

Notice

Requirements to Dissolve/Terminate, Merge or Convert a Texas Entity

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MARCH 2007

This publication provides information about filing for dissolution/termination, merger or conversion of a Texas corporation or limited liability company.

Recording a change in corporate status generally involves the filing of information with both the Texas Comptroller of Public Accounts and the Texas Secretary of State.

TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

The Comptroller of Public Accounts (CPA) is responsible for verifying that all tax requirements for the status change have been met. When all tax requirements have been met, the CPA will issue a Certificate of Account Status to the taxpayer to file with the Texas Secretary of State to complete the status change. The certificate can be mailed, faxed or sent to you electronically as a pdf file. Certificates of Account Status downloaded from the CPA's web site will NOT be accepted by the Texas Secretary of State as part of a status change. To determine if a corporation or limited liability company has satisfied all tax requirements for a status change, please see the "Need More Assistance" heading to contact the CPA.

TEXAS SECRETARY OF STATE

The Secretary of State (SOS) is responsible for recording the status change. The SOS records filings based upon the date of receipt, not the postmark date.

The Secretary of State must receive all appropriate fees and properly executed documents by 5 p.m. on the expiration date listed on the Certificate of Account Status to accept the filing for the status change. If the expiration date falls on a weekend or legal holiday, the documents must be received by 5 p.m. on the last working day preceding the weekend or legal holiday.

To avoid responsibility for the next annual franchise tax period, the SOS must receive all appropriate fees and properly executed documents by 5 p.m. on December 31st. If December 31st falls on a weekend, the documents must be received by 5 p.m. on the last working day of the year.

Articles of Dissolution/Termination may be filed electronically through the SOSDirect System. Additionally, customers may hand-deliver their filings to the SOS's office, but same-day service is not available.

DISSOLVING/TERMINATING A TEXAS CORPORATION OR LIMITED LIABILITY COMPANY

A Texas corporation or limited liability company that wants to dissolve/terminate must meet the following requirements.

Texas Comptroller of Public Accounts Requirements to Obtain a Certificate of Account Status to Dissolve/Terminate:

- Satisfy all tax responsibilities for taxes administered by the CPA, including a franchise tax report, a signed Public Information Report and a final franchise tax report for the year in which the Articles of Dissolution/Certificate of Termination are being filed with the SOS.
- Submit Form 05-359, Request for Certificate of Account Status.

Texas Secretary of State Requirements to Dissolve/Terminate:

- Submit two copies of the Articles of Dissolution/Certificate of Termination
- Attach the appropriate Certificate of Account Status issued by the CPA.
- Pay the appropriate filing fee

Entities that were formed on or after January 1, 2006, or have elected early adoption of the Texas Business Organizations Code file certificates of termination under the Code rather than articles of dissolution un-

If entity is...	Articles of Dissolution	Filing Fee	Certificate of Account Status
Profit corporation that never commenced business or issued shares that is dissolving/terminating pursuant to Article 6.01 of the Texas Business Corporation Act or Chapter 11 of the Texas Business Organizations Code	(SOS) Form 601 or 651	\$40	05-329
Profit corporation that commenced business and/or issued shares that is dissolving/terminating pursuant to Article 6.06 of the Texas Business Corporation Act or Chapter 11 of the Texas Business Organizations Code	(SOS) Form 602 or 651	\$40	05-305
Nonprofit corporation that is dissolving/terminating pursuant to the Texas Non-Profit Corporation Act or Chapter 11 of the Texas Business Organizations Code	(SOS) Form 603 or 652	\$5	Not Required
Limited liability company that is dissolving/terminating pursuant to Article 6.07 of the Texas Limited Liability Company Act or Chapter 11 of the Texas Business Organizations Code	(SOS) Form 605 or 651	\$40	05-305

der prior law. Entities that existed prior to January 1, 2006, and have not elected early adoption under the Code file articles of dissolution pursuant to the statute under which the entity was organized.

MERGING A TEXAS CORPORATION OR LIMITED LIABILITY COMPANY

A Texas corporation or limited liability company that is a party to a statutory merger in Texas and is ending its existence as a result of the merger must meet the following requirements.

Texas Comptroller of Public Accounts Requirements to Obtain a Certificate of Account Status to Merge:

- Satisfy all current and/or pending franchise tax responsibilities, including a franchise tax report, a signed Public Information Report and a final franchise tax report for the year in which the Articles/Certificate of Merger are being filed with the SOS.
- Submit Form 05-359, Request for Certificate of Account Status.

Texas Secretary of State Requirements to Merge:

- File Articles/Certificate of Merger pursuant to the applicable statutes.
- Provide evidence that all franchise tax responsibilities have been satisfied (CPA may issue Form 05-305 or 05-329 for this purpose or a statement must be included in the Articles/Certificate of Merger that the surviving entity is responsible for the franchise tax).
- Pay the appropriate filing fee.

CONVERTING THE ORGANIZATIONAL FORM OF A TEXAS CORPORATION OR LIMITED LIABILITY COMPANY

A Texas corporation or limited liability company changing its organizational form pursuant to Texas statutes relating to conversion must meet the following requirements.

Texas Comptroller of Public Accounts Requirements to Obtain a Certificate of Account Status to Convert

A corporation or limited liability company converting to an entity not subject to franchise tax must:

- Satisfy all current and/or pending franchise tax responsibilities including a franchise tax report, a signed Public Information Report and a final franchise tax report for the year in which Articles/Certificate of Conversion are being filed with the SOS.
- Submit Form 05-359, Request for Certificate of Account Status.

A corporation converting to a limited liability company must:

- Satisfy all current and/or pending franchise tax responsibilities including a franchise tax report and a signed Public Information Report for the year in which Articles/Certificate of Conversion are being filed with the Secretary of State. The limited liability company continues to file franchise tax reports; no final franchise tax report is due.
- Submit Form 05-359, Request for Certificate of Account Status

**A limited liability company
converting to a corporation must:**

- Satisfy all current and/or pending franchise tax responsibilities including a franchise tax report and a signed Public Information Report for the year in which Articles/Certificate of Conversion are being filed with the SOS. The corporation continues to file franchise tax reports; no final franchise tax report is due.
- Submit Form 05-359, Request for Certificate of Account Status.

Texas Secretary of State Requirements to Convert

- File Articles/Certificate of Conversion pursuant to the applicable statutes

- Provide evidence that all franchise tax responsibilities have been satisfied (CPA may issue Form 05-304, 05-305 or 05-329 for this purpose or a statement must be included in the Articles/Certificate of Conversion that the surviving entity is responsible for the franchise tax).
- Pay the appropriate filing fee.

Related Publications:

98-336F Requirements to Withdraw or Terminate a Certificate of Authority/Application for Registration to Transact Business in Texas

98-336R Requirements to Reinstate a Texas Entity or Certificate of Authority/Application for Registration of a Non-Texas Entity

NEED MORE ASSISTANCE?

TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

Tax Help:
tax.help@cpa.state.tx.us

Tax Forms:
<http://window.state.tx.us/taxinfo/taxforms/05-forms.html>

Tax Assistance:
Call toll free **1-800-252-1381** or **512/463-4600** in Austin

Mailing Address for Correspondence:
PO Box 13528 Austin, TX 78711

List of Comptroller Field Offices:
<http://window.state.tx.us/taxinfo/fieldtoll.html>

SECRETARY OF STATE (SOS)

512/463-5555
Public information (entity status, officer/director information, registered agent/office information, etc.) and general information on filing procedures

512/463-5581
Dissolutions/Terminations, mergers, reinstatements, withdrawals, and conversions.

Online filing at SOSDirect:
<http://www.sos.state.tx.us/corp/sosda/index.shtml>

NOTE: Certain forms designed to meet statutory requirements are available at http://www.sos.state.tx.us/corp/forms_option.shtml or by calling **1-900-263-0060**. There is a charge for this call.