



March Fong Eu
Secretary of State

1230 J Street
Sacramento, California 95814

CORPORATE DIVISION

Legal Review	(916) 445-0620
Certification	(916) 445-1430
Status	(916) 445-2900
Name Availability	(916) 322-2387
Statement of Officers	(916) 445-2020

VOLUNTARY DISSOLUTION OF CALIFORNIA NONPROFIT CORPORATIONS

The voluntary dissolution of California nonprofit corporations is initiated by an election to dissolve. The election to dissolve may be made by the vote or written consent of a majority of all the members of the corporation. If there are no members, the election may be made by the board of directors. Following the election, a Certificate of Election to Wind Up and Dissolve must be prepared and filed with this office.

A Certificate of Dissolution must be prepared and filed in this office. If circumstances permit, both the election and the dissolution may be filed at the same time, but must be submitted as separate documents.

If a nonprofit corporation, organized for charitable purposes (tax exempt under Revenue and Taxation Code Section 23701d) or holding assets under charitable trust holds any assets at the time of dissolution, the distribution of those assets must be approved by the Attorney General. See Corporations Code Sections 6716, 8716 and 9680.

Before the Certificate of Dissolution may be filed, you **MUST** request, and have issued, from the Franchise Tax Board, Tax Clearance Unit, Sacramento, California, a valid Tax Clearance Certificate. The Certificate of Dissolution must be received in, and filed by, this office on or before the expiration date shown on the tax clearance.

IMPORTANT!

Those corporations wishing to formally dissolve, **MUST** file dissolution documents in the office of the Secretary of State. The mailing of those documents to another agency, state or federal, does not meet the statutory filing requirements.

For proof of submittal of proposed dissolution documents, it is recommended that, if mailed, they be sent by certified mail, with Return Receipt Requested. Acknowledgement will be sent from this office within 21 days of receipt of the dissolution documents. To ensure a fair distribution of documents received, processing is done in chronological order.

THERE IS NO FEE FOR FILING THE TWO ORIGINAL CERTIFICATES

VOLUNTARY DISSOLUTION OF CALIFORNIA NONPROFIT CORPORATIONS HOLDING CHARITABLE ASSETS INVOLVES THREE AGENCIES: THE SECRETARY OF STATE, THE FRANCHISE TAX BOARD AND THE ATTORNEY GENERAL.

The Secretary of State will certify two copies of the filed election and two copies of the filed dissolution without charge, provided that the copies are submitted to the Secretary of State along with the originals to be filed. If you wish any additional copies certified, submitted along with the original, the cost will be \$8.00 for each copy requested.

NOTE: A \$15.00 special handling fee is applicable for expedited filing of documents delivered in person, "over-the-counter", to the Sacramento office.

 * REFER TO THE CORPORATION NUMBER WHEN *
 * SUBMITTING DOCUMENTS FOR FILING *

