



**JON HUSTED**  
**OHIO SECRETARY OF STATE**

Toll Free: (877) SOS-FILE (877-767-3453) | Central Ohio: (614) 466-3910  
[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov) | [busserv@OhioSecretaryofState.gov](mailto:busserv@OhioSecretaryofState.gov)  
File online or for more information: [www.OHBusinessCentral.com](http://www.OHBusinessCentral.com)

**Please return the approval certificate to:**

Name:

(Individual or Business Name)

To the attention of:

(If necessary)

Address:

City:

State:

ZIP Code:

Phone Number:

E-mail Address:

- Check here if you would like to receive important notices via e-mail from the Ohio Secretary of State's office regarding Business Services.
- Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via e-mail when any document is filed on your business record.

**Please submit the required filing fee by completing the attached Credit Card Authorization Form or include a check or money order made payable to "Ohio Secretary of State" for the exact fee. Pursuant to Ohio law, overpayments of \$10.00 or less will not be refunded.**

Type of Service Being Requested: (PLEASE CHECK **ONE** BOX BELOW)

- Regular Service:** Only the filing fee listed on page one of the form is required and the filing will be processed in approximately 3-7 business days. The processing time may vary based on the volume of filings received by our office.
- Expedite Service 1:** By including an Expedite fee of \$100.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 2 business days after it is received by our office.
- Expedite Service 2:** By including an Expedite fee of \$200.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**
- Expedite Service 3:** By including an Expedite fee of \$300.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 4 hours after it is received by our office, if received by 1:00 p.m. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**
- Preclearance Filing:** A filing form, to be submitted at a later date for processing, may be submitted to be examined for the purpose of advising as to the acceptability of the proposed filing for a fee of \$50.00. The Preclearance will be complete within 1-2 business days.

**Credit Card Authorization Form**  
**Form Must Be Printed Or Typed**

Cardholder Name

**Address**

Street

City

State

ZIP Code

**Credit Card Information**

Credit Card Type

Card Number

Expiration Month

Expiration Year

CVV/Security Code



Form 561 Prescribed by:

**JON HUSTED**  
OHIO SECRETARY OF STATE

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[busserv@OhioSecretaryofState.gov](mailto:busserv@OhioSecretaryofState.gov)

File online or for more information: [www.OHBusinessCentral.com](http://www.OHBusinessCentral.com)

Mail this form to one of the following:

Regular Filing (non expedite)  
P.O. Box 1329  
Columbus, OH 43216

Expedite Filing (Two business day processing time.  
Requires an additional \$100.00)

P.O. Box 1390  
Columbus, OH 43216

**Certificate of Dissolution**  
**(For-Profit, Domestic Corporation)**  
**Filing Fee: \$50**  
**Form Must Be Typed**

Complete the following information.

The corporation named below has adopted a resolution of dissolution.

Name of Corporation

Charter Number

Location of Principal Office in Ohio

City

County

State

The internet address of each domain name held or maintained by or on behalf of the corporation:

The corporation did not hold or maintain any domain names.

Name and address of the Statutory Agent.

Name

Address

City

State

Zip Code

Please complete this section if the corporation is appointing a new agent.

**ACCEPTANCE OF APPOINTMENT**

The Undersigned, , named herein as the  
Statutory Agent Name

Statutory agent for,   
Corporation Name

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature   
Individual Agent's Signature/Signature on behalf of Business Serving as Agent

The date of dissolution if other than the filing date   
MM/DD/YYYY

Note: The date of dissolution must be on the date of filing, or a later date that is not more than 90 days after the date of filing, pursuant to Ohio Revised Code section 1701.86(F)(7).

**Pursuant to Ohio Revised Code section 1701.87(E), a copy of the notice required by Ohio Revised Code section 1701.87(B) must be attached to this filing. (Please attach the notice or complete page 5 of this form.)**

**Check only one box below and provide information as required:**

- (1.) The resolution of dissolution was adopted by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.86(C), if an initial stated capital was not set forth in the articles then before the corporation begins business, or if an initial stated capital is set forth in the articles then before subscriptions to shares shall have been received in the amount of that initial stated capital, the incorporators or a majority of them may adopt, by a writing signed by them, a resolution of dissolution. (138-DISI)

The names and addresses of all the incorporators must be set forth below:

Name

Address

Name

Address

Name

Address

The resolution of dissolution was adopted by the **Directors**. Pursuant to Ohio Revised Code section 1701.86 (D), directors may adopt a resolution of dissolution in the following cases, please check the box to state the proper statement of the basis for the adoption. (137-DISD)

- (2.) The resolution of dissolution was adopted:
- When the corporation has been adjudged bankrupt or has made a general assignment for the benefit of the creditors;
  - By leave of the court, when a receiver has been appointed in a general creditor's suit or in any suit in which the affairs of the corporation are to be wound up;
  - When substantially all of the assets have been sold at judicial sale or otherwise;  
When the articles have been canceled for failure to file annual franchise or excise tax returns or for failure
  - to pay franchise or excise taxes and the corporation has not been reinstated or does not desire to be reinstated; or
  - When the period of existence of the corporation specified in its articles has expired.

- (3.) The articles are hereby dissolved by the **Shareholders** pursuant to Ohio Revised Code section 1701.86(E).

(150-DISS)

**Note: Pursuant to Ohio Revised Code section 1701.86(H)(2), all domestic for-profit corporations must attach to this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.**

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

When the resolution is adopted by the incorporators, the certificate shall be signed by not less than a majority of the incorporators.

Signature

By (if applicable)

In all other cases, the certificate shall be signed by any authorized officer, unless the officer fails to execute and file such a certificate within 30 days after the date upon which such certificate is to be filed. In the latter event, the certificate may be signed by any three (3) shareholders or, if there are less than three (3) shareholders, all of the shareholders, form a statement that the persons signing the certificate are shareholders and are filing the certificate because of the failure of the officers to do so.

Print Name

Signature

By (if applicable)

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

Print Name

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Print Name

**Notice of Dissolution to Creditors and Claimants against Corporation  
(pursuant to ORC 1701.87)**

Notice of Dissolution of

Name of Corporation

Name of Corporation

an Ohio corporation (the "corporation") has dissolved. You must present to the corporation any claim against the corporation, including any claim by a creditor or any claim that is conditional, unmatured, or contingent upon the occurrence or nonoccurrence of future events, pursuant to the following:

1. All claims shall be presented in writing and shall identify the claimant and contain sufficient information to reasonably inform the corporation of the substance of the claim.
2. The mailing address to which the person must send the claims is:

Address

City

State

Zip Code

3. The deadline by which the corporation must receive the claim is sixty (60) days after the date this notice is given (the "Deadline").
4. The claim will be barred if the corporation does not receive the claim by the deadline.

The corporation may make distributions to other creditors or claimants, including distributions to shareholders of the corporation, without further notice to the claimant.

**Complete the information in this section.**

**AFFIDAVIT**

In lieu of dissolution releases from various governmental authorities.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

<b>Agency</b>	<b>Date Notified</b>	<b>Agency</b>	<b>Date Notified</b>
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215  *Only required for domestic for-profit corporations	<div style="border: 1px solid black; width: 100%; height: 20px;"></div>	Ohio Job & Family Services Status and Liability Section Data Correspondence Control <b>Fax:</b> 614-752-4811 <b>Phone:</b> 614-466-2319 <b>Overnight:</b> P.O. Box 182413 Columbus, OH 43218-2413	<div style="border: 1px solid black; width: 100%; height: 20px;"></div>   <b>Regular:</b> P.O. Box 182413 Columbus, OH 43218-2413
Ohio Department of Taxation Taxpayer Services Division/Tax Release Unit PO Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us *Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. [see* note below]	<div style="border: 1px solid black; width: 100%; height: 20px;"></div>	<input type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.	

\*Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

**Note:** This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature  Title

Name

Mailing Address

City  State  Zip Code

Sworn to and subscribed in my presence on   
Date

Seal  Notary Public  Commission Expires  Date



**AFFIDAVIT OF PERSONAL PROPERTY**

State of

County of

Name of Officer

Title of Officer

of

Name of Corporation

and that this affidavit is made in compliance with Section  of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property in the following county (ies)

Signature:

Title:

Sworn to and subscribed in my presence on Date

Seal

Notary Public

Expiration date of Notary Public's Commission Date

## Instructions for Certificate of Dissolution

This form should be used for a for-profit, domestic corporation to file a certificate of dissolution pursuant to Ohio Revised Code section 1701.86.

### Corporation Information

Please provide the name of the corporation and the charter number assigned by our office.

Also, please provide the location of the principal office in Ohio including the city and county.

### Internet Address Information

Please provide the internet address of any domain name held or maintained on behalf of the corporation. If the corporation did not hold or maintain any domain name, please indicate so by checking the box.

### Statutory Agent Information

Please provide the name and address of the statutory agent.

### Date of Dissolution

Pursuant to Ohio Revised Code section 1701.86(F)(7), the date of dissolution must be on the date of filing with our office, or a later date specified that is not more than 90 days after the date of filing.

### Notice of Dissolution

Please attach a copy of the notice provided by the corporation, as required by the Ohio Revised Code section 1701.87(B), or complete the notice form on page 5.

### Certificate of Tax Clearance

Pursuant to Ohio Revised Code section 1701.86(H)(2), domestic for-profit corporations must obtain a Certificate of Tax Clearance from the Department of Taxation to submit with this form.

### Statement of Manner and Basis for Dissolution

Pursuant to Ohio Revised Code section 1701.86(F)(3), the certificate must provide a statement of the manner of adoption of the resolution of dissolution, and in the case of its adoption by the incorporators or directors, a statement of the basis of the adoption. Please check the appropriate box to state the resolution of adoption was adopted by the Incorporators, Directors or Shareholders. If adopted by Incorporators, please provide the names and addresses of all the incorporators. If adopted by Directors, please check one of the five boxes to state the basis for the adoption, as stated in Ohio Revised Code section 1701.86(D).

### Additional Provisions

If the information you wish to provide for the record does not fit on the form, please submit additional provisions on a single-sided, 8 ½ x 11 sheet(s) of paper.

### Signature(s)

After completing all information on the filing form, please make sure that page 4 is signed by the incorporators or a majority of them, if dissolved by incorporators. If dissolved by directors or shareholders, the dissolution must be signed by an authorized officer.

**\*\*Note: Our office cannot file or record a document which contains a social security number or tax identification number. Please do not enter a social security number or tax identification number, in any format, on this form.**