

HOUSE BILL No. 5972

October 19, 2016, Introduced by Rep. Howrylak and referred to the Committee on
Commerce and Trade.

A bill to amend 1993 PA 23, entitled
"Michigan limited liability company act,"
by amending section 909 (MCL 450.4909), as amended by 2002 PA 686.

THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

1 Sec. 909. (1) In addition to the annual statement required in
2 section 207(3), a professional limited liability company shall file
3 with the administrator an annual report, together with a \$50.00
4 filing fee, listing the names and addresses of all members and
5 managers and certifying that each member and manager is a licensed
6 person in 1 or more of the professional services rendered by the
7 company. The report shall also certify that any member or manager
8 not licensed or otherwise legally authorized to render professional
9 services in this state does not render professional services in
10 this state.

1 (2) The professional limited liability company shall file the
2 annual report not later than February 15 of each year, ~~and a~~
3 ~~penalty of \$50.00 shall be added to the fee if the annual report is~~
4 ~~not filed or the fee is not paid by February 15,~~ except that if a
5 professional limited liability company is formed after September
6 30, it need not file an annual report on the February 15
7 immediately succeeding its formation. **IF A PROFESSIONAL LIMITED**
8 **LIABILITY COMPANY NEGLECTS OR REFUSES TO FILE AN ANNUAL REPORT OR**
9 **PAY A FEE REQUIRED UNDER THIS SECTION WITHIN THE TIME SPECIFIED,**
10 **THE COMPANY IS SUBJECT TO A PENALTY OF \$10.00 FOR EACH 1-MONTH**
11 **PERIOD OR PART OF A 1-MONTH PERIOD THAT THE COMPANY IS DELINQUENT**
12 **OR \$50.00, WHICHEVER IS LESS.**

13 (3) If a professional limited liability company fails to file
14 an annual report required by ~~by~~**UNDER** this section for 2 consecutive
15 years, the administrator shall notify the company of the
16 consequences of the failure to file under subsection (4).

17 (4) If a professional limited liability company does not file
18 all annual reports it has failed to file, the applicable fees, and
19 the penalty described in subsection (2) within 60 days after the
20 administrator's notice under subsection (3) is sent, the
21 professional limited liability company is not in good standing. A
22 professional limited liability company that is not in good standing
23 is not entitled to issuance by the administrator of a certificate
24 of good standing described in section 207a, the name of the company
25 is available for use by another entity filing with the
26 administrator, and the administrator shall not accept for filing
27 any document submitted by the professional limited liability

1 company other than a certificate of restoration of good standing
2 provided for in subsection (5). A professional limited liability
3 company that is not in good standing remains in existence and may
4 continue to transact business in this state.

5 (5) A professional limited liability company that is not in
6 good standing under subsection (4) may file a certificate of
7 restoration of good standing, accompanied by the annual reports and
8 fees for all of the years for which they were not filed and paid,
9 the penalty described in subsection (2), and the fee for filing the
10 certificate of restoration of good standing. The certificate shall
11 include all of the following:

12 (a) The name of the professional limited liability company at
13 the time it ceased to be in good standing. If that name is not
14 available when the certificate of restoration of good standing is
15 filed, the professional limited liability company shall select a
16 new name that complies with this act. The new name shall be the
17 name of the professional limited liability company from the date of
18 filing of the certificate.

19 (b) The name of the professional limited liability company's
20 current resident agent and the address of the current registered
21 office in this state.

22 (c) A statement that the certificate is accompanied by the
23 annual reports and applicable fees for all of the years for which
24 reports were not filed and fees were not paid and the penalty
25 described in subsection (2).

26 (6) A professional limited liability company that fails to
27 file annual statements under section 207 as well as annual reports

1 under this section must comply with section 207a and this section
2 to maintain or restore its good standing.

3 Enacting section 1. This amendatory act takes effect 90 days
4 after the date it is enacted into law.