

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615
(401) 222-3040
sos.ri.gov

INSTRUCTIONS FOR FILING ARTICLES OF DISSOLUTION FOR A DOMESTIC BUSINESS CORPORATION

Section 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, 1956, as amended

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

1. In order to procure a Certificate of Dissolution in the State of Rhode Island, a corporation must file Articles of Dissolution (Form No. 111) with the Office of the Secretary of State, Division of Business Services, at the above address. When the Articles of Dissolution are completed, signed, and submitted with the correct filing fee and letter of good standing noted in item 5 below, a Certificate of Dissolution shall be issued electronically.
2. The Articles of Dissolution must be accompanied by a filing fee of \$50.00, and payment should be made payable to the Rhode Island Secretary of State.
3. The Articles of Dissolution must be signed by an authorized officer of the corporation.
4. Upon filing the Articles of Dissolution, the corporation must be in good standing and current with the filing of its annual reports and the maintenance of its registered agent and its registered office in this state.
5. An original letter of good standing from the Rhode Island Division of Taxation for the purpose of dissolution must accompany the Articles of Dissolution. The original letter of good standing must be dated within thirty (30) days of the receipt and filing of the Articles. To download the Division of Taxation's application for good standing, log onto www.tax.ri.gov/taxforms/corporate.php or to have an application mailed to you, call (401) 574-8970. Questions pertaining to good standings should be directed to the Office of Audit and Discovery at (401) 574-8756.

NOTE

The corporation must adopt a resolution of dissolution in accordance with the provisions of Section 7-1.2-1302 or 7-1.2-1303 of the Rhode Island General Laws. Upon the adoption of the resolution, the corporation shall cease to carry on its business, except insofar as may be necessary for the winding up thereof, but its corporate existence shall continue until a Certificate of Dissolution has been issued by the Secretary of State or until a decree dissolving the corporation has been entered by a court of competent jurisdiction.

The corporation shall immediately cause notice thereof to be mailed to each known creditor of the corporation. The corporation shall proceed to collect its assets, sell or otherwise dispose of such of its properties as are not to be distributed in kind to its shareholders, pay, satisfy, and discharge its liabilities and obligations and do all other acts required to liquidate its business and affairs, and after paying or adequately providing for the payment of all its obligations, distribute the remainder of its assets, either in cash or in kind, among its shareholders according to their respective rights and interests. The corporation, at any time during the liquidation of its business and affairs, may make application to a court of competent jurisdiction within the state and county in which the registered office or principal place of business of the corporation is situated, to have the liquidation continued under the supervision of the court as provided in this chapter.

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m.



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BUSINESS CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Sections 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is _____

2. The dissolution was approved by (check one):

consent of the shareholders pursuant to the provisions of Section 7-1.2-1302.

or

by an act of the corporation pursuant to the provisions of Section 7-1.2-1303.

3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made for the payment.

4. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

5. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.

6. As required by Section 7-1.2-1309 of the General Laws, the corporation has paid all fees and franchise taxes.

7. These Articles of Dissolution shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: _____

Signature of Authorized Officer of the Corporation

Type or Print Name of Authorized Officer