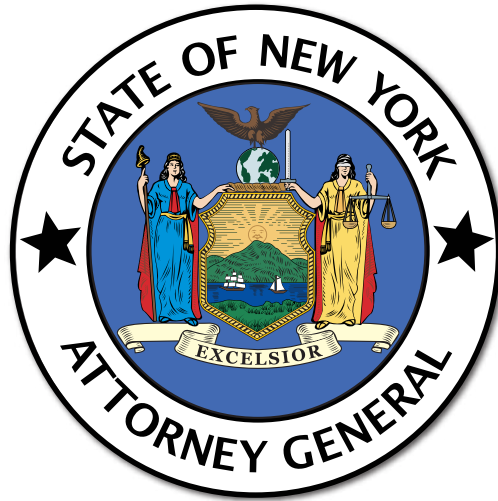


VOLUNTARY DISSOLUTION OF NOT-FOR-PROFIT CORPORATIONS WITH ASSETS TO DISTRIBUTE



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**VOLUNTARY DISSOLUTION OF NOT-FOR-PROFIT CORPORATIONS
WITH ASSETS TO DISTRIBUTE**

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NOTE: If a corporation’s only assets are a reserve fund of \$25,000 or less to be used both to pay expenses incurred in connection with the dissolution and to satisfy liabilities less than \$10,000, it should consult “Simplified Dissolution of Not-for-Profit Corporations,” posted on the Attorney General’s web site at www.charitiesnys.com.

INTRODUCTION

This booklet is designed to provide guidance to Type B, C and D New York not-for-profit corporations that are planning to dissolve and have assets to distribute. The dissolution of such corporations requires the preparation of two petitions, the first one for the court and the second for the Attorney General. This booklet includes instructions and sample forms for the preparation and filing of the following two petitions:

Petition to the Court - A Verified Petition for an Order Approving the Plan of Dissolution and Distribution of Assets must be submitted to the Supreme Court in the county where the corporation is located. A Plan of Dissolution and Distribution of Assets must be attached to the Petition, and the Petition and a proposed Order must also be submitted to the Court. Notice of the Petition must be given to the Attorney General. The proposed Petition and Order should be submitted to the Attorney General prior to submission to the Court.

Petition to the Attorney General – A Verified Petition to the Attorney General for Approval of the Certificate of Dissolution with a proposed Certificate of Dissolution attached must be submitted to the Attorney General.

Dissolving corporations that are required to be registered with the Attorney General's Charities Bureau pursuant to Article 8 of the Estates, Powers and Trusts Law and/or Article 7-A of the Executive Law must comply with the applicable registration and reporting requirements prior to dissolution. All other dissolving corporations must submit financial reports to the Charities Bureau with their dissolution papers. *See* Appendix F, Registration Requirements and Final Reports, for a summary of the registration requirements and a description of the financial reports that must be filed with the Attorney General's Charities Bureau.

The procedures discussed and the forms included in this booklet are not intended to serve as a substitute for informed advice from a lawyer but are designed to help not-for-profit corporations that are seeking to dissolve and the lawyers who represent them.

This booklet and other information of interest to not-for-profit corporations may be found on the Attorney General's Internet site: <http://www.charitiesnys.com>.

SUMMARY OF DISSOLUTION PROCEDURES

Following are the procedures to be followed by dissolving organizations:

PETITION TO THE COURT FOR APPROVAL OF A PLAN OF DISSOLUTION

Step 1. The Board of Directors must approve a Plan of Dissolution and Distribution of Assets (“the Plan”). *See* Appendix A for a sample Plan. A quorum must be present, and at least a majority of the directors present must vote for dissolution. Alternatively, the Board may adopt the Plan by unanimous written consent if not prohibited by the Certificate of Incorporation or by-laws. However, if there are fewer than three directors, the affirmative vote of any remaining director(s) is required to adopt the Plan. A copy of the resolution approving the Plan, certified by the corporation’s secretary or other authorized officer, or a copy of the unanimous written consent must be attached as an exhibit to the Plan.

| Quick Statutory Guide | |
|---|---|
| Board of Directors adoption and authorization of Plan | N-PCL §§ 1001(a), 1002(a) & (b) |
| Quorum and required vote for board approval of Plan | N-PCL § 1002(a), and §§ 707, 708(d) and 709 |
| If there are fewer than the number of directors required for a quorum or fewer than three directors who are available to vote on Plan | N-PCL § 1002(a)(1)(ii) |

Step 2. If the corporation has members entitled to vote, after the Board of Directors has authorized the Plan, the Plan must be submitted to the membership for a vote to approve the Plan. A vote of at least two-thirds of the members with a quorum present at a meeting, or unanimous written consent of the members, is required for approval. If the Plan is approved by unanimous written consent, a copy of the written consent and the Plan must be attached to the Petition as an exhibit. If the organization has no voting members, i.e., members who elect the Board of Directors, the Plan is deemed authorized upon adoption by the Board.

| Quick Statutory Guide | |
|--|---|
| Submission of Plan to members for approval | N-PCL § 1002(a)(2) |
| Quorum and required vote for membership approval | N-PCL §§ 1002(a)(2), 613(b)-(c) and 614 |
| Plan deemed authorized if there are no members | N-PCL § 1002(b) |

Step 3. If approval of any governmental body or officer was required for the formation of the corporation, the corporation must secure written approval of the dissolution from such governmental agency or officer.

| Quick Statutory Guide | |
|------------------------------|----------------------------------|
| Government approvals of Plan | N-PCL §§ 404 (b)-(u) and 1002(c) |

Step 4. If the corporation holds property for any Type B (charitable) purposes to be distributed to another charitable organization, the corporation must secure from each such organization (a) its governing instrument (e.g., Certificate of Incorporation), with all amendments; (b) its financial reports for the last three years (See appendix E for information concerning required -financial reports); (c) a copy of the Internal Revenue Service letter of determination confirming that the organization is exempt from taxation; and (d) an affidavit from a director and officer of the corporation stating its purposes and that it is exempt from taxation.

| Quick Statutory Guide | |
|--|--------------------|
| Types of corporations | N-PCL § 201 |
| Type B purposes | N-PCL § 201(b) |
| Distribution of assets for Type B purposes | N-PCL § 1001(d)(3) |

Step 5. If any of the assets of the corporation will be distributed to another organization for a particular purpose, other than those described in Step 4 above, the corporation must secure a written agreement, which may be in the form of a letter, from the recipient confirming that the assets will be used for such purpose.

| Quick Statutory Guide | |
|---|----------------------------|
| Agreement concerning assets used for purposes other than Type B charitable purposes | N-PCL § N-PCL § 1001(d)(4) |

Step 6. The corporation prepares a Verified Petition to the Supreme Court for approval of the Plan. The Petition must be verified under penalties for perjury. The Plan must be attached to the Petition with the following exhibits: (a) a copy of the dissolving corporation’s Certificate of Incorporation and all amendments; and (b) the documents described in Steps 2, 3, 4 and 5 (unanimous written consent, governmental approvals, documents from recipient charitable organizations, and agreements from other recipients). The Petition, with the Plan and exhibits attached, must be placed in a legal back. *See* Appendix B for a sample Petition.

| Quick Statutory Guide | |
|-------------------------------|-----------------|
| Petition to the Supreme Court | N-PCL § 1002(d) |

Step 7. The corporation prepares a proposed Order Approving the Plan of Dissolution and Distribution of Assets. The proposed order must be placed in a legal back. *See* Sample Order

Approving the Plan of Dissolution and Distribution of Assets, Appendix C.

Step 8. A **copy** of the Verified Petition with the attached Plan and the **original** proposed Order Approving the Plan of Dissolution and Distribution of Assets are submitted for review and endorsement. These materials should be submitted to the office of the Attorney General designated to handle dissolutions in the county where the dissolving corporation will file its Verified Petition. *See* Appendix G for the addresses and telephone numbers of the Attorney General's offices and the counties they serve.

Step 9. The Attorney General reviews and, if acceptable, endorses the **original**, proposed Order Approving the Plan of Dissolution and Distribution of Assets and returns the endorsed Order to the corporation (or the corporation's attorney if the papers were submitted by the attorney).

Step 10. The corporation submits the **original** Verified Petition with the attached Plan and the **original** proposed Order Approving the Plan of Dissolution and Distribution of Assets with the Attorney General's endorsement to the Supreme Court, in the Judicial District where the corporation is located, for approval. (Prior to submitting the papers to the Court, counsel to the corporation should contact the Court to determine whether (1) a Request for Judicial Intervention ("RJ") is required and (2) if copies of the Petition and Order must be filed with the County Clerk.)

Step 11. If acceptable, the proposed Order is signed by the Court.

Step 12. A copy of the signed Order Approving the Plan of Dissolution and Distribution of Assets is submitted to the Attorney General.

**Checklist of Documents
Necessary for Petition to the Court**

Following is a list of the forms and documents necessary for the Petition to the Court:

___ Plan of Dissolution (Step 1);

___ Attachments to the Plan of Dissolution:

- A copy of the resolution approving the Plan, certified by the corporation's secretary or other authorized officer.

or

- If the Plan was approved by unanimous written consent, a copy of the consent with all signatures (Step 2); and
- Copies of any required governmental approvals or consents (Step 3);

___ Verified Petition for Approval of Plan of Dissolution and Distribution of Assets (Step 6);

___ Attachments to Verified Petition for Approval of Plan (Step 6):

- If applicable, copies of recipient organizations' Certificates of Incorporation and all amendments, and all required financial reports and statements (Steps 4 and 5);
- Copies of the dissolving corporation's Certificate of Incorporation and all amendments (Step 6);
- Plan of Dissolution with attachments (described above – Steps 1, 2, 3, 4 and 5);

___ Order Approving Plan of Dissolution and Distribution of Assets (Step 7);

___ Attachments to the Order Approving Plan of Dissolution and Distribution of Assets (Step 9):

- Endorsement by the Attorney General (added to the original proposed Order after its submission to the Attorney General – Step 9).

PETITION TO THE ATTORNEY GENERAL FOR APPROVAL OF CERTIFICATE OF DISSOLUTION

Step 1. Within two hundred seventy (270) days after the date on which the Order Approving Plan of Dissolution and Distribution of Assets is signed by the Court, the corporation carries out the Plan, pays its liabilities, distributes its assets and winds up its business in accordance with the Plan.

| Quick Statutory Guide | |
|-----------------------|---------------------------------|
| Carrying out the Plan | N-PCL § 1002-a(a), (b) and (c). |

Please Note: Pursuant to N-PCL § 1002-a(d), if an unknown creditor or member who is owed assets cannot be found within six months from the date assets of the corporation are required to be distributed - *i.e.* 270 days after the Court has signed the Order Approving the Plan of Dissolution and Distribution of Assets - any assets which would have been distributed to any such creditor or member must be paid to the State Comptroller pursuant to the Abandoned Property Law.

Step 2. The corporation confirms to the Office of the Attorney General that it has carried out the Plan. This confirmation must be in writing and sent to the Attorney General's office with which the corporation filed the Verified Petition. See Appendix G for the addresses and telephone numbers of the Attorney General's offices and the counties they serve.

Step 3. After the corporation's assets have been fully distributed, the corporation prepares a final financial report showing a zero balance of the corporation's assets and liabilities.

Step 4. The corporation prepares a Certificate of Dissolution. *See* Appendix D for a sample Certificate of Dissolution.

| Quick Statutory Guide | |
|--|-----------------|
| Contents of Certificate of Dissolution | N-PCL § 1003(a) |

Step 5. The corporation prepares a Verified Petition to the Attorney General for Approval of the Certificate of Dissolution. *See* Exhibit E for a Sample Verified Petition for Approval of Certificate of Dissolution, Appendix E.

| Quick Statutory Guide | |
|--|-----------------|
| Application to the Attorney General for Approval of Certificate of Dissolution | N-PCL § 1003(c) |

Step 6. The corporation submits to the Attorney General the Verified Petition for Approval of the Certificate of Dissolution with all attachments, the **original** and a copy of the Certificate of Dissolution and the corporation's final financial report. The materials should be submitted to the Attorney General's office with which the dissolving corporation filed its Verified Petition to the Court. See Appendix G for the addresses and telephone numbers of the Attorney General's offices and the counties they serve.

Step 7. If it is acceptable, the Attorney General endorses the **original** Certificate of Dissolution

and returns it to the corporation (or its attorney if the papers were submitted by the attorney).

Step 8. The corporation submits the **original** Certificate of Dissolution, endorsed by the Attorney General, and all required approvals and attachments (including a copy of the Order Approving the Plan of Dissolution and Distribution of Assets) to the New York State Department of Taxation and Finance with Form CT-247 and a check in the amount of \$30 made payable to the **New York State Department of State**.¹

Form CT-247 and other information from the New York State Department of Taxation and Finance may be obtained from its Internet site - <http://www.tax.state.ny.us/> - or may be requested by phone (1-800-327-9688), fax (1-518-435-2997), or mail to:

NYS Department of Taxation and Finance
Corporation Tax Dissolution Unit - Building 8 - Room 958
W. A. Harriman Campus
Albany, NY 12227

Step 9. The New York State Department of Taxation and Finance reviews and, if acceptable, consents to the filing of the Certificate of Dissolution and files the Certificate of Dissolution, with the \$30 New York State Department of State filing fee, with the Department of State.

Step 10. The Department of State sends the corporation, or its counsel, a receipt stating that the corporation's Certificate of Dissolution has been filed.

Step 11. The corporation sends a copy of the Department of State's receipt to the Attorney General.

Step 12. If the corporation was required to register with the Attorney General's Charities Bureau, the registration file is closed by the Attorney General.

Step 13. The corporation files with the Internal Revenue Service a copy of its final report and copies of the Certificate of Dissolution and the Department of State's notification.

¹ Check N-PCL § 104-A(l) to determine whether the filing fee has changed since this booklet was drafted.

**Checklist of Documents
Necessary for Petition to the Attorney General**

Following is a list of the forms and documents necessary for the Petition to the Attorney General:

___ Original Certificate of Dissolution (Step 4);

___ Attachments to Original Certificate of Dissolution:

- Original or certified copies of any required governmental approvals (Petition to the Court, Step 3);
- Endorsement of the Attorney General (on the original Certificate of Dissolution – Step 7);
- Copy of the court Order approving the Plan of Dissolution and Distribution of Assets (Petition to the Court, Step 12);
- Legal back for Secretary of State (*See* Appendix D)

___ Verified Petition to the Attorney General for Approval of the Certificate of Dissolution (Step 5);

___ Attachments to the Verified Petition to the Attorney General:

- Copy of Plan and, if applicable, any unanimous written consents (*See* Petition to the Court, Steps 2 - 6);
- Copies of all required governmental consents and approvals (Petition to the Court, Step 3);
- Copy of the Court Order granted in connection with the Petition to the Court.

___ Final financial report, with required attachments, showing a zero balance. (Step 3)

Note: The original Certificate of Dissolution, with the original endorsement of the Attorney General and all original governmental approvals and consents must be placed in a legal back and submitted, with a \$30 filing fee payable to the New York State Department of State, to the New York State Department of Taxation and Finance which will add its consent and file those documents with the Department of State.

APPENDIX A

SAMPLE PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS

Plan of Dissolution and Distribution of Assets

of

(Name of Corporation)

The Board of Directors of (Name of Corporation), at a special meeting duly convened on the ____ day of ___, 20___, pursuant to notice given in accordance with the applicable law, a quorum being present at all times (**or** by unanimous written consent unless restricted by the Certificate of Incorporation or by-laws, pursuant to N-PCL § 708(b)), having considered the advisability of voluntarily dissolving the corporation, and it being the (majority or unanimous) opinion of the Board that dissolution is advisable and in the best interests of the corporation, and the Board having adopted, by (state nature of vote - *e.g.* unanimous, majority) vote, a plan for a voluntary dissolution of the corporation, does hereby (resolve **or** recommend) to the members for approval (if the corporation has voting members) that the corporation be dissolved in accordance with the following plan:

1. A. There being no members of the corporation, no vote of membership is required to approve this dissolution, and action of the Board of Directors is sufficient.

or

B. Upon resolution of the Board of Directors adopting this plan of dissolution, the board shall submit the plan to a vote of the members for approval. [A two-thirds vote at least equal to a quorum (see N-PCL §§ 1002(a) and 613(c)) or an action by unanimous written consent of the members (see N-PCL § 614) is required for approval.]

2. A. No approval of the dissolution of the corporation is required by any government agency or officer.

or

B. Approval of the dissolution of the corporation is required to be obtained from the following government agencies and officers, whose approvals are attached (see N-PCL §§ 404(b)-(u) and 1002(c)):

- a. (Name of Agency or Officer)
- b. (Name of Agency or Officer)
- c. (Name of Agency or Officer) , etc.

3. The corporation has assets. Such assets (are **or** are not) legally required to be used for any particular purpose. Describe the assets and their fair market values.

4. The assets owned by the corporation subject to any unpaid liabilities² of the Corporation shall be distributed to the following organization(s) with substantially similar purposes, which qualify as an exempt organization(s) pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, in the following proportions or amounts:

Note: If the corporation holds property for any Type B purposes (see N-PCL § 201(b)), the assets of the corporation must be distributed to a charitable organization or organizations, exempt from taxation pursuant to federal and state laws, and engaged in activities substantially similar to those of the dissolved corporation as required by law or for a specific purpose as required by any gift instrument. The Plan must include a statement that the assets shall be distributed for the purposes required by law or for a specific purpose as required by any gift instrument.

The Plan must identify each recipient organization and the governing instrument and amendments of each proposed recipient organization must be attached to the Petition with the financial reports of each recipient organization for the last three years, the Internal Revenue Service letter of determination that the organization is exempt from taxation, and a sworn affidavit from a director and officer of each recipient organization stating the purposes of the organization and that it is currently exempt from federal income taxation. See N-PCL § 1001(c)(3).

If any of the assets of the corporation will be distributed for a particular purpose pursuant to a gift instrument, the Plan must identify the terms of the gift and the instrument should be attached along with a written agreement from the recipient confirming that the assets will be used for such purpose. See N-PCL §1001(c)(4).

5. A. The corporation has no liabilities.

or

B. The corporation has liabilities of \$ _____ and a description of those liabilities is as follows:

Note: The total amount of debts and other liabilities incurred by the corporation must be described, including the total amount of any accounting and legal fees, incurred or estimated, related to the dissolution procedure. Actual payments of such amounts shall not exceed the amount stated, and all final distributions must be reflected in the corporation's final financial report.

6. Within two hundred seventy days after the date that an Order Approving Plan of Dissolution and Distribution of Assets is signed by the Court, the corporation shall carry out this Plan.

² Restricted assets shall not be subject to the general liabilities of the corporation.

Certification

I, (Name of Officer) , Secretary of the (Name of Corporation) hereby certify under penalties of perjury that a special meeting of the Board of Directors of the Corporation was duly held at (state time) on (state date) at (address) and the within Plan of Dissolution was duly submitted and passed by a (majority or unanimous) vote of the Directors **or** by all of the directors by unanimous written consent, and, **if the corporation has members**, that, at a meeting of the members held on (date, time and place of meeting) the Plan of Dissolution and Distribution of Assets was approved by (a vote of at least a ¾ majority or by unanimous written consent).

(Signature)

(Name of Officer & Title)

Dated the ___ day of
_____, 20__.

APPENDIX B

**SAMPLE VERIFIED PETITION FOR ORDER APPROVING
PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS**

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF _____

-----X
In the Matter of the Application of :
(Name of Corporation) VERIFIED PETITION
For Approval of Plan of Dissolution and :
Distribution of Assets pursuant to : Index No.
Section 1002 of the Not-for-Profit :
Corporation Law. :
-----X

TO: THE SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF _____

Petitioner, (Name of Corporation) by (Name and Title of Officer) of the corporation for its
Verified Petition herein respectfully alleges:

1. (Name of Corporation), whose principal address is (Address of the Corporation in
County of Incorporation), was incorporated pursuant to New York's Not-for-Profit
Corporation Law on (Date of Incorporation). A copy of the Certificate of Incorporation and
any amendments are attached.

2. The names, addresses and titles of the corporation's officers and/or directors are as follows:

| Name | Title | Address |
|------|-------|---------|
|------|-------|---------|

3. The purposes for which the corporation was organized are as follows:

Description of the purposes of the corporation

4. The corporation is a Type (B, C or D) corporation.

5. The assets of the corporation and their fair market values are as follows:

Description of the corporation's assets and their fair market values.

6. A. The corporation has no liabilities.

or

B. The corporation's liabilities are as follows:

A description, with reasonable certainty, of corporation's debts and liabilities.³

7. A statement as to whether any gifts, property or other assets are held for a restricted use.⁴

8. A statement that dissolution is contemplated and assets are to be distributed in accordance with the Plan of Dissolution.

9. A concise statement of the reason for distribution of assets in accordance with the Plan and that the organization(s) proposed to receive the assets of the corporation is a charitable organization(s) engaged in activities substantially similar to the corporation's activities and is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

A statement that, for each organization proposed in the Plan of Dissolution and Distribution of Assets to receive the corporation's assets, the following documents are attached as an exhibit:

- the governing instrument, with all amendments;
- financial reports for the last three years;
- the Internal Revenue Service letter of tax exemption determination; and
- an affidavit from a director or officer thereof stating the purposes of the organization and that it is currently exempt from taxation.

10. A statement that a meeting of the Board of Directors of the corporation was held pursuant to duly given notice on (state date and time) at which a resolution was duly passed (state nature of vote) or a unanimous written consent was signed on (date of signature) by all of the directors of the corporation adopting a Plan of Dissolution and Distribution of Assets and authorizing the filing of a Certificate of Dissolution in accordance with Section 1003 of the Not-for-Profit Corporation Law. (A copy of the Plan, certified by the Secretary or other duly authorized officer or unanimous written consent of the directors shall be attached as an Exhibit).

11. A. If the corporation has members, a statement that the Plan of Dissolution and Distribution of Assets adopted by the Board of Directors was submitted to a vote of the members as required by N-PCL § 1002(a).

The Petition should further include a statement that the Plan of Dissolution and Distribution of

³ All liabilities, including accounting and legal fees owed, must be described here. In addition to past liabilities, accounting and legal fees for the entire dissolution process must be described (no fees or liabilities may be estimated). Actual payments of such amounts shall not exceed any amounts stated here or in the Plan, and all final distributions must be reflected in the corporation's final financial report.

⁴ Such restricted assets shall not be subject to the general liabilities of the corporation.

Assets was approved by the members by at least a two-thirds majority vote at a meeting of the members held on (state date, time and place). (A certified copy of the resolution of the approval of the Plan by the members and certified by the Secretary or other duly authorized officer, must be attached as an Exhibit).

or

B. If there are no members, a statement to that effect must be included in the Petition.

12. A statement as to whether or not approval(s) of any government agency or officer is required and, if so, copies of any required approval(s) must be attached to the Petition.

13. A statement that no previous application for approval of the Plan of Dissolution and Distribution of Assets of the corporation has been made.

WHEREFORE, petitioner requests that the Court grant an Order Approving the Plan of Dissolution and Distribution of Assets of (Name of Corporation), a not-for-profit corporation, pursuant to the Not-for-Profit Corporation Law Section 1002.

IN WITNESS WHEREFORE, the corporation has caused this Petition to be executed this ___ day of ____, 20__ by

Signature
(Name of Officer and Title)

Verification

STATE OF NEW YORK)
)SS.:
COUNTY OF _____)

_____(Name)_____, being duly sworn, deposes and says:

I am the_____(Title)_____ of _____(Name of Corporation)_____, the corporation named in the above Petition and make this verification at the direction of its Board of Directors. I have read the foregoing Petition and know the contents thereof to be true of my own knowledge, except those matters that are stated on information and belief and as to those matters I believe them to be true.

(Signature)

Sworn to before me this
____ day of____, 20__.

Notary Public

APPENDIX C

**SAMPLE ORDER APPROVING PLAN OF DISSOLUTION AND
DISTRIBUTION OF ASSETS**

At the Supreme Court of the State of New
York, held in and for the County of _____
on the _____ day of _____, 20__.

P R E S E N T :

HON.

Justice.

-----X

In the Matter of the Application of

(Name of Corporation) for an

ORDER APPROVING PLAN OF
DISSOLUTION AND DISTRIBUTION
OF ASSETS pursuant to Section 1002 of
the Not-for-Profit Corporation Law
-----X

ORDER APPROVING PLAN OF
DISSOLUTION AND DISTRIBUTION
OF ASSETS

Index No.:

Upon reading and filing the Petition of (name of the dissolving corporation) for an Order approving of the Plan of Dissolution and Distribution of Assets, with the exhibits annexed, verified the __ day of _____, 20__, and it appearing that the Attorney General of the State of New York has no objection to approval of said Plan, it is hereby

ORDERED that the Plan of Dissolution and Distribution of Assets certified by (name of certifying officer) , the (title) of (name of the dissolving corporation) on the __ day of _____, 20 __, be and the same is hereby approved.

E N T E R⁵

Justice of the Supreme Court

⁵ Contact the clerk of the court to which the Petition will submitted to determine if the order will be "entered" and whether a Request for Judicial Intervention ("RJI") is required.

APPENDIX D

SAMPLE CERTIFICATE OF DISSOLUTION

Certificate of Dissolution
of
(Name of Corporation)

Under Section 1003 of the Not-for-Profit Corporation Law

I, _____, the (Title) of (Name of Corporation) hereby certify (see N-PCL § 104(d) for authorized signatories):

1. The name of this corporation is _____ (if the name has been changed, include the name under which the corporation was formed).
2. The Certificate of Incorporation of (Name of Corporation) was filed with the New York State Department of State on the ____ day of ____, ____.⁶
3. The names and addresses of each of the officers and directors of the corporation and the title of each are as follows:

Names, Titles, Addresses

4. At the time of dissolution the corporation is a Type (B, C or D) New York not-for-profit corporation.
5. At the time of authorization of the corporation's Plan of Dissolution and Distribution of Assets pursuant to N-PCL § 1002, the corporation held assets (**or** no assets) legally required to be used for a particular purpose.

NOTE: Paragraph 5 refers to restricted assets only.

6. A statement that the corporation elects to dissolve.
7. A Plan of Dissolution and Distribution of Assets was authorized by (state vote - *e.g.* two-thirds majority, unanimous) approval of the Board of Directors. (If also approved by members, state approval and vote of members pursuant to N-PCL § 613(c)).
8. On _____, 20__, the New York State Supreme Court, _____ County, issued an _____

⁶ You may verify the name, date of filing and the county of incorporation on the Department of State's Internet site at <http://www.dos.state.ny.us/>.

Order Approving the Plan of Dissolution and Distribution of Assets. A copy of the Order is annexed hereto, pursuant to N-PCL § 1003(a)(8).

9. A. No approval of the dissolution of the corporation is required by any government agency or officer.

or

B. Approval of the dissolution of the corporation is required to be obtained from the following government agencies and officers, whose approvals are attached (see N-PCL §§ 404(b)-(u), 1002(c) and 1003(b)(1)):

- a. (Name of Agency or Officer)
- b. (Name of Agency or Officer)
- c. (Name of Agency or Officer), etc.

10. The corporation has carried out the Plan of Dissolution and Distribution of Assets.

11. Prior to the filing of this Certificate of Dissolution with the Department of State, the endorsement of the Attorney General will be attached.

IN WITNESS WHEREOF, the undersigned has signed Certificate of Dissolution of
 (Name of Corporation) this
 day of , 20 .

(Signature)
(Name of Officer & Title)

NOTE: The **original** Certificate of the Dissolution (with the Attorney General's Endorsement) with the **original** (or certified copies) government approvals (if required) should be placed in a separate legal back for filing with the Department of State.

[SAMPLE LEGAL BACK FOR CERTIFICATE OF DISSOLUTION]

(NOTE: The Department of State requires the Certificate of Dissolution to be placed in a separate legal back.)

CERTIFICATE OF DISSOLUTION

of

(NAME of CORPORATION)

Pursuant to § 1003 of the Not-for-Profit Corporation Law

Filed by:

(Name)

(Address)

APPENDIX E

**SAMPLE VERIFIED PETITION FOR APPROVAL OF
CERTIFICATE OF DISSOLUTION**

-----X
In the Matter of the Application of _____ :
(Name of Corporation) VERIFIED PETITION
For Approval of Certificate of _____ :
Dissolution pursuant to _____ :
Section 1003 of the Not-for-Profit _____ :
Corporation Law. -----X

TO: THE OFFICE OF THE ATTORNEY GENERAL OF THE STATE OF NEW YORK

(Street Address)

(City/Town), New York _____ (Zip Code)
(See Appendix G for the appropriate office of the Attorney General)

Petitioner, (Name of Corporation) by (Name and Title of Officer) of the corporation for its
Verified Petition alleges:

1. (Name of Corporation), whose principal address is (Address of the Corporation in
County of Incorporation), was incorporated pursuant to New York's Not-for-Profit
Corporation Law on (Date of Incorporation). A copy of the Certificate of Incorporation is
attached.

2. The names, addresses and titles of the corporation's officers and/or directors are as follows:

| Name | Title | Address |
|------|-------|---------|
|------|-------|---------|

3. The purposes for which the corporation was organized are as follows:

Description of the purposes of the corporation

[If the Certificate of Incorporation includes specific requirements with regard to the distribution
of assets upon dissolution, include a description of such requirements.]

4. The corporation is a Type (B, C or D) corporation.

5. A statement that a meeting of the Board of Directors of the corporation was held
pursuant to duly given notice on (state date and time) at which a resolution was duly passed (state
nature of vote) or a unanimous written consent was signed on (date of signature) by all of the
directors of the corporation adopting a Plan of Dissolution for the Distribution of Assets and
authorizing the filing of a Certificate of Dissolution in accordance with Section 1003 of the Not-
for-Profit Corporation Law. (A copy of the Plan, executed by the Secretary or other duly
authorized officer or unanimous written consent of the directors shall be attached as an Exhibit).

6. A. If there are no members, a statement to that effect.

or

B. If the corporation has members, a statement that the members have approved the Plan of Dissolution. (A copy of the certified resolution of the members consenting to the dissolution must be attached as an exhibit).

7. On _____, 20____, an order was issued by the new York State Supreme Court approving the corporation's Plan of Dissolution and Distribution of Assets. A copy of the Order shall be attached.

8. A statement that the corporation has carried out the Plan of Dissolution and Distribution of Assets, and has submitted a copy of the corporation's final report showing zero assets.

9. A. A statement that no approval of the dissolution of the corporation is required by any government agency or officer.

or

B. Approval of the dissolution of the corporation is required to be obtained from the following government agencies and officers, and copies of such approvals are attached (see N-PCL §§ 404(b)-(u), 1002(c) and 1003(b)(1)):

- a. (Name of Agency or Officer)
- b. (Name of Agency or Officer)
- c. (Name of Agency or Officer) , etc.

WHEREFORE, petitioner requests that the Attorney General approve the Certificate of Dissolution of (Name of Corporation), a not-for-profit corporation, pursuant to the Not-for-Profit Corporation Law Section 1003.

IN WITNESS WHEREFORE, the corporation has caused this Petition to be executed this ___day of _____, 20____ by

Signature
(Name of Officer and Title)

Verification

STATE OF NEW YORK)
 :SS.:
COUNTY OF _____)

_____(Name)_____, being duly sworn, deposes and says:

I am the _____(Title)_____ of _____(Name of Corporation)_____, the corporation named in the above Petition and make this verification at the direction of its Board of Directors. I have read the foregoing Petition and know the contents thereof to be true of my own knowledge, except those matters that are stated on information and belief and as to those matters I believe them to be true.

(Signature)

Sworn to before me this
____day of_____, 20__.

Notary Public

APPENDIX F

REGISTRATION AND ANNUAL FINANCIAL REPORTING REQUIREMENTS

A not-for-profit corporation seeking to dissolve must be in compliance with the registration and reporting requirements of section 8-1.4 of the Estates, Powers and Trusts Law and/or Article 7-A of the Executive Law. The full text of both statutes as well as a summary of the registration and reporting requirements may be found on the Attorney General's Internet site at: <http://www.charitiesnys.com>.

If the not-for-profit corporation is subject to the registration and reporting requirements of section 8-1.4 of the Estates, Powers and Trusts Law and/or Article 7-A of the Executive Law, but has failed to comply, it must register, file annual reports (*e.g.* a CHAR500 with federal Form 900 attached) for the last six years and pay all required filing fees.

If the not-for-profit corporation is subject to the registration and reporting requirements of section 8-1.4 of the Estates, Powers and Trusts Law and/or Article 7-A of the Executive Law, but has been exempt from filing annual financial reports, it must submit annual financial reports, as required by those statutes, for the last six years. No filing fees are required to accompany such reports.

A not-for-profit corporation that is not subject to the registration and reporting requirements of section 8-1.4 of the Estates, Powers and Trusts Law and/or Article 7-A of the Executive Law must submit annual financial reports for the last six years. A sample financial report for such entities is provided on the following page. No filing fees are required to accompany such reports.

Sample Financial Report for Dissolving Entities Not Otherwise Required to File Annual Reports

Note: This schedule is for informational purposes only and illustrates the type of information the Office of the Attorney General reviews regarding dissolving entities otherwise exempt from filing annual financial reports. Such entities may also submit financial reports maintained in the ordinary course of their operations that contain similar information.

| | | | | | | | |
|------|------------|----|----|----|----|----|----|
| Line | Year ended | | | | | | |
| | | // | // | // | // | // | // |

STATEMENT OF REVENUES & EXPENSES

| | | | | | | | |
|----|--|--|--|--|--|--|--|
| 1 | Beginning cash balance | | | | | | |
| 2 | Contributions received | | | | | | |
| 3 | Investment income (interest, dividends) | | | | | | |
| 4 | Rental income | | | | | | |
| 5 | Realized gains/(losses) from sale of securities | | | | | | |
| 6 | Net proceeds from sale of assets | | | | | | |
| 7 | Other income (itemize) | | | | | | |
| 8 | Total income (add lines 1-7) | | | | | | |
| 9 | Salaries | | | | | | |
| 10 | Legal fees | | | | | | |
| 11 | Accounting fees | | | | | | |
| 12 | Expenses of dissolution (other than lines 10 & 11) | | | | | | |
| 13 | Occupancy/Rent | | | | | | |
| 14 | Contributions paid (itemize) | | | | | | |
| 15 | Other expenses: (itemize) | | | | | | |
| 16 | Total expenses (add lines 9-14) | | | | | | |
| 17 | Ending cash balance (Line 1 + Line 8 - Line 16) | | | | | | |

BALANCE SHEETS

| | | | | | | | |
|----|---|--|--|--|--|--|--|
| 18 | Cash, savings, investments | | | | | | |
| 19 | Other assets (itemize) | | | | | | |
| 20 | Total assets (Line 18 + Line 19) | | | | | | |
| 21 | Total liabilities (itemize) | | | | | | |
| 22 | Net assets or fund balances (Line 20 - Line 21) | | | | | | |

APPENDIX G: ATTORNEY GENERAL'S OFFICES

ALBANY

New York State Attorney General
Charities Bureau
The Capitol
Albany, NY 12224-0341
518-473-5049
Counties: Albany, Columbia, Fulton, Green, Hamilton,
Montgomery, Rensselaer, Saratoga, Schenectady, Schoharie,
Warren and Washington

BINGHAMTON

New York State Attorney General
Binghamton Regional Office
44 Hawley Street, 17th Floor
Binghamton, NY 13901-4433
607-721-8771
Counties: Broome, Chemung, Chenango, Delaware, Otsego,
Schuyler, Tioga and Tompkins

BUFFALO

New York State Attorney General
Buffalo Regional Office
Main Place Tower - Suite 300A
350 Main Street
Buffalo, NY 14202
716-853-8400
Counties: Allegheny, Cattaraugus, Chautauqua, Erie,
Genesee, Niagara, Orleans and Wyoming

NASSAU

New York State Attorney General
Nassau Regional Office
200 Old Country Road, Suite 240
Mineola, NY 11501-4241
516-248-3302
Counties: Nassau

NEW YORK CITY

New York State Attorney General
Charities Bureau - Trusts & Estates Section
120 Broadway, 3rd Floor
New York, NY 10271-0332
212-416-8401
Counties: Bronx, Kings, New York, Queens and Richmond

PLATTSBURGH

New York State Attorney General
Plattsburgh Regional Office
70 Clinton Street - Suite 700
Plattsburgh, NY 12901-2818
518-562-3288
Counties: Clinton, Essex and Franklin

POUGHKEEPSIE

New York State Attorney General
Poughkeepsie Regional Office
One Civic Center Plaza - Suite 401
Poughkeepsie, NY 12601-3157
914-485-3900
Counties: Dutchess, Orange, Sullivan and Ulster

ROCHESTER

New York State Attorney General
Rochester Regional Office
144 Exchange Boulevard
Rochester, NY 14614-2176
716-546-7430
Counties: Livingston, Monroe, Ontario, Seneca, Steuben,
Wayne and Yates

SUFFOLK

New York State Attorney General
Suffolk Regional Office -
300 Motor Parkway
Hauppauge, NY 11788-5127
631-231-2424
Counties: Suffolk

SYRACUSE

New York State Attorney General
Syracuse Regional Office
615 Erie Blvd. West, Suite 102
Syracuse, NY 13204
315-448-4800
Counties: Cayuga, Cortland, Madison, Onondaga and Oswego

UTICA

New York State Attorney General
Utica Regional Office
207 Genesee Street, Room 508
Utica, NY 13501-2812
315-793-2225
Counties: Herkimer and Oneida

WATERTON

New York State Attorney General
Watertown Regional Office
Dulles State Office Building - 317 Washington Street
Watertown, NY 13601-3744
315-785-2444
Counties: Jefferson, Lewis and St. Lawrence

WESTCHESTER

New York State Attorney General
Westchester Regional Office
101 East Post Road
White Plains, NY 10601-5008
914-422-8755
Counties: Putnam, Rockland and Westchester