

ARTICLES OF DISSOLUTION

Read the Instructions [C022i](#)

1. ENTITY NAME – give the exact name of the corporation as currently shown in A.C.C. records:

2. A.C.C. FILE NUMBER: _____

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. DATE OF INCORPORATION: _____

4. DATE ON WHICH DISSOLUTION WAS AUTHORIZED: _____

5. TAX CLEARANCE CERTIFICATE (Certificate of Compliance) – check only one box (see [Instructions C022i](#) for more information):

5.1 This dissolution WILL require a Certificate of Compliance from the Arizona Department of Revenue because either the for-profit corporation has commenced business or issued shares, or the nonprofit corporation has commenced activities, has members, or has members entitled to vote on dissolution. (*Note - signature must be by officer or Chairman of the Board.*) If you check 5.1, continue with number 6 or number 7.

5.2 This dissolution WILL NOT require a Certificate of Compliance from the Arizona Department of Revenue because either the for-profit corporation has not commenced business or has not issued shares, or the nonprofit corporation has not commenced activities, does not have members, or does not have members entitled to vote on dissolution. (*Note - signature must be by initial director, nonprofit director, or incorporator.*) If you check 5.2, skip numbers 6 and 7 and go to number 8 or number 9.

6. FOR-PROFIT CORPORATIONS THAT CHECKED NUMBER 5.1 – check the appropriate box concerning approval of the dissolution and follow instructions (see the [Instructions C022i](#) for information about voting groups):

- Approved by incorporators or board of directors without shareholder action, and shareholder approval was not required or no shares have been issued– go to Signature section.
- Approved by shareholders but not voting groups – complete number 6.1, then go to Signature section.
- Approved by shareholders *and* voting groups – complete numbers 6.1 and 6.2, then go to Signature section.
- Approved by voting group(s) only – complete number 6.2 then go to Signature section.

6.1 Shareholder approval (all blanks must be filled in):

| Total votes entitled to be cast | Votes in favor that were sufficient for approval of dissolution | Votes against dissolution |
|---------------------------------|---|---------------------------|
| | | |

6.2 Voting Groups – complete each blank below *for each voting group*. Review the [Instructions C022i](#) for information about voting groups. If more space is needed, check this box and complete and attach the [Voting Attachment](#) form C089.

| Voting Group (class / series) | Total votes in voting group | Indisputable votes at meeting | Votes in favor that were sufficient for approval of dissolution | Votes against dissolution |
|-------------------------------|-----------------------------|-------------------------------|---|---------------------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |

7. NONPROFIT CORPORATIONS THAT CHECKED NUMBER 5.1:

The nonprofit corporation certifies under penalty of perjury by the signature appearing below that the dissolution was duly authorized by an act of the members or an act of the board of directors, and, if applicable, with the written approval of any other person required by the Articles of Incorporation.

NUMBERS 8 through 9 APPLY ONLY TO CORPORATIONS THAT CHECKED NUMBER 5.2 ABOVE.

8. The FOR-PROFIT or PROFESSIONAL corporation certifies under penalty of perjury by the signature appearing below that the following statements are true:

- 8.1** No debt of the corporation remains unpaid.
- 8.2** The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
- 8.3** A majority of its original incorporators or initial directors authorized the dissolution.

9. The NONPROFIT corporation certifies under penalty of perjury by the signature appearing below that the dissolution was duly authorized by act of the board of directors or a majority of the original incorporators or initial directors and, if applicable, by written consent of any other person required by its Articles of Incorporation.

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature

Printed Name

Date

REQUIRED – check only one:

| | | |
|---|---|--|
| <input type="checkbox"/> I am either a duly-authorized Officer or the Chairman of the Board of Directors of the corporation (see number 5.1). | <input type="checkbox"/> I am a either an initial Director , a Director of a nonprofit , or an initial incorporator (see number 5.2 and Instructions C022i). | <input type="checkbox"/> I am a duly authorized bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document. |
|---|---|--|

| | |
|---|---|
| Filing Fee: \$25.00 (regular processing) Expedited processing – add \$35.00 to filing fee. All fees are nonrefundable - see Instructions. | Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100 |
|---|---|

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.