

**REVIEW PROCEDURES FOR C&S 517
CERTIFICATE OF ABANDONMENT OF AMENDMENT**

Act 284, P.A. 1972; MCLA 450.1651; MSA 21.200(651)

Act 162, P.A. 1982; MCLA 450.2651; MSA 21.197(651)

Section 651 of Act 284, P.A. 1972 and Act 162, P.A. 1982 provide for the abandonment of an amendment.

A certificate of amendment to be abandoned must have been adopted by the shareholders if a profit corporation, or by the shareholders, by members, or by directors if organized on a directorship basis if a nonprofit corporation. An amendment adopted by incorporators cannot be abandoned.

Filing of abandonment of an amendment can be accomplished only if

1. the amendment included a provision for abandonment
2. filing occurs within 10 days of abandonment
3. filing occurs not later than the effective date of the amendment.

Form C&S 517 may be used to abandon an amendment.

The document must be reviewed to determine that it substantially complies with the Act. For example, an amendment cannot be abandoned if it is already effective or if it did not include a provision for abandonment.

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

SPECIFIC DOCUMENT ITEMS	STATUTORY CITE
<p>Except for the corporate name, the document must be drafted in the English language. The corporate name need not be English words but must be written in English letters or Arabic or Roman numerals.</p> <p style="text-align: center;"><u>ITEM 1</u></p> <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;"><u>ITEM 2</u></p> <p>Must be completed with the identification number for the name in Item 1.</p> <p style="text-align: center;"><u>ITEM 3</u></p> <p>Must be completed to reflect the date of filing of the amendment being abandoned.</p> <p style="text-align: center;"><u>ITEM 4</u></p> <p>Must be completed to reflect the effective date of the amendment to be abandoned.</p> <p style="text-align: center;"><u>ITEM 5</u></p> <p>This statement is required and cannot be altered except it may be altered to refer only to the particular group approving the amendment i.e. shareholders, members, directors if a nonprofit corporation organized on a directorship basis.</p>	<p>BCA 132(1) NPA 132(1)</p>

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<p align="center"><u>EFFECTIVE DATE</u></p> <p>An effective date, not later than the effective date of the amendment being abandoned and not more than 10 days after 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>BCA 131(3) 651 NPA 131(2) 651</p>
<p align="center"><u>SIGNATURE</u></p> <p>Signatures of one of the following is required:</p> <p>Profit Corporations: The person signing on behalf of a corporation acting as an incorporator must be an authorized officer or agent of the corporation.</p> <p>Nonprofit and Professional Service Corporations: The person signing on behalf of the corporation must be either the president, vice-president, chairperson or vice-chairperson.</p> <p>All Corporations:</p> <p>1) The fiduciary, or a majority of them if there are more than one, if the corporation is in the hands of a receiver, trustee or other court appointed officer.</p> <p>2) A person may sign on behalf of an individual if they have 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>BCA 132(2)</p> <p>NPA 132(2)</p> <p>Procedures re: Signatures</p>
<p align="center"><u>FEES</u></p> <p>Filing fee - \$10.00 (Nonrefundable for profit corporations)</p>	<p>BCA 1060(1)(m) & 1060(2) NPA 1060(1)(m) Policy Statement C-9 Policy Statement C-5 Policy Statement C-33</p>
<p align="center"><u>MISCELLANEOUS</u></p> <p>Upon filing of the abandonment, the changes contained in the amendment being abandoned are no longer effective. Consequently, any changes to the database effected as a result of filing the certificate of amendment must be changed back to the information preceding that filing.</p>	