

**REVIEW PROCEDURES FOR C&S 452
CERTIFICATE OF ABANDONMENT OF MERGER/CONSOLIDATION**

Act 213, P.A. 1982; MCLA 449.1210; MSA 20.1210

Section 210 states a merger or consolidation may be abandoned so long as abandonment occurs before the effective date of the certificate of merger or consolidation. Abandonment on behalf of domestic limited partnerships must be

1st: as provided for in the partnership agreement or, if the agreement does not provide for abandonment

2nd: as provided for in the plan of merger or consolidation or, if the plan of merger or consolidation does not provide for abandonment

3rd: by the unanimous consent of the partners of each constituent limited partnership.

The certificate of abandonment can be filed only if a certificate of merger or consolidation has already been filed and must be filed within 10 days of abandonment but not later than the effective date of the merger.

If the merger or consolidation was between one or more limited partnerships and one or more limited liability companies, the limited partnerships must abandon the merger by filing a Certificate of Abandonment pursuant to Act 213, P.A. 1982 and the limited liability company must file its abandonment pursuant to the provisions of Act 23, P.A. 1993. Filings under both acts must occur simultaneously.

The document must be reviewed to determine that it substantially complies with the Act. For example, provisions must conform to law and be consistent with attorney general opinions, guidelines and policies; the name, if it is being changed, must be available for use; the document must be signed; fees must be paid, etc.

Following are specific items to be considered in determining whether or not the Certificate of Abandonment 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;"><u>ITEM 1</u></p> <p>Must be completed with the name of the surviving and each non-surviving limited partnership or business organization. Must include the identification number of each domestic limited partnership, limited liability company, and registered limited liability company and of each foreign corporation, limited partnership, limited liability company and registered limited liability company admitted to Michigan.</p> <p style="text-align: center;"><u>ITEM 2</u></p> <p>Must be completed to reflect the date of filing of the merger being abandoned.</p> <p style="text-align: center;"><u>ITEM 3</u></p> <p>Must be completed to reflect the effective date of the merger being abandoned.</p> <p style="text-align: center;"><u>ITEM 4</u></p> <p>One, but only one, of the boxes in this Item must be checked.</p>	<p>ULPA 210(7)</p>

**REVIEW PROCEDURES FOR C&S 452
CERTIFICATE OF ABANDONMENT OF MERGER/CONSOLIDATION**

SPECIFIC DOCUMENT ITEMS	STATUTORY CITE
<p align="center"><u>EFFECTIVE DATE</u></p> <p>An effective date, not later than the effective date of the merger being abandoned and not more than 10 days after the abandonment, 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> <p align="center"><u>SIGNATURE</u></p> <p>Must be signed by a general partner of the surviving and each non-surviving domestic limited partnership and by an appropriate person for each business organization.</p> <p>A person may sign on behalf of a general partner if he has a specific power-of-attorney to do so. An indication that the signature is that of an attorney-in-fact is not required.</p> <p align="center"><u>FEES</u></p> <p>None</p>	<p>ULPA 210(7)</p> <p>ULPA 204(b) 206(1) Procedure re: Signatures</p>
<p align="center"><u>MISCELLANEOUS</u></p> <ol style="list-style-type: none"> 1. Upon filing of the abandonment, the merger or consolidation is no longer effective. Any nonsurvivors of the merger are again active; an entity created as a result of a consolidation no longer exists. Consequently, any changes or additions to the database effected as a result of the filing of the certificate of merger or consolidation must be changed back to the information preceding that filing. 2. If the merger or consolidation was between one or more limited partnerships and one or more limited liability companies, the limited partnerships must abandon the merger by filing a Certificate of Abandonment pursuant to Act 213, P.A. 1982 and the limited liability company must file its abandonment pursuant to the provisions of Act 23, P.A. 1993. Filings under both acts must occur simultaneously. <p>If the merger or consolidation involved domestic limited partnerships and general partnerships, registered limited liability partnerships, or any other type of domestic or foreign business enterprises, incorporated or unincorporated, abandonment for such other entities must be pursuant to statutes and jurisdictions pursuant to which they are organized.</p> 3. A foreign limited partnership or limited liability company which is the survivor or a merger involving a domestic limited partnership and which does not have a certificate of authority to transact business in Michigan must obtain such a certificate if it will be transacting business in Michigan. 	<p>ULPA 210(11) & (17)</p>