

Instructions for Completing the Certificate of Surrender (Form SURC) (Foreign Qualified Corporation ONLY)

To surrender a Foreign Qualified Corporation, complete the Certificate of Surrender (Form SURC). Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.

- Form SURC has been created for ease in filing, however, any format may be used, provided it meets statutory requirements.
- Upon the filing of the Certificate of Surrender by the Secretary of State, the foreign qualified corporation will be completely surrendered and the corporate rights, powers and privileges will cease in California.
- The status of the corporation must be active on the records of the California Secretary of State in order to file a Certificate of Surrender. The status of the corporation can be checked online on the Secretary of State's Business Search at BusinessSearch.sos.ca.gov.

Important Additional Steps to Close a Business in California:

Final Tax Returns Required: See California Franchise Tax Board's (FTB) Publication 1038 – Guide to Dissolve, Surrender, or Cancel a California [or Foreign] Business Entity – www.ftb.ca.gov/forms/misc/1038.pdf. See FTB's "Closing a Business Entity" webpage at https://www.ftb.ca.gov/businesses/faq/Closing_a_Business_Entity.shtml for additional information.

- All final returns required under the California Revenue and Taxation Code must be filed timely (Form 100/100S) with the FTB and the \$800 minimum franchise tax for the tax year of the final return must be paid. If final returns are not filed, the corporation will remain FTB active and continue to be subject to the \$800 minimum franchise tax for each taxable year.
- For information regarding FTB forms and publications visit their website at <https://www.ftb.ca.gov> or contact the FTB at (800) 852-5711 (from within the U.S.) or (916) 845-6500 (from outside the U.S.).

Fees:

- **Filing Fee:** There is **no fee** for filing Certificate of Surrender of a Foreign Qualified Corporation.
- **Faster Service Fee:**
 - Counter and guaranteed expedite services are available only for documents *submitted in person (drop off) to our Sacramento office*.
 - **Counter Drop Off:** A separate, non-refundable **\$15.00** counter drop off fee is required if you submit in person (drop off) your completed document at our Sacramento office. The \$15.00 counter drop off fee provides priority service over documents submitted by mail. The special handling fee is not refundable whether the document is filed or rejected.
 - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee in lieu of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to www.sos.ca.gov/business/be/service-options.

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

Payment Type: Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa® or MasterCard®).

Processing Times: For current processing times, go to www.sos.ca.gov/business/be/processing-times.

If you are not completing this form online, please **type or legibly print** in black or blue ink. **Complete the Certificate of Surrender (Form SURC) as follows:**

Item	Instruction	Tips
1.	Enter the name of the foreign qualified corporation exactly as it appears on file with the California Secretary of State, including the entity ending and assumed name, if any (Jones & Company, Inc. doing business in California as California Jones & Company, Inc.)	<ul style="list-style-type: none"> • A preliminary search of the corporation's status can be made online through our Business Search at BusinessSearch.sos.ca.gov. Please note: If the corporation's status is FTB suspended/forfeited, this must be resolved with the California Franchise Tax Board and the corporation returned to active status before submitting the completed Certificate of Surrender (Form SURC). • The name must match exactly the name as shown on the records of the California Secretary of State. • If your corporation registered in California using an assumed name (e.g. "ABC CORPORATION DOING BUSINESS IN CALIFORNIA AS ABC CORPORATION OF DELAWARE"), you must enter the complete assumed name.
2.	If known, enter the 7-digit corporate file number issued to the corporation by the California Secretary of State at the time of registration.	<ul style="list-style-type: none"> • The 7-digit corporate file number is provided by the Secretary of State above the file stamp at the top of the corporation's registration document filed with the California Secretary of State. • To ensure you have the correct file number and exact name of the corporation, look to your registration document filed with the California Secretary of State and any name change amendments. • Secretary of State Records can be accessed online through our Business Search at BusinessSearch.sos.ca.gov. While searching the Business Search, be sure to identify your corporation correctly including the jurisdiction that matches your qualified foreign corporation.
3.	Enter the state, foreign country or other place where this corporation is formed.	<ul style="list-style-type: none"> • To ensure you are surrendering the correct foreign qualified corporation, confirm the jurisdiction is accurate. • Look to your registration document filed with the California Secretary of State. • Secretary of State Records can be accessed online through our Business Search at BusinessSearch.sos.ca.gov. While searching the Business Search, be sure to identify your foreign qualified corporation correctly including the jurisdiction that matches your qualified foreign corporation.
4.	Enter the corporation's complete mailing office address, city, state and zip code.	<ul style="list-style-type: none"> • This address will be used to mail copies of legal documents that are served upon the California Secretary of State. • The complete address is required including the street name and number, city, state and zip code. • P.O. Box address is acceptable. • Do not abbreviate the name of the city. • After Form SURC has been filed, if the foreign corporation changes the mailing address where the California Secretary of State forwards copies of any legal documents served on the Secretary of State intended for the corporation, the corporation must file a Certificate of Change of Address of Surrendered Foreign Corporation with the California Secretary of State.

5.	These statements are required by statute and must not be altered.	<ul style="list-style-type: none"> • Item 5c allows the Secretary of State to accept legal documents (e.g. service of process, lawsuits, other types of legal notices, etc.) filed against the Surrendered Corporation related to any liability or obligation incurred within the State of California prior to the filing of this Certificate of Surrender. • See Final Tax Returns Required section above.
6.	This Certificate of Surrender (Form SURC) must be signed by a corporate officer.	<ul style="list-style-type: none"> • There is no authority for a director or “authorized representative” to sign a Certificate of Surrender (Form SURC). This document must be signed by a corporate officer. • If you need more space for signatures: <ul style="list-style-type: none"> ○ Place the additional signatures on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form SURC and attach the extra page(s) to the completed Form SURC. ○ All attachments are part of this document. • Multiple Form SURCs with different signatures will be returned without being filed – use only one form. • Do not include the office or title of the person signing.

Mail Submission Cover Sheet (Optional): To make it easier to receive communication related to **this document**, including a purchased copy of the filed document, if any, complete the Mail Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note the Mail Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

Where to File: Completed forms along with the applicable fees, if any can be mailed to Secretary of State, Business Entities Filings Unit, P.O. Box 944260, Sacramento, CA 94244-2260 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. This form is filed only in the Sacramento office.

Return Receipt Request: It is recommended for proof of submittal that if the Certificates of Surrender (Form SURC) is mailed to the California Secretary of State, it be sent by Certified Mail with Return Receipt Requested.

Legal Authority: General statutory filing provisions are found in Sections [2112](#). All statutory references are to the California Corporations Code, unless otherwise stated.



Mail Submission Cover Sheet

Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission.** 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.
- Do not include a \$15 counter 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. For updated processing time information, visit www.sos.ca.gov/business/be/processing-times.

Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and 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): _____

Comments: _____

Return Address: For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [_____]

Company:

Address:

City/State/Zip: [_____]

Secretary of State Use Only	
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AMT REC'D:	\$



Secretary of State
Certificate of Surrender
 (Foreign Qualified Corporation ONLY)

SURC

IMPORTANT — Read Instructions before completing this form.

There is **No Fee** for filing a Certificate of Surrender

Copy Fees – First page \$1.00; each attachment page \$0.50;
 Certification Fee - \$5.00

Note: For information about Franchise Tax Board final tax return requirements, go to <https://www.ftb.ca.gov>.

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1. Corporate Name (Enter the exact name of the corporation as it is recorded with the California Secretary of State. Note: If you registered in California using an assumed name, [see instructions.](#))

2. 7-Digit Secretary of State File Number **3. Jurisdiction** (State, foreign country or place where this corporation is formed.)

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4. Mailing Address to mail copies of Legal Service (Enter the **complete** mailing address where the California Secretary of State may forward copies of any legal documents against the corporation that are served on the Secretary of State intended for the corporation.)

Mailing Address of Corporation	City (no abbreviations)	State	Zip Code
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5. Required Statements (Do not alter the Required Statements – ALL must be true to file this Certificate of Surrender.)

Statements 5(a) – 5(d) are true:

- a) The corporation hereby surrenders its rights and authority to transact intrastate business in the State of California.
- b) The corporation hereby revokes its designation of agent for service of process in California.
- c) The corporation consents to process against it in any action upon any liability or obligation incurred within the State of California prior to the filing of this Certificate of Surrender may be served upon the California Secretary of State.
- d) All final returns required under the California Revenue and Taxation Code have been or will be filed with the California Franchise Tax Board.

6. Read and Sign Below ([See Instructions](#). Office or title not required.)

I am a corporate officer and am authorized to sign on behalf of the foreign corporation.

Signature

Type or Print Name