

BUSINESS CORPORATION ACT (EXCERPT)
Act 284 of 1972

450.2051 Action or proceeding by or against foreign corporation without certificate of authority; order of dismissal; recommencement of action; validity of corporate contracts or acts.

Sec. 1051.

(1) A foreign corporation transacting business in this state without a certificate of authority shall not maintain an action or proceeding in any court of this state until the corporation has obtained a certificate of authority. An action commenced by a foreign corporation having no certificate of authority shall not be dismissed if a certificate of authority has been obtained before the order of dismissal. Any such order of dismissal shall be without prejudice to the recommencement of such action or proceeding by the foreign corporation after it obtains a certificate of authority. This prohibition applies to:

(a) A successor in interest of the foreign corporation, except a receiver, trustee in bankruptcy, or other representative of creditors of the corporation.

(b) An assignee of the foreign corporation, except an assignee for value who accepts an assignment without knowledge that the foreign corporation should have but has not obtained a certificate of authority in this state.

(2) Failure of a foreign corporation to obtain a certificate of authority to transact business in this state does not impair the validity of a contract or act of the corporation, and does not prevent the corporation from defending an action or proceeding in a court of this state.

History: 1972, Act 284, Eff. Jan. 1, 1973 ;-- Am. 1982, Act 407, Eff. Jan. 1, 1983