



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 SHORT FORM CERTIFICATE OF DISSOLUTION (FORM DSF 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 11th Street, 3rd 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 Short Form 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 provisions are found in California Corporations Code section [1900.5](#). All statutory references are to the California Corporations Code, unless otherwise stated.

- The Short Form Certificate of Dissolution may be used to dissolve a domestic stock corporation if it is filed **within twelve (12) months** from the date the Articles of Incorporation were filed with the Secretary of State, and if the corporation meets the remaining criteria specified by Section 1900.5. Upon filing the Short Form Certificate of Dissolution, the corporation will be dissolved and its powers, rights and privileges will cease. Note: A Certificate of Election to Wind Up and Dissolve pursuant to Section 1901 is **not** required when filing the Short Form Certificate of Dissolution.
- If the corporation does not meet all of the requirements of Section 1900.5, the Short Form Certificate of Dissolution cannot be used and the corporation must file [dissolution documents](#) in compliance with Sections [1901](#) and [1905](#).
- 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 Short Form 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 filings 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 without charge, provided that the copies are submitted to the Secretary of State with the document to be filed. Any additional copies submitted will be certified upon request and payment of the \$8.00 per copy certification fee.

Complete the Short Form 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. Note: If any of the statements are not applicable, the Short Form Certificate of Dissolution may not be used to dissolve the corporation. 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.
- Item 4.** The dissolution must be made by a majority of the directors or sole director if there is only one **OR** if no directors were named in the original Articles of Incorporation and none have been elected, by a majority of the incorporators or sole incorporator if there was only one. The "incorporators" are the persons who signed the Articles of Incorporation. Check the box next to the applicable statement. Only one box may be checked.

Please note: If the corporation has already filed a Statement of Information pursuant to Section [1502](#) with the Secretary of State, the dissolution must be made by a majority of the directors now in office or sole director if there is only one, and the first box of Item 4 must be checked.

- Item 5.** If the first box of Item 4 was checked, 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 the second box of Item 4 was checked, the certificate must be dated, signed and verified under penalty of perjury by a majority of the incorporators or sole incorporator, if there was 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.

