

## REVIEW PROCEDURES FOR C&S 411 - APPLICATION FOR REGISTRATION TO TRANSACT BUSINESS IN MICHIGAN

Act 213, P.A. 1982; MCLA 449.1901; MSA 20.1901

Section 902 provides that before transacting business in Michigan, a foreign limited partnership shall register with the administrator. A foreign limited partnership is defined in section 101(5) as one formed under the laws of a state or U.S. territory; it does not include those formed in other countries.

Section 909 describes activities which may be engaged in but are not considered transacting business in Michigan. The Bureau does not determine whether or not registration is required; that determination must be made by the limited partnership.

Section 907 provides a foreign limited partnership may not maintain an action or proceeding in a Michigan court until it is registered in the state. A foreign limited partnership may, therefore, wish to have a certificate of authority simply for protection in Michigan courts.

Section 206(3) permits the administrator to require limited partnership documents to be on its forms. The Bureau has determined its forms, or documents following the outline of its forms, must be used.

Form C&S 411 is the appropriate form to be used by a foreign limited partnership to become registered in Michigan.

The document must be reviewed to determine that it substantially complies with the Act. For example, it must conform to law and be consistent with attorney general opinions, guidelines and policies; it must be signed in ink; fees must be paid; etc.

Following are specific items to be considered in determining whether or not the Application can be filed.

SPECIFIC DOCUMENT ITEMS	STATUTORY CITE
<p>The document must be completed by using the Bureau's form or a form which follows the outline and sequence of the Bureau's form.</p> <p style="text-align: center;"><b><u>ITEM 1</u></b></p> <p>a) Must reflect the name of the limited partnership as recorded in the home state. The following must be considered in determining whether or not the name is available:</p> <p>1) must contain the words "limited partnership". As of August, 1996, the following states mandate these words be in the name: Alaska, Arizona, Arkansas, Connecticut, Maine, Maryland, Massachusetts, Montana, Nevada, New Hampshire, New Mexico, North Carolina, North Dakota, Oklahoma, Oregon, South Dakota, West Virginia, Wisconsin, and Wyoming.</p> <p>If these words are not included in the name of a limited partnership formed in any state other than listed above, Item 1b must be completed to reflect a name which includes these words.</p>	<p>ULPA 206(3)</p>  <p>ULPA 902(1) 904</p> <p>ULPA 904</p>

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<p>2) The name may not contain the name of a limited partner unless</p> <ul style="list-style-type: none"> <li>a) it is also the name of a general partner</li> <li>b) it is the name of a corporate general partner</li> <li>c) business was transacted under that name before the person was admitted as a limited partner</li> </ul>	<p>ULPA 102(2) 904</p>
<p>3) The name may not indicate or imply that the partnership is engaged in an activity other than that provided in the purposes.</p>	<p>ULPA 102(3) 904</p>
<p>4) The name must be distinguishable from any active name of a corporation, limited partnership, or limited liability company, including</p> <ul style="list-style-type: none"> <li>a) a corporate name</li> <li>b) a limited partnership name</li> <li>c) a limited liability company name</li> <li>d) an assumed name for a corporation, limited partnership or limited liability company</li> <li>e) a reserved name</li> <li>f) a name registered by a foreign corporation</li> </ul>	<p>ULPA 102(4) 904 Guideline adopted 1-28-83</p> <p>Policy Statement C-40</p>
<p>5) The name may not contain the words Corporation or Incorporated or any derivative of these words, including Corp. or Inc.</p>	<p>ULPA 102(5) 904</p>
<p>6) Various state and federal statutes prohibit or restrict the use of certain words or abbreviations in names. The NAMES program in the computer system searches for any of these words which have been identified when inquiry regarding name availability is made and displays a message that the proposed name contains a word or abbreviation which may be prohibited or restricted from use.</p>	<p>See RESTRICTED WORD list</p>
<p>b) A foreign limited partnership need not register under the name it is organized under in its home state. If it wishes to register under another name, or if its name is not available in Michigan, the name it wishes to use in Michigan must be reflected. This name must include the words Limited Partnership.</p> <p>This name must be checked for availability taking into consideration the same items used in determining availability of the name in Item 1a.</p>	<p>ULPA 902(1) 904</p>
<p><b><u>ITEM 2</u></b></p>	
<p>a) Must reflect the date the limited partnership was formed in its home state and the name of the home state.</p>	<p>ULPA 902(2)</p>
<p>b) Must reflect the name and address of the governmental departments, agencies, or authorities with which the limited partnership is currently registered and from which copies can be obtained.</p>	<p>ULPA 902(2)</p>

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<p><b><u>ITEM 3</u></b></p> <p>Must reflect the business the limited partnership intends to transact in Michigan.</p> <p>An "all purpose" statement to the effect the partnership will engage in any activity within the purposes for which a limited partnership can be formed in not permitted.</p>	<p>ULPA 902(3)</p>
<p><b><u>ITEM 4</u></b></p> <p>a) Must reflect the name of the agent for service of process if one is appointed.</p> <p>A limited partnership is not required to appoint an agent for service of process. If an agent is not appointed, the Bureau becomes the agent for service of process and this item may be blank.</p> <p>If an agent is appointed, it must be</p> <p>1) an individual resident of Michigan</p> <p>2) a domestic corporation</p> <p>3) a foreign corporation authorized to transact business in Michigan</p> <p>b) Must reflect the address of the agent for service of process if one is appointed. This address must be a physical location (a post office box is not acceptable) in Michigan which includes a number, street, city, state, and zip code. The route, suite, or apartment number must also be included if applicable.</p> <p>This item may be blank if an agent has not been appointed.</p>	<p>ULPA 902(4)</p> <p>ULPA 902(5)</p> <p>ULPA 902(4)</p> <p>ULPA 902(4)</p>
<p><b><u>ITEM 5</u></b></p> <p>The statement that the Bureau is appointed agent to receive service of process in certain instances is required and cannot be altered or deleted.</p> <p>Must be completed to reflect the name and address of a general partner to whom the Bureau can send copies of any process it receives regarding the limited partnership. This name and address are required regardless of whether or not an agent and an agent address appear in Item 4.</p>	<p>ULPA 902(5)</p>

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<p align="center"><b><u>ITEM 6</u></b></p> <p>Must reflect the address of the office the partnership is required to maintain in its state of organization, or, if none is required, the principal office address. This address</p> <p>a) should be a street and number, city, state and zip code</p> <p>b) need not be a Michigan address</p> <p>c) cannot be a post office box address</p>	ULPA 902(6)
<p align="center"><b><u>ITEM 7</u></b></p> <p>At least one of the boxes must be checked. If boxes 1 &amp; 2 are checked, box 3 may be blank and Supplement P is not required. If box 1 or 2 is not checked, box 3 must be checked and Supplement P must be attached.</p> <p>Only the names and addresses of partners not required to be reported to the home state must appear on Supplement P. For example, if general partners must be identified in the home state but limited partners are not, only information regarding limited partners is required in Supplement P.</p> <p>As of August, 1996, general partners are required to be reported in all states but limited partners are required only in Alabama, Arizona, Hawaii, Iowa, Louisiana, Maine, Montana, New Mexico, North Carolina, Ohio, and Vermont.</p>	ULPA 902(7)
<p align="center"><b><u>EFFECTIVE DATE</u></b></p> <p>An effective date, not more than 90 days after the date of receipt is permitted. The desired effective date must be reflected in the body of the document. Inserting it in the "Bureau Use Only" area is not sufficient.</p>	ULPA 206(2) Policy Statement C-19
<p align="center"><b><u>SIGNATURE</u></b></p> <p>Must be signed in ink by a general partner. If the partner is not an individual, the signature of the following is required:</p> <p>a) corporations: that of an officer</p> <p>b) partnerships: that of a partner</p> <p>c) trusts: that of a trustee</p> <p>The signature must be notarized. The notary public must complete the notarial acknowledgment. Expiration date of notary's commission must be the same as or later than the signature date of the document.</p>	ULPA 902
<p align="center"><b><u>FEES</u></b></p> <p>Filing Fee - \$10.00</p>	ULPA 1107(a)(5)