



**Office of the Secretary of State
 Corporations Section
 P.O. Box 13697
 Austin, Texas 78711-3697**

**ARTICLES OF DISSOLUTION
 BUSINESS CORPORATION**

Pursuant to the provisions of article 6.06 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of dissolution:

1. The name of the corporation is _____

The file number is _____

2. The names and respective addresses of its officers are as follows:

NAME	OFFICE HELD	ADDRESS
_____	_____	_____
_____	_____	_____
_____	_____	_____

3. The names and respective addresses of its directors are as follows:

NAME	ADDRESS
_____	_____
_____	_____
_____	_____

YOU MUST CHECK EITHER A OR B IN ITEMS FOUR THROUGH SIX

4. A. A written consent to dissolve was signed by all shareholders of the corporation or was signed in their names by their attorneys thereunto duly authorized.

or

B. A resolution to dissolve was adopted by not less than a two-thirds vote of the shareholders of the corporation on the following date: _____

The number of shares outstanding and entitled to vote, and voting for and against the dissolution were as follows:

CLASS	SERIES	OUTSTANDING AND ENTITLED TO VOTE	TOTAL VOTED FOR	TOTAL VOTED AGAINST
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

5. A. All debts, liabilities and obligations of the corporation have been paid, satisfied, or discharged or adequate provision has been made for payment, satisfaction, or discharge thereof.

or

B. The properties and assets of the corporation were not sufficient to pay, satisfy, or discharge all the corporation's debts, liabilities, and obligations. All properties and assets of the corporation have been applied so far as they would go to the just and equitable payment of those debts, liabilities, and obligations or adequate provision has been made for such application.

6. A. The remainder of the properties and assets of the corporation have been distributed to its shareholders according to their respective rights and interests.

or

B. No properties or assets of the corporation remained for distribution to shareholders after applying the properties and assets of the corporation so far as they would go to the just and equitable payment of the debts, liabilities, and obligations of the corporation or making adequate provision for such application.

By

Officer

Title:

INSTRUCTIONS

1. Attach certificate #05-305 from the comptroller of public accounts indicating that all taxes have been paid and the corporation is in good standing for the purpose of dissolution. Requests for certificates or questions on tax status should be directed to the Tax Assistance Section, Comptroller of Public Accounts, Austin, Texas 78774-0100; (512) 463-4600; toll-free (800) 252-1381; (TDD) (800) 248-4099.
2. The franchise tax year ends on December 31st. The corporation must be in good standing through the date of receipt of the articles of dissolution by the secretary of state. A post mark date will not be considered as the date of receipt. If December 31st falls on a Saturday, Sunday, or legal holiday, the documents must be received no later than the last business day before December 31st. It is suggested that corporations attempting to dissolve prior to the end of the franchise tax year make their submissions well in advance of such tax deadline. Corporations not dissolved on or before December 31st will be subject to the new franchise tax year's requirements as of January 1st. Submissions which are incorrect or incomplete in any manner cannot be filed and will be returned. The effective date of filing is the date of receipt of the re-submission of a complete document which conforms to law.
3. Send a \$40 payment for the filing fee along with two copies of the articles of dissolution, and the certificate from the comptroller of public accounts to the Secretary of State, Statutory Filings Division, Corporations Section, P.O. Box 13697, Austin, Texas 78711-3697. The delivery address is 1019 Brazos, Austin, Texas 78701. We will place one document on record and, *if a duplicate copy has been provided for such purpose*, return a file stamped copy. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.
4. The attached form promulgated by the secretary of state is designed to meet minimum statutory filing requirements and no warranty is made regarding the suitability of this form for any particular purpose. This form and the information provided are not substitutes for the advice of an attorney and it is recommended that the services of an attorney be obtained before preparation of the articles of dissolution.