



STATE OF MICHIGAN
17TH JUDICIAL CIRCUIT COURT

CHRISTOPHER P. YATES
CIRCUIT COURT JUDGE

February 24, 2021

SUITE 11200 A
180 OTTAWA AVENUE NW
GRAND RAPIDS, MICHIGAN 49503-2751

Larry S. Royster, Esq.
Supreme Court Clerk
P.O. Box 30052
Lansing, Michigan 48909

Re: *ADM 2020-20*

Dear Mr. Royster:

I am writing to support the adoption of the proposed amendment to MCR 2.105 set forth in ADM 2020-20, albeit with one concern. The addition to the Michigan Court Rules of a prescribed method of service upon a limited liability company is long overdue. The Michigan Court Rules are clear in explaining how to serve a business corporation, a partnership, a limited partnership, and even a partnership association, see MCR 2.105(C)-(E), but “[t]he court rules do not address the proper manner of service on a limited liability company[.]” Bullington v Corbell, 293 Mich App 549, 558 (2011). Because a significant number of business enterprises in Michigan are now choosing to form as limited liability companies, the absence of a rule-based manner of service on such entities creates a trap for the unwary.

My only concern about the proposed version of MCR 2.105(H) set forth in ADM 2020-20 is its potential for abuse by multiple minority members of a limited liability company who file suit for minority member oppression under MCL 450.4515. Because the version of MCR 2.105(H) set forth in the proposal permits “serving a summons and a copy of the complaint on a member or the resident agent[.]” one aggrieved minority member could simply serve another aggrieved minority member, thereby completing service without notice to anyone in a position to contest the claims in the suit. Thus, I suggest that the language of proposed MCR 2.105(H)(1) should be narrowed to permit “serving a summons and a copy of the complaint on the managing member, the non-member manager, or the resident agent” of the limited liability company. Also, proposed MCR 2.105(H)(2) should be narrowed to permit “serving a summons and a copy of the complaint on a member or *other* person in charge of an office or business establishment of the limited liability company” to restrict proper recipients of service to those who run a place of business of a limited liability company.

Sincerely,

A handwritten signature in blue ink, appearing to read "Christopher P. Yates".

Christopher P. Yates
Kent County Circuit Court Judge