

REVIEW PROCEDURES FOR C&S 520 - CERTIFICATE OF CHANGE OF REGISTERED OFFICE AND/OR CHANGE OF RESIDENT AGENT

Act 284, P.A. 1972; MCLA 450.1242; MSA 21.200(242)

Act 162, P.A. 1982; MCLA 450.2242; MSA 21.197(242)

Act 23, P.A. 1993; MCLA 450.4209; MSA 21.198(4209)

Section 242, Act 284, P.A. 1972 (profit corporations), section 242, Act 162, P.A. 1982 (nonprofit corporations), and section 209, Act 23, P.A. 1993 (limited liability companies) provide for changing the resident agent and/or registered office of corporations and limited liability companies.

Form C&S 520 may be used when a change in the resident agent and/or registered office has been authorized by the board of directors of a corporation or by the members or managers of a limited liability company.

A change in the resident agent and/or registered office can also be effected as follows:

- 1) by the shareholders or members of a profit or nonprofit domestic corporation by filing a certificate of amendment (C&S 515). Ecclesiastical corporations use C&S 516.
- 2) by foreign profit corporations by filing amended application for certificate of authority to transact business in Michigan (C&S 562). Nonprofit foreign corporations must use C&S 520.
- 3) by the members or managers of a domestic limited liability company by filing a certificate of amendment (C&S 715).
- 4) by foreign limited liability companies by filing amended application for certification of authority to transact business in Michigan (C&S 762).
- 5) by filing a 520R. A 520R is the equivalent of a C&S 520 which is contained in the annual report for corporations and in the annual statement for limited liability companies.
- 6) by written verification, without fee, if only the zip code is changed or if the address is changed by a governmental agency or in a general or special election without action by a corporation, limited partnership or limited liability company (Policy Statement C-12). Written verification can be in the form of a document being filed, a letter, post card, etc.

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 document must be signed; fees must be paid; etc.

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

SPECIFIC DOCUMENT ITEMS	STATUTORY CITE
Except for the name, the document on behalf of a corporation must be in the English language. The corporate name need not be English words, but must be written in English letters or Arabic or Roman numerals. The Michigan Limited Liability Company Act does not contain a similar provision requiring the document to be drafted in the English language. ITEM 1 Must be completed with the name of the corporation or limited liability company. The name must be identical (spelling, abbreviations, and punctuation) to the name as it appears on the database.	BCA 132(1) NPA 132(1) BCA 242(1)(a) NPA 242(a) LLCA 209(1)(a)

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SPECIFIC DOCUMENT ITEMS	STATUTORY CITE
ITEM 2	
Must be completed with the identification number for the name in Item 1.	
ITEM 3	
a) Must reflect the name of the resident agent as it appears on the database.	BCA 242(1)(d) NPA 242(d) LLCA 209(1)(c)
b) Must reflect the registered office address as it appears on the database.	BCA 242(1)(b) NPA 242(b) LLCA 209(1)(b)
c) Must reflect the mailing address of the registered office, if any, as it appears on the database.	BCA 242(1)(b) NPA 242(b)
ITEM 4	
a) Must reflect the name of the successor resident agent if different from Item 3a.	BCA 242(1)(e) 241(b) NPA 242(e) 241(b)
The resident agent for a corporation or a limited partnership must be	
1) an individual resident of Michigan whose business office or residence is identical with the registered office.	
2) a domestic corporation having a business office identical with the registered office.	
3) a foreign corporation authorized to transact business in Michigan having a business office identical with the registered office.	
The following are not acceptable as resident agents:	
1) Dissolved or withdrawn corporations	
2) Partnerships	
3) Limited liability companies	
If this item is blank, it is interpreted as meaning there is not a change.	
The resident agent of a limited liability company must be	LLCA 209(1)(c)
1) an individual resident of Michigan whose business office or residence is identical with the registered office.	
2) a domestic corporation having a business office identical with the registered office.	

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<p>3) a foreign corporation authorized to transact business in Michigan having a business office identical with the registered office.</p> <p>4) a domestic limited liability company having a business office identical with the registered office address.</p> <p>5) a foreign limited liability company authorized to transact business in this state having a business office identical with the registered office address.</p> <p>The following are not acceptable as resident agents:</p> <p>1) Dissolved or withdrawn corporations</p> <p>2) Partnerships</p> <p>If this item is blank, it is interpreted as meaning there is not a change.</p> <p>b) Must reflect the address of the new registered office, if changed. This address is a physical location and must include number, street, city and zip code. The route, suite, or apartment number must also be included if applicable. This address must be in Michigan and cannot be a post office box.</p> <p>If this item is blank, it is interpreted as meaning there is not a change.</p> <p>c) Must reflect the new mailing address of the registered office, if different from Item 3c. A post office box is permitted. The mailing address must also be a Michigan address.</p> <p>If this item is blank, it is interpreted as meaning there is not a change.</p> <p 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 particular type of entity for which the document is being filed i.e. corporations, profit corporations only, limited liability companies.</p> <p align="center"><u>EFFECTIVE DATE</u></p> <p>An effective date not greater 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> <p align="center"><u>SIGNATURE</u></p> <p>Must be signed by:</p> <p>Profit Corporations:</p> <p>1) The resident agent if only the address of the registered offices is changed.</p>	<p>BCA 242(1)(c) 241(a) NPA 242(c) 241(a) Policy Statement C-32</p> <p>BCA 242(1)(c) NPA 242(c) Policy Statement C-32</p> <p>BCA 242(1)(f) & (g) NPA 242(f) & (g) LLCA 209(1)(e)</p> <p>BCA 131(3) NPA 131(2) LLCA 104(6) Policy Statement C-19</p> <p>BCA 132(2) 242(1) 242(2)</p>

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<p>2) For all other changes an authorized officer or agent.</p> <p>3) 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>Nonprofit and Professional Service Corporation:</p> <p>1) In ink by the chairperson or vice-chairperson of the board of directors, president or a vice-president, secretary or assistant secretary of the corporation.</p> <p>2) 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>Domestic Limited Liability Companies:</p> <p>1) The resident agent if only the address of the registered offices is changed.</p> <p>2) A manager if management is vested in one or more managers; at least one member if management is reserved to members.</p> <p>3) All signatures must be accompanied by the title of the signer.</p> <p>Foreign Limited Liability Companies:</p> <p>1) The resident agent if only the address of the registered offices is changed.</p> <p>2) A person with authority to sign under the laws of the jurisdiction of its organization.</p> <p>3) All signatures must be accompanied by the title of the signor.</p> <p>All Business Entities: 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>NPA 132(2) 242</p> <p>LLCA 103(2) 209(2)</p> <p>LLCA 103(2) 209(2)</p> <p>Procedures re: Signatures</p>
<p align="center"><u>FEES</u></p> <p>Filing fee - \$5.00 (Nonrefundable for profit corporations and limited liability companies)</p>	<p>BCA 1060(1)(k) & 1060(2) NPA 1060(1)(k) LLCA 1101(1)(h) & 1101(2) Policy Statement C-9 Policy Statement C-5 Policy Statement C-33</p>

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SPECIFIC DOCUMENT ITEMS

STATUTORY CITE

MISCELLANEOUS

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| 1. Ecclesiastical corporations are required to have a resident agent and maintain a registered office and be subject to filing changes of resident agent and registered office. | Special Opinion 156 dated 1-14-63 |
| 2. A committee, including the executive committee of the board of directors, would have authority to change the resident agent and/or registered office. | Special Opinion 254 dated 3-8-73 |