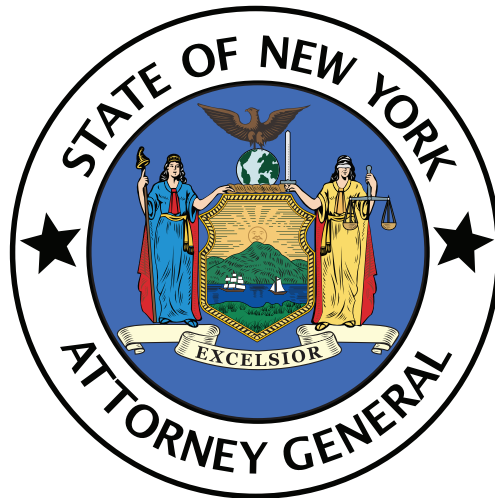


# VOLUNTARY DISSOLUTION OF NOT-FOR-PROFIT CORPORATIONS WITH ASSETS



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

**Attorney General Eric T. Schneiderman  
Charities Bureau  
Guidance Document  
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## INTRODUCTION

This guidance is designed to assist New York charitable not-for-profit corporations that have assets and are planning to dissolve. Organizations that do not have assets at the time of dissolution should consult “Voluntary Dissolution of Not-For-Profit Corporations with No Assets to Distribute,” which is available on the Attorney General’s website at <http://www.charitiesnys.com>.

This information is not a substitute for legal advice from an attorney but has been drafted to provide guidance to not-for-profit corporations that are seeking to dissolve and the lawyers who represent them.

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

**NOTE:** This guidance reflects the amendments to the Not-for-Profit Corporation Law that were enacted as part of the Nonprofit Revitalization Act of 2013.

Included in this guidance are instructions and sample forms for the preparation and filing of petitions to the Attorney General for approval of a Plan of Dissolution and Distribution of Assets (Step 1) and approval of the Certificate of Dissolution (Step 2). A Petition to the Attorney General and the required attachments must be submitted to the office of the Attorney General designated to receive such documents. A list of the offices of the Attorney General and the counties they serve is in Appendix F.

**PLEASE NOTE:** Pursuant to the Nonprofit Revitalization Act of 2013 (the "Act"), a nonprofit corporation that has assets at the time of its dissolution has the option of submitting a petition for approval of its Plan of Dissolution and Distribution of Assets (“Plan”) to either the Attorney General or the Court on notice to the Attorney General. The Act also provides that at any time, including if the Attorney General does not approve a petition or the Attorney General concludes that court review of the petition is appropriate, the corporation may apply to the Supreme Court in the judicial district where the corporation's principal office is located for an order approving the Plan.

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 annual financial reporting requirements prior to dissolution.<sup>1</sup> See Appendix E, 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.

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<sup>1</sup> The officers and directors of charitable organizations are obligated to administer their assets responsibly, and comply with the duties of care, loyalty and obedience. Assets must be used for their intended purposes and not distributed except as provided by law.  
NPCL §§ 720(a)(1)(A); 1001(d)(3)

## SUMMARY OF PROCEDURES FOR AN ASSET DISSOLUTION

Following are the procedures to be followed by dissolving organizations. It will entail the preparation and filing of two (2) Verified Petitions.

### A. Preparation and Filing of Plan of Dissolution and Distribution of Assets and a Verified Petition to Attorney General (Step 1)

1. The Board of Directors must approve a Plan of Dissolution (“Plan”). See Appendix A for a sample plan. A quorum must be present and at least a majority of the directors must vote for dissolution. Alternatively, the Board may adopt the Plan by unanimous written consent if such a vote is not prohibited by the corporation’s certificate of incorporation or by-laws. However, if the number of directors is less than the number required for a quorum or there are fewer than three directors, the unanimous vote of all remaining directors 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 Board’s unanimous written consent, must be attached as an exhibit to the Petition.

Quick Statutory Reference Guide	
Board of directors' adoption and authorization of Plan of Dissolution	N-PCL §§ 1001(a), 1002(a) and (b)
Quorum and required vote for board approval of Plan	N-PCL §§ 1002(a)(1)(i), 707, 708 and 709
If the number of directors in office is less than the number of directors required for a quorum or there are fewer than three directors, the remaining directors' vote must be unanimous	N-PCL § 1002(a)(1)(ii)

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 the unanimous written consent of the members, is required for approval.

If the corporation has members entitled to vote, a copy of the members’ resolution, certified by the corporation’s secretary or other authorized officer, or if permitted, a copy of the members’ unanimous written consent must be attached as an exhibit to the Petition.

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. A statement to that effect must be in the Petition.

Quick Statutory Reference 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), 612, 613(c) and 614
Authorization of plan if there are no members entitled to vote	N-PCL § 1002(b)

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 Plan from such governmental agency or officer, and copies of the approvals must be attached to the Petition and to the Certificate of Dissolution. Please refer to Appendix G for a list of required approvals.

Quick Statutory Reference Guide	
Government approvals of the Plan	N-PCL §§ 404 (b) - (v) and 1002(c)

4. If the corporation holds property for any charitable purposes to be distributed to one or more charitable organizations, the corporation must secure from each such organization (a) its governing instrument, with all amendments; (b) its most recent financial report; and (c) an affidavit from a director or officer of the corporation stating its purposes and that it is currently exempt from taxation. These documents must be attached to the Plan.

**Note:** If the corporation holds property for any charitable purposes, 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 and approved by the Attorney General or a Court. If the corporation holds assets for a specific purpose as required by any gift instrument, the same restriction must be maintained by the recipient entity. The Plan must include a statement that the assets shall be distributed for the purposes required by law and, if applicable, for a specific purpose as required by any gift instrument.

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 the particular purpose.

Quick Statutory Reference Guide	
Definitions of charitable and non-charitable corporations	N-PCL § 201
Charitable corporate purposes	N-PCL § 201(b)
Distribution of assets for charitable purposes	N-PCL § 1001(d)(3).

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

Quick Statutory Reference Guide	
Agreement concerning assets to be used for a legally required purpose.	N-PCL § 1001(d)(4)

6. Prepare a Verified Petition to the Attorney General (the "Petition") for approval of the Plan.

The Petition must be verified under penalties for perjury and the following exhibits must be attached: (a) the Plan with required information concerning recipients of the assets (See 4 above), (b) copies of the Board’s resolution and, if applicable, the members’ resolution (c) copies of all required governmental approvals, (d) copies of the dissolving corporation’s Certificate of Incorporation and all amendments, (e) a copy of the corporation’s current by-laws and (f) a proposed Attorney General’s Approval. See Appendix B for a sample Petition, Appendix B-1 for a checklist of attachments to the Petition and Appendix C for a sample Attorney General Approval.

The Attorney General's office reviews each Petition for approval of a Plan to confirm that all statutory requirements have been met and to identify any additional information needed. The Attorney General's office will advise the Petitioner of any additional material required. The Attorney General's office will also advise the Petitioner of any objections to the Plan or if any individuals or entities should receive notice of the Petition. If the Attorney General objects to the plan, the petitioner may file the Petition with the court directly, and the Attorney General must be given notice of its filing as well as any other statutory and court-ordered notice.

Quick Statutory Reference Guide	
Petition to the Attorney General	N-PCL §§ 1002(d)(1) and (2)
Petition to the Supreme Court	N-PCL § 1002(d)(3)

**7-A. Submission of the Petition to the Attorney General.** Submit the Petition with all exhibits attached to the appropriate office of the Attorney General. A list of offices of the Attorney General and the counties they serve is in Appendix F.

After the Attorney General’s review is complete, if the Attorney General determines that all statutory requirements have been met and approval of the Plan is appropriate, the Attorney General will, in the case of application to the Attorney General, provide the petitioner's attorney with written confirmation in the form of an Attorney General Approval.

In certain cases, the Attorney General may decline to approve the Plan or determine that approval of the Plan by the Supreme Court is appropriate. Among the issues that the Attorney General's office deems may warrant court approval are the following:

- The Attorney General has received complaints or objections from members, creditors of the organization or other interested persons.
- The Attorney General has objections to the dissolution which have not been resolved after discussion.
- The Attorney General concludes that an Article II judicial dissolution or other judicial relief is required.

In such cases, the Attorney General will advise the Petitioner that it may submit an application to the court, on notice to the Attorney General.

**7-B Submission of the Petition to the Court.** Petitioner may submit the Petition, with all exhibits directly to the court.

The N-PCL provides that a petition to the court for an order approving a Plan should be submitted to the court on ten days' notice to the Attorney General. *However*, the Attorney General's office has found that it is more efficient if applicants submit their draft papers for court approval to the Attorney General *before* submission to the court. That procedure allows applicants to resolve concerns raised by the Attorney General *prior* to submitting the papers to the court and, in most cases, avoids the Attorney General's Office objecting to the Plan.

If the application for approval of the plan is made to the court on notice to the Attorney General and the Attorney General has no objection to the Plan, the petitioner's attorney will be provided with written confirmation by means of a "No Objection" endorsement. Such endorsement, typically stamped on the proposed order approving the Plan and signed by an identified Assistant Attorney General, will waive statutory service of the Petition since the papers have already been submitted to and reviewed by the Office of the Attorney General. The petition can then be submitted to the court and, if a hearing or other court proceeding is scheduled, the Petitioner must give notice of such proceeding to the Attorney General. In addition, a copy of the signed order must be submitted to the Attorney General.

Quick Statutory Reference Guide	
Application for Approval of the Attorney General	N-PCL § 1002(d)(2)
Application for Approval of the Supreme Court	N-PCL § 1002(d)(3)

## VERIFIED PETITION TO THE ATTORNEY GENERAL FOR APPROVAL OF CERTIFICATE OF DISSOLUTION

### B. Preparation of Petition for Approval of Certificate of Dissolution (Step 2)

1. Within two hundred seventy (270) days after the date on which the Attorney General or the Court approved the Plan, the corporation must carry out the Plan, pay its liabilities, distribute its assets and wind up its business in accordance with the Plan.

Quick Statutory Reference Guide	
Carrying out the Plan	N-PCL § 1002-a

**Please Note:** Pursuant to N-PCL § 1002-a(d), if a creditor cannot be identified or found 270 days after the Plan has been approved, any assets which would have been distributed to such creditor must be paid to the State Comptroller pursuant to the Abandoned Property Law.

2. After the corporation's assets have been fully distributed, the corporation must prepare a final financial report showing no assets or liabilities.

3. The corporation must prepare a Certificate of Dissolution. *See* the form Certificate of Dissolution on the Department of State website linked here: <https://www.dos.ny.gov/forms/corporations/1337-f.pdf>.

Quick Statutory Reference Guide	
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Contents of Certificate of Dissolution	N-PCL § 1003(a)
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4. The corporation must prepare a Verified Petition to the Attorney General for Approval of the Certificate of Dissolution (the "AG Petition"). See Appendix D for a sample Verified Petition for Approval of Certificate of Dissolution and Appendix D-1 for a checklist of required attachments to the Petition.

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

5. The corporation submits the AG Petition to the Attorney General. A copy of the Certificate of Dissolution and the corporation’s final financial report must be attached to the AG Petition. (Please see Appendix E and sample AG Petition for a description of the final reports required.) The **original** Certificate of Dissolution should be submitted in a separate Legal Back. This material should be submitted to the Attorney General's office to which the dissolving corporation submitted its prior Verified Petition. See Appendix F for the addresses and telephone numbers of the Attorney General’s offices and the counties they serve.

6. If the AG Petition and the Certificate of Dissolution are acceptable, the Attorney General will endorse the **original** Certificate of Dissolution and return it to the person who filed the dissolution papers.

7. The organization must request a *Consent to Dissolution of a Corporation* from the New York State Department of Taxation and Finance (“Tax Department”). The process and the documentation you will need depends on whether your organization has been granted tax exempt status. Some charitable organizations may not have been granted tax exempt status by NY State.

Instructions and forms for securing the Tax Department’s consent are posted at [https://www.tax.ny.gov/bus/doingbus/vol\\_dissolution.htm](https://www.tax.ny.gov/bus/doingbus/vol_dissolution.htm)

**Note** - If a dissolving corporation has done business in New York City and has incurred tax or other liabilities under the New York City Administrative Code, it will also need the consent of the Commissioner of Finance of New York City. A “Request for Consent to Dissolution” form is posted.

[https://www1.nyc.gov/assets/finance/downloads/pdf/collections/request\\_dissolution.pdf](https://www1.nyc.gov/assets/finance/downloads/pdf/collections/request_dissolution.pdf)

Quick Statutory Reference Guide	
Consent of the NYS Department of Taxation	N-PCL § 1004(a)
Consent of New York City Commissioner of Finance	N-PCL § 1004(b)

For those corporations filing outside New York City, check the requirements of your local commissioner of finance.

8. The corporation must send the **original** Certificate of Dissolution with the Consent of the NYS Department of Taxation and Finance and the consent of the NYC Commissioner of Finance, if necessary, along with a check for the appropriate filing fee (see N-PCL§ 104-A for appropriate



fee) payable to the NYS Department of State to:

NYS Department of State  
Division of Corporations  
One Commerce Plaza - 99 Washington Avenue  
Albany, New York 12231

- 9.** The Department of State will send the filer a receipt stating that the corporation's Certificate of Dissolution has been filed.
- 10.** A copy of the Department of State's filing receipt must be sent to the Attorney General.
- 11.** Once it files its final annual and financial report with the Charities Bureau (as required by the AG Petition), the corporation will no longer be required to register or file annual reports with the Charities Bureau, and its registration file will be closed.
- 12.** The corporation may need to file certain documents with the Internal Revenue Service.

**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] has considered the advisability of voluntarily dissolving the corporation and has determined that dissolution is in the best interest of the corporation.

1. (A.) The assets of the corporation and their fair market values are as follows:

*List the corporation's assets and their fair market values.*

(B.) The following assets are held as donor restricted funds.<sup>2</sup> [Add and list only if the corporation holds restricted gifts]

2. (A.) The corporation has no liabilities.

**or**

(B.) The corporation has liabilities of \$\_\_\_\_\_.

[Include a list, with reasonable certainty, of the corporation's debts and liabilities. Include any future liabilities to be accrued prior to the dissolution of the corporation, including any proposed dissolution costs such as legal, accounting and filing fees; each liability should be separately listed and include the maximum amount to be paid and the name of each payee. Actual payments of any stated liability shall not exceed any amounts stated herein, however, it is acceptable to state that if actual payment of any liability is less than amounts stated as liabilities herein, the remaining funds will be distributed to one or more of the charitable designees.]

3. The organization(s) proposed to receive the corporation's assets [is/are] a charitable organization(s) engaged in activities substantially similar to the corporation's activities and consistent with any specific dissolution requirement specified in the corporation's Certificate of Incorporation.

For each organization proposed in this Plan to receive the assets, the following documents are attached as Exhibit\_\_\_\_:

- X the certificate of incorporation, with all amendments;
- X most recent financial report; and
- X an affidavit from a director or officer stating the purposes of the organization, that it is currently exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code, that it is up to date in its registration and annual financial filings with the Charities Bureau or is exempt from registration with the Charities Bureau, and if restricted assets are being transferred, a statement that those assets will be

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<sup>2</sup> Such restricted assets shall not be subject to the general liabilities of the corporation.

held in accordance with the restrictions.

4. (A.) In addition to Attorney General approval, the following governmental approvals of this Plan are required and copies of the approvals will be attached to the Verified Petition submitted to the Attorney General.

*List governmental approvals*

**or**

(B.) Other than the approval of the Attorney General, no governmental approvals of this Plan are required.

5. Within two hundred seventy days after the date on which the Attorney General approves the Plan, the corporation shall carry it out. After the Plan is carried out, a Certificate of Dissolution shall be signed by an authorized director or officer and all required approvals shall be attached thereto.

---

(Name of Officer and Title)

---

(Date)

**APPENDIX B – SAMPLE VERIFIED PETITION FOR ATTORNEY GENERAL APPROVAL OF THE PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS**

ATTORNEY GENERAL  
 [Address of the Attorney General]

COUNTY OF \_\_\_\_\_  
 -----X

In the Matter of the Application of \_\_\_\_\_ :  
 [Name of Corporation]

For Approval of Plan of Dissolution and Distribution of Assets pursuant to Section 1002 of the Not-for-Profit Corporation Law : VERIFIED PETITION  
 : AG# \_\_\_\_\_<sup>3</sup>

-----X  
 TO: THE ATTORNEY GENERAL OF THE STATE OF NEW YORK

COUNTY OF \_\_\_\_\_

Petitioner, [Name of Corporation] by the undersigned officer/director of the corporation for its Verified Petition herein respectfully alleges:

1. [Name of Corporation], whose principal office is located in the county of [Name of County], was incorporated pursuant to New York’s Not-for-Profit Corporation Law on [Date of Incorporation]. A copy of the Certificate of Incorporation, any amendments thereto, and the complete and current By-laws are attached as Exhibit \_\_\_\_.<sup>4</sup>

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 set forth in its Certificate of Incorporation [or relevant amendment] at paragraph \_\_\_\_ thereof and are as follows:

*[description of purposes]*

4. The corporation is a [charitable] [non-charitable] corporation.

5. The corporation plans to dissolve and distribute its assets and pay its liabilities in accordance with the Plan of Dissolution and Distribution of Assets attached hereto as Exhibit \_\_\_\_ (the “Plan”).

<sup>3</sup> When your Petition is approved, the office of the Attorney General will assign an approval number that must be placed on all subsequent submissions. Do not insert your file # here.

<sup>4</sup> Please check the Department of State website to confirm that your stated date of incorporation is consistent with their records.

6. The corporation is dissolving because [add a brief explanation of reasons for dissolution]. [Please also note here if the corporation is aware of any ongoing or completed audit or inquiry by the IRS in the past three years or if the corporation paid any excise taxes or disclosed an excess benefit transaction or diversion of assets on its information returns to the IRS.]

7. (A.) The Board of Directors met at a duly called meeting on proper notice on [date] at which a quorum of \_\_\_\_ directors out of \_\_\_\_ total directors was present, and [unanimously approved] [approved by \_\_\_\_ votes in favor \_\_\_\_ votes against] adoption of the Plan, and authorized the filing of a Certificate of Dissolution. Such resolutions certified by the Secretary or other duly authorized officer are attached hereto as Exhibit \_\_\_\_.

**or**

(B.) [The Board of Directors by unanimous written consent] [The sole remaining director by written consent] dated \_\_\_\_\_ approved resolutions adopting the Plan, and authorizing the filing of a Certificate of Dissolution. Such written consent is attached hereto as Exhibit \_\_\_\_.

8. (A.)(i). [Include one of these paragraphs only if the corporation has members with voting rights]. After the Board of Directors approved the Plan, the members received and reviewed the Plan and adopted a resolution approving the Plan at a duly called meeting on proper notice on [state date] at which a quorum of \_\_\_\_ members was present [by at least a two-thirds majority consisting of \_\_\_\_ members out of a total of \_\_\_\_ votes, in favor **or** unanimous vote]. Such resolution, certified by the Secretary or other duly authorized officer, is attached hereto as Exhibit \_\_\_\_.

**or**

(ii). After the Board of Directors approved the Plan, the members received and reviewed it and by unanimous written consent voted in favor of adoption of the Plan. Such unanimous written consent is attached hereto as Exhibit \_\_\_\_.

**or**

(B.) The corporation does not have any members.

9. (A.) Copies of any required governmental approvals of the Plan are attached hereto as Exhibit \_\_\_\_.

**or**

(B.) Other than the approval of the Attorney General, no other governmental approvals of the Plan are required.

10. (A.) The corporation is registered with the Charities Bureau of the Office of the Attorney General and its registration number is: \_\_\_\_\_. The corporation is up to date with

its filings and most recently filed its annual report with the Charities Bureau for its fiscal year ended \_\_\_\_\_.

**or**

(B.) The corporation is registered with the Charities Bureau of the office of the Attorney General and its registration number is: \_\_\_\_\_. The corporation is not up to date with its filings and the delinquent annual reports for the fiscal years \_\_\_\_\_ are attached hereto as Exhibit \_\_\_\_\_.

**or**

(C.) The corporation is exempt from registration with the Charities Bureau pursuant to \_\_\_\_\_ and a summary annual financial report showing the last six fiscal years of financial information of the corporation is attached hereto as Exhibit \_\_\_\_\_. [See sample summary financial report on last page of this Guidance.]

11. (A.) No previous application for approval of the Plan has been made.

**or**

(B.) An application was previously made for approval of the Plan under the following circumstances and with the following resolution/determination:

WHEREFORE, Petitioner requests that the Attorney General approve 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  
Phone #:  
Email address:

\_\_\_\_\_  
(Name of Signatory and Title)

**Verification and Certification**

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. I make this verification and certification at the direction of its Board of Directors. I have read the foregoing Petition and (i) I 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, and (ii) I hereby certify under penalties of perjury that the Plan was duly authorized and adopted by the Board of Directors [and by the corporation’s members.]

\_\_\_\_\_  
Signature

Sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Notary Public

**APPENDIX B-1**

**CHECKLIST OF DOCUMENTS  
FOR PETITION TO THE ATTORNEY GENERAL FOR APPROVAL OF A  
PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS (Step 1)**

The following forms and documents constitute an application for approval of the Plan:

\_\_\_ Verified Petition to the Attorney General or the Court for Approval of Plan of Dissolution and Distribution of Assets;

\_\_\_ Attachments to Verified Petition

- Plan of Dissolution with the following documents concerning all recipients of the corporation's assets; recipients' Certificates of Incorporation and all amendments, latest financial reports and an affidavit confirming their purposes and tax status. See page 4.
- Copies of the board's resolution or unanimous written consent and, if applicable, the members' resolutions or unanimous written consent approving the Plan of Dissolution.
- Copies of the dissolving corporation's Certificate of Incorporation, together with all amendments and the current by-laws.
- Other than the Attorney General approval, all required governmental approvals.
- Proposed Attorney General Approval
- Copies of any delinquent annual reports that should have been filed with the Charities Bureau.

Please submit this checklist, signed by the Petitioner, with the Verified Petition.



**APPENDIX C – SAMPLE APPROVAL OF THE ATTORNEY GENERAL**

-----X

In the Matter of the Application of  
(Name of Corporation) for

APPROVAL OF A PLAN OF DISSOLUTION  
AND DISTRIBUTION OF ASSETS

ATTORNEY GENERAL'S  
APPROVAL OF  
PLAN OF DISSOLUTION  
AND DISTRIBUTION  
OF ASSETS

pursuant to Section 1002 of  
the Not-for-Profit Corporation Law

OAG No.:

-----X

1. By Petition verified on     (Date)    , (Name of Corporation) applied to the Attorney General pursuant to section 1002 of the Not-for-Profit Corporation Law for approval of a Plan of Dissolution and Distribution of Assets.
2. Based on a review of the Petition and its attachments, and the verification and certification of (Name of Verifier) of (Name of the Corporation), the Attorney General has determined that the corporation has complied with the provisions of section 1002 of the Not-for-Profit Corporation Law applicable to the dissolution of not-for-profit corporations with assets.
3. The Plan of Dissolution and Distribution of Assets is approved.

Eric T. Schneiderman  
Attorney General of the State of New York

By: \_\_\_\_\_  
Assistant Attorney General

Dated \_\_\_\_\_

**APPENDIX D – SAMPLE VERIFIED PETITION TO THE ATTORNEY GENERAL FOR APPROVAL OF CERTIFICATE OF DISSOLUTION (after assets have been distributed)**

Attorney General of the State of New York  
 (Address of the Attorney General)

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

Petitioner, [Name of Corporation] (the “corporation”), a New York charitable corporation, by the undersigned officer/director of the corporation for its Verified Petition alleges:

1. On \_\_\_\_\_, 20 \_\_\_\_, the Attorney General of the State of New York approved the corporation’s Plan of Dissolution and Distribution of Assets (the “Plan”).
2. The corporation has now carried out its Plan and seeks approval to file a Certificate of Dissolution with the Department of State of the State of New York. The corporation’s proposed Certificate of Dissolution signed by an officer of the corporation is attached hereto with a copy of the Attorney General Approval approving the Plan attached.<sup>5</sup>
3. All statements made by the corporation in the Verified Petition dated [date] and verified and certified by [name/title] of the corporation regarding approval of the Plan, continue to be true and correct as of the date hereof and are incorporated herein by reference.
4. The corporation has carried out the Plan and provides below a final report showing distribution of each asset and payment of each liability as provided for in the Plan:

(i) Distribution of Assets:  
 Amount: Grantee:  
 [ ]  
 [ ]

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<sup>5</sup> The Attorney General accepts completed Certificates of Dissolution that use the interactive Certificate of Dissolution form on the New York Department of State Website. LINK <https://www.dos.ny.gov/forms/corporations/1561-f.pdf> Please note that in paragraph eighth, there are four possible boxes but only the first box would typically be applicable for a corporation that, as in this sample petition, had assets and is filing a Certificate of Dissolution after having obtained Attorney General approval of a plan of dissolution.

(ii) Payment of Liabilities:

Amount:

Payee:

[ ]

[ ]

5. The corporation has no assets or liabilities as of the date hereof.
6. The corporation has filed a final financial report on form CHAR500, with all required attachments, with the Charities Bureau showing no assets or liabilities and attached the appropriate filing fee, if required.

**or**

The corporation is submitting herewith as Exhibit \_\_\_\_ a final financial report on form CHAR500, with all required attachments, with the Charities Bureau showing no assets or liabilities and attaching the appropriate filing fee.

**or**

The corporation acknowledges its obligation to file a final financial report on form CHAR500, with all required attachments, with the Charities Bureau showing no assets or liabilities and is submitting herewith as Exhibit \_\_\_\_ such draft. The corporation gives its assurance that (i) the final financial report shall be the same in all material respects to that which is attached hereto and (ii) the corporation shall duly file its final CHAR500 report with all required attachments with the Charities Bureau.

**or**

The corporation is not required to file a final financial report with the Charities Bureau because the organization is exempt from registration with the Charities Bureau.

7. (A.) Other than the approval of the Attorney General, no approval of the Certificate of Dissolution is required by any governmental body or officer.

**or**

(B.) The required approvals of governmental agencies or officers are set forth in the Plan and attached to the Certificate of Dissolution.

8. There has been no previous application for approval of the Certificate of Dissolution.

**or**

An application was previously made for approval of the Certificate of Dissolution under the following circumstances and with the following resolution/determination:

WHEREFORE, petitioner requests that the Attorney General approve the Certificate of Dissolution of (Name of Corporation), a charitable 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)  
Phone #:  
Email address:



## **APPENDIX D-1**

### **CHECKLIST OF DOCUMENTS FOR PETITION FOR APPROVAL OF CERTIFICATE OF DISSOLUTION (Step 2)**

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

\_\_\_ Verified Petition to the Attorney General for Approval of the Certificate of Dissolution.

\_\_\_ Attachments to the Verified Petition:

- Final Financial Report
- Certificate of Dissolution with the following attachments:
  - Copies of all required government approvals
  - Attorney General's Approval of Step 1 (Approval of the Plan)
  - Legal Back

## **APPENDIX E - REGISTRATION REQUIREMENTS AND FINAL REPORTS**

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.ag.ny.gov>**.

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 three 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\* 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. No filing fees are required to accompany such reports.

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\* A sample financial report format for such entities is provided on the following page.

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.

Year ended 

/ /	/ /	/ /	/ /	/ /	/ /
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**STATEMENT OF REVENUES  
& EXPENSES**

1	Beginning cash balance					
2	Contributions received					
3	Investment income (interest, dividends)					
4	Rental income					
5	Gains/(losses) from sale of securities					
6	Net proceeds from sale of other assets					
7	Other income (itemize)					
8	Total income (add lines 1-7)					
9	Salaries					
10	Legal fees					
11	Accounting fees					
12	Other expenses of dissolution					
13	Occupancy/Rent					
14	Contributions paid (itemize)					
15	Other expenses: (itemize)					
16	Total expenses (add lines 9-15)					
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 - 21)					



**Offices of the New York State Attorney General  
and the counties covered by each:**

**ALBANY -**

Charities Bureau  
The Capitol  
Albany, NY 12224-0341  
518-776-2160

Counties: Albany, Columbia, Fulton, Greene,  
Hamilton, Montgomery, Rensselaer, Saratoga,  
Schenectady, Schoharie, Warren and Washington  
(note: Sullivan and Ulster for  
trusts and estates matters only)

**BINGHAMTON REGIONAL OFFICE**

44 Hawley Street, 17th Floor  
Binghamton, NY 13901-4433  
607-251-2770  
Counties: Broome, Chemung, Chenango, Delaware,  
Otsego, Schuyler, Tioga and Tompkins

**BUFFALO REGIONAL OFFICE**

Main Place Tower - Suite 300A  
Buffalo, NY 14202  
716-853-8400  
Counties: Allegheny, Cattaraugus, Chautauqua, Erie,  
Genesee, Niagara, Orleans and Wyoming

**NASSAU REGIONAL OFFICE**

200 Old Country Road, Suite 240  
Mineola, NY 11501-4241  
516-248-3302  
Counties: Nassau (note: trusts and estates matters are  
handled by NYC)

**NEW YORK CITY**

Charities Bureau  
Transactions Section  
28 Liberty Street  
New York, NY 10005  
212-416-8401  
Counties: Bronx, Kings, New York, Queens and  
Richmond (note: NYC also handles Dutchess,  
Nassau, Orange, Putnam, Rockland, Suffolk and  
Westchester – trusts and estates matters only)

**PLATTSBURGH REGIONAL OFFICE**

70 Clinton Street - Suite 700  
Plattsburgh, NY 12901-2818  
518-562-3288  
Counties: Clinton, Essex and Franklin

**POUGHKEEPSIE REGIONAL OFFICE**

One Civic Center Plaza - Suite 401  
Poughkeepsie, NY 12601-3157  
845-485-3900  
Counties: Dutchess, Orange, Sullivan and Ulster  
(note: Dutchess and Orange County trusts and estates  
matters are handled by NYC; Sullivan and Ulster  
County trusts and estates matters are handled by  
Albany)

**ROCHESTER REGIONAL OFFICE**

144 Exchange Boulevard  
Rochester, NY 14614-2176  
716-546-7430  
Counties: Livingston, Monroe, Ontario, Seneca,  
Steuben, Wayne and Yates

**SUFFOLK REGIONAL OFFICE**

300 Motor Parkway  
Hauppauge, NY 11788-5127  
631-231-2424  
Counties: Suffolk (note: trusts and estates matters are  
handled by NYC)

**SYRACUSE REGIONAL OFFICE**

615 Erie Blvd. West, Suite 102  
Syracuse, NY 13204  
315-448-4800  
Counties: Cayuga, Cortland, Madison, Onondaga and  
Oswego

**UTICA REGIONAL OFFICE**

207 Genesee Street, Room 508  
Utica, NY 13501-2812  
315-864-2000  
Counties: Herkimer and Oneida

**WATERTOWN REGIONAL OFFICE**

Dulles State Office Building  
317 Washington Street  
Watertown, NY 13601-3744  
315-523-6080  
Counties: Jefferson, Lewis and St. Lawrence

**WESTCHESTER REGIONAL OFFICE**

44 South Broadway  
White Plains, NY 10601  
914-422-8755  
Counties: Putnam, Rockland and Westchester (note:  
trusts and estates matters are handled by NYC)

**APPENDIX G – LIST OF GOVERNMENTAL APPROVALS**

<b>Section of NPCL</b>	<b>Organizational Purpose</b>	<b>When is consent required?</b>	<b>Which State Agency?</b>
404(b)(1)	Destitute children, adult care facility, residential program for youth, unmarried mothers	Pre filing	Department of Health
404(b)(2)	Child day care center	Post filing	Office of Children and Family Services
404(c)	Hospital Service, health service of medical/dental expense indemnity plan	Pre filing	Department of Health
404(d) <sup>1</sup>	Operation of a school, college or university, museum or library	Pre filing	NYS Education Department
404(d)	Any other corporation whose purposes might be chartered by the Regents	Post filing	NYS Education Department
404(e)	Cemetery Corporation	Pre filing	NYS Cemetery Board
404(f)	Fire Corporations	Pre filing	Village, Town or City Board
404(g)	Prevention of cruelty to animals	Pre filing unless dispensed with	American Society for the Prevention of Cruelty to Animals
404(h)	YMCAs	Pre filing	National YMCA
404(i)	Support of armed forces in USA or foreign country	Pre filing	
404(j)	Labor Unions	Pre filing	Industrial Board of Appeals
404(k)	Savings bank or life insurance	Pre filing	Superintendent of Banks
404(l)	Licensed insurance agents or brokers or underwriters	Pre filing	Superintendent of Insurance
404(m)	Political Parties	Pre filing	County Committee of said Party
404(n)	American Legions	Pre filing	Dept. of NY American Legion
404(o)	Hospital Corporations	Pre filing	Public Health and Health Planning Council
404(p)	Medical Corporation	Pre filing	DOH and Public Health
404(q)	Mental Health Facility	Pre filing	Commissioner of Mental Health
404(r)	Health Maintenance Organization	Pre filing	DOH
404(t)	Facility providing health related services	Pre filing	Public Health and Health Planning Council
404(u)	Substance Abuse Programs	Pre filing	Office of Alcoholism and Substance Abuse Services
404(v)	Non-profit property/casualty insurance	Pre filing	Superintendent of Insurance

<sup>1</sup>404(d) has two parts as noted: actual educational organization such as school, library, museum or college there require “pre filing” all others require post filing. All post filings are done within 30 days.