



**Secretary of State
Business Programs Division**

Business Entities

1500 11th Street, Sacramento, CA 95814

P.O. Box 944260, Sacramento, CA 94244-2600

Business Entities Submission Cover Sheet

For fastest service, file online at bizfileOnline.sos.ca.gov.

Instructions:

- Complete and include this form with your paper submission. This form will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- In-person submissions (excluding Statements of Information): \$15 special handling fee. Do not include a \$15 special handling fee when submitting documents by mail.
- All submissions are reviewed in the date order of receipt, with online submissions given priority. For updated processing time information, visit www.sos.ca.gov/business/be/processing-dates.
- To obtain a certified copy, include certification fees with your submission.

Note: All correspondence related to your submission will be sent to the name and address on your check or money order.

Contact Person (Please type or print legibly):

First Name: _____ Last Name: _____

Phone Number: _____ Email: _____

Entity Information (Please type or print legibly):

Entity Name: _____

Entity Number (if applicable): _____

Comments: _____



Secretary of State

ELEC STK

Certificate of Election to Wind Up and Dissolve

(California Stock Corporation ONLY)

There is **No Fee** for filing a Certificate of Election to Wind Up and Dissolve - Stock

Certification Fee (Optional) – \$5.00

This Space For Office Use Only

1. Corporate Name (Enter the exact name of the corporation as it is recorded with the California Secretary of State.)

2. Secretary of State Entity Number

3. Election

(Check the applicable statement. Only **one box** may be checked. If the first box is checked, enter the **number** of shares (**do not** enter the percentage of shares). Note: This Form ELEC STK is not required when the vote to dissolve was made by all of the shareholders and that fact is noted on the Certificate of Dissolution ([Form DISS STK](#)).)

- ☐ The election was made by the vote of _____ shares of the corporation, and representing at least 50 percent of the voting power.
- ☐ The corporation has not issued any shares; the election was made by the board of directors of the corporation.

4. Required Statement (This Statement is required. Do not alter.)

The corporation has elected to wind up and dissolve.

5. Signatory Authority (Check the applicable statement. Only **one box** may be checked.)

The undersigned is/are the:

- ☐ Sole director or a majority of the directors now in office of the above-named corporation.
- ☐ Chairperson of the board, president or vice president and the secretary, chief financial officer, treasurer, assistant secretary or assistant treasurer of the above-named corporation.
- ☐ Shareholder(s) authorized to sign this certificate by shareholders holding shares representing at least 50 percent of the voting power of the above-named corporation.

6. Read, Verify, Date and Sign Below

I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date

Signature

Type or Print Name

Date

Signature

Type or Print Name

Date

Signature

Type or Print Name



Secretary of State
Certificate of Dissolution
(California Stock Corporation ONLY)

DISS STK

There is **No Fee** for filing a Certificate of Dissolution - Stock

Certification Fee (Optional) - \$5.00

This Space For Office Use Only

1. Corporate Name (Enter the exact name of the Corporation as it is recorded with the California Secretary of State.)

2. Secretary of State Entity Number

3. Election

☐ The dissolution was made by a vote of **ALL** of the shareholders of the California corporation.

Note: If the above box is not checked, a **Certificate of Election to Wind Up and Dissolve** (Form ELEC STK) must be filed prior to or together with this Certificate of Dissolution. (California Corporations Code section 1901.)

4. Debts and Liabilities

(Check the applicable statement. Only **one box** may be checked. If second box is checked, must include the required information in an attachment.)

☐ The known debts and liabilities have been actually paid or paid as far as its assets permitted.

☐ The known debts and liabilities have been adequately provided for in full or as far as its assets permitted by their assumption. Included in the **attachment** to this certificate, incorporated herein by this reference, is a description of the provisions made and the name and address of the person, corporation or government agency that has assumed or guaranteed the payment, or the depository institution with which deposit has been made.

☐ The corporation never incurred any known debts or liabilities.

5. Required Statements (Do not alter the Required Statements – **ALL** must be true to file Form DISS STK.)

- The Corporation has been completely wound up and is dissolved.
- All final returns required under the California Revenue and Taxation Code have been or will be filed with the California Franchise Tax Board.
- The known assets have been distributed to the persons entitled thereto or the corporation acquired no known assets.

6. Read, Verify, Date and Sign Below

The undersigned is the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date

Signature

Type or Print Name

Date

Signature

Type or Print Name

Date

Signature

Type or Print Name