

REVIEW PROCEDURES FOR C&S 521 - RESIGNATION OF RESIDENT AGENT

Act 284, P.A. 1972; MCLA 450.1243; MSA 21.200(243)
Act 162, P.A. 1982; MCLA 450.2243; MSA 21.197(243)
Act 213, P.A. 1982; MCLA 449.1105; MSA 20.1105
Act 23, P.A. 1993; MCLA 450.4208; MSA 21.198(4208)

Section 243, Act 284, P.A. 1972 (profit corporations), section 243, Act 162, P.A. 1982 (nonprofit corporations), section 105, Act 213, P.A. 1982 (limited partnerships) and section 208, Act 23, P.A. 1993 (limited liability companies) provide the resident agent may resign by filing a written notice of resignation.

The written notice must be filed with the president or a vice-president if a corporation, with a general partner if a limited partnership, with a member or manager if a limited liability company, and with the administrator (the Corporation and Securities Bureau). Form C&S 521 may be used for filing the notice with the administrator.

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; it must be signed; etc.

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 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.</p> <p>The Uniform Limited Partnership Act and the Michigan Limited Liability Company Act do not contain a similar provision requiring the document to be executed in the English language.</p>	<p>BCA 132(1) NPA 132(1)</p>
<p style="text-align: center;"><u>ITEM 1</u></p> <p>Must be completed with the identification number of the name in Item 2.</p>	
<p style="text-align: center;"><u>ITEM 2</u></p> <p>Must be completed with the name of the resident agent and the name of the corporation, limited partnership or limited liability company.</p> <p>The resident agent's name must be the same as that on the database.</p> <p>The name of the corporation, limited partnership or limited liability company must be identical (spelling, abbreviations, and punctuation) to the name as it appears on the database.</p>	<p>BCA 243 NPA 243 LPA 105(b) LLCA 208</p>
<p style="text-align: center;"><u>EFFECTIVE DATE</u></p> <p>The resignation is effective 30 days after receipt of the resignation by the administrator (the Corporation, Securities and Land Development Bureau) or upon appointment of a successor resident agent, whichever first occurs.</p>	<p>BCA 243 NPA 243 LPA 105(b) LLCA 208</p>

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<p style="text-align: center;"><u>SIGNATURE</u></p> <p>Must be signed by the resigning resident agent.</p> <p>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 243 NPA 243 ULPA 105(b) LLCA 208</p> <p>Procedures re: Signatures</p>
<p style="text-align: center;"><u>FEES</u></p> <p>Corporations: none</p> <p>Limited Partnerships: none</p> <p>Limited Liability Companies: \$5.00 (nonrefundable)</p>	<p>LLCA 1101(1)(h) & 1101(2) Policy Statement C-9 Policy Statement C-5</p>
<p style="text-align: center;"><u>MISCELLANEOUS</u></p> <p>1. The Business Corporation Act provides that when the resignation becomes effective, the address of the resident agent shall no longer be the registered office of the corporation.</p> <p>The Nonprofit Corporation Act, Michigan Uniform Limited Partnership Act and Limited Liability Company Act do not include similar language.</p> <p>2. A resignation can be filed by the current resident agent but not by a former agent.</p>	<p>BCA 243</p>