

Form 651—General Information
(Certificate of Termination of a Domestic Entity)

The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant code provisions. The form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.

Commentary

When the owners, members or governing authority of a domestic entity have determined that the existence of the entity should terminate, or there is an occurrence of an event requiring the winding up or termination of the entity, the entity should wind up its business and affairs in the manner provided by chapter 11 of the Texas Business Organizations Code (BOC). On completion of the winding up process, a filing entity must file a certificate of termination with the secretary of state.

Do not use this form if the entity is a nonprofit corporation or cooperative association. See Form 652.

Instructions for Form

- **Items 1-4—Entity Information:** The certificate of termination must contain the legal name of the entity. It is recommended that the entity type, date of formation, and file number assigned by the secretary of state be provided to facilitate processing. ***This form may not be used for the termination of a nonprofit corporation or cooperative association.***
- **Item 5—Governing Persons:** The certificate of termination must set forth the name and address of each of the entity's governing persons. If the governing person is an organization, set forth its legal name. An address is required for each governing person. In general, the following would be considered the governing persons of a domestic entity.

Domestic Entity Type	Governing Person
For-profit Corporation or Professional Corporation	A director. For a close corporation managed by shareholders, provide the name and address of each shareholder.
Professional Association	A director or executive committee member.
Limited Liability Company	A manager, if managers manage the company. If the company is managed by its members, provide each managing-member.
Limited Partnership	A general partner of the partnership.

Please note that a document on file with the secretary of state is a public record that is subject to public access and disclosure. When providing address information for governing persons, use a business or post office box address rather than a residence address if privacy concerns are an issue.

Item 6—Event Requiring Winding Up: The certificate of termination must state the nature of the event requiring winding up of the entity. Sections 11.051 to 11.059 of the BOC relate to the winding up of a domestic entity. Section 11.051 provides that winding up of a domestic entity is required on the approval of a voluntary decision to wind up the entity (option A), the expiration of the entity's period of duration as specified in its certificate of formation (option B), the occurrence of an event specified in the governing documents requiring winding up (option C), the occurrence of an event specified by the BOC requiring winding up (option D), or a decree by a court requiring winding up or termination of the entity under the BOC or other law (option E).

Select the applicable event requiring the winding up or termination of the entity. *The secretary of state will reject a certificate of termination if item 6 is not completed.*



- **Statement Regarding Completion of Winding Up:** The certificate of termination must provide that the entity has complied with the provisions of the BOC governing its winding up. Please review the winding up procedures in subchapter B of chapter 11 of the BOC and any supplemental winding up procedures that may apply to the entity.
- **Effectiveness of Filing:** A certificate of termination may become effective when filed by the secretary of state (option A); on a date not more than ninety (90) days from the date the certificate is signed (option B); or on the occurrence of a future event or fact, other than the passage of time (option C). If option C is selected, you must state the manner in which the event or fact will cause the certificate to take effect and the date of the 90th day after signing. For the certificate to take effect under option C, the entity must, within ninety (90) days of filing the certificate, file a statement with the secretary of state regarding the event or fact pursuant to section 4.055 of the BOC.

On the filing of a document with a delayed effective date (option B) or condition (option C), the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective or evidence that the effectiveness was conditioned on the occurrence of a future event or fact. At the time of filing, the status of the entity will change to “voluntarily terminated” on the records of the secretary of state.

- **Tax Certificate:** The certificate of termination must be accompanied by a certificate of account status from the Texas Comptroller of Public Accounts indicating that all taxes under title 2 of the Tax Code have been paid and that the entity is in good standing for the purpose of termination. (Comptroller Form 05-305). The certificate of account status must be good through the date of filing with the secretary of state. Please note that the comptroller issues many different types of certificates of account status. *Do not attach a certificate or print-out obtained from the comptroller’s web site as this does not meet statutory requirements.*

Requests for tax certificates or questions on tax status should be directed to the comptroller’s Tax Assistance Section at (512) 463-4600, (800) 252-1381, or tax.help@cpa.state.tx.us.

- **Execution:** Pursuant to section 4.001 of the BOC, the certificate of termination must be signed by a person authorized by the BOC to act on behalf of the entity in regard to the filing instrument.

A certificate of termination for a corporation must be signed by an officer (BOC § 20.001). Include the name of the terminating corporation in the “name of entity” line on the form.

A certificate of termination for a professional association must be signed by an officer of the association. If the association does not have any living officers, the certificate of termination should be signed by the legal representative of the last surviving officer of the association (BOC § 302.013). Include the name of the terminating association in the “name of entity” line on the form.

A certificate of termination for a limited liability company should be signed by an authorized manager if the company has managers, or by an authorized managing-member if member-managed. If the person signing the form is an entity, put the name of the signing entity in the “name of entity” line on the form. Otherwise, put the name of the terminating LLC on the “name of entity” line.

A certificate of termination for a limited partnership must be signed by all general partners participating in the winding up (BOC § 153.553). If no general partners are winding up the business, the certificate should be signed by all nonpartner liquidators or, if the limited partners are winding up the business, by a majority-in-interest of the limited partners. The execution of a certificate by a general partner is an oath or affirmation, under penalty of perjury, that to the best of the executing party’s knowledge and belief, the facts in the certificate are true and correct (BOC § 153.553(c)). If the person signing the form is an entity, put the name of the signing entity in the “name of entity” line on the form. Otherwise, put the name of the terminating LP on the “name of entity” line.

The certificate of termination need not be notarized, but review the form carefully before signing. *A person commits an offense under section 4.008 of the BOC if the person signs or directs the filing of a filing instrument the person knows is materially false with the intent that the instrument be delivered to the secretary of state for filing. The offense is a Class A misdemeanor unless the person's intent is to harm or defraud another, in which case the offense is a state jail felony.*

- **Payment and Delivery Instructions:** The filing fee for a certificate of termination is **\$40**. Fees may be paid by personal checks, money orders, LegalEase debit cards, or American Express, Discover, MasterCard, and Visa credit cards. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Submit the completed form in duplicate along with the filing fee and certificate of account status. The form may be mailed to P.O. Box 13697, Austin, Texas 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. Credit card information must accompany fax transmissions (Form 807). On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed.

Revised 05/11

Form 651**(Revised 05/11)**

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$40



This space reserved for office use.

Certificate of Termination of a Domestic Entity

Entity Information

1. The name of the domestic entity is: _____
2. The entity is organized as a _____ under the laws of Texas.
e.g., for-profit corporation, limited partnership, etc.
3. The date of formation of the entity is: _____
mm/dd/yyyy
4. The file number issued to the entity by the secretary of state is: _____

Governing Persons

5. The names and addresses of each of the entity's governing persons are: (see Item 5 instructions)

GOVERNING PERSON 1

Name: _____

Address: _____
Street or Mailing Address City State Country Zip Code

GOVERNING PERSON 2

Name: _____

Address: _____
Street or Mailing Address City State Country Zip Code

GOVERNING PERSON 3

Name: _____

Address: _____
Street or Mailing Address City State Country Zip Code

GOVERNING PERSON 4

Name: _____

Address: _____
Street or Mailing Address City State Country Zip Code

Event Requiring Winding Up

(See Item 6 instructions.)

6. The nature of the event requiring winding up is set forth below: (You must select either A, B, C, D, or E.)

- ☐ A. A voluntary decision to wind up the entity has been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.
- ☐ B. The period of duration specified in the governing documents of the entity has expired.
- ☐ C. The occurrence of an event specified in the governing documents of the entity that requires the winding up, dissolution, or termination of the entity
- ☐ D. The occurrence of an event specified in the Texas Business Organizations Code that requires the winding up, dissolution, or termination of the entity

OR

- ☐ E. A court decree requiring the winding up, dissolution, or termination of the entity has been rendered under the provisions of the Texas Business Organizations Code or other law.

Completion of Winding Up

7. The filing entity has complied with the provisions of the Texas Business Organizations Code governing its winding up.

Effectiveness of Filing (Select either A, B, or C.)

- A. ☐ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
mm/dd/yyyy
- C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
mm/dd/yyyy

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

(Required)

☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: _____

By: _____
Name of entity (see Execution instructions)

Signature of authorized individual (see Execution instructions)

Printed or typed name of authorized individual

