

Instructions C022i

Articles of Dissolution

ARIZONA CORPORATION COMMISSION

Corporations Division
1300 West Washington Street
Phoenix, Arizona 85007

www.azcc.gov

(602) 542-3026



General Information

A corporation may dissolve by delivering to the Arizona Corporation Commission for filing Articles of Dissolution. See A.R.S. §§ 10-1403, 10-11403; see generally A.R.S. §§ 10-1401 – 10-1407 (for-profits) or 10-11401 – 10-11407 (nonprofits). Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

What is a tax clearance certificate (certificate of compliance)? A tax clearance certificate is issued by the Arizona Department of Revenue pursuant to A.R.S. § 43-1151. It certifies that the tax levied against the corporation under title 42, chapter 5 (Transaction Privilege and Affiliated Excise Taxes), article 1 of the Arizona Revised Statutes has been paid or that the corporation was not subject to the tax.

When is a tax clearance certificate (certificate of compliance) from the Arizona Department of Revenue required?

A tax clearance certificate IS required if the corporation:

- (1) commenced business or activities; or
- (2) issued shares; or
- (3) has members; or
- (4) has members entitled to vote on dissolution.

A tax clearance certificate is NOT required if the corporation:

- (1) did not commence business or activities; or
- (2) did not issue shares; or
- (3) does not have members; or
- (4) does not have members entitled to vote on dissolution.

How do I obtain a tax clearance certificate (certificate of compliance)? You must request the certificate directly from the Arizona Department of Revenue by completing their Tax Clearance Application form. You can access that form on their website, www.azdor.gov, or call 602-716-6234 for more information.

How long do I have to submit the tax clearance certificate (certificate of compliance) to the Arizona Corporation Commission?

You have six months from the date on which the Articles of Dissolution were delivered to the Arizona Corporation Commission to submit to the Arizona Corporation Commission the tax clearance certificate from the Arizona Department of Revenue. See A.R.S. §§ 10-1420(9) or 10-11420(9). At the end of the 6 months, if the tax clearance certificate has not been received by the Arizona Corporation Commission, the voluntary dissolution is not considered complete and cannot be approved for filing, and the corporation will then be administratively dissolved. A corporation that has been administratively dissolved may not carry on any business except that necessary to wind up and liquidate its affairs. See A.R.S. §§ 10-1421, 10-11421.

What is the effective date of the dissolution? The dissolution is not effective until the Arizona Corporation Commission files (approves) the Articles of Dissolution. The Articles of Dissolution will not be approved until the A.C.C. has received all necessary documents, all documents are determined to meet statutory filing requirements, and all fees, penalties and costs have been paid. Please note that all past-due annual reports must have been filed in order for the Articles of Dissolution to be approved. For questions about annual reports, contact the Annual Reports Section at 602-542-3285. If the Articles of Dissolution are approved for filing, the effective date of the dissolution will be the date on which the Articles of Dissolution were delivered to the Arizona Corporation Commission.

Can the corporation revoke the dissolution? If the Articles of Dissolution have not been approved for filing by the Arizona Corporation Commission, the corporation can simply cancel the document by submitting a Cancel Pending Document Request (A.C.C. form M005). Forms are available on the A.C.C. website, www.azcc.gov/Divisions/Corporations.

If the Articles of Dissolution have already been approved for filing AND no more than 120 days have passed since the date on which the Articles of Dissolution were delivered to the Arizona Corporation Commission, then the corporation can submit Articles of Revocation pursuant to A.R.S. §§ 10-1404 or 10-11404. The Articles of Revocation must be received by the Arizona Corporation Commission no later than the 120th day from the date on which the Articles of Dissolution were delivered to the Arizona Corporation Commission. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

Is publication of the Articles of Dissolution required? If a tax clearance certificate was required, publication is required. See A.R.S. §§ 10-1403, 10-11403. DO NOT PUBLISH UNTIL THE COMMISSION APPROVES THE DOCUMENT FOR FILING. The approval letter you will receive from the Arizona Corporation Commission will contain information on how to publish. If a tax clearance certificate was not required, publication is not required. See A.R.S. §§ 10-1401, 10-11401.

Filing fee. The filing fee is \$25.00. For expedited processing (read the next paragraph), add \$35.00 to the filing fee. All fees are nonrefundable. See A.R.S. §§ 10-122, 10-3122.

Processing time. Processing times are posted on the A.C.C. website each Monday at www.azcc.gov/Divisions/Corporations. For expedited (faster) processing, payment of the expedite fee plus payment of the filing fee must be submitted. See A.R.S. §§ 10-122, 10-3122. The expedite fee is \$35.00. See Decision No. 68008, July 22, 2005, Docket No. AC-00000A-05-0488. The Arizona Corporation Commission does not currently offer same day or next day service.

Instructions

Number 1. List the exact name of the corporation as shown in the records of the Arizona Corporation Commission, including exact spelling, punctuation, and any corporate identifier (Inc. or Incorporated, etc.).

Number 2. A.C.C. file number – list the corporation’s file number given to it by the Arizona Corporation Commission. Find the file number on the A.C.C. website at www.azcc.gov/Divisions/Corporations.

Number 3. List the date on which the corporation was incorporated. This information is available on the A.C.C. website at www.azcc.gov/Divisions/Corporations.

Number 4. List the date on which the corporation authorized the dissolution.

Number 5. Check only one box to indicate whether or not a tax clearance certificate (certificate of compliance) from the Arizona Department of Revenue is required in order to complete the dissolution. Refer to General Information above for information on when a tax clearance certificate is required.

Number 5.1. If 5.1 is checked, then the document must be signed by either a duly-authorized officer of the corporation, or by the Chairman of the Board of Directors of the corporation. A director who is not the Chairman of the Board is not authorized to sign.

Number 5.2. If 5.2 is checked, then the document must be signed by either an initial incorporator, or by an initial director, or, if the corporation is a nonprofit that had no members or no members entitled to vote, by a director.

Number 6. This question asks how the corporation approved the dissolution. Read the choices under number 6 carefully. Check only one box. Continue reading below for a description of the choices.

To determine whether shareholder action was required to approve the amendment, you should review the corporation’s Articles of Incorporation and its bylaws. A.C.C. staff cannot tell you if shareholder action was required for approval of the amendment.

“Voting group” means all shares of one or more classes or series of stock that are entitled to vote and be counted together collectively at a shareholder meeting. For example, if the corporation has different series of common stock, each series is a voting group. See A.R.S. § 10-140(50) for the full definition. Statutes are available on the Arizona Legislature’s website, www.azleg.gov, by following the link for Arizona Revised Statutes.

Box 1. *If the corporation does not have shareholders and never issued shares, or if shareholder action was not required to approve the dissolution,* check the first box and then go to the Signature section on the form.

Box 2. *If the corporation has shareholders and did issue stock, and has only one class of stock that is not designated into series or other groupings with different voting rights,* (for example, common stock), check the second box and follow instructions beside the box.

Box 3. *If the corporation has shareholders and did issue stock, and has common stock not designated into series and also has another class of stock* (for example, preferred), check the third box and follow instructions beside the box.

Box 4. *If the corporation has shareholders and did issue stock, and if all of the corporation’s stock is designated into series or other groupings within a class that have different voting rights,* check the fourth box and follow instructions beside the box.

Number 6.1. In the first column, list the total number of votes that were entitled to be cast. In the second column, list the total number of votes that were cast in favor of approval. In the third column, list the total number of votes that were cast against approval of the amendment. Each blank must have a number in it, even if that number is 0 (zero).

Number 6.2. In the first column, list the class, and series, if any, of each voting group (for example, Preferred/Series A). In the second column, for each voting group, list the total number of votes in the voting group. In the third column, for each voting group, list the number of undisputed votes at the meeting. In column four, for each voting group, list the total number of

votes that were cast in favor of approval. In the fifth column, for each voting group, list the total number of votes that were cast against approval of the amendment. If a voting group is listed, each other corresponding blank must have a number in it, even if that number is 0 (zero). If more space is needed for listing voting groups, check the box and complete and attach the Voting Attachment form C089. If you check the box but do not attach the Attachment form, the document will be rejected.

Number 7. This statement is required by statute for nonprofit corporations that must provide a tax clearance certificate. See A.R.S. § 10-11403. If the statement is not true for the corporation, do not sign and submit the Articles of Dissolution.

Number 8. These statements are required by statute for for-profit corporations that are not required to provide a tax clearance certificate. See A.R.S. § 10-1401. If any of the statements are not true for the corporation, do not sign and submit the Articles of Dissolution.

Number 9. This statement is required by statute for nonprofit corporations that are not required to provide a tax clearance certificate. See A.R.S. § 10-11401. If the statement is not true for the corporation, do not sign and submit the Articles of Dissolution.

Signature and Verification

If 5.1 is checked, then the document must be signed by either a duly-authorized officer of the corporation, or by the Chairman of the Board of Directors of the corporation. A director who is not the Chairman of the Board is not authorized to sign.

If 5.2 is checked, then the document must be signed by either an initial incorporator, or by an initial director, or, if the corporation is a nonprofit that had no members or no members entitled to vote, by a director.

If the corporation is in bankruptcy, then a duly-appointed bankruptcy trustee or receiver, or other court-appointed fiduciary may sign.

The document is submitted under penalty of perjury, and the “I accept” box must be checked.

Sign on the line underneath the "I accept" box. Print the name of the individual signing next to the signature. If completing the form online, type in the name in both fields. Fill in the date. Check the appropriate box underneath the signature line to indicate the capacity of the signer.

Submit the document

Cover Sheet. All documents must be submitted with a Cover Sheet. Forms are available on our website at this link: <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>.

What to submit:

1. Cover Sheet
2. Articles of Dissolution
3. Payment.

By Mail. Mail the completed paper document, cover sheet, and payment (see below for payment information) to:

Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

In Person. Deliver the completed document, cover sheet, and payment (see below for payment information) to:

Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

Payment Methods

Credit card. If submitting the document in person, payment by credit card is acceptable. Credit cards cannot be used if submitting by mail. The Arizona Corporation Commission accepts only Visa, MasterCard, or American Express.

Check. If submitting the document by mail or in person, payment by check is acceptable. Checks must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. Checks that do not have an imprinted or preprinted name and address of the account holder and an imprinted or preprinted check number will not be accepted. Handwritten or stamped names, addresses, or check numbers will not be accepted. For example, we will not accept temporary checks, such

as those from a new account. We will accept checks drawn on non-U.S. banks as long as the check states that the funds are payable in U.S. dollars.

Money order. If submitting the document by mail or in person, payment by money order is acceptable.

Cash. If submitting the document in person, cash payments are acceptable. Do not mail cash.

Questions

For questions, contact our Customer Service Call Center at 602-542-3026, or, within Arizona only, 800-345-5819.