



**BUSINESS/PROFESSIONAL/FARM CORPORATION**  
**ARTICLES OF DISSOLUTION**  
 SECRETARY OF STATE  
 SFN 13005 (06-2006)

FOR OFFICE USE ONLY

ID#:	
WO#:	
Filed:	By:

**1. FILING FEE \$20.00**

For reference, see N.D.C.C., Sections 10-19.1-109 through 10-19.1-113.1.

**TYPE OR PRINT LEGIBLY**

**SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS.**

2. The name of the corporation:	3. Federal ID #:
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4. The dissolution shall be effective:

When Articles of Dissolution are filed with the Secretary of State.

Later on \_\_\_\_\_.

(month, day, year)

5. The undersigned states:

"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 among its shareholders 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 \_\_\_\_\_. 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 10-19.1-110, 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 among its shareholders 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. "The undersigned, a person authorized by the corporation to sign the Articles of Dissolution, has read the foregoing articles, knows the contents thereof, and believes the statements made thereon to be true."

\_\_\_\_\_

(Signature) \_\_\_\_\_  
(Date)

7. Name of person to contact about this dissolution	E-Mail Address	Daytime Telephone #
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## INSTRUCTIONS FOR BUSINESS/PROFESSIONAL/FARM CORPORATION ARTICLES OF DISSOLUTION

A corporation may be dissolved by the shareholders when authorized in the manner set forth in North Dakota Century Code Sections 10-19.1-107 through 10-19.1-113.1. 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 creditor 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 a notice of 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 notice of Intent to Dissolve with the Secretary of State. (See N.D.C.C., Section 10-19.1-110.1)

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

- 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 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 proceeding.

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

- At least 90 days have elapsed since notice was given to creditors and claimants.
- 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 front of this form.

1. **FILING FEE:** The filing fee is \$20.00. (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payments may also be made by credit card, Visa, Master Card or Discover.)
2. Provide the corporate name exactly as currently provided in the Articles of Incorporation filed with the Secretary of State. Pay attention to punctuation and abbreviations. If the name in number 2 is not the same as registered, the name will be corrected when received by the Secretary of State.
3. To properly maintain corporate records, the Federal ID number is required if the corporation has one.

**Privacy:** In compliance with N.D.C.C., Section 10-19.1-149.1, 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.

