

**SUBSTITUTE FOR
HOUSE BILL NO. 4995**

A bill to amend 1993 PA 23, entitled
"Michigan limited liability company act,"
by amending section 1101 (MCL 450.5101), as amended by 2019 PA 70.

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~~ **the administrator** for filing are as follows:

- 4 (a) Certificate of correction, \$25.00.
5 (b) Articles of organization, \$50.00.
6 (c) Amendment to the articles of organization, \$25.00.
7 (d) Restated articles of organization, \$50.00.
8 (e) Application for reservation of name, \$25.00.
9 (f) Certificate of assumed name or a certificate of

1 termination of assumed name, \$25.00.

2 (g) Annual statement of resident agent and registered office,
3 \$15.00 if paid after September 30, ~~2023.~~~~2027.~~ Through September
4 30, ~~2023,~~~~2027,~~ the fee is \$25.00.

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

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

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

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

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

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

12 (n) Application of a foreign limited liability company for a
13 certificate of authority to transact business in this state,
14 \$50.00.

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

18 (p) Certificate attesting to the occurrence of a merger of a
19 foreign limited liability company, as provided in section 1005,
20 \$10.00.

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

23 (2) In addition to a fee required to file a document, the
24 administrator may charge a fee of \$50.00 if the document is filed
25 by facsimile or other electronic transmission or the administrator
26 is requested to transmit a document by facsimile or other
27 electronic transmission.

28 (3) The administrator shall not refund all or any part of a
29 fee described in this section. The administrator shall deposit all

1 fees received and collected under this section in the state
2 treasury to the credit of the administrator, who may only use the
3 money credited ~~pursuant to~~ **in accordance with** legislative
4 appropriation and only in carrying out those duties of the
5 department required by law.

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

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

22 (6) The administrator may accept payment by credit card,
23 instead of cash or check, as payment of a fee under this act. The
24 administrator shall determine which credit cards ~~he or she shall~~
25 ~~accept~~ **the administrator accepts** for payment of a fee.

26 (7) The administrator shall waive the fee otherwise required
27 under subsection (1) for filing initial articles of organization if
28 a majority of the initial membership interests in the domestic
29 limited liability company will be held by veterans.

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

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

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

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

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