

# SENATE BILL NO. 440

August 20, 2019, Introduced by Senator IRWIN and referred to the Committee on Appropriations.

A bill to amend 1993 PA 23, entitled  
"Michigan limited liability company act,"  
by amending section 1101 (MCL 450.5101), as amended by 2018 PA 380.

**THE PEOPLE OF THE STATE OF MICHIGAN ENACT:**

- 1           Sec. 1101. (1) The fees to be paid to the administrator when  
2 the documents described in this subsection are delivered to him or  
3 her for filing are as follows:
- 4           (a) Certificate of correction, \$25.00.
  - 5           (b) Articles of organization, \$50.00.

1 (c) Amendment to the articles of organization, \$25.00.

2 (d) Restated articles of organization, \$50.00.

3 (e) Application for reservation of name, \$25.00.

4 (f) Certificate of assumed name or a certificate of  
5 termination of assumed name, \$25.00.

6 (g) Annual statement of resident agent and registered office,  
7 \$15.00 if paid after September 30, ~~2019~~—**2023**. Through September  
8 30, ~~2019~~—**2023**, the fee is \$25.00.

9 (h) Certificate of restoration of good standing, \$50.00.

10 (i) Notice of resignation of resident agent, or statement of  
11 change of registered office or resident agent, \$5.00.

12 (j) Certificate of merger as provided in article 7, \$100.00.

13 (k) Certificate of abandonment, \$10.00.

14 (l) Certificate of conversion, \$25.00.

15 (m) Certificate of dissolution, \$10.00.

16 (n) Application of a foreign limited liability company for a  
17 certificate of authority to transact business in this state,  
18 \$50.00.

19 (o) Certificate correcting statement contained in an  
20 application for a certificate of authority to transact business in  
21 this state, \$25.00.

22 (p) Certificate attesting to the occurrence of a merger of a  
23 foreign limited liability company, as provided in section 1005,  
24 \$10.00.

25 (q) Application for withdrawal and issuance of a certificate  
26 of withdrawal of a foreign limited liability company, \$10.00.

27 (2) In addition to a fee required to file a document, the  
28 administrator may charge a fee of \$50.00 if the document is filed  
29 by facsimile or other electronic transmission or the administrator

1 is requested to transmit a document by facsimile or other  
2 electronic transmission.

3 (3) The administrator shall not refund all or any part of a  
4 fee described in this section. The administrator shall deposit all  
5 fees received and collected under this section in the state  
6 treasury to the credit of the administrator, who may only use the  
7 money credited pursuant to legislative appropriation and only in  
8 carrying out those duties of the department required by law.

9 (4) A minimum charge of \$1.00 for each certificate and 50  
10 cents per folio shall be paid to the administrator for certifying a  
11 part of a file or record pertaining to a domestic or foreign  
12 limited liability company if a fee is not set forth in subsection  
13 (1). The administrator may furnish copies of documents, reports,  
14 and papers required or permitted by law to be filed with the  
15 administrator, and shall charge for those copies pursuant to a  
16 schedule of fees that the administrator shall adopt with the  
17 approval of the state administrative board. The administrator shall  
18 retain the revenue collected under this subsection and use it to  
19 defray the costs of the department's copying and certifying  
20 services.

21 (5) If a domestic or foreign limited liability company pays  
22 fees or penalties by check and the check is dishonored, the fee is  
23 considered unpaid and the filing of all related documents will be  
24 rescinded.

25 (6) The administrator may accept payment by credit card,  
26 instead of cash or check, as payment of a fee under this act. The  
27 administrator shall determine which credit cards he or she shall  
28 accept for payment of a fee.

29 (7) The administrator shall waive the fee otherwise required

1 under subsection (1) for filing initial articles of organization if  
2 a majority of the initial membership interests in the domestic  
3 limited liability company will be held by veterans.

4 (8) To request a fee waiver under subsection (7), the person  
5 that is submitting the initial articles of organization for filing  
6 shall submit both of the following to the administrator with that  
7 document:

8 (a) A signed affidavit requesting the fee waiver and  
9 certifying that a majority of the initial membership interests in  
10 the domestic limited liability company will be held by veterans.

11 (b) Copies of form DD214 or form DD215, or any other form that  
12 is satisfactory to the department, for each veteran who will be an  
13 initial member of the limited liability company.

14 (9) The administrator shall waive any fee otherwise required  
15 under this section if a majority of the membership interests in the  
16 domestic or foreign limited liability company responsible for  
17 paying the fee are, and the domestic or foreign limited liability  
18 company provides proof satisfactory to the administrator that those  
19 interests are, held by veterans. This subsection does not apply to  
20 the fee for filing initial articles of organization.

21 (10) As used in this section, "veteran" means that term as  
22 defined in section 1 of 1965 PA 190, MCL 35.61.