

DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
Corporations, Securities and Commercial Licensing Bureau
Policy Statement #: 2014-1

Re: Resigned Resident Agent and Registered Office Mailing

Effective Date: December 15, 2014

Authorized Signature & Title:  , Director

STATUTORY CITATIONS

Requirements under the Business Corporation Act, 1972 PA 284:

MCL 450.1241 (1) Each domestic corporation and each foreign corporation authorized to transact business in this state shall have and continuously maintain in this state both of the following:

- (a) A registered office, which may be the same as its place of business.
- (b) A resident agent. A resident agent may be an individual resident of this state; a domestic corporation or limited liability company; or a foreign corporation or limited liability company authorized to transact business in this state.

MCL 450.1241(2) The address of the business office or residence of a resident agent must be the same as the address of the registered office.

MCL 450.1243 A resident agent of a domestic or foreign corporation may resign by filing a written notice of resignation with the president or a vice president of the corporation and with the administrator. The corporation shall promptly appoint a successor resident agent. The appointment of the resigning agent terminates upon appointment of a successor or upon expiration of 30 days after receipt of the notice by the administrator, whichever first occurs. Upon the resignation becoming effective, the business or residence address of the resigned agent shall no longer be the registered office of the corporation.

Requirements under the Nonprofit Corporation Act, 1982 PA 162:

MCL 450.2241 Each domestic corporation and each foreign corporation authorized to conduct affairs in this state shall have and continuously maintain in this state:

- (a) A registered office which may be the same as its place of business.
- (b) A resident agent, which agent may be either an individual resident in this state whose business office is identical with the corporation's registered office, a domestic or domestic business corporation, or a foreign or foreign business corporation authorized to conduct affairs or transact business in this state and having a business office identical with the corporation's registered office.

MCL 450.2243 A resident agent of a domestic or foreign corporation may resign by filing a written notice of resignation with the president or a vice-president of the corporation and with

the administrator. The corporation shall promptly appoint a successor resident agent. The appointment of the resigning agent terminates upon appointment of a successor or upon expiration of 30 days after receipt of the notice by the administrator, whichever first occurs.

Requirements under the Michigan Limited Liability Company Act, 1993 PA 23:

MCL 450.4207(1) Each domestic limited liability company and foreign limited liability company authorized to transact business in this state shall have and continuously maintain in this state both of the following:

(a) A registered office that may, but need not be, the same as its place of business.

(b) A resident agent. The resident agent may be either an individual resident in this state whose business office or residence is identical with the registered office or any of the following having a business office identical with the registered office:

(i) A domestic corporation.

(ii) A foreign corporation authorized to transact business in this state.

(iii) A domestic limited liability company.

(iv) A foreign limited liability company authorized to transact business in this state.

MCL 450.4207(2) The resident agent appointed by a limited liability company is an agent of the company upon whom any process, notice, or demand required or permitted by law to be served upon the company may be served.

MCL 450.4207(4) If a limited liability company fails to appoint or maintain an agent for service of process, or the agent for service of process cannot be found or served through the exercise of reasonable diligence, service of process may be made by delivering or mailing by registered mail to the administrator a summons and copy of the complaint.

MCL 450.4208 (1) A resident agent of a limited liability company may resign as agent upon filing a written notice of resignation with the administrator and with a member or manager of the limited liability company.

MCL 450.4208(3) The appointment of the resigning agent terminates 30 days after the date the notice is filed with the administrator or upon the appointment of a successor, whichever occurs first.

STATEMENT OF POLICY

Corporations, Non-profit Corporations and Limited Liability Companies are statutorily required to appoint a resident agent at a registered office under MCL 450.1241, MCL 450.2241 and MCL 450.4207. The resident agent has the authority to resign under MCL 450.1243, MCL 450.2243 or MCL 450.4208(1). As a result of these powers and in compliance with MCL 450.1243, MCL 450.2243 and MCL 450.4207(4), the Corporations, Securities and Commercial Licensing Bureau will no longer mail notices to a registered address identical to the address of the resident agent who has resigned.