FUNCTIONS OF THE CORPORATIONS DIVISION
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

STATUTES ADMINISTERED

The Corporations Division administers statutes related to the formation, life, and dissolution of corporations, limited partnerships, limited liability companies and limited liability partnerships. The Corporations Division also administers the statutes for trademarks, service marks, insignias and empowerment zones.

Statutes administered by the Division include:

- PA 284 of 1972 (Business Corporation Act)
- PA 162 of 1982 (Nonprofit Corporation Act)
- Sections 98 through 109 and 133 through 186e of PA 327 of 1931 (General Corporation Act)
- Numerous acts related to such corporations as cemeteries, summer resorts, fraternal organizations, churches, etc. These are commonly referred to as "Special Acts."
- PA 213 of 1982 (Michigan Revised Uniform Limited Partnership Act)
- PA 23 of 1993 (Michigan Limited Liability Company Act)
- Sections 44 through 48 of PA 72 of 1917 (Uniform Partnership Act)
- PA 242 of 1969 (Trademarks and Service Marks)
- PA 75 of 1995 (Empowerment Zone Development Corporation Act)

The Corporations Division does not administer statutes related to sole proprietorships, copartnerships, general partnerships, banks, insurance companies, cities, villages, and other public bodies.

FUNCTIONS OF THE CORPORATIONS DIVISION

1. Review of all documents related to entities subject to statutes administered by the Division to make certain the documents substantially conform to the law; file the documents that substantially conform; and maintain records of all documents accepted for filing.
2. Furnish accurate information from the official file.
3. Issue certificates of fact and good standing and prepare copies of documents on file as requested.
4. Compute and collect organization and filing fees and fees related to the issuance of certificates and copies.

RECORDS

All permanent records of the Division are public records. The database and document images are available online at www.michigan.gov/entitysearch. The records may also be reviewed at the Bureau's office during normal working hours. Copies may be obtained at the Bureau's office or by request made by telephone, fax, or in writing.

FEES

Fees may be submitted by check, cash, or money orders. Credit cards are accepted only for filings submitted through MICH-ELF, FILEOnline, and in-person.

FORMS

The Bureau has forms available for documents related to the Business Corporation Act, the Nonprofit Corporation Act, the Limited Partnership Act, the Limited Liability Company Act and the Uniform Partnership Act, as it relates to limited liability partnerships. Forms are available online at www.michigan.gov/corporations under Forms and Publications. Blank forms may also be requested by telephone, in writing, by fax, or by visiting our office.

The Bureau does not have blank forms related to special acts. Corporations formed pursuant to those acts must draft their own forms following the outline of the statute and the forms for profit and nonprofit corporations.

It is not mandatory that forms provided by the Bureau be used; however, the form content and outline should be followed in self-drafted forms. Bureau forms contain the minimum requirements of the Act.

Documents may be submitted for preclearance before being voted on and/or signed. This is useful in the case of mergers, detailed documents, unusual provisions, and documents drafted under special acts. (Policy Statement C-38)

DOCUMENT PROCESSING

Documents may be submitted for filing by mail, facsimile transmission (MICH-ELF), email, or in-person at the Bureau's office.

FILEOnline (web submissions)

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

The service also allows users to submit documents to our electronic filing system (MICH-ELF) from an email link.

For more information, please see FILEOnline on our website.

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

On November 21, 2005, Governor Granholm signed into law Public Acts 217 through 220, effective January 1, 2006, authorizing expedited service for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations. Expedited service permits the customer to obtain review and filing of their document, if fileable, within the time frame that best suits the customer's needs. 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 service, 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 service on same day as request, must be received by 3 p.m. EST or EDT **$500**

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

The document must be reviewed to determine if it substantially conforms to statute. If the document substantially conforms and was submitted by mail or in person, it is stamped "filed," the computer database record is created or updated, and the document is scanned into the image system on an electronic format. Documents submitted by fax or email will have an endorsement page added (in place of a "filed" stamp), when accepted for filing.

Upon completion of processing, the document is returned to the name and address appearing in the box on the front of the form. If the box is blank, the document is returned to the registered office of the entity. Documents submitted by fax or email are faxed back to the fax number for the submitting filer account. Documents that require a specific effective date must be submitted with sufficient time which allows for processing and review prior to the desired date, or expedited service may be requested as outlined above. Retroactive effective dates and times are not permitted.

Customers who submit documents that do not substantially conform to the statute, have insufficient fees, or do not include required approvals from other agencies will be given 30 days to correct the deficiency if submitted by mail or in person, or 10 days to correct the deficiency if submitted by fax or email through MICH-ELF. The customer will be notified of the deficiency by telephone, in writing, or by fax for documents received through MICH-ELF.

Notification of deficiency is made to the entity or its representative. Except for adjustments to signatures or documents submitted by fax or email, staff may make adjustments to the document with telephone authorization from the submitter. All adjustments to the signature on paper documents and any adjustments on documents submitted by fax or email must be made by the customer and be resubmitted to the examiner reviewing the file.

Written deficiency notices should include a statement that the file will be closed unless the deficiency is corrected within 30 days for paper documents or 10 days for documents received by fax or email through MICH-ELF. Filing fees are nonrefundable.

The date the document is received by the Bureau must be stamped on all forms submitted by mail or personal delivery. The Bureau's printed forms include a space for this date. Unless self-drafted forms include a space for a received date, they must include a stamp stating the date of receipt and the Bureau's name as the receiving agency. Any subsequent received dates must also appear on the form.

Only one copy of a document is required. Any additional copies received will be destroyed.