



Telephone: 877.767.3453

[OhioSoS.gov](http://OhioSoS.gov) | [business@OhioSoS.gov](mailto:business@OhioSoS.gov)

File online or for more information: [OhioBusinessCentral.gov](http://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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**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

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

**Certificate of Dissolution  
(Nonprofit, Domestic Corporation)  
Filing Fee: \$50  
(139-DISM (Members) & 175-DIST (Directors))  
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

Names and addresses of the directors.

Name

Address

Name

Address

Name

Address

Names and addresses of the officers.

Name

Address

Name

Address

Name

Address

Name and address of the Statutory Agent.

Name of Statutory Agent

Mailing Address

City

OH

State

ZIP Code

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

**ACCEPTANCE OF APPOINTMENT**

The Undersigned,

Statutory Agent Name

, named herein as the

Statutory agent for,

Corporation Name

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

dissolution 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 1702.47(H)

**Check the appropriate box and provide information as required:**

The resolution of dissolution was adopted by the **Directors**. Pursuant to Ohio Revised Code section 1702.47(C), directors may adopt a resolution in the following cases, please check the box to state the proper statement of the basis for the adoption.

- 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; or
- When the period of existence of the corporation specified in its articles has expired.

The resolution of dissolution was adopted by the **Members** pursuant to Ohio Revised Code section 1702.47(D).

**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**

Must be signed by an authorized officer, unless the officer fails to execute and file the certificate within 30 days after the adoption of the resolution, or upon any date specified in the resolution as the date upon which the certificate is to be filed, or upon the expiration of any period specified in the resolution as the period within which the certificate is to be filed, whichever is latest, in which event the certificate of dissolution may be signed by any three voting members and shall set forth a statement that the persons signing the certificate are voting members and are filing the certificate because of the failure of the officers to do so.

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

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.

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Complete the information in this section.

### AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

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 1702.55 of the ORC.

<p><b>Agency</b></p> <p>Ohio Department of Taxation Dissolution Section 4485 Northland Ridge Blvd. Columbus, Ohio 43229</p>	<p><b>Date Notified</b> (MM/DD/YYYY)</p> <input type="text"/>	<p><b>Agency</b></p> <p>Ohio Job &amp; Family Services Status and Liability Section Data Correspondence Control <b>Fax:</b> 614-752-4811 <b>Phone:</b> 614-466-2319</p> <p><b>Overnight Address:</b> P.O. Box 182413 Columbus, OH 43218-2413</p>	<p><b>Date Notified</b> (MM/DD/YYYY)</p> <input type="text"/> <p><b>Regular Address:</b> P.O. Box 182413 Columbus, OH 43218-2413</p>
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**Note:** This affidavit must be signed by the person executing the certificate or by an officer of the corporation.

Signature  Title

Name

Mailing Address

City  State  ZIP Code

State of

County of

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 nonprofit, domestic corporation to file a certificate of dissolution pursuant to Ohio Revised Code section 1702.47.

### 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.

### Director and Officer Information

Please provide the names and addresses of the directors and officers of the corporation.

### Statutory Agent Information

Please provide the name and address of the current or new statutory agent. If appointing a new agent, the agent must sign to accept the appointment.

### Date of Dissolution

Pursuant to Ohio Revised Code section 1702.47(H), 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.

### Statement of Manner and Basis for Dissolution

Pursuant to Ohio Revised Code section 1702.47(E)(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 directors, a statement of the basis of the adoption. Please check the appropriate box to state the resolution of adoption was adopted by the Directors or Members. If adopted by Directors, please check one of the four boxes to state the basis for the adoption, as stated in Ohio Revised Code section 1702.47(C).

### 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 3 is signed by an authorized officer, pursuant to Ohio Revised Code section 1702.47.

**\*\*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.**