



**TO:** Public Benefit Corporations subject to Corporations Code Sections 6611, 6615 and 6716(c)  
Mutual Benefit Corporations subject to Corporations Code Sections 8611, 8615 and 8716  
Religious Corporations subject to Corporations Code Sections 6611, 6615 and 9680

**SUBJECT:** General instructions to dissolve one of the above California nonprofit corporations

The procedures to dissolve are as follows:

- 1) **BEFORE DISTRIBUTING ANY REMAINING ASSETS:** Submit to the Attorney General, Registry of Charitable Trusts, at the above address; a request for a DISSOLUTION WAIVER OF NOTICE LETTER, and submit the following items with that request:
  - a) A letter, signed by the corporation's director or attorney, that states the full legal name, address, and telephone number of all individuals or organizations that will receive the remaining assets of the corporation. Please also include in the letter an itemized listing of the assets, by type and value; a proposed distribution date; and any restrictions related to the use of these assets.
  - b) A copy of the corporation's CERTIFICATE OF ELECTION TO WIND-UP AND DISSOLVE and/or CERTIFICATE OF DISSOLUTION\* in the form described in Corporations Code section 6611. [Instructions and forms are available on the Secretary of State's website: [http://www.ss.ca.gov/business/corp/corp\\_npdissinfo.htm](http://www.ss.ca.gov/business/corp/corp_npdissinfo.htm) .]

**\*Note:** A CERTIFICATE OF ELECTION is not required to be filed if the CERTIFICATE OF DISSOLUTION includes one of the following applicable statements: (1) The election to dissolve was made by the vote of all the members of the corporation; or (2) The corporation has no members; the election to dissolve was made by all members of the board of directors of the corporation.

  - c) A copy of the corporation's completed IRS Form 990, 990-PF, 990-EZ or financial statements\* of the three most current accounting periods, as well as financial statements for the incomplete accounting period the organization is in currently.

**\*Note:** The financial statements must contain a statement of receipts and disbursement and a balance sheet for each accounting period. **HOWEVER, if you have not filed annually with the Registry of Charitable Trusts, additional information may be required.**
  - d) A copy of corporation's Articles of Incorporation and if applicable, a copy of the Articles of Incorporation or trust instrument for any proposed distributee.
- 2) When the DISSOLUTION WAIVER OF NOTICE LETTER is issued, send it, along with the CERTIFICATE OF DISSOLUTION and the TAX CLEARANCE CERTIFICATE [Issued by California Franchise Tax Board at 9645 Butterfield Way, Sacramento, CA 95827, [www.ftb.ca.gov/forms/forms/index.html](http://www.ftb.ca.gov/forms/forms/index.html) .] to the California Secretary of State, Document Filing Support Unit/ Legal Review, at 1500 11th Street, Sacramento, CA 95814.
- 3) After the Secretary of State has endorsed the corporation's Certificate of Dissolution, send to the Registry of Charitable Trusts these items: (a) a copy of the corporation's endorsed Certificate of Dissolution and, if applicable, (b) a FINAL IRS Form 990, 990-PF, 990-EZ that will show that all assets were properly distributed to a zero balance.



### **Information for Persons Administering Charitable Funds**

You will need to comply with the different requirements of several agencies. Most agencies will send you forms or correspondence which informs you of the action to be taken. To avoid confusion and unnecessary penalties, you should maintain a separate file for each agency to organize the information received and copies of your replies and reports to each agency; such as the Attorney General's Registry of Charitable Trusts, the Franchise Tax Board, the Secretary of State, and the Internal Revenue Service, etc. Below is information regarding some of the agencies with which you may be involved, in addition to the Attorney General's Registry of Charitable Trusts.

**FRANCHISE TAX BOARD**, [www.ftb.ca.gov](http://www.ftb.ca.gov)  
Exempt Organization Section; 9645 Butterfield Way, Sacramento, CA 95827

Telephone (916) 845-4171

Application for exemption from California franchise or income tax is made to the Franchise Tax Board. Upon dissolution of corporations, a Tax Clearance Certificate is needed. Exempt Organization Information Return (Form 199) may need to be filed with them annually.

**INTERNAL REVENUE SERVICE (IRS)**, [www.irs.gov](http://www.irs.gov)

Telephone (877) 829-5500

Employer Identification Number (EIN) is obtained from the IRS. Application for exemption from federal income tax is made to the IRS. An annual return is usually required on Form 990, 990-EZ, or 990-PF.

**SECRETARY OF STATE**, [www.ss.ca.gov](http://www.ss.ca.gov)  
1500 Eleventh Street, Third Floor, Sacramento, CA 95814-5701

Telephone (916) 657-5448

California Nonprofit corporations file Articles of Incorporation and amendments with the Secretary of State. Upon dissolution, certificates of dissolution must be filed.

Corporation numbers are assigned by the Secretary of State.

Corporations formed outside California need to "Qualify to Transact Intrastate Business" in California with the Secretary of State, and "Withdraw" when California business ends.

California corporations must annually file information on their current officers on "Statement by Domestic Nonprofit Corporation" with the Secretary of State.

**BOARD OF EQUALIZATION**,  
450 N Street, Sacramento, CA 95814

Telephone (916) 445-6464

The collection of sales taxes is a function of the State Board of Equalization. Exemptions from property taxes are controlled by the agency.

**SOLICITATIONS**, Various city and county governments have enacted laws regulating charitable solicitations. Permits and fees may be required. You should contact each local government before conducting any charitable solicitations in their jurisdictions. There may be other governmental agencies which require information or reports from you depending upon the nature of your activities, sources of income, etc. The information provided herein is not intended to cover all of the entities which may require information from you.