



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the **Forms Inventory List** (using the 3 digit form # located at the bottom of this form). To obtain the **Forms Inventory List** or for assistance, please

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form Yes

**CERTIFICATE OF DISSOLUTION
BY SHAREHOLDERS OF**

FIRST: _____
(Exact Name of Corporation)

(Charter Number)

_____, who is _____
(name) (title)

of the above named Ohio corporation, articles of incorporation of which were filed in the office of the Secretary of State on _____ do hereby certify that:
(date)

SECOND: The place where its principal office in Ohio is or is to be located is :
_____, Ohio _____
(city, township, or village) (county)

THIRD: The names and complete street addresses of the DIRECTORS are:

(A P.O. Box address cannot be accepted.)

NAME	STREET	CITY & STATE	ZIP CODE

FOURTH: The names and complete street addresses of the OFFICERS are:

(A P.O. Box address cannot be accepted.)

NAME	STREET	CITY & STATE	ZIP CODE

J. Kenneth Blackwell
Secretary of State

FIFTH: The name and Ohio address of the statutory agent is:

_____ (name) _____ (street and number)
_____, Ohio _____
_____ (city, village or township) _____ (zip code)
(A P.O. Box address cannot be accepted.)

NOTE: IF the statutory agent listed in item "FIFTH" has changed or differs from the agent currently appearing on the corporate records in the Secretary of State's office, the named agent must acknowledge and accept the appointment as statutory agent.

ACCEPTANCE OF APPOINTMENT

The undersigned, _____, named herein as the statutory agent for the corporation named herein,
(print name)
hereby acknowledges and accepts the appointment as statutory agent for said corporation.

(Signature of Statutory Agent)

SIXTH: The undersigned have been authorized to execute and file this certificate by a resolution adopted

(Check one of the following)

- at a special meeting of the shareholders of said corporation, notice of which was given to all shareholders of every class, whether entitled to vote or not, by the votes cast in person or by proxy by the holders of record of shares entitling them to exercise _____ % of the voting power
- in a writing signed under provisions of Section 1701.54 of the Revised Code by all of the shareholders who would be entitled to a notice of a meeting held for such purpose) declaring that the corporation elects to wind up its affairs and dissolve

IN WITNESS WHEREOF, the above signed officer acting for and on behalf of the corporation have hereunto subscribed his/her names on _____
(date)

Signature: _____
(Authorized Officer)

Name: _____



J. Kenneth Blackwell

Prescribed by:
J. Kenneth Blackwell
Secretary of State
30 East Broad St. 14th Floor
Columbus, Ohio 43266-0418

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities (1701.86(H)(6) O.R.C.)

(Exact Name of Corporation)

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate of Dissolution and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of Section 1701.95 of the Ohio Revised Code.

AGENCY	DATE NOTIFIED
1. Ohio Department of Taxation Dissolution Section Box 182382 Columbus, Ohio 43218-2382	_____
2. Ohio Bureau of Employment Services Status & Liability Section 145 S. Front St. Columbus, Ohio 43215	_____
3. The treasurer of any County named below: _____ _____ _____	_____ _____ _____
4. Ohio Bureau of Workers' Compensation 246 North High Street Columbus, Ohio 43215	_____

(Note: This affidavit must be signed by one or more persons executing the Certificate of Dissolution or by an officer of the corporation.)

By _____ Title: _____
Name: _____

(Complete street address)

(City) (State) (Zip)

Sworn before me and subscribed in my presence on _____
(date)

(Notary Seal)

(Notary Public)

Commission expires _____
(date)



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AFFIDAVIT OF PERSONAL PROPERTY

STATE OF OHIO

COUNTY OF _____ :SS

_____, being first duly sworn, deposes and says that she/he is
_____ of _____, that this affidavit is made in
(title)

compliance with section _____ of the Ohio Revised Code;
(Section #)

That said corporation has

- A. has no personal property in any county in the State of Ohio:
- B. personal property only in the following county(ies)

_____, _____, _____, _____
and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

Signature: _____

Name: _____

Sworn before me and subscribed
in my presence on _____
(date)

(Notary Seal)

(Notary Public)

Commission expires _____
(date)

Mail to: State of Ohio
Dept of Taxation
P.O. Box 182382
Columbus, Ohio 43218-2382

NOTIFICATION OF DISSOLUTION OR SURRENDER

See INSTRUCTIONS before completing. Please return this completed Form No. D-5 to the addresses indicated, above.

Do not send this D-5 form to the Ohio Secretary of State's Office.

Part I – General information to be completed by all corporate taxpayers.

Part II – To be completed by those taxpayers who intend to use the "Certificate Methods" to dissolve its corporation's Ohio charter or surrender its Ohio license through the Ohio Secretary of State (see INSTRUCTIONS).

Part III – To be completed by those taxpayers who intend to use the "Affidavit Method" to dissolve its corporation's Ohio charter or surrender its Ohio license through the Ohio Secretary of State. (see INSTRUCTIONS).

Part I. GENERAL INFORMATION:

Name of corporation _____
(As Recorded with THE OHIO SECRETARY OF STATE)

Address _____

Date of incorporation or qualification _____ Ohio Charter (License) No _____
(mm/dd/yyyy)

Ohio Franchise Tax I.D. No. _____ State of incorporation _____

Type of corporation: For profit Not for profit Cooperative (Under Chapter 1729., O.R.C.)
(PLEASE CHECK ONE)

FEDERAL IDENTIFICATION NO.

Location of accounting records _____

Name, address, and telephone number of person to whom inquiries may be made _____

_____ Telephone No. _____

Date Ohio business activity ceased or will cease _____ Date stock retired or will be retired _____
(If foreign corporation which will continue existence, indicate N/A)

Type of business activity and product sold _____

Date last personal property tax return was filed _____ (Year) in _____ (County)

Ohio Corporation franchise taxes have been filed and paid through _____ (Year)

Was a combined franchise tax report filed for any tax year after 1971? YES NO

If yes, list parent corporation's name, Ohio Charter No., and Ohio Franchise Tax I.D. No. _____

Ohio employer withholding tax returns have been filed through _____ (mm/yyyy)

If none filed, explain _____

Address of all business locations in Ohio _____

_____	_____
_____	_____
_____	_____
_____	_____

List all sales or use tax account numbers (vendors license, seller's use, consumer's use, direct pay, highway use)

Name and address of successor corporation (if any)

Part II. APPLICATION FOR CERTIFICATE OF PAYMENT OF OHIO TAXES FOR DISSOLUTION OR SURRENDER

To be completed by taxpayers choosing the Certificate Method. (see INSTRUCTIONS)

Please forward a tax status certificate (Form No. D-2) so that the above corporation may dissolve its charter or surrender its Ohio license.

Mail certificate to: _____

Part III. NOTIFICATION OF DISSOLUTION OR SURRENDER

To be completed by taxpayers choosing the Affidavit Method. (see INSTRUCTIONS)

A. This is to inform the Ohio Department of Taxation that this taxpayer corporation intends to file an affidavit along with its certificate of dissolution or surrender with the Ohio Secretary of State to (check number 1 or 2)

1. dissolve its charter [applies to domestic corporations only (incorporated In Ohio)] as of _____ and hereby acknowledges (check a or b): _____ (date)

a) the applicability of the provisions of Section 1701.95 if the Ohio Revised Code (applies to domestic for profit corporations and those nonprofit corporations organized under Chapter 1729. of the Ohio Revised Code)

b) the applicability of the provisions of Section 1702.55 of the Ohio Revised Code (applies to domestic nonprofit corporations, other than two organized under Chapter 1729. of the Ohio Revised Code)

2. surrender its license [applies to foreign corporations only (incorporated in a state other than Ohio)] on _____ and hereby acknowledges that the surrender of its license to transact business in Ohio does not relieve it of liability, if any, for payment of the taxes described in divisions (C) (1) and (2) of Section 1703.17 of the Ohio Revised Code.

B. Please provide the following information:

1. Director's Names, Social Security Numbers and Addresses (or Trustees' Names and Addresses if a domestic nonprofit corporation not organized under Chapter 1729. of the Ohio Revised Code): (attach additional list if necessary)

Name	Social Security No.	Home Address
_____	_____	_____
_____	_____	_____
_____	_____	_____

2. Officer's Names, Social Security Numbers and Addresses. [attach additional list if necessary]

Officer's Name	Social Security No.	Home Address
_____	_____	_____
_____	_____	_____
_____	_____	_____

(signature and title of person making application or notification) _____ (date)