

Instructions for completing Form CD 412 (Articles of Dissolution of Profit Corporation)

Important – Please Read. Dissolution is a complex process. A corporation that has issued shares and commenced business may dissolve by filing a Notice of Intent to Dissolve pursuant to O.C.G.A. 14-2-1403 and Articles of Dissolution pursuant to O.C.G.A. 14-2-1408. Form CD 410 and CD 412 may be used for this purpose. However, use of these forms is optional. Articles of dissolution may be drafted pursuant to O.C.G.A. 14-2-1408. Forms CD 410 and CD 412 are 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. It is for this reason 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.

Article One	Name of the corporation Control number	Provide the name of the corporation. Provide the control number of the corporation.
Article Two	Date Notice of Intent filed	Provide the date on which the notice of intent was filed with the Secretary of State. If the notice of intent and articles of dissolution are filed simultaneously provide date documents are <i>actually</i> submitted to Secretary of State.
Article Three	Filer must provide a statement that the Notice of Intent to Dissolve has not been revoked.	
Article Four	Filer must choose one of the statements: (1) All debts, obligations and liabilities of the corporation have been paid and discharged; or (2) adequate provision made for their disposition.	
Article Five	Filer must choose one of the statements addressing the disposition of corporation's assets. Adequate disposition of corporation's assets must be made according to shareholders rights and interests.	
Article Six	There must be no actions pending against the corporation prior to its dissolution, or adequate disposition must be made to satisfy any judgment, order or decree that may be pending against the corporation. Filer must choose one of the statements.	
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 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
Suite 313 West Tower
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 on which the Notice of Intent to Dissolve was filed with the Secretary of State was: _____.

Article Three

The Notice of Intent to Dissolve has not been revoked.

Article Four

(Choose one statement only)

- All known debts, liabilities, and obligations of the corporation have been paid and discharged.
- Adequate provisions of the debts, liabilities, and obligations of the corporation have been made therefor.

Article Five

(Choose one statement only)

- All remaining property and assets of the corporation have been distributed to its shareholders in accordance with their respective rights and privileges.
- Adequate provision of all remaining property and assets of the corporation have been made therefor.
- All remaining property and assets of the corporation have been deposited with the Office of the State Treasurer as provided in Code Section 14-2-1440.

Article Six

(Choose one statement only)

- There are no actions pending against the corporation in any court.
- Adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending action.

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): Chairperson of Board of Directors Officer
 Court-Appointed Fiduciary Attorney In Fact

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.