

## FUNCTIONS OF THE CORPORATION DIVISION BUREAU OF COMMERCIAL SERVICES

### STATUTES ADMINISTERED

The Corporation Division administers statutes related to the formation, life, and dissolution of corporations, limited partnerships, limited liability companies and limited liability partnerships. The Corporation 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)
- [PA 192 of 1962](#) (Professional Service 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](#) (Limited Partnerships)
- [PA 23 of 1993](#) (Limited Liability Companies)
- 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 Zones)

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

### FUNCTIONS OF THE CORPORATION 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/corporations](http://www.michigan.gov/corporations). The records may also be reviewed at the Bureau's offices during normal working hours. Copies may be obtained at the Bureau's offices 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 fax filings (MICH-ELF) and walk-in service.

### FORMS

The Bureau has forms available for documents related to the Business Corporation Act, the Nonprofit Corporation Act, the Professional Service Corporation Act, the Limited Partnership Act, the Limited Liability Act and the Uniform Partnership Act as it relates to limited liability partnerships. Forms are available online at [www.michigan.gov/corporations](http://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/email submissions)

FILEOnline is a new service offered by the Michigan Corporation Division that allows business entities to file annual reports and annual statements from our website.

The service also allows users to submit document 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

Public Acts 217-220, effective January 1, 2006, signed by Governor Granholm on November 21, 2005, follows Delaware and permits the customer to obtain review and filing of their document, if fileable, within the time frame that best suits the customer's needs. Expedited service is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations. First time MICH-ELF user 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 [BCS/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, 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 on same day as request, must be received by 3 p.m. EST or EDT .....\$500**

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

Documents must be reviewed to determine if they substantially conform to statute. If documents substantially conform and were submitted by mail or in person, they are stamped "filed", the computer database record is created or updated, and the document is scanned to the image system on 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 that filer. Documents that require a specific filed date must be submitted with sufficient lead-time to permit review and processing by the desired date or expedited service may be requested as outlined above. Retroactive filed dates and times are not permitted.

Customers who submit documents that do not substantially conform to the statute, have insufficient fees, or without required approvals from other Agencies, etc. will be given 30 days for paper filings or 10 days for documents received by fax or email through MICH-ELF to correct the deficiency. The customer will be notified of the deficiency by telephone, in writing, or by fax for documents received by fax.

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 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.

Deficiency notices done in writing should include a statement that our 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. All extra copies received will be destroyed.