



Telephone: 877.767.3453

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

Filing Form Cover Letter

Please return the approval certificate to:

Name *(Individual or Business Name)*:

To the Attention of *(if necessary)*:

Address:

City:

State

ZIP Code:

Phone Number:

E-mail Address:

- Check here if you would like to receive important notices via email from the Ohio Secretary of State's office regarding Business Services.
- Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via email when any document is filed on your business record.

Please make checks or money orders payable to: "Ohio Secretary of State"

Type of Service Being Requested: (PLEASE CHECK **ONE** BOX BELOW)

- Regular Service:** Only the filing fee listed on page one of the form is required and the filing will be processed in approximately 3-7 business days. The processing time may vary based on the volume of filings received by our office.
- Expedite Service 1:** By including an Expedite fee of \$100.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 2 business days after it is received by our office.
- Expedite Service 2:** By including an Expedite fee of \$200.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**
- Expedite Service 3:** By including an Expedite fee of \$300.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 4 hours after it is received by our office, if received by 1:00 p.m. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**
- Preclearance Filing:** A filing form, to be submitted at a later date for processing, may be submitted to be examined for the purpose of advising as to the acceptability of the proposed filing for a fee of \$50.00. The Preclearance will be complete within 1-2 business days.



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[For screen readers, follow instructions located at this path.](#)

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (**Two business day processing time.**
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

**Certificate of Dissolution
(For-Profit, Domestic Corporation)
Filing Fee: \$50
Form Must Be Typed**

Complete the following information.

The corporation named below has adopted a resolution of dissolution.

Name of Corporation

Charter Number

Location of Principal Office in Ohio

City

County

State

The internet address of each domain name held or maintained by or on behalf of the corporation:

The corporation did not hold or maintain any domain names.

Name and address of the Statutory Agent.

Name of Statutory Agent

Mailing Address

City

State

ZIP Code

Please complete this section if the corporation is appointing a new agent.

Acceptance of Appointment

The Undersigned,

, named herein as the

(Name of Statutory Agent)

Statutory agent for

(Name of Corporation)

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

The date of dissolution if other than the filing date (MM/DD/YYYY)

Note: The date of dissolution must be on the date of filing, or a later date that is not more than 90 days after the date of filing, pursuant to Ohio Revised Code section 1701.86(F)(7).

Pursuant to Ohio Revised Code section 1701.87(E), a copy of the notice required by Ohio Revised Code section 1701.87(B) must be attached to this filing. (Please attach the notice or complete page 5 of this form.)

Check only one box below and provide information as required:

- (1.) The resolution of dissolution was adopted by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.86(C), if an initial stated capital was not set forth in the articles then before the corporation begins business, or if an initial stated capital is set forth in the articles then before subscriptions to shares shall have been received in the amount of that initial stated capital, the incorporators or a majority of them may adopt, by a writing signed by them, a resolution of dissolution. (138-DISI)

The names and addresses of all the incorporators must be set forth below:

Name

Address

Name

Address

Name

Address

- (2.) The resolution of dissolution was adopted by the **Directors**. Pursuant to Ohio Revised Code section 1701.86(D), directors may adopt a resolution of dissolution in the following cases, please check the box to state the proper statement of the basis for the adoption. (137-DISD)

The resolution of dissolution was adopted:

- When the corporation has been adjudged bankrupt or has made a general assignment for the benefit of the creditors;
- By leave of the court, when a receiver has been appointed in a general creditor's suit or in any suit in which the affairs of the corporation are to be wound up;
- When substantially all of the assets have been sold at judicial sale or otherwise;
- When the articles have been canceled for failure to file annual franchise or excise tax returns or for failure to pay franchise or excise taxes and the corporation has not been reinstated or does not desire to be reinstated; or
- When the period of existence of the corporation specified in its articles has expired.

(150-DISS)

- (3.) The articles are hereby dissolved by the **Shareholders** pursuant to Ohio Revised Code section 1701.86(E).

Note: Pursuant to Ohio Revised Code section 1701.86(H)(2), all domestic for-profit corporations must attach to this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

When the resolution is adopted by the incorporators, the certificate shall be signed by not less than a majority of the incorporators.

Signature

By (if applicable)

In all other cases, the certificate shall be signed by any authorized officer, unless the officer fails to execute and file such a certificate within 30 days after the date upon which such certificate is to be filed. In the latter event, the certificate may be signed by any three (3) shareholders or, if there are less than three (3) shareholders, all of the shareholders, form 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.

Print Name

Signature

By (if applicable)

Print Name

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

Signature

By (if applicable)

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Print Name

**Notice of Dissolution to Creditors and Claimants against Corporation
(pursuant to ORC 1701.87)**

Notice of Dissolution of

Name of Corporation

Name of Corporation

an Ohio corporation (the "corporation") has dissolved. You must present to the corporation any claim against the corporation, including any claim by a creditor or any claim that is conditional, unmatured, or contingent upon the occurrence or nonoccurrence of future events, pursuant to the following:

1. All claims shall be presented in writing and shall identify the claimant and contain sufficient information to reasonably inform the corporation of the substance of the claim.
2. The mailing address to which the person must send the claims is:

Address

City

State

Zip Code

3. The deadline by which the corporation must receive the claim is sixty (60) days after the date this notice is given (the "Deadline").
4. The claim will be barred if the corporation does not receive the claim by the deadline.

The corporation may make distributions to other creditors or claimants, including distributions to shareholders of the corporation, without further notice to the claimant.

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

[Empty box for Name of Corporation]

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 and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

<p>Agency</p> <p>Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215</p> <p>Date Notified (MM/DD/YYYY)</p> <p>[Empty box]</p> <p><small>* Only required for domestic for-profit corporations</small></p>	<p>Agency</p> <p>Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319</p> <p>Overnight Address: P.O. Box 182413 Columbus, OH 43218-2413</p> <p>Regular Address: P.O. Box 182413 Columbus, OH 43218-2413</p>
<p><input type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.</p>	

Note: This affidavit must be signed by the person executing the certificate or by an officer of the corporation.

Signature [Empty box] Title [Empty box]

[Empty box for Name]

Name

[Empty box for Mailing Address]

Mailing Address

[Empty box for City] [Empty box for State] [Empty box for ZIP Code]

City

State

ZIP Code

State of [Empty box]

County of [Empty box]

Sworn to or affirmed and subscribed before me by [Empty box]

Name of person making oath or affirmation

on this date [Empty box]

Today's Date (MM/DD/YYYY)

NOTARY SEAL

Notary Public's Signature

[Empty box for Expiration Date]

Expiration Date of Notary's Commission (MM/DD/YYYY)

AFFIDAVIT OF PERSONAL PROPERTY

State of

County of

Name of Officer

Title of Officer

of

Name of Corporation

and that this affidavit is made in compliance with Ohio Revised Code Section

That above-named corporation: (Check one (1) of the following)

- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property in the following county (ies)

County

County

County

Signature

Title

Sworn to or affirmed and subscribed before me by
Name of person making oath or affirmation

on this date
Today's Date (MM/DD/YYYY)

NOTARY SEAL

Notary Public's Signature

Expiration Date of Notary's Commission (MM/DD/YYYY)

Instructions for Certificate of Dissolution

This form should be used for a for-profit, domestic corporation to file a certificate of dissolution pursuant to Ohio Revised Code section 1701.86.

Corporation Information

Please provide the name of the corporation and the charter number assigned by our office.

Also, please provide the location of the principal office in Ohio including the city and county.

Internet Address Information

Please provide the internet address of any domain name held or maintained on behalf of the corporation. If the corporation did not hold or maintain any domain name, please indicate so by checking the box.

Statutory Agent Information

Please provide the name and address of the statutory agent.

Date of Dissolution

Pursuant to Ohio Revised Code section 1701.86(F)(7), the date of dissolution must be on the date of filing with our office, or a later date specified that is not more than 90 days after the date of filing.

Notice of Dissolution

Please attach a copy of the notice provided by the corporation, as required by the Ohio Revised Code section 1701.87(B), or complete the notice form on page 5.

Certificate of Tax Clearance

Pursuant to Ohio Revised Code section 1701.86(H)(2), domestic for-profit corporations must obtain a Certificate of Tax Clearance from the Department of Taxation to submit with this form.

Statement of Manner and Basis for Dissolution

Pursuant to Ohio Revised Code section 1701.86(F)(3), the certificate must provide a statement of the manner of adoption of the resolution of dissolution, and in the case of its adoption by the incorporators or directors, a statement of the basis of the adoption. Please check the appropriate box to state the resolution of adoption was adopted by the Incorporators, Directors or Shareholders. If adopted by Incorporators, please provide the names and addresses of all the incorporators. If adopted by Directors, please check one of the five boxes to state the basis for the adoption, as stated in Ohio Revised Code section 1701.86(D).

Additional Provisions

If the information you wish to provide for the record does not fit on the form, please submit additional provisions on a single-sided, 8 ½ x 11 sheet(s) of paper.

Signature(s)

After completing all information on the filing form, please make sure that page 4 is signed by the incorporators or a majority of them, if dissolved by incorporators. If dissolved by directors or shareholders, the dissolution must be signed by an authorized officer.

****Note: Our office cannot file or record a document which contains a social security number or tax identification number. Please do not enter a social security number or tax identification number, in any format, on this form.**