

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

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

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EFFECTIVE DATE:

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**APPLICATION FOR CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN MICHIGAN**
For use by Foreign Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Application:

1. The name of the corporation is:

2. (Complete this item only if the corporate name in item 1 is not available for use in Michigan.)
The assumed name of the corporation to be used in all its dealings with the Bureau and in the transaction of its business or the conducting of its affairs in Michigan is:

3. It is incorporated under the laws of _____. The date of its incorporation is _____, and the term of its existence if other than perpetual is _____.

4. a. The address of the main business or headquarters office of the corporation is:

(Street Address) (City) (State) (ZIP Code)

b. The mailing address if different than above is:

(Street Address) (City) (State) (ZIP Code)

5. The address of its registered office in Michigan is:

_____, Michigan _____
(StreetAddress) (City) (ZIPCode)

The mailing address of the registered office in Michigan if different than above is:

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

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

The resident agent is an agent of the corporation upon whom process against the corporation may be served.

6. The **specific** business or affairs which the corporation is to transact or conduct in Michigan is as follows:

The corporation is authorized to transact such business in the jurisdiction of its incorporation.

7. (To be completed by profit corporations only)

The total authorized shares of the corporation are: _____.

8. If the applicant is a trust please specify any powers or privileges possessed by the trust that are not possessed by an individual or a partnership.

Signed this _____ day of _____, _____.

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

Name of person or organization
remitting fees:

Preparer's name and business
telephonenumber:

INFORMATION AND INSTRUCTIONS

- 1. This Application for Certificate of Authority to Transact Business or Conduct Affairs must be used to procure a Certificate of Authority to Transact Business or Conduct Affairs in Michigan. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. 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 this 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 Application is to be used pursuant to the provisions of chapter 10 of Act 284, P.A. of 1972 or Act 162, P.A. of 1982, by a foreign corporation for the purpose of obtaining a Certificate of Authority to Transact Business or Conduct Affairs in this state. If the foreign profit corporation subsequently changes any of the information set forth in the Application for Certificate of Authority, it must file an Amended Application for Certificate of Authority to Transact Business in Michigan (form BCS/CD 562) with the Bureau not later than 30 days after the time a change becomes effective. If a foreign nonprofit corporation amends its Articles or is a party to a merger, a certified copy of the amendment or Certificate of Merger must be submitted within 60 days after the effective date.
- 4. **Profit and nonprofit corporations** - Attach to this Application a certificate executed by the official of the jurisdiction having custody of corporate records stating that the corporation is in good standing under the laws of the jurisdiction of its incorporation. The certificate cannot be dated earlier than 30 days prior to the date of receipt in this office.
- 5. **Nonprofit corporations only** - Attach to this Application a copy of the Articles of Incorporation and all amendments thereto certified by the proper officer of the jurisdiction of incorporation.
- 6. Item 2 - A foreign corporation whose true name is not available for use in Michigan is permitted to apply for a Certificate of Authority under an assumed name which is available for use and which becomes the corporation's name in Michigan to be used in all transactions and in its dealings with the administrator. Item 2 of the Application for Certificate of Authority to Transact Business or Conduct Affairs in Michigan is to be completed for this purpose only. Corporations may also transact business or conduct affairs under other assumed names by filing separate Certificates of Assumed Name.
- 7. Item 6 - This item should state only the specific activities or affairs to be conducted in Michigan. An all purpose activities statement is not permitted. Foreign corporations cannot transact business that a domestic corporation cannot lawfully transact.
- 8. Item 7 - Indicate the total authorized shares (not amount issued) from the Articles of Incorporation or most recent amendment.

60,000 shares will be considered initially attributable to Michigan. If shares attributable to Michigan increase to over 60,000, or are subsequently changed, the corporation shall file an amended application in accordance with Section 1021. To determine the total authorized shares attributable to Michigan, multiply the total authorized shares by the most recent apportionment percentage from the Michigan Single Business Tax return.
- 9. 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.
- 10. The Application must be signed by an authorized officer or agent of the corporation.

11. **FEES:** Make remittance payable to the State of Michigan. Include corporation name on check or money order.

Profit Corporations
 NONREFUNDABLE FEE \$10.00
 INITIAL FRANCHISE FEE \$50.00
TOTAL INITIAL ADMISSION FEES \$60.00

Nonprofit Corporations
 NONREFUNDABLE FEE \$10.00
 FRANCHISE FEE \$10.00
TOTAL INITIAL ADMISSION FEES \$20.00

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.

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 and 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 1 hour expedited 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. BCS/CD-901

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