

POLICY STATEMENT ON REINSTATEMENT OF CERTIFICATE OF AUTHORITY
REVOKED FOR FAILURE TO FILE SUPPLEMENTAL STATEMENT IN 1989

The following policy shall be adopted commencing July 17, 1990, and remain in effect unless rescinded or modified by the Bureau Directors.

Prior to October 1, 1989, Section 1023 of the Business Corporation Act required a foreign corporation authorized to transact business in the State to file a supplemental statement if the amount of authorized capital stock attributable to the State increased. Section 1041(e) provided that the administrator could revoke the Certificate of Authority for failure to file a supplemental statement. Sections 1062 and 1063 provided a method for determining total authorized capital stock attributable to the State and the applicable franchise fee.

Foreign corporations with no par value stock were required to provide for franchise fee purposes, stated value for shares without par value. Without the stated value the total authorized capital stock cannot be determined and appropriate franchise fee cannot be calculated.

The Certificate of Authority for foreign corporations submitting incomplete information regarding total authorized capital stock on the supplemental statements for the year ending December 31, 1988, will be revoked in accordance with Section 1041(e) of the Business Corporation Act, as in effect on May 15, 1989.

If the foreign corporation subsequently provides complete information, the certificate of authority may be reinstated and relate back to the date of revocation. The information must be accompanied by a 1990 Michigan Annual Report if submitted after May 15, 1990. In addition, in order for the certificate of authority to relate back the information must be provided before December 31, 1990.

This policy is consistent with the provisions of Section 922 and 925 of the act for revoking and reinstating a certificate of authority.

Approved by Carl L. Tyson, Director
Corporation & Securities Bureau
on July 23, 1990