

## REVIEW PROCEDURES FOR C&S 525 CERTIFICATE OF RENEWAL OF CORPORATE EXISTENCE

Act 284, P.A. 1972; MCLA 450.1815; MSA 21.200(815)

Act 162, P.A. 1982; MCLA 450.2815; MSA 21.197(815)

Section 801(1)(a) and 831(a) of both the Business Corporation Act and the Nonprofit Corporation Act provide a corporation is dissolved automatically when the period of duration stated in the articles of incorporation expires.

Section 815 of each of the above acts provides for the renewal of a corporation which has been dissolved by expiration of its term. Form C&S 525 may be used for this purpose.

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 must be available for use; it 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 corporate name, the document 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.	BCA 132(1) NPA 132(1)
<b><u>ITEM 1</u></b>	
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.	BCA 815(c)(i) NPA 815(d)(i)
The name must be checked to determine if it is still available for use. If it is not, a certificate of amendment or restated articles of incorporation must be filed simultaneously with the renewal of corporate existence to effect a change to an available name.	BCA 817(3) NPA 817(3)
To determine the availability of a corporate name, the following must be considered:	
1. Business corporations only: must contain one of the following words or abbreviations: Company, Corporation, Incorporated, Limited, Co., Corp., Inc., Ltd.	BCA 211
Professional service corporations only: must contain the words Professional Corporation or the abbreviation P.C.	PSCA 11
2. The corporate name may not indicate or imply that the corporation is engaged in an activity other than that provided in the purposes.	BCA 212(1)(a) NPA 212(1)(a) PSCA 13
3. The corporate name must be distinguishable from any active name of a corporation, limited partnership, or limited liability company, including	BCA 212(1)(b) NPA 212(1)(b) PSCA 13
a) a corporate name	Guideline adopted 1-28-83
b) a limited partnership name	
c) a limited liability company name	
d) an assumed name for a corporation, limited partnership or limited liability company	Policy Statement C-40
e) a reserved name	
f) a name registered by a foreign corporation	

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4. The fact that a corporate name complies with section 212 does not create substantive rights to the use of that corporate name.	
5. The corporate name shall not contain a word or phrase or the abbreviation or derivative of a word or phrase, which is prohibited or restricted by any other state statute unless the restriction is complied with.	BCA 212(1)(c) NPA 212(1)(c)
6. Various state and federal statutes prohibit or restrict the use of certain words or abbreviations in names of corporations. The NAMES program in the computer system searches for any of these words which have been identified when inquiry regarding name availability is made and displays a message that the proposed name contains a word or abbreviation which may be prohibited or restricted from use.	See RESTRICTED WORD list Policy Statement C-48
7. BIDCO (Business and Industrial Development Corporation)	Policy Statement C-15 See separate BIDCO section
8. The word "medicare" may be misleading in a corporate name.	Special Opinion 184 42 USC 1320b-10
9. A foundation may, but is not required to, use the word "foundation" in its corporate name.	NPA 212(3)
10. The word "bank" may be used in the name of a subsidiary of a bank or thrift institution.	External policy re BANKS AND FIDUCIARIES
11. The word "insurance" may be used in the name of a corporate insurance agency provided the word is used in conjunction with the word "agency" so as not to mislead the public or imply that the corporation is an insurance company.	AG Opinion 5756 dated 8-19-80 (Our No. 252)
12. The name of a corporation can include the word "hospital" so long as the purposes clearly state the corporation will not engage in the practice of medicine.	Policy Statement C-10
13. The words "Emergency Medical Services" may be used in the name of a corporation without requiring the corporation to be a professional service corporation provided the articles clearly state the purpose of the corporation is to carry out purposes of U.S. Public Law 93-154, sections 1203 and 1204 (the Emergency Medical Services Act of 1973) or P.A. 368 of 1978, being 333.20701-333.20773 (the Emergency Medical Services Act).	G. Ann Baker memo to document examiners dated 10-30-89
<b><u>ITEM 2</u></b>	
Must be completed with the identification number for the name in Item 1.	
<b><u>ITEM 3</u></b>	
Must reflect the registered office address as it appears on the database.	

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<b><u>ITEM 4</u></b>	
Must reflect the date and place of meeting of the shareholders, members, or directors if organized on a nonstock directorship basis at which renewal of corporate existence was approved.	BCA 815(c)(ii) NPA 815(d)(ii)
<b><u>ITEM 5</u></b>	
This statement is required and cannot be altered except it may be altered to refer only to the particular group approving the renewal i.e. directors and shareholders, directors and members, directors if it is a nonprofit corporation organized on a nonstock directorship basis.	BCA 815(c)(iii) NPA 815(d)(iii)
<b><u>ITEM 6</u></b>	
Must reflect a specific number of years if the corporate term is other than perpetual. The term expiration date is then computed from the date of filing the certificate.	BCA 815(c)(iv) NPA 815(d)(iv)
The wording of this item can be changed if a specific date of expiration is desired in place of a specific number of years.	
<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.	BCA 131(3) NPA 131(2)
<b><u>SIGNATURE</u></b>	
Must be signed by:	
Profit Corporations: Any authorized officer or agent.	BCA 132(2)
Nonprofit and Professional Service Corporations: In ink by the chairperson or vice-chairperson of the board of directors, president or vice-president of the corporation.	NPA 132(2)
All Corporations:	
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.	
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.	Procedures re: Signatures

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<b><u>FEES</u></b>	
Filing fee - \$10.00 (Nonrefundable for profit corporations)	BCA 1060(1)(p) & 1060(2) NPA 1060(1)(p) Policy Statement C-9 Policy Statement C-5 Policy Statement C-33
<b><u>MISCELLANEOUS</u></b>	
1. Profit Corporations: All annual reports and penalty fees for any year for which a report has not been filed must be filed and paid with the renewal. The renewal is effective upon filing of the certificate or a subsequent effective date as stated in the certificate. Upon filing the renewal, the rights of the corporation are the same as though a dissolution or expiration of term had not occurred, and all contracts entered into and other rights acquired during the interval are valid and enforceable.	BCA 911 915 921 922 817
2. Nonprofit and Professional Service Corporations: All annual reports and fees due and payable prior to dissolution by expiration of the term must be filed and paid prior to or concurrently with the renewal. The renewal is effective upon filing of the certificate or a subsequent effective date as stated in the certificate. Because the corporation did not exist between the date of dissolution and renewal, it is not liable for annual reports and fees which became due during that period.	NPA 911 915 922 817(1)
3. Corporations whose term expired before January 1, 1973 may or may not be eligible for renewal of corporate existence. Act 327, P.A. 1931 permitted renewal of the existence of a stock corporation whose term had expired only within 3 years after expiration. The time period was 2 years for nonstock corporations. To again operate as a corporation after the 2 or 3 year period required filing articles of incorporation as a new corporation.	
Since Act 284, P.A. 1972 provides a corporation is dissolved when the term expires, any profit or nonprofit stock corporation whose term expired within 3 years preceding January 1, 1973 were dissolved on that date. They are eligible for renewing their existence pursuant to section 815, Act 284, P.A. 1972 or Act 162, P.A. 1982.	
Until June 5, 1974 profit or nonprofit nonstock corporations were eligible for extending their term within 2 years preceding or 2 years following expiration. Effective 6-5-74 nonstock corporations whose term had expired were dissolved. They were eligible for renewing their existence pursuant to section 815, Act 284, P.A. 1972. Effective January 1, 1983 nonprofit corporations became subject to Act 162, P.A. 1982 and file renewals pursuant to that act.	
If dissolution was effective before January 1, 1973 as a result of the term expiring, the corporation probably cannot renew its existence as the law in effect at the time of its dissolution did not provide for renewal beyond a specified period. If dissolution was effective on or after 1-1-73 as a result of term expiration, it probably can file a renewal of corporation existence pursuant to Act 284, P.A. 1972 or 162, P.A. 1982.	

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<p>4. Upon renewal of existence, any assumed names filed or renewed within the five year period preceding renewal are also reinstated provided they are still available for use.</p> <p>5. Corporations incorporated under acts other than the Business Corporation Act or the Nonprofit Corporation Act may prescribe the manner in which the term of existence may be extended or renewed. If it does not, there may exist an act specifically related to the act of incorporation which provides for extension or renewal of the term. Following is a chart identifying specific acts under which corporations have been incorporated and the acts they would follow to extend or renew their corporate existence.</p> <p>Acts not on this chart must be reviewed to determine if they provide for extension or renewal of term or if there exists an act related thereto. If no related act exists, the Business Corporation Act would apply to profit corporations and the Nonprofit Corporation Act applies to nonprofit corporations.</p> <p>6. A partnership association limited, formed under Act 191, P.A. 1877, may not extend its term to perpetual. That Act expressly provides for a 20 year term of existence and periodic renewals of 20 years only are permitted.</p> <p>7. If an image file does not exist at the time the renewal of corporate existence is filed, the Document Review examiner should notify the lead worker of the clerical staff in the Annual Report Section that such a file must be created.</p>	<p>Special Opinion 317 dated 8-22-1977</p>

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<u>IF INCORPORATED UNDER</u>		<u>EXTEND TERM UNDER</u>					<u>RENEW TERM UNDER</u>				
<u>Act</u>	<u>Year</u>	<u>Act</u>	<u>Year</u>	<u>OR</u>	<u>Act</u>	<u>Year</u>	<u>Act</u>	<u>Year</u>	<u>OR</u>	<u>Act</u>	<u>Year</u>
Chapter 197, C.L. 1915		284	1972		162	1982	284	1972		162	1982
1	1895	284	1972		162	1982	284	1972		162	1982
11	1899	11	1899		162	1982					
12	1869	284	1972		162	1982	14	1903			
13	1897	284	1972		162	1982	284	1972		162	1982
17	1877	284	1972		162	1982	284	1972		162	1982
22	1883	284	1972		162	1982	284	1972		162	1982
22	1891	284	1972		162	1982	284	1972		162	1982
28	1891	284	1972		162	1982	284	1972		162	1982
29	1889	284	1972		162	1982	284	1972		162	1982
29	1901	29	1901 (Sec. 8 amdt Sec 13 corp. life)				284	1972		162	1982
35	1897	284	1972		162	1982	284	1972		162	1982
39	1855	284	1972		162	1982	284	1972		162	1982
39	1889	12	1901		134	1905	284	1972		162	1982
54	1899	54	1899 (Sec. 10)								
68	1875	284	1972		162	1982	284	1972		162	1982
69	1887	12	1901		55	1911					
80	1855	106	1893		106	1893					
84	1921	284	1972		162	1982	284	1972		162	1982
85	1897	284	1972		162	1982	284	1972		162	1982
85	1905	284	1972		162	1982	284	1972		162	1982
87	1855	284	1972		162	1982	185	1929			
90	1905	90	1905 & MCLA 450.507				284	1972		162	1982

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<u>IF INCORPORATED UNDER</u>		<u>EXTEND TERM UNDER</u>				<u>RENEW TERM UNDER</u>					
<u>Act</u>	<u>Year</u>	<u>Act</u>	<u>Year</u>	<u>OR</u>	<u>Act</u>	<u>Year</u>	<u>Act</u>	<u>Year</u>	<u>OR</u>	<u>Act</u>	<u>Year</u>
113	1869	82	1901		284	1972	162	1982			
113	1877	284	1972		162	1982	284	1972		162	1982
129	1883	284	1972		284	1972					
137	1929	284	1972		162	1982	55	1911			
145	1865	284	1972		162	1982	284	1972		162	1982
145	1885	284	1972		162	1982	284	1972		162	1982
148	1901	284	1972		162	1982	284	1972		162	1982
161	1911	284	1972		162	1982	284	1972		162	1982
162	1982	162	1982		162	1982					
164	1889	230	1897 (Sec. 3)		12	1901	55	1911			
171	1903	284	1972		162	1982	284	1972		162	1982
191	1877	105	1919 (Sec. 1)		105	1919 (Sec. 3)					
192	1962	284	1972		284	1972					
203	1897	284	1972		162	1982	284	1972		162	1982
209	1897	284	1972		162	1982	284	1972		162	1982
230	1897	230	1897 (Sec. 3)		12	1901	55	1911			
232	1885	284	1972		162	1982	284	1972		162	1982
232	1903	284	1972		162	1982	284	1972		162	1982
239	1917	284	1972		162	1982	284	1972		162	1982
265	1909	265	1909 (Sec. 11)		162	1982					
284	1972	284	1972		284	1972					
291	1913	284	1972		162	1982	284	1972		162	1982

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IF INCORPORATED  
UNDER

EXTEND TERM UNDER

RENEW TERM UNDER

Act      Year

Act   Year   OR      Act   Year

Act   Year   OR      Act   Year

327      1931

284   1972                      162   1982

284   1972                      162   1982

354      1993

284   1972

284   1972

356      1865

284   1972                      162   1982

284   1972                      162   1982

398      1913

284   1972                      162   1982

284   1972                      162   1982