



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
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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
SHAREHOLDERS, DIRECTORS, OR INCORPORATORS**
(Domestic Profit)
(Filing Fee \$50.00)

(CHECK ONLY ONE (1) BOX)

(1) Shareholders (150-DISS) (2) Directors (137-DISD) (3) Incorporators (138-DISI)

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 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 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, _____, named herein as the

Statutory agent for the corporation named herein, hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Signature: _____
(Statutory Agent)

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

The names and complete street addresses of the DIRECTORS are:

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

Name	Street	City & State	Zip Code
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The names and complete street addresses of the OFFICERS are:

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

Name	Street	City & State	Zip Code
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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 shareholders of said corporation, notice of which was given to all shareholders of every class, whether entitled to vote or not, by the votes cast in person or by proxy, by the holders of record of shares entitling them to exercise _____ % of the voting power
- in writing signed under provisions of section 1701.54 of the ORC by all the shareholders who would be entitled to a notice of a meeting held for such purpose declaring that the corporation elects to wind up its affairs and dissolve

REQUIRED

Must be authenticated (**signed**)
by an authorized representative

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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 Board of Directors adopted pursuant to section 1701.86(D) (_____) (must insert proper paragraph of the ORC)

(Check one of the following)

at a meeting duly called and held on _____

in writing signed by all of the directors pursuant to section 1701.43 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 (3) is checked.

The names and complete street addresses of the INCORPORATORS are:

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

Name	Street	City & State	Zip Code

Whereas, the corporation has not begun business, or, subscriptions to shares have not been received as set forth in the articles, the incorporators elect to dissolve the corporation.

REQUIRED

Must be authenticated (**signed**) by an authorized representative

Authorized Representative

Date

Authorized Representative

Date

Authorized Representative

Date

Complete the information in this section if box (1), (2) or (3) is checked.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities (1701.86(H)(6) 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 1701.95 of the ORC.

AGENCY	DATE NOTIFIED
Ohio Department of Taxation Dissolution Section Box 182382 Columbus, Ohio 43218-2382	_____
Ohio Job and Family Services Status & Liability Section P.O. 182404 Columbus, Ohio 43218-2404	_____

The treasurer of any County named below:

_____	_____
_____	_____
_____	_____

Ohio Bureau of Workers' Compensation
30 W. Spring Street
Columbus, Ohio 43215

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

By: _____

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)

(Notary Public)

(Notary Seal)

Commission Expires

(Date)

Complete the information in this section if box (1), (2) or (3) is checked.

STATE OF OHIO

County of _____ :SS

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

_____ of _____

(Title)
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.

Signature: _____

Name: _____

Sworn before me and subscribed in my presence on

(Date)

(Notary Public)

(Notary Seal)

Commission Expires _____
(Date)

INSTRUCTIONS FOR CERTIFICATE OF DISSOLUTION SHAREHOLDERS, DIRECTORS, OR INCORPORATORS

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 (i.e. the President, Vice-President(s), Treasurer, Secretary or Assistant Secretary)

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 if box (1) checked.

The Certificate of Dissolution must indicate the manner in which the shareholders of the corporation approved the resolution to dissolve the corporation. If the dissolution of the corporation was approved by the shareholders at a special meeting, this fact must be stated, and the percentage of those voting in favor of dissolution must also be stated. If the dissolution of the corporation was approved by ALL the shareholders in a writing signed under the provisions of ORC Section 1701.54, then this fact must be stated.

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

The Certificate of Dissolution must indicate the specific paragraph number of ORC Section 1701.86(D) which authorizes the directors of the corporation to adopt the resolution to dissolve the corporation. The certificate must also indicate the manner in which the directors of the corporation approved the resolution to dissolve the corporation. If the dissolution of the corporation was approved by the directors at a meeting, this fact must be stated. If the dissolution of the corporation was approved by ALL the directors in a writing signed under the provisions of ORC Section 1701.54, then this fact must be stated.

- I. The directors may only 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; [1701.86(D)(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; [1701.86(D)(2)]
 - C. When substantially all of the assets have been sold at judicial sale or otherwise; 1701.86(D)(3)]
 - D. When the articles have been cancelled for failure to file annual franchise or excise tax returns and the corporation has not been reinstated or does not desire to be reinstated; [1701.86(D)(4)]
 - E. When the period of existence of the corporation specified in its articles has expired. [1701.86(D)(5)]

Follow the instructions in this section if box (3) checked.

A corporation can only be dissolved by the incorporators in two cases 1) if an initial stated capital is not set forth in the articles, the corporation may be dissolved by the incorporators if the corporation has not begun business, 2) if an initial stated capital is set forth in the articles, the corporation may be dissolved by the incorporators if subscriptions to shares have not been received in the amount of that initial stated capital. Therefore, a statement to this effect may be contained in a dissolution certificate by incorporators.

Follow the instructions for certificate signatures.

Such certificate shall be signed as follows:

When the resolution of dissolution is adopted by the incorporators or a majority of them, the certificate shall be signed by not less than a majority of them;

When the resolution is adopted by the directors or by the shareholders, the certificate shall be signed by any authorized officer, unless the officer fails to execute and file such certificate within thirty days after the adoption of the resolution or upon any date specified in the resolution as the date upon which such certificate is to be filed or upon the expiration of any period specified in the resolution as the period within which certificate is to be filed, whichever is latest, in which event the certificate of dissolution may be signed by any three shareholders and shall set forth a statement that the persons signing the certificate are shareholders and are filing the certificate because of the failure of the officers to do so,

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 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.