

**MICHIGAN DEPARTMENT OF ENERGY, LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

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EFFECTIVE DATE:

[Empty box for effective date]

ARTICLES OF INCORPORATION

For use by Domestic Profit Professional Service Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 192, Public Acts of 1962, as amended the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

ARTICLE II

The corporation is organized for the sole and specific purpose of rendering the following professional service(s):

ARTICLE III

The total authorized shares:

1. Common Shares _____

Preferred Shares _____

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV

1. The name of the resident agent at the registered office is: _____

2. The address of the registered office is:

_____, Michigan _____
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office, if different than above:

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

ARTICLE V

The name(s) and address(es) of the incorporator(s) are as follows:

Name

Residence or Business Address

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

ARTICLE VI (Optional, Delete if not applicable)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VII (Optional, Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).

ARTICLE VIII

This corporation fully complies with the Professional Service Corporation Act. All shareholders are duly licensed or otherwise legally authorized to render one or more of the professional service(s) for which this corporation is organized, unless otherwise provided in Section 4 of the Act.

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I, (We), the incorporator(s) sign my (our) name(s) this _____ day of _____, _____.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Name of person or organization remitting fees:

Preparer's name and business telephone number:

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INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Articles of Incorporation. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since the document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 192, P.A. of 1962, by one or more persons for the purpose of forming a domestic profit professional service corporation.
4. Article I - The corporate name shall contain the words Professional Corporation or the abbreviation P.C.
5. Article II - State the specific professional service(s) for which the corporation is organized.
6. Article III - Indicate the total number of shares which the corporation has authority to issue. If there is more than one class or series of shares, state the relative rights, preferences and limitations of the shares of each class in Article III(2).
7. Article IV - A post office box may not be designated as the address of the registered office. If the address includes a suite number, add the name of the business at the suite number to ensure proper mail delivery
8. Article V - The Act requires one or more incorporators, who, except as otherwise provided or prohibited, must be licensed to perform at least one of the services for which the corporation is organized. The address(es) should include a street number and name (or other designation), city and state.
9. Act 192, P.A. of 1962, as amended provides if the professional corporation renders a professional service that is included within the public health code, Act No 368 of the Public Acts of 1978, being sections 333.1101 to 333.25211 of the Michigan Compiled Laws, then all shareholders of the corporation shall be licensed or legally authorized in this state to render the same professional service.
10. The duration of the corporation should be stated in the Articles only if not perpetual.
11. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
12. The Articles must be signed by each incorporator. The names of the incorporators as set out in Article V should correspond with the signatures.
13. FEES: Make remittance payable to the State of Michigan. Include corporation name on check or money order.

ORGANIZATION FEE: BASED ON AUTHORIZED SHARES (Insert fee)	\$ _____
PLUS NONREFUNDABLE FEE:	+ \$ <u>10.00</u>
TOTAL MINIMUM FEE:	\$ _____

<u>Amount of Increase</u>	<u>Fee</u>
1-60,000	\$50.00
60,001-1,000,000	\$100.00
1,000,001-5,000,000	\$300.00
5,000,001-10,000,000	\$500.00
More than 10,000,000	\$500.00 for first 10,000,000 plus \$1000.00 for each additional 10,000,000, or portion thereof

To submit by mail:

Michigan Department of Labor & Economic Growth
Bureau of Commercial Services - Corporation Division
P.O. Box 30054
Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
Okemos, MI
Telephone: (517) 241-6470

Fees may be paid by VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

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

New expedited services beginning January 1, 2006.

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The expedited service fees are in addition to the regular fees applicable to the specific document:

Please complete a separate BCS/CD-272 form for expedited service for each document via in person, mail or MICH-ELF

24-hour service-\$50 for formation documents and applications for certificate of authority.

24-hour service-\$100 for any document concerning an existing entity.

Same day service

- **Same day - \$100 for formation documents and applications for certificate of authority.**

Same day - \$200 for any document concerning an existing entity

Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST or EDT.

- **Two hour - \$500**

Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST or EDT.

- **One hour - \$1000**

Review completed within one hour on day of receipt. Document and request for one hour expedited service must be received by 4 p.m. EST or EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service, form BCS/CD 901.

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service, form BCS/CD 901.