

MICHIGAN LIMITED LIABILITY COMPANY ACT (EXCERPT)
Act 23 of 1993

450.4604 Restated articles of organization.

Sec. 604. (1) A limited liability company may integrate into a single instrument the provisions of its articles of organization that are then in effect and operative by filing restated articles of organization executed as provided in section 103.

(2) A limited liability company may include amendments to its articles of organization in restated articles of organization filed under subsection (1). An amendment to the articles of organization of a limited liability company in connection with the integration and restatement of the articles under this section is subject to any other provision of this act that would apply if a certificate of amendment were filed to effect the amendment, including the requirement of member approval.

(3) A limited liability company shall specifically designate restated articles of organization filed under this section as such in the heading and shall state, either in the heading or in an introductory paragraph, the present name of the limited liability company, all of the former names of the limited liability company if the name has changed, and the date of filing of its original articles of organization. If the restated articles include a further amendment under subsection (2), the articles shall state that the amendment was approved by 1 of the following:

(a) If an operating agreement establishes a vote requirement for amending the articles of organization, by the vote required under the operating agreement.

(b) If subdivision (a) does not apply, by a unanimous vote of all of the members entitled to vote on the amendment.

(4) When its restated articles of organization become effective under section 104, the limited liability company's original articles of organization are superseded and the restated articles are the articles of organization of the company.

History: 1993, Act 23, Eff. June 1, 1993;—Am. 2010, Act 290, Imd. Eff. Dec. 16, 2010.