

## REVIEW PROCEDURES FOR C&S 516 - CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION FOR ECCLESIASTICAL CORPORATIONS

Act 327, P.A. 1931; MCLA 450.182; MSA 21.183

Section 182, Act 327, P.A. 1931 provides for amending the articles of incorporation of an ecclesiastical corporation.

Any provision which could be contained in the articles of incorporation can be contained in a certificate of amendment. Existing provisions can be changed or removed and new provisions can be added by filing a certificate of amendment.

Section 182 prescribes the information required in a certificate of amendment. The Bureau's form C&S 516 is printed based on the requirements of this Section and may be used for this purpose. C&S 515 may be used by nonprofit corporations generally but is not applicable to ecclesiastical corporations. See separate review procedures for form C&S 515.

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 and notarized; fees must be paid; etc.

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

SPECIFIC DOCUMENT ITEMS	STATUTORY CITE
<p>Except for the corporate name, the document must be drafted in the English language. The corporation name need not be English words but must be written in English letters or Arabic or Roman numerals.</p> <p style="text-align: center;"><b><u>ITEM 1</u></b></p>	NPA 132(1)
<p>Must be completed with the name of the corporation. The name must be identical (spelling, abbreviations, and punctuation) to the name as it appears on the database.</p> <p style="text-align: center;"><b><u>ITEM 2</u></b></p> <p>Must be completed with the identification number for the name in Item 1.</p> <p style="text-align: center;"><b><u>ITEM 3</u></b></p> <p>Must be completed to reflect the registered office address as it appears on the database.</p> <p style="text-align: center;"><b><u>ITEM 4</u></b></p>	GCA 182
<p>Section 179 lists the format and content of the articles of incorporation. If Article First through Fifth is amended, the wording of the article must conform to the wording in Section 179. Variations in this language is not acceptable.</p>	GCA 179 182
<p>Must be completed to identify the articles(s) being amended and the contents of those Article(s). Any article being amended must be set forth in its entirety.</p>	GCA 182 Special Opinion 328 dated 2-28-79
<p>Any number of amendments may be reflected in the same document so long as all are adopted at the same time.</p>	GCA 182 NPA 611(5)
<p>The document may reflect any provision that could lawfully be contained in the articles of incorporation.</p>	GCA 182 NPA 601(1)

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<b><u>ITEM 5</u></b>	
Must be completed to reflect the date of adoption.	
<b><u>ITEM 6</u></b>	
Must reflect a copy of the notice given to members that a meeting is scheduled at which adoption of the amendment will be considered. The wording should be as it appeared in the church bulletin, paper, notice, or as announced from the pulpit.	GCA 182
The notice must be to the entire membership of the church -- not just the board of directors or other select group.	
<b><u>ITEM 7</u></b>	
Must be completed to reflect the number of members present at the meeting. This must be members of the corporation -- not just members of the board of directors or other select group.	GCA 182
<b><u>ITEM 8</u></b>	
Must be completed to reflect the number of members voting in favor of the amendment(s). This must be at least a majority of the members present at the meeting unless a different majority is required by the rules of discipline or by church policy. (NOTE: This must be members of the corporation -- not just members of the board of directors or other select group.)	GCA 182
<b><u>EFFECTIVE DATE</u></b>	
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.	NPA 131(2) Policy Statement C-19
<b><u>SIGNATURE</u></b>	
Must be signed in ink by the persons controlling the temporal affairs of the corporation.	GCA 182
The signatures must be notarized. The notary public must complete the notarial acknowledgment. Expiration date of notary's commission must be the same as or precede the signature date of the document.	GCA 182
<b><u>FEES</u></b>	
Filing fee - \$10.00	NPA 1060(1)(c) Policy Statement C-9 Policy Statement C-33

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<p style="text-align: center;"><b><u>MISCELLANEOUS</u></b></p> <ol style="list-style-type: none"><li>1. An ecclesiastical corporation can change to a nonprofit corporation and a nonprofit corporation can change to an ecclesiastical corporation by filing restated articles of incorporation.</li> <li>2. Incorporators cannot be changed by filing a certificate of amendment. Section 179, Act 327, P.A. 1931 provides for articles of incorporation to be executed by the incorporators. Section 201, Act 162, P.A. 1982 states incorporators shall sign and file articles of incorporation. Section 223, Act 162, P.A. 1982 states a majority of incorporators shall select the first board of directors and may adopt bylaws. Once the articles of incorporation are filed and the board of directors has been selected, the role of the incorporators ends. Consequently, incorporators cannot be changed by filing a certificate of amendment.</li></ol> <p>If the articles of incorporation were in error in naming incorporators, a certificate of correction can be filed to add, remove or otherwise correct information related to incorporators.</p>	<p>NPA 601(2)</p>