

**New Jersey Division of Revenue**  
**Certificate Of Dissolution, Pursuant to Action of Board and Shareholders**  
**For Use by Domestic Profit Corporations**  
**(NJSA 14A:12-4)**

1. Name of Corporation:

2. Corporation Number:

3. Registered Agent:

4. Registered Office:

Street

City

State

Zip Code

5. Names and Titles of all Directors/Officers:

6. Text of Board Resolution Authorizing Dissolution:

7. Date and Place of Meeting of Shareholders Called to Vote on the Dissolution:

8. Voting:

**a.** Number of Outstanding Shares Entitled to Vote on the Dissolution, and if the Shares of Any Class or Series Are Entitled to Vote as a Class, the Outstanding Shares of Each Such Class and Series

**b.** Number of Shares Represented at the Meeting and the Number of shares Voting for or Against the Dissolution, and if the Shares of Any Class or Series Are Entitled to Vote as a Class, the Number of Shares of Such Class and Series Voting for or Against the Dissolution

Signature:

(Must be Chairman of the Board, President or Vice President)

Date:

Type Name and Title:

## **OVERVIEW OF DISSOLUTION REQUEST PROCESS USING FORM C-159S**

A corporation may be dissolved pursuant to action of its Board of Directors and shareholders. To effect such a dissolution, the corporation may file in the Office of the Treasurer, Division of Revenue, the articles of dissolution set forth in form C-159S. A Tax Clearance Certificate must also be issued for domestic profit corporations seeking to dissolve.

To begin the dissolution filing process pursuant to NJSA 14A:12-4, the corporation must complete all forms including an application for a Tax Clearance Certificate ([Form A-5088-TC](#)), which must be accompanied by an estimated final return ([Form A-5052-TC](#)) or final CBT return, with a separate payment for any taxes due. If applicable, the Division of Taxation will inform the corporation of any outstanding obligations not reflected on the final return. All outstanding obligations must be satisfied before the Division of Taxation issues a Tax Clearance Certificate.

The complete dissolution package should be forwarded to the New Jersey Division of Revenue, PO Box 308, Trenton, N.J. 08625, Attn: Business Liquidation. In order to be complete, the package must include the following:

- Completed Form C-159S
- Payment of all fees - \$120.00. Make checks payable to: Treasurer, State of New Jersey.
- Request for Tax Clearance Certificate (Form A-5088-TC)
- Estimated Final return (Form A-5052-TC) or a final CBT return with a separate payment for any taxes due.

The dissolution shall be considered filed and effective on the date the Division of Revenue receives the properly completed and executed articles of dissolution, payment of all fees, and Tax Clearance Certificate issued by the Division of Taxation.

All New Jersey business tax eligibilities for the corporation, however, will end as of the date the entire dissolution package listed above is received and accepted by the Division of Revenue. All prior tax obligations prior to the acceptance of the dissolution package still apply and are subject to review by the Division of Taxation. If a corporation does not resolve its liabilities due the Division of Taxation, a Tax Clearance Certificate will not be issued and business tax eligibilities may be reactivated as if there were no lapse in subjectivity. All fees submitted to the Division of Revenue as part of the dissolution process are non-refundable.

### **INSTRUCTIONS FOR COMPLETING THE ARTICLES OF DISSOLUTION (C-159S)**

- 1. Name of Corporation** -- Enter the corporation's name.
- 2. Corporation Number** -- Enter the 10-digit number assigned by the State at the time the certificate of incorporation was filed.
- 3. Registered Agent** -- List name of the corporation's current registered agent.
- 4. Registered Office** -- List the corporation's current registered office address including street, city and zip code. This must be a New Jersey address.
- 5. Directors/Officers** -- List the names and titles of all current officers and directors. Attach a sheet with names and titles if more space is required.
- 6. Text of Board Resolution Authorizing Dissolution** -- Insert the text of the authorizing resolution. Attach the text if more space is required.

7. **Date and Place of Meeting of Shareholders Called to Vote on the Dissolution** – List the date and place of the meeting.
8. **Voting** – State the following:
  - a. The number of outstanding shares entitled to vote on the dissolution. If the shares of any class or series are entitled to vote as a class, state the outstanding shares of each such class and series.
  - b. The number of shares represented at the meeting and the number of shares voting for or against the dissolution. If the shares of any class or series are entitled to vote as a class, state the number of shares of each such class and series voting for or against the dissolution.

**Execution (Date/Signature)** -- Must be Chairman of the Board, President or Vice President.

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Form C-159S must be filed in duplicate with the other in the dissolution package.

Note: All annual report obligations should be satisfied prior to submitting the dissolution paperwork. Go to [www.nj.gov/njbgs](http://www.nj.gov/njbgs) to file any outstanding annual reports.