



**Secretary of State
Business Programs Division**

Business Entities

1500 11th Street, Sacramento, CA 95814

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

Submission Cover Sheet

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

Instructions:

- Complete and include this form with your paper submission. **This information only will be used to communicate in writing about the submission, if needed.** This form will be treated as correspondence and 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 handling fee; do not include a \$15 handling fee when submitting documents by mail.
- Standard processing time for submissions to this office is approximately 5 business days from receipt. 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.

Optional Copy and Certification Fees:

- If applicable, include optional certification fees with your submission.
- For applicable certification fee information, refer to the instructions of the specific form you are submitting.

Contact Person: (Please type or print legibly)

First Name: _____ Last Name: _____

Phone (optional): _____

Entity Information: (Please type or print legibly)

Name: _____

Entity Number (if applicable): _____

Address: _____

Comments _____

**Secretary of State****ELEC NP****Nonprofit Certificate of Election to Wind Up and Dissolve**

(California Nonprofit Corporation ONLY)

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

Certification Fee (Optional) – \$5.00**This Space For Office Use Only**

1. Corporate Name (Enter the exact name of the nonprofit 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 members (**do not** enter the percentage of members). Note: This Form ELEC NP is not required when the vote to dissolve was made by **all** of the members, or if the nonprofit corporation has no members, by **all** of the directors, and that fact is noted on the Nonprofit Certificate of Dissolution ([Form DISS NP](#)).)

- ☐ The election was made by the vote of _____ members of the nonprofit corporation, and representing a majority of the members.
- ☐ The election was made by the board of directors together with the vote of a majority of the members voting on the election to dissolve.
- ☐ The nonprofit corporation has no members; the election was made by the board of directors of the nonprofit corporation

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

The nonprofit corporation has elected to wind up and dissolve.

5. Read, Verify, Date and Sign Below (Do not use a computer generated signature.)

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 and that I am authorized by California law to sign.

Date_____
Signature_____
Type or Print Name_____
Date_____
Signature_____
Type or Print Name_____
Date_____
Signature_____
Type or Print Name



Secretary of State

DISS NP

Nonprofit Certificate of Dissolution

(California Nonprofit Corporation ONLY)

There is **No Fee** for filing a Nonprofit Certificate of Dissolution

Certification Fee (Optional) - \$5.00

Attorney General Letter: All nonprofit **public benefit** and **religious** nonprofit corporations are required to get a letter from the California Attorney General's office waiving objections to the nonprofit corporation's distribution of assets, or confirming the nonprofit corporation has no assets. If your corporation is a public benefit or religious corporation, you **must** attach that letter to this Nonprofit Certificate of Dissolution

This Space For Office Use Only

1. Corporate Name (Enter the exact name of the nonprofit 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 members, or if there are no members, by a vote of **ALL** of the directors of the California nonprofit corporation.

Note: If the above box is **not** checked, a **Nonprofit Certificate of Election to Wind Up and Dissolve** (Form ELEC NP) must be filed prior to or together with this Nonprofit Certificate of Dissolution. (California Corporations Code sections 6611, 8611, 9680 and 12631.)

4. Debts and Liabilities

(Check the applicable statement. Only **one box** may be checked. If second box is checked, you 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 nonprofit 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 NP.)

- The nonprofit 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.
- For Mutual Benefit or General Cooperative Corporations ONLY: The known assets have been distributed to the persons entitled thereto or the nonprofit corporation acquired no known assets.

6. Read, Verify, Date and Sign Below (Do not use a computer generated signature.)

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