

**Instructions for completing Form CD 400
(Articles of Dissolution of Non-Commenced Profit Corporation)**

Important – Please Read. Dissolution is a complex process. A profit corporation that has not commenced business or has not issued shares may use form CD 400 to dissolve. Use of this form is optional. Articles of dissolution may be drafted pursuant to O.C.G.A. 14-2-1401. Form CD 400 is not intended to replace competent legal counsel. Secretary of State staff is not authorized to provide legal counsel or explain the steps necessary to successfully dissolve a corporation or to complete these forms. Filers are strongly urged to obtain professional legal, tax, and/or business advice to assure the filer's goals and intentions are met, that requirements of the law are satisfied, and that shareholders, officers and directors are protected even after the dissolution.

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|---------------|---|--|
| Article One | Name of the corporation
Control number | Provide the name of the corporation.
Provide the control number of the corporation. |
| Article Two | Date of incorporation | Provide the date of incorporation. |
| Article Three | Statement that the corporation has not issued shares or has not commenced business. One of these provisions must be present in order to use this form. | |
| Article Four | Statement that no debt of the corporation remains unpaid. All debts of the corporation must be paid in order to use this form. | |
| Article Five | Statement that the corporation's assets remaining after winding up have been distributed to the shareholders, if shares were issued. | |
| Article Six | Filer may choose only one of the proffered options indicating the method of authorization of the dissolution. | |
| Article Seven | Check the appropriate statement regarding the effective date and time of the document. If the document is to be effective on the date of filing, check the first statement. If the document is to become effective later than the date of filing, check the second statement and enter the effective date and time in the space provided. Please be advised that the delayed effective date may not be later than 90 days after the filing date of the document. | |
| Signature | The articles of dissolution must be signed by either an incorporator, the chairperson of the board of directors, an officer, a receiver, trustee or fiduciary if one has been appointed by a court, or an attorney in fact. The signer must state the capacity in which he or she is signing. Print the legal name* of the signer. | |

There is a \$10.00 service charge for filing articles of dissolution by paper. Please mail the completed form and payment to: **Corporations Division, 2 Martin Luther King Jr. Dr. SE, Suite 313 West Tower, Atlanta, Georgia 30334.** There is no fee or service charge for filing articles of dissolution online at <https://ecorp.sos.ga.gov/>.

* Legal name is an individual's first and last name without use of initials or nicknames. Middle names or initials may be included.



Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

2 Martin Luther King Jr. Dr. SE
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Atlanta, Georgia 30334
(404) 656-2817
sos.georgia.gov/corporations

Articles of Dissolution

Article One

The name of the corporation is: _____.

The control number is: _____.

Article Two

The date of incorporation was: _____.

Article Three

(Choose one statement only)

- None of the corporation's shares has been issued.
 The corporation has not commenced business.

Article Four

No debt of the corporation remains unpaid.

Article Five

The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

Article Six

(Choose one statement only)

- A majority of the incorporators authorized the dissolution.
 A majority of the initial directors authorized the dissolution.

Article Seven

(Check, and if applicable complete, one of the following)

- The articles of dissolution shall be effective upon the filing with the Secretary of State.
 The articles of dissolution shall be effective on: _____ at _____.
(Date) (Time)

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on

(Date)

Signature

Print Name*

Capacity (choose one option only): Incorporator Officer Attorney In Fact
 Court-Appointed Fiduciary Chairperson of Board of Directors

Email Address: _____

* Enter individual's legal name, i.e. first and last name without use of initials or nicknames. Middle names or initials may be included.