

CERTIFICATE OF DISSOLUTION
(Without a Meeting of Shareholders)
(For Use by Domestic Profit and Nonprofit Corporations)
(Nonprofit corporations must file in triplicate. For Profit Corporations must file in duplicate)

Check Appropriate Statute:

- 14A:12-3 New Jersey Business Corporation Act
- 15A:12-3 New Jersey Nonprofit Corporation Act

A corporation may be dissolved by the written consent of all its shareholders/members entitled to vote thereon. To effect such dissolution, all such shareholders/members shall sign and file in the Office of the Treasurer, Division of Revenue, the following articles of dissolution. Domestic profit corporations must attach a "Tax Clearance Certificate" obtained from the Division of Taxation, Department of Treasury, PO Box-269, Trenton, N.J. 08625.

1. Name of Corporation:
2. Corporation Number:
3. Registered Agent:
4. Registered Office:

(STREET AND POSTAL DESIGNATION, IF APPLICABLE)

5. Name and addresses of the Directors/Trustees and Officers.
(Note: Address cannot be that of the Nonprofit Corporation).

6. "The corporation is dissolved.
7. Nonprofit corporation must also include a Plan of Dissolution, Statement of Liabilities and the date and vote of the dissolution authorization

The certificate has been signed in person or by proxy by all shareholders/members of the corporation entitled to vote thereon.

Signature:

Date:

Signature:

Date:

Signature:

Date:

**CERTIFICATE OF DISSOLUTION, WITHOUT A MEETING OF
SHAREHOLDERS/MEMBERS, DOMESTIC FOR-PROFIT&NON- PROFIT
CORPORATIONS (Titles 14A AND 15A)**

DOR FORM # C159-B

STATUTORY FEE **\$50 FOR NON-PROFITS / \$70 FOR PROFITS (\$50
CERTIFICATE FEE PLUS \$20 TAX CLEARANCE FILING
FEE)**

MANDATORY FIELDS:

Statutory Authority

Check the appropriate statutory authority (14A:12-3 or 15A:12-3).

Field # 1 -- Business Name

List the name as it appears on the records of the Treasurer.

Field #'s 3&4 -- Registered Agent And Office

List the agent and office as shown on the records of the Treasurer.

***Names(s)/ Addresses Of Directors (Domestic Profit Corporations) Or Trustees/Officers
(Domestic Non-Profit Corporations)***

Provide the names and addresses as indicated. Do not list the corporate address.

ATTESTATIONS

Provide a statement indicating that the corporation is dissolved.

Form C-159B provides these statements.

ATTACHMENTS

For non-profits with assets, attach a non-profit plan of dissolution/statement of liabilities pursuant to Title 15A:12-3.

TAX CLEARANCE (For-Profit Corporations)

Obtain and attach to your filing submission a Tax Clearance Certificate. The application form for the Tax Clearance Certificate is provided in this sub-section following Form C159B. Remember that there is a \$25.00 fee for the Tax Clearance Certificate, and that the New Jersey Division of Taxation issues them.

EXECUTION (DATE/SIGNATURE)

Have all shareholders or members sign in person or by proxy. Also, list the date of execution (signature).