



## DOMESTIC STOCK CORPORATION DISSOLUTION FILING REQUIREMENTS

The voluntary dissolution of a domestic stock corporation is initiated by an election to dissolve. The election to dissolve may be made by the vote or written consent of at least fifty percent of the outstanding shares of the corporation, by the board of directors if no shares have been issued or in limited circumstances, by a majority of the incorporators if no directors were named in the original Articles of Incorporation and none have been elected. Following this election the corporation must file documents with the Secretary of State, as discussed below.

To dissolve, the corporation must file a Certificate of Election to Wind Up and Dissolve (Form ELEC STK) prior to or together with a Certificate of Dissolution (Form DISS STK). However, if the election to dissolve is made by the vote of all the outstanding shares, only the Certificate of Dissolution is required.

**Note:** In lieu of the above-mentioned certificates, a domestic stock corporation can file a Short Form Certificate of Dissolution (Form DSF STK) if the following requirements are met:

- 1) The Short Form Certificate of Dissolution is being filed **within 12 months** from the date the Articles of Incorporation were filed;
- 2) The corporation has no debts and liabilities (other than tax liability);
- 3) The tax liability will be satisfied on a taxes paid basis or the tax liability will be assumed;
- 4) The final tax return has been or will be filed with the Franchise Tax Board;
- 5) The corporation has not conducted any business;
- 6) The corporation has not issued shares;
- 7) The majority of the directors (or incorporators, if directors were not named and none have been elected) authorize the dissolution and elect to dissolve the corporation; and
- 8) The assets have been distributed to the persons entitled thereto or no assets have been acquired.

Upon the filing of the Certificate of Dissolution or Short Form Certificate of Dissolution by the Secretary of State, the corporation will be completely dissolved and its corporate existence will cease.

Filing instructions along with the above-mentioned forms are enclosed. The preprinted forms were created for ease in filing, however, any format may be used, provided it meets statutory requirements. Statutory filing requirements are found in California Corporations Code sections [1901](#) (Certificate of Election To Wind Up and Dissolve), [1905](#) (Certificate of Dissolution) and [1900.5](#) (Short Form Certificate of Dissolution). It is recommended for proof of submittal that if the document(s) are mailed to the Secretary of State, they be sent by Certified Mail with Return Receipt Requested.

Please note: Dissolution documents **cannot** be filed on behalf of a suspended corporation (Revenue and Taxation Code sections [23301](#) and [23775](#)) and are not required to be filed on behalf of a corporation that has already dissolved, merged out of existence or converted into another business entity type.

## INSTRUCTIONS FOR COMPLETING THE CERTIFICATE OF DISSOLUTION (FORM DISS STK)

For easier completion, this form is available on the Secretary of State's website at <http://www.ss.ca.gov/business> and can be viewed, filled in and printed from your computer. The completed form can be mailed to Secretary of State, Document Filing Support Unit, 1500 11<sup>th</sup> Street, 3<sup>rd</sup> Floor, Sacramento, CA 95814 or delivered in person to the Sacramento office. If you are not completing this form online, please type or legibly print in black or blue ink. This form should not be altered. This form is only filed in the Sacramento office.

It is recommended for proof of submittal that if the Certificate of Dissolution is mailed to the Secretary of State, it be sent by Certified Mail with Return Receipt Requested. To facilitate the processing of documents mailed to the Secretary of State, a self-addressed envelope and a letter referencing the corporate name and number as well as the sender's name, return address and telephone number should be included with the submittal.

Statutory filing requirements are found in California Corporations Code section [1905](#). All statutory references are to the California Corporations Code, unless otherwise stated.

- The Certificate of Dissolution must be filed after or together with a [Certificate of Election to Wind Up and Dissolve pursuant to Section 1901](#). However, if the election to dissolve was made by the vote of all the outstanding shares, only the Certificate of Dissolution is required.
- Upon filing the Certificate of Dissolution the corporation will be dissolved and its powers, rights and privileges will cease.
- It is recommended that legal counsel be consulted prior to submitting dissolution documents to ensure that all issues are appropriately addressed.

**FEES:** There is no fee for filing a Certificate of Dissolution. However, there is a \$15.00 special handling fee for processing a document delivered in person to the Sacramento office. The special handling fee must be remitted by separate check for each submittal and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee (in lieu of the special handling fee). Please refer to the Secretary of State's website at <http://www.ss.ca.gov/business/precexp.htm> for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

**COPIES:** The Secretary of State will certify two copies of the filed document(s) without charge, provided that the copies are submitted to the Secretary of State with the document(s) to be filed. Any additional copies submitted will be certified upon request and payment of the \$8.00 per copy certification fee.

### Complete the Certificate of Dissolution as follows:

- Item 1.** Enter the name of the domestic stock corporation exactly as it is of record with the California Secretary of State.
- Item 2.** These statements should not be altered. For information regarding final tax returns, contact the Franchise Tax Board at (800) 852-5711 (from within the U.S.) or (916) 845-6500 (from outside the U.S.) or visit their website at <http://www.ftb.ca.gov>.
- Item 3.** Check the box next to the applicable statement. Only one box may be checked. If the third box is checked, specify the name and address of the assumer in the space provided. If the fourth box is checked, specify in an attachment to this certificate, the provision made and the address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and address of the depositary with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment.
- Item 4.** Check the box next to the applicable statement. Only one box may be checked.
- Item 5.** Check the appropriate box. NOTE: If the dissolution was not made by the vote of all the outstanding shares, a [Certificate of Election to Wind Up and Dissolve pursuant to Section 1901](#) must be filed prior to or together with the Certificate of Dissolution.
- Item 6.** The certificate must be dated, signed and verified under penalty of perjury by a majority of the directors of the corporation now in office or by the sole director, if there is only one.

If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to the certificate. All attachments should be 8½" x 11", one-sided and legible.

