

SENATE BILL No. 942

November 29, 2007, Introduced by Senator CASSIS and referred to the Committee on Finance.

A bill to amend 1972 PA 284, entitled
"Business corporation act,"
by amending sections 911 and 1062 (MCL 450.1911 and 450.2062),
section 911 as amended by 1996 PA 197 and section 1062 as amended
by 2005 PA 212.

THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

1 Sec. 911. (1) A domestic corporation and each foreign
2 corporation subject to chapter 10 shall file a report with the
3 administrator no later than May 15 of each year. The report shall
4 be on a form approved by the administrator, signed by an authorized
5 officer or agent of the corporation, and contain all of the
6 following information:

7 (a) The name of the corporation.

1 (b) The name of its resident agent and address of its
2 registered office in this state.

3 (c) The names and addresses of its president, secretary,
4 treasurer, and directors.

5 (d) General nature and kind of business in which the
6 corporation is engaged.

7 (e) For each foreign corporation authorized to transact
8 business in this state, the total number of authorized shares and
9 the most recent percentage used in computation of the tax required
10 by the single business tax act, ~~Act No. 228 of the Public Acts of~~
11 ~~1975, being sections 208.1 to 208.145 of the Michigan Compiled Laws~~
12 **1975 PA 228, MCL 208.1 TO 208.145, OR THE MICHIGAN BUSINESS TAX**
13 **ACT, 2007 PA 36, MCL 208.1101 TO 208.1601.**

14 (2) The report is not required to be filed in the year of
15 incorporation or authorization by a corporation formed or
16 authorized to do business on or after January 1 and before May 16
17 of that year.

18 (3) If there are no changes in the information provided in the
19 last filed report required under subsection (1), the corporation
20 may file a report that certifies to the administrator that no
21 changes in the required information have occurred since the last
22 filed report. The report filed under this subsection shall be on a
23 form approved by the administrator and filed no later than the date
24 required under section 911.

25 Sec. 1062. (1) A domestic corporation or cooperative
26 association, organized for profit, or a domestic regulated
27 investment company, at the time of filing its articles of

1 incorporation, shall pay 1 of the following to the administrator as
2 an initial organization and admission fee:

3 (a) For 60,000 or fewer authorized shares, \$50.00.

4 (b) For more than 60,000 and fewer than 1,000,001 authorized
5 shares, \$100.00.

6 (c) For more than 1,000,000 and fewer than 5,000,001
7 authorized shares, \$300.00.

8 (d) For more than 5,000,000 and fewer than 10,000,001
9 authorized shares, \$500.00.

10 (e) For more than 10,000,000 authorized shares, \$500.00 plus
11 an additional \$1,000.00 for each additional 10,000,000 authorized
12 shares or portion of 10,000,000 authorized shares in excess of the
13 initial 10,000,000 authorized shares.

14 (2) The initial admission fee of a foreign corporation for
15 profit and foreign regulated investment company applying for
16 admission to do business in this state is \$50.00 and 60,000 shares
17 are considered initially attributable to this state at the time of
18 admission.

19 (3) Every corporation incorporated under the laws of this
20 state that increases its authorized shares, at the time of filing
21 its amendment to the articles of incorporation, shall pay 1 of the
22 following additional organizational fees:

23 (a) For an increase of 60,000 or fewer authorized shares,
24 \$50.00.

25 (b) For an increase of more than 60,000 and less than
26 1,000,001 authorized shares, \$100.00.

27 (c) For an increase of more than 1,000,000 and less than

1 5,000,001 authorized shares, \$300.00.

2 (d) For an increase of more than 5,000,000 and less than
3 10,000,001 authorized shares, \$500.00.

4 (e) For an increase of more than 10,000,000 authorized shares,
5 \$500.00 plus an additional \$1,000.00 for each additional 10,000,000
6 authorized shares or portion of 10,000,000 authorized shares in
7 excess of the initial 10,000,000 authorized shares.

8 (4) A foreign corporation authorized to transact business in
9 this state that increases the number of authorized shares
10 attributable to this state shall file an amended application in
11 accordance with section 1021 and shall pay 1 of the following
12 additional admission fees:

13 (a) For an increase of 60,000 or fewer authorized shares
14 attributable to this state, \$50.00.

15 (b) For an increase of more than 60,000 and less than
16 1,000,001 authorized shares attributable to this state, \$100.00.

17 (c) For an increase of more than 1,000,000 and less than
18 5,000,001 authorized shares attributable to this state, \$300.00.

19 (d) For an increase of more than 5,000,000 and less than
20 10,000,001 authorized shares attributable to this state, \$500.00.

21 (e) For an increase of more than 10,000,000 authorized shares
22 attributable to this state, \$500.00 plus an additional \$1,000.00
23 for each additional 10,000,000 authorized shares attributable to
24 this state or portion of 10,000,000 authorized shares attributable
25 to this state in excess of the initial 10,000,000 authorized shares
26 attributable to this state.

27 (5) The number of authorized shares attributable to this state

1 is determined by multiplying the total number of authorized shares
2 by the most recent apportionment percentage used in the computation
3 of the tax required by the single business tax act, 1975 PA 228,
4 MCL 208.1 to 208.145, **OR THE MICHIGAN BUSINESS TAX ACT, 2007 PA 36,**
5 **MCL 208.1101 TO 208.1601.** If the business activities are confined
6 solely to this state, the total number of authorized shares are
7 considered attributable to this state.

8 (6) The administrator is authorized to require a corporation
9 to furnish detailed and exact information relating to the
10 determination of fees before making a final determination of the
11 organization or admission franchise fee to be paid by the
12 corporation.

13 (7) As used in this section, "corporation" includes a
14 partnership association limited, a cooperative association, a joint
15 association having any of the powers of a corporation, and a common
16 law trust created by a statute of this state, another state, or a
17 country exercising common law powers in the nature of a
18 corporation, whether domestic or foreign, in addition to other
19 corporations as are referred to in this act.

20 (8) If the capital of a corporation is not divided into
21 shares, a fee for purposes of this section is determined as if the
22 corporation had 60,000 shares.

23 (9) If a foreign corporation authorized to transact business
24 in this state merges into a domestic corporation or consolidates
25 with 1 or more corporations into a domestic corporation by
26 complying with this act, the resulting domestic corporation shall
27 pay an organization and admission fee for any increase in

1 authorized shares or for any authorized shares as provided in this
2 section, less the amount that the merging or consolidating foreign
3 corporation previously paid to this state under this section as an
4 initial or additional admission fee.