Licensing and Regulatory Affairs, Corporations, Securities & Commercial Licensing Bureau, Corporations Division	(517) 241-6470	<a href="http://www.michigan.gov/corporations">www.michigan.gov/corporations</a>
Federal Trademarks & Service Marks	United States Patent & Trademark Office (USPTO)	(800) 786-9199	<a href="http://www.uspto.gov">www.uspto.gov</a>

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