C-159B Rev. 7/92

**CERTIFICATE OF DISSOLUTION**

**(Without a Meeting of Shareholders)**

(For Use by Domestic Profit and Non-profit Corporations)

Check Appropriate Statute:

14A:12-3

15A:12-3

New Jersey Business Corporation Act

New Jersey Nonprofit Corporation Act

(File in Duplicate)

(File in Triplicate)

A corporation may be dissolved by the written consent of all its shareholders/members entitled to vote thereon. To effect such a dissolution, all shareholders/members shall sign and file in the Office of the Treasurer, Division of Revenue, the following articles of dissolution. Domestic profit corporations must attach a "Tax Clearance Certificate" obtained from the New Jersey Division of Taxation, PO Box 269, Trenton, N.J. 08625.

1.

Name of Corporation:

2.

Corporation Number:

3.

Registered Agent:

4.

Registered Office:

(Street and postal designation)

(City)

(State)

(Zip)

5.

Names and addresses of the Directors/Trustees and Officers. (Note: Address cannot be that of the Nonprofit Corporation)

6.

The corporation is dissolved.

7.

Nonprofit corporations must also include a Plan of Dissolution, Statement of Liabilities and the date and vote of the dissolution authorization.

The certificate has been signed in person or by proxy by all shareholders/members of the corporation entitled to vote thereon.

Signature:

Date:

Signature:

Date:

Signature:

Date:

NJ Division of Revenue, PO Box 308, Trenton, NJ 08646

Rev 7/11/05

Instructions for Form C159-B

**CERTIFICATE of DISSOLUTION**

**WITHOUT A MEETING OF SHAREHOLDERS/MEMBERS *DOMESTIC PROFIT & NON- PROFIT CORPORATIONS (Titles 14A AND 15A)***

Effective July 1, 2003, [new procedures for profit corporations](http://www.state.nj.us/treasury/revenue/dissolvewithdraw.htm) were implemented. Form C-159D will replace this form when a domestic profit corporation initially files a combined dissolution/withdrawal package.

STATUTORY FEE: **$75 for NON-PROFITS / $95 for PROFITS ($75 Certificate Fee plus $20 Tax Clearance Filing Fee)**

The MANDATORY fields are:

***Statutory Authority***

Check the appropriate statutory authority (14A:12-3 or 15A:12-3).

***Field # 1 -- Business Name***

List the name as it appears on the records of the State Treasurer.

***Field #’s 3&4 -- Registered Agent And Office***

List the agent and office as shown on the records of the State Treasurer.

***Names(s)/ Addresses Of Directors (Domestic Profit Corporations) Or Trustees/Officers (Domestic Non-Profit Corporations)***

Provide the names and addresses as indicated. Do not list the corporate address.

***ATTESTATIONS***

Provide a statement indicating that the corporation is dissolved. Form C-159B provides these statements.

***ATTACHMENTS***

For non-profits with assets, attach a non-profit plan of dissolution/statement of liabilities pursuant to Title 15A:12-3.

***TAX CLEARANCE (For-Profit Corporations)***

**Obtain and attach to your filing submission a Tax Clearance Certificate.** The [application form](http://www.state.nj.us/treasury/taxation/pdf/other_forms/cbt/5088tc.pdf) [for the Tax Clearance Certificate](http://www.state.nj.us/treasury/taxation/pdf/other_forms/cbt/5088tc.pdf) is available online. Remember that there is a $25.00 fee for the Tax Clearance Certificate, and that the New Jersey Division of Taxation issues them.

***Note:*** See [new procedures](http://www.state.nj.us/treasury/revenue/dissolvewithdraw.htm) effective July 1, 2003 for domestic and foreign profit corporations.

***EXECUTION (DATE/SIGNATURE)***

Have all shareholders or members sign in person or by proxy. Also, list the date of execution (signature).

\* \* \* \* \* \* \* \* \* \*

These documents should be filed in duplicate. Non-profits should file in triplicate.

All [annual report obligations](http://www.state.nj.us/treasury/revenue/dcr/programs/ann_rptdue.html) should be satisfied prior to submitting the dissolution paperwork.

Make checks payable to: TREASURER, STATE OF NEW JERSEY. (No cash, please) Mail to: NJ Division of Revenue, PO Box 308, Trenton, NJ 08646