



## Maryland Department of Assessments and Taxation

Business Charter | 700 E. Pratt St., 2<sup>nd</sup> Fl., Ste. 2700, Baltimore, Maryland 21202

### Articles of Dissolution

This is to end the existence of a Maryland domestic corporation only. The corporation must be active and not pending forfeiture. Please carefully review the form and attached instructions to avoid delay and return of your submission.

**FIRST: The full name of the corporation as listed in SDAT's record is:**

**SDAT ID#** (if available)

**SECOND: The principal office address (including city, state & zip code) of the corporation in Maryland is:**

**THIRD: The full name of the Maryland resident agent who shall serve for one year after dissolution and until the affairs of the corporation are wound up is:**

**FOURTH: The address (including city, state & zip code) of the resident agent in Maryland is:**

**FIFTH: The full name and address (including city, state & zip code) of each of the directors or trustees is as follows:** Please list the full name & address of at least one director to avoid rejection. (Not applicable to a "CLOSE" status corporation that elects to have no directors. Verify close status in SDAT records before leaving this section blank). Religious corporations must provide the full names and addresses of at least four trustees.

Director/Trustee Name

Address

Director/Trustee Name

Address

Director/Trustee Name

Address

Director/Trustee Name

Address

**SIXTH: The full name and address (including city, state & zip code) of each of the officers is as follows:** Please provide the full name & address of the President, Treasurer, and Secretary to avoid rejection (even if the same person is listed as more than one officer).

President Name

Address

Treasurer Name

Address

Secretary Name

Address

Other Officer Name

Address

**SEVENTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. Please only check one of the following:**

- ☐ There is no stock outstanding or subscribed for, the dissolution was duly authorized by the incorporators before an organizational meeting of the directors.
- ☐ There is no stock outstanding or subscribed for, the dissolution was duly authorized by the directors after an organizational meeting of the directors.
- ☐ There is stock to be voted on (outstanding or subscribed for), the dissolution was duly authorized by the directors and stockholders.
- ☐ There is stock to be voted on (outstanding or subscribed for) registered as an open-end investment company under the Investment Company Act of 1940, dissolution duly authorized by the directors in the manner required under the Investment Company Act of 1940.
- ☐ The entity is a close corporation that has elected to have no board of directors, the dissolution was approved by the stockholders.
- ☐ The corporation is a nonstock corporation, the dissolution was duly authorized by the directors and members.
- ☐ The corporation is a nonstock corporation, the dissolution was duly authorized by the directors, there is no membership entitled to vote on the matter.
- ☐ The corporation is a religious corporation, the dissolution was duly authorized by the trustees and members.
- ☐ Other manner not specified above:

For the specific approval procedures above, please consult the corporation's charter and bylaws, MD Code, Corporations and Associations, or a licensed Maryland attorney. Please select a box above to avoid return of this document

**EIGHTH: Please check one of the following:**

- ☐ A notice of the approved dissolution for this corporation was mailed to all known creditors of the corporation on the following date:
- ☐ The Corporation has no known creditors.

**NINTH: The Corporation is dissolved.** Effective upon the filing date of this document with SDAT, or, the following **future** date that is no more than 30 days after the filing of this certificate:

**TENTH: Insert here any other provisions which the corporation considers necessary to dissolve. (OPTIONAL ONLY)**

OPTIONAL ONLY

**CERTIFICATION: The undersigned certify under the penalties of perjury that to the best of their knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.**

The same person cannot sign both lines below if only one person was listed in the FIFTH unless the corporation is a close corporation or professional service corporation. Verify SDAT records before the same person signs both lines below.

Attested by:

Signed by:

\_\_\_\_\_  
Signature of Secretary, Treasurer, CFO, or  
Other Officer/Agent authorized by bylaws or directors

\_\_\_\_\_  
Signature of President, Vice President, CEO, CFO, COO,  
or Other Officer/Agent authorized by bylaws or directors

**RESIDENT AGENT'S CONSENT: I consent to serve as the resident agent for this corporation.**

\_\_\_\_\_  
**Signature of Resident Agent (REQUIRED)**

\_\_\_\_\_  
*Line required only if an MD LLC or corp. is the resident agent*  
*Full Name & Title of person signing*

## Instructions for Filing Articles of Dissolution

**Business formation, operation, and dissolution are complex legal matters. Please seek advice from an attorney, accountant, or other professional, as SDAT staff cannot provide legal or business counseling.**

**FIRST:** Provide the full name of the corporation as in SDAT records. This requirement includes all punctuation and the legally required tail that indicates business type. Please also provide the SDAT ID #, if available.

**SECOND:** Provide the corporation's principal office address. This must be a physical address in Maryland. An address that is a post office box, drop box, mail rental facility, virtual address, Staples Store, UPS Store, or storage facility unacceptable. A physical street address, city, state and zip code in Maryland must be listed in the document.

**THIRD:** Provide the full name of the Maryland resident agent. The resident agent must be a person that is at least 18 years old and is a Maryland resident or an active corporation or limited liability company that was formed in Maryland. It is not acceptable to use an initial for the first or last name if the resident agent is a person. If appointing a Maryland corporation or LLC, you must use the full, legal name of the company as it appears in SDAT records, including spelling and punctuation.

**FOURTH:** Provide the resident agent's address in Maryland. This must be a physical address in Maryland. An address that is a post office box, drop box, mail rental facility, virtual address, Staples Store, UPS Store, or storage facility unacceptable. A physical street address, city, state and zip code in Maryland must be listed in the document.

**FIFTH:** Provide the full names and full addresses of each director or trustee. You must include the full name and address of at least one director. The address must include the street address, city, state and zip code. If your corporation is a "CLOSE" status corporation, this step may not apply. List multiple directors, if applicable. If a religious corporation, you must provide the names and addresses of at least four trustees.

**SIXTH:** Provide the names and addresses of the President, Treasurer, and Secretary. **Every Maryland corporation is required to have these three officers.** Include the full name and address for each of these officers. Failure to provide this information will cause the articles to be returned. The same person can be listed for all three officers (with no additional officers listed) only if an entity is a close corporation or professional service corporation. If there are only three officers listed, please do not list the same person as all three

officers without first verifying if the corporation has "Yes" listed next to "Close Status" or is listed as "Business Code" is listed as "06 Professional" currently in SDAT records. If the same person is all three officers, do not write "same", the name and address must be provided individually for each office. If corporation is not a close or professional corporation and one person serves as the President, Secretary, and Treasurer, the articles must provide the title, name, and address of a different person on the "Other Officer" line at the bottom of the page 1. This person will sign under the Certification on page 2 along with the officer that serves as President, Secretary, and Treasurer.

**SEVENTH:** Please choose the appropriate manner that the dissolution was approved. **Only mark one option.** Choose the appropriate option from the list based on your corporation's situation (e.g., stockholders, directors, etc.). If unsure, refer to the corporation's charter and bylaws or Maryland laws for guidance.

- **Dissolution Before Organizational Meeting:** If the corporation is dissolving before the first meeting, a majority of the incorporators (not directors or stockholders) must approve it. They will also sign the articles of dissolution, and these articles must include a statement in the TENTH that the dissolution is happening before the organizational meeting.
- **Dissolution After Organizational Meeting But Before Stock Issuance:** If the corporation is dissolving after the first meeting but before issuing or subscribing stock, the board of directors must approve it. A majority of directors will sign the articles of dissolution, and these articles must provide a statement in the TENTH that the dissolution is happening after the organizational meeting but before stock is issued.
- **Close Corporations:** If it's a close corporation without a board of directors, only the stockholders need to approve the dissolution.
- **Non-Stock Corporations:** If the corporation is non-stock, "stock" has been replaced with "membership" and "stockholders" has been replaced with "members" in the articles.

- **Other manner not specified above:** If the manner that the dissolution of your corporation was approved is not provided, you may specifically indicate it here. Make sure this manner is compliance with Maryland law. If you have legal questions, it is best to consult an attorney or refer to the Corporations and Associations Article in the Annotated Code of Maryland. You can find it in most Maryland public libraries and online.

**EIGHTH:** Please indicate whether the corporation has known creditors upon dissolution. If there are no known creditors, check the box that applies. If a notice has been sent to creditors, enter the date it was mailed. These articles cannot be accepted for filing less than 20 days after the date the notice was mailed to creditors.

**NINTH:** Confirm the effective date of dissolution. The dissolution will take effect when the Articles of Dissolution are filed with SDAT. Alternatively, you can select a future date (no more than 30 days after filing). You may not choose a date before SDAT has received an acceptable document.

**TENTH:** Add any additional provisions related to the dissolution. This step is optional. Only include extra information if needed.

**CERTIFICATION:** The undersigned officers must certify that the information provided is accurate. Ensure that the appropriate officers sign the certification section. Please do not have the same person cannot sign both lines without first verifying if the corporation has “Yes” listed next to “Close Status” or is listed as “Business Code” is listed as “06 Professional” currently in SDAT records.

**RESIDENT AGENT'S CONSENT:** The resident agent listed in the THIRD ARTICLE must sign to confirm their consent to serve as resident agent. If the resident agent is an active Maryland corporation or LLC, the person signing on behalf of the resident must also provide their full name and title within that company.

Once all required sections are filled out and signed, submit the completed Articles of Dissolution to the Maryland State Department of Assessments and Taxation (SDAT) for processing.

## **WHERE AND HOW TO FILE THE DISSOLUTION**

### **To file online:**

Create an account with Maryland Business Express using the following link: <https://egov.maryland.gov/businessexpress> Follow the instructions for filing on the Maryland Business Express portal.

The electronic government service includes a 3% service fee for payments processed through the Maryland EGov portal.

### **To file by mail:**

Mail your filing, check or money order to:

State Department of Assessments and Taxation Charter Division

700 East Pratt Street,

2<sup>nd</sup> Floor, Suite 2700

Baltimore, Maryland 21202

Checks or money orders should be made payable to the *State Department of Assessments and Taxation* or *SDAT*.

### **To file by hand-delivery:**

1. **Regular Filing.** A filing may be hand-delivered to the drop boxes that SDAT maintains in the building lobby at 123 Market Place, Baltimore, MD 21202.
2. **Same-day Filing.** A same-day expedited filing may be hand-delivered to the appropriate drop box in the building lobby at 123 Market Place, Baltimore, MD 21202. Please check the SDAT website using the following link for additional instructions about same-day service:

<https://dat.maryland.gov/businesses/Pages/default.aspx>

## **FILING FEES**

**Base Filing Fee** (\$0) The base filing fee is \$0. Standard non-expedited review is 6 to 8 weeks.

**Expedited review** (\$50) Expedited review within 7 to 10 business days requires an additional \$50 fee is required.

**Same-day review** (\$425) Same-day expedited service requires an additional \$425 fee. A same-day filing may be submitted:

- Hand-delivered to the drop box in the lobby of 123 Market Place, Baltimore, Maryland 21202 between 8:30 a.m. - 10:00 a.m. Monday-Friday. Fees must be paid by check or money order. No cash is accepted. Acknowledgement letters, certified copies, and good standing certificates for approved filings will be placed on top of the dropbox by 4:30 p.m. for customer pick-up the same day.
- In office with an appointment between 8:30 a.m – 3:00 p.m at 123 Market Place, Baltimore, Maryland 21202. Fees must be paid by check, money order, or credit card with proper ID.