



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

Mail Form to one of the Following:

☐ Yes PO Box 1390
Columbus, OH 43216
*** Requires an additional fee of \$100 ***

☐ No PO Box 1028
Columbus, OH 43216

**CERTIFICATE OF DISSOLUTION
BY MEMBERS OR DIRECTORS**

(Domestic Nonprofit)

(Filing Fee \$50.00)

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) ☐ Members (139-DISM)

(2) ☐ Directors (175-DIST)

Complete the general information in this section for the box checked above.

(Exact Name of Corporation)

(Charter Number)

_____, who is _____
(Name) (Title)

of the above named Ohio non profit corporation, articles of incorporation of which were filed in the office of the secretary of state on _____ do hereby certify that:
(Date)

Effective Date **(Optional)** _____ *Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.*
(mm/dd/yyyy)

The place where its principal office in Ohio is or is to be located is:

_____, Ohio _____
(City, Township or Village) (County)

The names and complete street addresses of the DIRECTORS are:

Note: P.O. Box Addresses are NOT acceptable.

Name	Street	City & State	Zip Code

The names and complete street addresses of the OFFICERS are:

Note: P.O. Box Addresses are NOT acceptable.

Name	Street	City & State	Zip Code

Complete the general information in this section for the box checked on page one (1).

The name and Ohio address of statutory agent is:

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio
(City)

(Zip Code)

NOTE: If the statutory agent listed has changed or differs from the agent currently appearing on the corporate records in the secretary of state's office, the named agent must acknowledge and accept the appointment as statutory agent.

ACCEPTANCE OF APPOINTMENT

The Undersigned, _____

Statutory agent for, _____
, named herein accepts the appointment of statutory agent for said corporation.

Signature: _____
(Statutory Agent)

Complete the information in this section if box (1) is checked.

The undersigned have been authorized to execute and file this certificate by a resolution adopted:
(Check one of the following)

☐ at a special meeting of the members of said corporation, notice of which was given to all members of every class, whether entitled to vote or not, by the votes cast in person (or by proxy, if permitted by the articles or the regulations) of _____ % of the voting members present, a quorum being present or by _____ % of the voting members present as provided by the ☐ (articles) ☐ (regulations)

☐ in writing signed under provisions of section 1702.25 of the ORC by all the members who would be entitled to a notice of a meeting for such purpose, or by _____ % of the voting members, not less than a majority, as provided in the ☐ (articles) ☐ (regulations)

declaring that the corporation elects to wind up its affairs and dissolve.

REQUIRED

Must be authenticated (signed)
by an authorized representative

Authorized Representative

Date

Complete the information in this section if box (2) is checked.

The undersigned have been authorized to execute and file this certificate by a resolution of the Directors adopted pursuant to section 1702.47(C) (_____) (must insert proper paragraph of the ORC)

(Check one of the following)

☐ at a meeting duly called and held on _____
(Date)

☐ in writing signed by all of the directors pursuant to section 1702.47 of the ORC, declaring that the corporation elects to wind up its affairs and dissolve.

REQUIRED

Must be authenticated (signed)
by an authorized representative

Authorized Representative

Date

Complete the information in this section if box (1) or (2) is checked.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities for a Corporation Not for Profit,
(§ 1702.47(G)(5) ORC)

(Exact Name of Corporation)

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate of Dissolution and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of Section 1702.47 of the ORC.

AGENCY	DATE NOTIFIED
1. Ohio Department of Taxation Dissolution Section Box 182382 Columbus, Ohio 43218-2382	_____
2. Ohio Job and Family Services Status & Liability Section 145 S. Front St. Columbus, Ohio 43215	_____
3. The treasurer of any County named below: _____ _____ _____	 _____ _____ _____

(Note: This affidavit must be signed by one or more persons executing the certificate of dissolution or by an officer of the corporation.)

Signature: _____ Title: _____

(Name)

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(State)

(Zip Code)

Sworn before me and subscribed in my presence on

(Date)

(Seal)

(Notary Public)

Commission Expires _____
(Date)

Complete the information in this section if box (1) or (2) is checked cont.

STATE OF OHIO

County of _____ :SS

_____, being first duly sworn, deposes and says that she/he is

_____,
(Title) of _____
that this affidavit is made in compliance with section _____ of the ORC:
(Section #)

That said corporation has (Check one of the following)

☐ A. has no personal property in any county in the State of Ohio:

☐ B. personal property only in the following county(ies)

_____, _____, _____

and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

☐ C. corporation is of the type required to pay personal property taxes to state authorities only

Signature: _____

Name: _____

Sworn before me and subscribed in my presence on

(Date)

(Notary Public)

(Notary Seal)

Commission Expires _____
(Date)

INSTRUCTIONS FOR CERTIFICATE OF DISSOLUTION MEMBERS OR DIRECTORS

Follow the instructions in this section for the box checked.

The name must appear as it does on the records of the Secretary of State.

The date the articles of incorporation were filed with the office of the Secretary of State.

Note: Entering the effective date is optional. If the date field is left blank, the effective date will be the date the filing is received. If a date is entered, it can **not** be more than 90 days **after** the date of receipt.

The place where its principal office in Ohio is or is to be located.

The names and complete street addresses of the DIRECTORS.

The names and complete street addresses of the OFFICERS

The name and Ohio address of the statutory agent for the corporation.

(a) The statutory agent must have an OHIO address.

(b) If the statutory agent appearing has changed or differs from the agent currently appearing on the corporate records in the Secretary of State's office, the named agent must acknowledge and accept the appointment as statutory agent by signing the "Acceptance of Appointment" on the line entitled "Signature of Agent".

Follow the instructions in this section for the box (1) checked.

The voting members at a meeting held for such purpose may adopt a resolution of dissolution by the affirmative vote of a majority of the voting members present in person or, if permitted, by mail or by proxy, if a quorum is present or, if the articles or the regulations provide or permit, by the affirmative vote of a greater or lesser proportion or number of the voting members, and by such affirmative vote of the voting members of any particular class as is required by the articles or the regulations. Notice of the meeting of the members shall be given to all the members entitled to vote thereat.

Follow the instructions in this section for the box (2) checked.

I. The directors may adopt a resolution of dissolution in the following cases:

- A. When the corporation has been adjudged bankrupt or has made a general assignment for the benefit of creditors; 1702.47 (C)(1)
- B. By leave of the court, when a receiver has been appointed in a general creditors' suit or in any suit in which the affairs of the corporation are to be wound up; 1702.47 (C)(2)
- C. When substantially all of the assets have been sold at judicial sale or otherwise; 1702.47 (C)(3)
- D. When the period of existence of the corporation specified in its articles has expired. 1702.47 (C)(4)

Follow the instructions in this section for the affidavits.

Each corporation that files a certificate of dissolution with the Ohio Secretary of State seeking to dissolve its charter is required to file an Affidavit of Personal Property. The Affidavit of Personal Property must be signed by one or more of the persons who signed the Certificate of Dissolution, and must state the counties in Ohio, if any, in which the corporation has personal property, or a statement that the corporation is of a type required to pay personal property taxes to state authorities only. This affidavit must be submitted with the Certificate of Dissolution. The Affidavit of Personal Property must be notarized by a notary public.

In addition to the Affidavit of Personal Property, each Corporation that files a certificate of dissolution with the Ohio Secretary of State seeking to dissolve its charter is required to file along with the certificate of dissolution certificates and/or releases from each of the following governmental agencies which evidence that the corporation has paid various specified taxes or contributions, or has made adequate provision thereof. Two alternative methods are provided to fulfill this requirement:

- I. The Certificate Method - under this method, a corporation must obtain the following:
 - A. A Tax Clearance Certificate (Ohio Department of Taxation Form D-2) signed by the Tax Commissioner of Ohio which states that all franchise, sales, use and highway taxes due through the date of filing the dissolution have been paid, or that such payment has been adequately guaranteed;
 - B. A personal property tax release certificate must be obtained from the County Treasurer of each county in which the corporation has taxable personal property, or if the corporation is required to pay personal property taxes to the Treasurer of State, the corporation must obtain a personal property tax release certificate from that official. These personal property tax release certificates are evidence that all personal property taxes due up through the date of dissolution, have been paid or adequately guaranteed;
 - C. A receipt, certificate or other evidence from the Ohio Bureau of Job and Family Services showing that showing that all contributions due from the corporation as an employer to the Unemployment Compensation Fund have been paid, or that such payment has been adequately guaranteed, or that the corporation is not subject to such contributions;
 - D. A receipt, certificate, or other evidence from the Ohio Bureau of Workers' Compensation showing that all premiums due from the corporation as an employer to the Workers' Compensation fund have been paid, or that such payment is guaranteed, or that the corporation is not subject to such premium payments.
2. The Affidavit Method:
 - A. In lieu of obtaining certificates and/or releases from the respective governmental agencies, an Affidavit (form attached hereto) may be completed. The Affidavit must be signed by one or more of the persons who signed the Certificate of Dissolution. ALL the governmental agencies listed on the Affidavit MUST be notified of the impending dissolution of the corporation even if the corporation is not subject to payments to one or more of the listed agencies. Please note that this Affidavit is evidence of the corporation's acknowledgment that its dissolution does not relieve it of liability for payment of the taxes and contributions described above. Please note, upon notification to those agencies referred to herein, such agencies may require that the corporation complete additional forms and pay additional fees required by these respective agencies;
 - B. The Affidavit must be notarized by a notary public;
 - C. The notarization date on the Affidavit cannot precede the date that any or all of the agencies were notified.