

## Instructions for Completing the Certificate of Dissolution (Form DISS STK)

**Where to File:** For easier completion, this form is available on the California Secretary of State's website at [www.sos.ca.gov/business/be/forms.htm](http://www.sos.ca.gov/business/be/forms.htm) and can be completed online and printed to mail. The completed form can be mailed to Secretary of State, Document Filing Support Unit, 1500 11th Street, 3rd Floor, Sacramento, CA 95814 or delivered in person (drop off) at the Sacramento office. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office.

For proof of submittal, it is recommended that the Certificate of Dissolution be sent by Certified Mail with Return Receipt Requested. To facilitate the processing of documents mailed to the California Secretary of State, a letter referencing the corporate name and number as well as the sender's name, return address and telephone number should be included with the submittal.

**Legal Authority:** Statutory filing provisions are found in California Corporations Code section 1905. All statutory references are to the California Corporations Code, unless otherwise stated.

- The Certificate of Dissolution must be filed after or together with a [Certificate of Election to Wind Up and Dissolve](#) pursuant to Section 1901. However, if the election to dissolve was made by the vote of all the outstanding shares, only the Certificate of Dissolution is required.
- Upon filing the Certificate of Dissolution the corporation will be dissolved and its powers, rights and privileges will cease.
- It is recommended that legal counsel be consulted prior to submitting dissolution documents to ensure that all issues are appropriately addressed.

**Fees:** There is no fee for filing a Certificate of Dissolution. However, a non-refundable \$15.00 special handling fee is applicable for processing documents delivered in person (drop off) at the Sacramento office. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional non-refundable fee in lieu of the special handling fee. For detailed information about preclearance and expedited filing services, go to [www.sos.ca.gov/business/be/service-options.htm](http://www.sos.ca.gov/business/be/service-options.htm). The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

**Copies:** To get a copy of the filed document, include a separate request and payment for copy fees when the document is submitted. Copy fees are \$1.00 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per copy.

### Complete the Certificate of Dissolution as follows:

**Item 1.** Enter the name of the domestic stock corporation exactly as it is of record with the California Secretary of State.

**Item 2.** These statements are required by statute and should not be altered. For information regarding final tax returns, contact the Franchise Tax Board at (800) 852-5711 (from within the U.S.) or (916) 845-6500 (from outside the U.S.) or visit their website at <https://www.ftb.ca.gov>.

**Item 3.** Check the box next to the applicable statement. Only one box may be checked. If the third box is checked, specify the name and address of the assumer in the space provided. If the fourth box is checked, specify in an attachment to this certificate, the provision made and the address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and address of the depositary with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment.

**Item 4.** Check the box next to the applicable statement. Only one box may be checked.

**Item 5.** Check the appropriate box. NOTE: If the dissolution was not made by the vote of all the outstanding shares, a [Certificate of Election to Wind Up and Dissolve](#) pursuant to Section 1901 must be filed prior to or together with the Certificate of Dissolution.

**Item 6.** The certificate must be dated, signed and verified under penalty of perjury by a majority of the directors of the corporation now in office or by the sole director, if there is only one.

If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to the certificate. All attachments should be 8½" x 11", one-sided and legible.