

STATE OF MICHIGAN

CHOOSING A BUSINESS NAME

**Michigan Department of
Licensing and Regulatory Affairs
Corporations, Securities & Commercial Licensing Bureau**

Corporations Division
www.michigan.gov/corporations



General Telephone Numbers
www.michigan.gov/corporations

Michigan Department of Licensing and Regulatory Affairs

General LARA Information(517) 373-1820
611 West Ottawa
Lansing, Michigan 48909

Corporations Division

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

Michigan Department of Treasury

General Information(517) 373-3200
430 West Allegan
Treasury Building
Lansing, Michigan 48922
Tax Clearance Section(517) 636-5260
Business Tax Registration(517) 636-4660

U.S. Department of Commerce - The Patent and Trademark Office

General Information(800) 786-9199
U.S. Patent and Trademark Office
Commissioner for Trademarks
P.O. Box 1451
Alexandria VA 22313-1451

The Corporations Division realizes that choosing a name for your business is one of the most important aspects of forming a new business. Your name separates you from other entities, represents you to the general public and entitles you to certain rights under the law. The process of determining whether or not to register your name, where to register the name, and how to register the name can be a complicated process. It is our hope that this brochure will both clarify and expedite your filing process. This brochure is not intended to be a substitute for legal advice and should be used only as a guide. We suggest that it is sensible to consult with a lawyer before deciding on a name for your company.

Can I choose any name I want for my business?

Unfortunately, you will not always be able to choose the name you want for your business entity. There are a number of regulations that apply when a company name is chosen. The general rules governing names of corporations, limited liability companies, and limited partnerships can be found in the [Business Corporation Act](#), [Nonprofit Corporation Act](#), [Limited Liability Company Act](#) and the [Limited Partnership Act](#). A list of some of the other statutes that govern name selection can be found in *Appendix A*.

Where do I file?

The legal structure selected for your business determines where you are going to file your name. Sole proprietorships and copartnerships file their names with the county clerk in the county in which their business is located and in any other county in which they transact business or have an office. The name standard applied to the names of sole proprietorships and copartnerships is ***the name cannot be the same or similar to a name already on file with the county so as to cause confusion or deception.***

Limited partnerships, limited liability companies, and corporations file their names at the Corporations Division. These entities must select a name which is ***distinguishable on the record of the administrator from other active names.*** If you are not sure what type of business entity would best fit your needs you may need to consult with an attorney. We have an [Entrepreneur's Guide](#) available in print and on our website at www.michigan.gov/corporations which explains the characteristics of each type of business entity. The Corporations Division encourages you to contact our staff should you want to request one of the free guides or if you need clarification of materials you find in the [Entrepreneur's Guide](#).

It is particularly important that you check to make sure that the name you have chosen is available before you complete your legal formation documents for a corporation, limited partnership or limited liability company. If your name is not distinguishable on the record of the administrator, your document may be returned, slowing the formation of your new business entity.

What does distinguishable on the record mean?

Provided that the name you have chosen does not need approval from another government agency or is not a name that cannot be used for other reasons (explained later in this booklet), generally you can file the name you have chosen if it is distinguishable on the

record of the administrator from other active names already on file. A name is distinguishable on the record if it has a different sequence of letters or numbers from all active names of corporations, limited liability companies, or limited partnerships. If a name does not meet these criteria, the document cannot be filed.

When deciding whether a name is distinguishable on the record from another name, distinctions such as punctuation, and required words like company, limited partnership, limited liability company, and all of their abbreviations when at the end of the name, will be ignored for the purpose of comparison. A name which sounds the same as one already on the record may be accepted provided that the two names are spelled differently from each other.

For example, if the name "A Create Limited Partnership" is an active name on the record, the following names could not be filed:

- Create Limited Partnership
- Create Corporation (or Incorporated, Company, Limited or the abbreviation Corp., Ltd., Inc., or Co.)
- Create Limited Liability Company (or the abbreviations LLC and LC).

Some examples of names which could be chosen are:

- Creates Limited Partnership
- Create Bros Company
- Create & Sons LLC
- Crate Limited Partnership
- Krate Limited Liability Company
- Creators Inc.

The availability of a name for a limited partnership, a limited liability company, or a corporation may be checked by visiting the website, contacting the Business Services Section of the Corporations Division by mail, fax, telephone or in person at our office.

It is important to remember that while a business entity name may be distinguishable; this difference might not be enough to avoid infringing on names filed with the county clerk, the Corporations Division, or being used by another entity as a trademark, service mark, or trade name. If an infringement does occur, your business entity could be sued and forced to change its name or even pay damages for infringement to the entity with superior rights to the name. The responsibility to avoid infringement rests with you, so one must be careful in choosing a name.

Why else would my name not be filed?

In addition to the requirement that a name must be distinguishable on the record, a name of any limited partnership, limited liability company or corporation must not contain a word or phrase indicating it is organized for any purpose other than is permitted in its Certificate of Limited Partnership, Articles of Organization, or Articles of Incorporation. This requirement helps protect the public from being misled about the nature of a business entity.

A limited partnership name may not contain the name of a limited partner unless that name is also the name of a general partner or the business of the partnership had been carried on under that name before the admission of that limited partner.

A name may be rejected if it contains a restricted word. Restricted words are words and abbreviations that must meet certain criteria before the Corporations Division can file the proposed name. Examples include names that imply governmental association, names that denote a professional corporation such as a law firm or a doctor's office or words and expressions which signal a company is doing business as a bank may be restricted. Restricted words fit into three categories: cautions, restrictions, and prohibitions. A list of restricted words can be found at [The Restricted Words List](#) on the Corporations' website. The use of some of these words requires approval of another agency prior to use.

How do I avoid infringing on another entity's name?

To avoid infringing on another entity's name or mark, a diligent search of entity names and marks should be conducted. The search may include state registered marks, federally registered marks, domain names, names of sole proprietorships and partnerships, and names of corporations, limited partnerships and limited liability companies.

A list of Michigan registered marks is available on the state's website under [Trademark and Service Mark Data A-L](#) and [Trademark and Service Mark Data M-Z](#). In addition, a request for the search of Michigan registered marks may be submitted by mail to the Corporations Division.

A search for federal trademark registration may be conducted online at the U.S. Patent and Trademark Office (USPTO) <http://www.uspto.gov/>. A search can also be conducted at the following three Michigan libraries designated as "Patent and Trademark Depository Library":

Michigan		
Ann Arbor	Media Union Library, University of Michigan	734 647-5735
Big Rapids	Ferris Library for Information, Technology and Education (FLITE), Ferris State University	231 591-3602
Detroit	Detroit Public Library	313 833-1450

You may also contact the United States Patent and Trademark Office at (800) 786-9199 or write US Patent and Trademark Office, Commissioner for Trademarks, PO Box 1451, Alexandria, VA 2213-1451.

Assumed names of sole proprietorships and co-partnership names are filed with the county clerk in each county in which business is conducted. Contact the county clerk's office in any county in which business will be carried on to determine if a name similar to the proposed name is currently on file for a sole proprietorship or partnership. There is a list of

counties on the state's online [Michigan County Clerk Directory](#) with links to county web sites.

Michigan corporations, limited partnership and limited liability company names and the names of foreign corporations, limited partnerships, and limited liability companies with authority to transact business in the state may be searched on the web at: <http://www.michigan.gov/entitysearch>. In addition, the Business Services Section of the Corporations Division may be contacted by phone, fax, or mail to check names of these types of entities.

Checking all of these sources does not guarantee that you are not infringing on another name or mark, but it does offer an opportunity to decrease the chances significantly. It is important that you are aware that regardless of whether there are any grounds for objections under the statutes we administer, if you adopt a name that misleads the public into believing that your business is that of another business, you may be liable for legal action by the person whose business you have affected. If you desire further assurance that your name does not infringe on the rights of other business entities, there are professional search firms who will attempt to do a comprehensive search for a fee.

Can I reserve a name?

A name of a corporation, limited partnership, or a limited liability company can be reserved for a limited time if more time is needed to organize the business entity. A nonprofit corporation or a limited partnership name may be reserved for 4 months, with two 2 month extensions, and a profit corporation or a limited liability company name may be reserved for 6 months. By reserving a name, a business entity will put others on notice it intends to use the specific name and know the name is available during the reservation period. To reserve a name, submit an Application for Reservation of Name, form [CSCL/CD-540](#) with the required fee.

How do I register my name?

Filing of a name with the Corporations Division is a relatively easy process as long as your name is distinguishable on the record. Corporations, limited partnerships and limited liability companies select their name by filing the appropriate formation documents with the Corporations Division. Each business entity has its own specific document to be filed.

A corporation files Articles of Incorporation if it is a domestic corporation or an Application for a Certificate of Authority if it is a foreign corporation. Domestic corporations are corporations formed in Michigan, while foreign corporations are those incorporated under laws other than the laws of this state. There are four types of corporations: profit, nonprofit, professional service and ecclesiastical. The type of corporation you are trying to form will dictate which form you need.

To form a limited partnership, you must file a Certificate of Limited Partnership for a domestic partnership or an Application for Registration to Transact Business if it is a foreign

limited partnership.

To form a limited liability company, you must file Articles of Organization if it is a domestic company or an Application for a Certificate of Authority if it is a foreign company.

To obtain forms please visit the website at www.michigan.gov/corporations and go to "Forms and Publications." You may also contact our Business Services Section or visit our office. When filing your organizational document, we suggest that it is best to wait until your document is filed and you have received confirmation before ordering or purchasing items such as signs, business cards, and stationery to avoid problems that may arise due to a conflict with another entity's name.

What do I get back from the Corporations Division?

After your formation document for your company is filed, the Corporations Division will send the original document back to the submitter or resident agent of your business entity. This signifies that the document was filed and indexed under the name you selected for your business entity. The document should be kept with your company records for proof that your document has been filed with the Corporations Division. **It is important to note that the file number on your document is not your Federal ID number, but is the file number the Corporations Division has assigned to identify records for the entity.**

How do I contact the Corporations Division?

The staff here at the Division will be more than happy to answer any questions which may arise while you are trying to form your business entity. We want this process to be as convenient as possible for you. To try to facilitate this filing process the Corporations Division offers many different ways to contact us for assistance.

Website (www.michigan.gov/corporations)

The website contains document images and database information for corporations, limited liability companies, and limited partnerships. Copies of documents and reports can be viewed and/or printed at no charge.

The website also contains forms, general information, frequently asked questions, procedure manuals and a business entity search feature. In addition, questions may be submitted by email.

Telephone Services

Information about specific entities including officers and directors is available at (517) 241-6470, Monday through Friday from 8 a.m. to 5 p.m. EST. Copies of documents, certificates of good standing or other certificates may be ordered at the same number and information about filing requirements is also available.

Records: Inquiries about filing requirements for documents or annual reports and requests for information about specific entities may be faxed to (517) 241-0538.

Certificates and Copies: Orders for copies of documents, certificates of good standing, or

other documents placed at (517) 241-6470 may be scheduled to fax within an hour. Requests may be submitted by fax at (517) 241-0538.

Electronic Filing

MICH-ELF: The MICH-ELF service allows all **Corporations Division documents**, other than annual reports, to be filed electronically. Using a fax machine, documents can be sent to the fax gateway 24 hours a day, seven days a week. The documents are received as electronic images and displayed on a computer screen.

Customers must first obtain a filer number by completing a [CSCL/CD-901](#), MICH-ELF Application, or comparable document which contains the following:

- Name, address and phone number of MICH-ELF applicant
- Fax number for return of document
- Type of credit card (At present only VISA and MasterCard are accepted)
- Credit card number, expiration date, name of cardholder, and billing street address and zip code
- Contact person, phone and fax number if other than applicant

Fax the completed MICH-ELF Application to (517) 241-6445. MICH-ELF applications are reviewed and processed Monday through Friday, 8:00 a.m. to 5:00 p.m. Once your application has been processed, a fax will be sent back to the number on the application with a filer number.

Once the filer number is received, you may then fax your document(s) to (517) 636-6437. The filer number should be added to each future transaction, form [CSCL/CD-900](#), MICH-ELF Cover Sheet may be used.

The document will be processed and stored electronically. If the document is illegible or requires modification or adjustment, the customer must submit a replacement document. MICH-ELF documents must be sent using a setting of high (or fine) resolution, namely 200 DPI (dots per inch) vertical and horizontal resolutions. The document should have a half inch border on the right-hand margin and bottom.

Filings more than ten pages transmit very slowly; therefore a maximum of ten pages can be submitted with each MICH-ELF transmission, including the fax cover sheet. Documents of more than ten pages should be mailed to P.O. Box 30054, Lansing, MI 48909-7554 or brought in person to the Division.

Customers may request good standing certificates and certified copies of the document being filed through MICH-ELF. The cost for the order will be charged to the customer's credit card.

FILEOnline (web/email submissions)

FILEOnline is a service offered by the Corporations Division that allows business entities to file annual reports and annual statements from our website.

The service also allows users to submit document to our electronic filing system (MICH-ELF) from an email link (cdfilings@michigan.gov).

For more information, please see [FILEOnline](#) on our website.

Mail Services

Orders for copies or certificates, requests for information about filing requirements for documents, general information questions, requests for information on a specific entity or name availability inquiries, or documents to be filed, may be mailed to:

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

Requests for information about annual report filing requirements may be mailed to:

Corporations Division
P.O. Box 30057
Lansing, MI 48909-7557

In Person

The Corporations Division is located at 2501 Woodlake Circle, Okemos, Michigan and is open Monday through Friday from 8 a.m. - 5 p.m. EST. Computer terminals are available for customer use to view documents or to search records on the database, free of charge. Forms are also available. Documents and reports may be submitted for review, and copy and/or certificate requests can also be ordered.

Profit Corporation Fees for Authorized Shares

The fees for initial authorized shares and increases in authorized shares for Michigan profit corporations and for authorized shares attributable to Michigan for foreign profit corporations* qualified to do business in Michigan are:

1-60,000	\$50
60,001-1,000,000	\$100
1,000,001-5,000,000	\$300
5,000,001-10,000,000	\$500
More than 10,000,000	\$500 for first 10,000,000 plus \$1000 for each additional 10,000,000, or portion thereof

*Foreign corporations only pay for the authorized shares attributable to Michigan. At the time of application for Certificate of Authority to do business in Michigan 60,000 shares are considered initially attributable to Michigan. Additional fee is due when shares attributable to Michigan increase. The number of authorized shares attributable to this state is determined by multiplying the total number of authorized shares by the most recent apportionment percentage used in the computation of the tax required by the single business tax act, 1975 PA 228, MCL 208.1 to 208.145, or the Michigan business

tax act, 2007 PA 36, MCL 208.1101 to 208.1601. If the business activities are confined solely to this state, the total number of authorized shares is considered attributable to this state.

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

Expedited service is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

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

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

Appendix A- Statutes

General

Trademark and Service Marks	Act 242 of 1969
Business Corporation Act	Act 284 of 1972
Nonprofit Corporation Act	Act 162 of 1982
Michigan General Corporation Act	Act 327 of 1931
Charitable Organizations and Solicitations Act	Act 169 of 1975
Michigan Revised Uniform Limited Partnership Act	Act 213 of 1982
Michigan Limited Liability Company Act.....	Act 23 of 1993
Uniform Partnership Act	Act 72 of 1917
Partnership Associations Act	Act 191 of 1877
Partnership Associations Limited Act.....	Act 105 of 1919
Copartnership Act.....	Act 164 of 1913
Registration of Names and Insignia	Act 281 of 1927
Protection of Names and Emblems Act.....	Act 269 of 1929
Assumed and Fictitious Names Act.....	Act 101 of 1907
Empowerment Zone Development Corporation Act.....	Act 75 of 1995
Public School Academics	Act 451 of 1976

Summer Resort

Summer Resort and Assembly Associations	Act 230 of 1897
Suburban Homestead, Villa Park, and Summer Resort Associations	Act 69 of 1887
Summer Resort Owners.....	Act 137 of 1929
Parks, Playgrounds, Drives and Boulevards	Act 161 of 1911

Cemetery Associations

Cemetery Regulation Act	Act 251 of 1968
Rural Cemetery Corporations.....	Act 12 of 1869
Cremation Companies.....	Act 58 of 1915
Vault Associations	Act 13 of 1882

Patriotic Fraternal Organizations

Grand Army of the Republic; Woman's Relief Corps	Act 15 of 1889
United Spanish War Veterans	Act 174 of 1931
Military Patriotic Fraternal.....	Act 304 of 1919
Veterans	Act 109 of 1905

National Fraternal Organizations

St. George's Societies.....	Act 134 of 1871
Sons of St. George.....	Act 173 of 1891
St. Andrew's Societies.....	Act 41 of 1877
Societies of St. Patrick	Act 53 of 1875
Ancient Order of Hibernians	Act 84 of 1879
Loyal Orange Institution	Act 55 of 1895
St. Jean Baptiste Societies.....	Act 99 of 1871
French Canadien Society	Act 159 of 1893
Colonial Dames of America.....	Act 35 of 1897

Industrial Fraternal Organizations

Knights of Labor of North America	Act 159 of 1883
Sons of Industry	Act 9 of 1885

Secret Fraternal Organizations

Lodge	Act 46 of 1911
Masonic Lodges	Act 145 of 1865
Masonic Associations.....	Act 1 of 1895
Free and Accepted Masons	Act 235 of 1849
Royal Arch Masons	Act 48 of 1895
Royal and Select Masters	Act 35 of 1895
Order of the Eastern Star	Act 63 of 1917
White Shrine of Jerusalem	Act 256 of 1897
Benevolent and Protective Order of Elks	Act 22 of 1891

Independent Order of Odd Fellows	Act 90	of 1905
Knights of Pythias Lodges	Act 17	of 1877
Knights of Pythias Associations	Act 85	of 1905
Social Order of Moose.....	Act 104	of 1905
Loyal Order of Moose.....	Act 291	of 1913
Royal Arcanum.....	Act 130	of 1879
Knights of the Maccabees of the World.....	Act 143	of 1881
Uniform Division of Knights of the Maccabees.....	Act 163	of 1893
Ladies of the Maccabees	Act 120	of 1891
Improved Order of Red Man.....	Act 16	of 1875
Ancient Order of United Workmen	Act 83	of 1887
Independent Order of Foresters	Act 136	of 1891
Ancient Order of Foresters	Act 116	of 1889
Foresters of America	Act 1	of 1897
Independent Order of Philanthropists.....	Act 26	of 1875
Knights of the Golden Eagle.....	Act 78	of 1891
Legion of the Cross	Act 106	of 1891
Knights of the Ancient Essenic Order.....	Act 39	of 1893
United Friends of Michigan.....	Act 49	of 1893
Order of Hermann's Sons.....	Act 78	of 1893
Rathbone Sisters.....	Act 208	of 1895
Mystic Order of the New Kaaba	Act 18	of 1895
Lutheran Bund.....	Act 179	of 1897
Alliance Marquette.....	Act 71	of 1901
Kalevan Ritarit.....	Act 80	of 1909
Eskimos.....	Act 55	of 1917

Ecclesiastical Corporations

Roman Catholic Bishops	Act 207	of 1867
Methodist Episcopal Churches.....	Act 11	of 1899
Wesleyan Methodist Churches.....	Act 27	of 1905
Methodist Protestant Churches	Act 26	of 1907
Free Methodist Churches	Act 29	of 1901
Baptist Churches	Act 54	of 1899
Baptist Convention	Act 42	of 1842
United Presbyterian Churches	Act 265	of 1909
Protestant Episcopal Churches	Act 40	of 1899
Protestant Episcopal Bishops.....	Act 223	of 1913
Congregational Churches.....	Act 53	of 1901
Reformed Churches In America	Act 82	of 1899
Christian Reformed Churches	Act 148	of 1901
Evangelical Churches.....	Act 94	of 1899
United Missionary Churches	Act 265	of 1949

Agricultural, Trade and Labor Associations

Registration of Names of Farms.....	Act 35	of 1941
Farm products	Act 91	of 1915
Granges.....	Act 68	of 1875
Michigan State Agricultural Society.....	Act 180	of 1849
County Agricultural Societies	Act 96	of 1849
Local Agricultural or Horticultural Societies.....	Act 80	of 1855
Pomological and Horticultural Societies.....	Act 125	of 1871
Michigan Dairyemen's Association.....	Act 100	of 1895

Trade and Labor Associations

Mechanics' Associations	Act 188	of 1857
Labor Associations	Act 13	of 1897
Arbeiter Bunds.....	Act 42	of 1887
Societies to Promote Interests of Trade and Labor.....	Act 145	of 1885
Builders and Traders Exchanges	Act 28	of 1891

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DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES, AND COMMERCIAL LICENSING BUREAU
CORPORATIONS DIVISION
PO BOX 30054
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