COMPLETE, PRINT, SIGN, AND MAIL OR FAX (If paying with credit card, complete Credit Card Payment Authorization)

NONPROFIT CORPORATION ARTICLES OF DISSOLUTION

SECRETARY OF STATE

SFN 58788 (7-2013)

FOR OFFICE USE ONLY

ID Number	
Work Order Number	
Filed	By

1. FILING FEE: $20.00

For reference, see N.D.C.C. Sections 10-33-100 through 10-33-103

TYPE OR PRINT LEGIBLY **SEE INSTRUCTIONS FOR FEES, FILING AND MAILING INFORMATION.**

2. Name of Corporation	3. Federal ID Number

4. Dissolution Shall Be Effective: (check one)

☐ When Articles of Dissolution are Filed with the Secretary of State ☐ Later on (month, day, year): _____

5. "The undersigned states that if applicable, the corporation has notified the attorney general as required by N.D.C.C. Section 10-33-122 and the waiting period has expired or has been waived by the attorney general; and

The corporation: (check the appropriate box)

☐ Did not give notice to creditors and claimants. The Intent to Dissolve was filed with the Secretary of State

a) Payment of claims of all known creditors and claimants has been made or adequate provision has been made for payment or discharge,
OR
b) Two years have elapsed since filing the Intent to Dissolve with the Secretary of State.

Any remaining property, assets, and claims of the corporation have been distributed in accordance with North Dakota law, or adequate provisions have been made for that distribution.

There are no pending legal, administrative, or arbitration proceedings by or against the corporation, or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in a pending proceeding.

OR

☐ Gave notice to creditors and claimants on the following date (month, day, year): _____

Payment of claims filed by creditors and claimants has been made or provided for and the longest of the periods defined in N.D.C.C. Section 10-33-101, Subsection 3b and as herein provided, have elapsed:

1) 60 days have elapsed since a claim was rejected and the claimant has not pursued other remedies;
2) 180 days have elapsed since the corporation filed the Intent to Dissolve with the Secretary of State; **OR**
3) 90 days have elapsed since notice was given to creditors and claimants.

Any remaining property, assets, and claims of the corporation have been distributed in accordance with North Dakota law, or adequate provisions have been made for that distribution.

There are no pending legal, administrative, or arbitration proceedings by or against the corporation, or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in a pending proceeding.

6. "I, the undersigned, a person authorized by the corporation to sign the Articles of Dissolution, have read the foregoing articles, know the contents thereof, and believe the statements made thereon to be true. I further authorize the Secretary of State to correct number 2 if not correctly reflected. I understand that if I make a false statement in this document, I may be subject to criminal penalties."

Signature		Date
7. Name of Person to Contact about this Document	Email Address	Daytime Telephone Number and Extension, if any

INSTRUCTIONS FOR NONPROFIT CORPORATION ARTICLES OF DISSOLUTION

A nonprofit corporation may be dissolved when authorized in the manner set forth in North Dakota Century Code Sections 10-33-100 through 10-33-103. After the corporation has filed the Intent to Dissolve with the Secretary of State, Articles of Dissolution may be filed with the Secretary of State.

After the Intent to Dissolve is filed with the Secretary of State, a corporation may choose to notify its creditors and claimants prior to filing Articles of Dissolution with the Secretary of State. If notice is given, it must be given by:

1) Publishing the notice once each week for four successive weeks in an official newspaper in the county or counties where the registered office and the principal executive office of the corporation are located; **AND**
2) Giving written notice to known creditors and claimants.

The notice to creditors and claimants must contain:

1) A statement that the corporation is in the process of dissolving;
2) A statement that the corporation has filed an Intent to Dissolve with the Secretary of State;
3) The date of filing the Intent to Dissolve;
4) The address of the office to which written claims against the corporation must be presented; and
5) The date by which all claims must be received, which must be the later of 90 days after published notice or, with respect to a particular known creditor or claimant, 90 days after the date on which written notice was given to that creditor or claimant. Published notice is deemed given on the date of the earliest publication for the purpose of determining this date.

A corporation that chooses not to give notice may file Articles of Dissolution with the Secretary of State after:

1) The payment of claims of all known creditors and claimants has been made or provided for; **OR**
2) At least two years have elapsed from the date of filing the Intent to Dissolve with the Secretary of State. (See N.D.C.C. Section 10-33-102).

If the corporation <u>does not give notice</u> to creditors and claimants, the following conditions must all be met before Articles of Dissolution can be filed with the Secretary of State:

- If applicable, the corporation has notified the attorney general as required by N.D.C.C. section 10-33-122 and the waiting period has expired or has been waived by the attorney general.
- At least two years must have elapsed since the Intent to Dissolve was filed with the Secretary of State; **OR** payment must have been made to all known creditors and claimants or adequate provision has been made for payment or discharge.
- Any remaining property, assets, and claims of the corporation must have been distributed in accordance with North Dakota law, or adequate provision be made for that distribution.
- There cannot be any pending legal, administrative, or arbitration proceedings by or against the corporation, or adequate provision must have been made to satisfy any judgment, order or decree that may be entered against it in a pending proceeding.

If the corporation <u>does give notice</u> to creditors and claimants, the following conditions must all be met before Articles of Dissolution can be filed with the Secretary of State:

- If applicable, the corporation has notified the attorney general as required by N.D.C.C. section 10-33-122 and the waiting period has expired or has been waived by the attorney general.
- At least 90 days have elapsed since notice was given to creditors and claimants; or at least 60 days have elapsed since a claim was rejected and the claimant has not pursued other remedies.
- 180 days have elapsed since the corporation filed the Intent to Dissolve with the Secretary of State.
- Payment must have been made to all known creditors and claimants or adequate provision has been made for payment or discharge.
- Any remaining property, assets, and claims of the corporation must have been distributed among its shareholders, or adequate provision be made for that distribution.
- There cannot be any pending legal, administrative, or arbitration proceedings by or against the corporation, or adequate provision must have been made to satisfy any judgment, order or decree that may be entered against it in a pending procedure.

The following numbers correspond to the numbered sections on the form.

1. **FILING FEE:** The filing fee is $20.00. Checks must be made payable to the Secretary of State and must be for United States negotiable funds. The Secretary of State accepts credit card payments using VISA, MasterCard, or Discover.

2. Provide the corporation name exactly as currently provided in the Articles of Incorporation, or as last amended and filed with the Secretary of State. Pay attention to punctuation, spaces, and abbreviations. If the name in number 2 is not the same as registered, the name will be corrected by the Secretary of State when the document is reviewed.

3. To properly maintain corporate records, the Federal ID number is requested if the corporation has one.

   PRIVACY: In compliance with N.D.C.C., Section 10-33-142.1, social security or Federal ID numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate corporate files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the document.

4. Check the box indicating that the Articles of Dissolution are effective when filed with the Secretary of State, or if at a later date, it must be within 30 days after filing with the Secretary of State. If neither box is checked, the Articles of Dissolution are effective when filed with the Secretary of State.

5. Check the box that correctly reflects whether the corporation gave notice to creditors and claimants and asserting the statutory conditions exist when that notice is either given or not given. **When checking the second box, provide the date on which notice was given to creditors and claimants**.

6. The Articles of Dissolution must be dated and signed by an individual authorized to sign on behalf of the corporation.

7. List the name, e-mail address, and daytime telephone number of a contact person if this office has any questions or needs additional information to file the Articles of Dissolution. The email address is not disclosed to the public; this information is privatized in accordance with N.D.C.C. Section 44-04-18.21.

INSTRUCTIONS FOR NONPROFIT CORPORATION ARTICLES OF DISSOLUTION (continued)

ASSISTANCE: If assistance is required to complete the Articles of Dissolution, call 701-328-2904.

FAX FILING: Documents and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the documents in the office of the Secretary of State.

EMAIL: Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

MAILING INSTRUCTIONS: Send Intent to Dissolve and fee to:

Business Registration Unit
Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500

Telephone: 701-328-2904 Toll Free: 800-352-0867 (ext. 328-2904) Fax: 701-328-2992 Web Site: www.nd.gov/sos

CREDIT CARD PAYMENT AUTHORIZATION

SECRETARY OF STATE
SFN 51478 (4-2012)

(All items required to complete transaction)

			Amount Authorized
Name			Telephone Number
Address	City	State	ZIP Code
☐ VISA ☐ MasterCard ☐ Discover			Signature (Required by Credit Card Companies)
Account Number	CSC Number *	Card Expires Month - Year	Date

* (CSC is the three-digit security code on the back of your card by the signature)