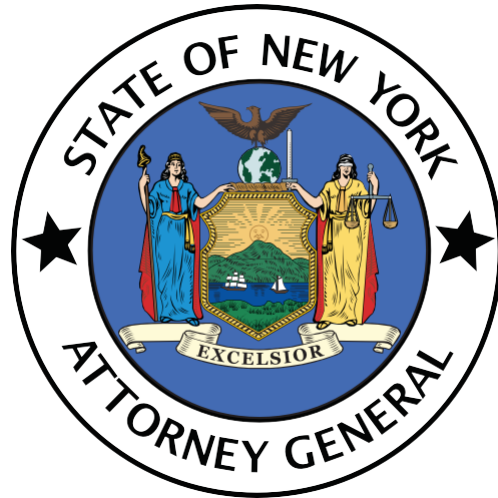


Voluntary dissolution of not-for-profit corporations with assets



Office of the New York State Attorney General
Charities Bureau
28 Liberty Street
New York NY 10005
212-416-8401

www.ag.ny.gov

Voluntary dissolution of not-for-profit corporations with assets
Office of the New York State Attorney General (OAG)
Charities Bureau
Guidance Document

Issue date: 2018

Revised: January 2024

Table of contents

Voluntary dissolution of not-for-profit corporations with assets.....	2
Getting started: Checklist for petitions.....	2
Checklist of documents for petition for approval of certificate of dissolution (step 2)	3
Introduction	3
About reporting requirements.....	5
Summary of procedures for asset dissolution	5
Step 1: Prepare and file a plan of dissolution and distribution of assets with a verified petition to the Attorney General	5
Step 2: Prepare and file a verified petition to the Attorney General for approval of certificate of dissolution.....	9
Appendix A: Sample plan of dissolution and distribution of assets.....	12
Appendix B: Sample verified petition for Attorney General approval of the plan of dissolution and distribution of assets.....	14
Verification and certification	17
Appendix B-1: Sample verified petition for court approval of plan of dissolution and distribution of assets.....	18
Verification and certification	21
Appendix C: Sample approval of the Attorney General.....	22
Appendix C-1: Sample approval of the court.....	23
Appendix D: Sample verified petition to the Attorney General for approval of certificate of dissolution (after assets have been distributed)	24
Appendix E: Sample financial report for dissolving entities not otherwise required to file annual reports.....	27
Appendix F: OAG offices and the counties they cover	28
Appendix G: List of governmental approvals.....	29

Voluntary dissolution of not-for-profit corporations with assets

Getting started: Checklist for petitions

The Charities Bureau of the Office of the New York State Attorney General (OAG) has prepared the following checklist to help petitioners prepare their documents for submission to the Attorney General or to the supreme court on notice to the Attorney General. The dissolution of a charitable not-for-profit corporations with assets to distribute is a two-step process. The first step is a petition for approval of a plan of dissolution and distribution of assets. The second step is a petition for approval of a certificate of dissolution after the **approved** plan has been fully carried out. Checklists and instructions for both steps are included below.

Checklist of documents for petition to the Attorney General for approval of plan of dissolution and distribution of assets (step 1)

You must submit the following forms and documents:

- Verified petition to the Attorney General, or to 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 and latest financial reports, and an affidavit confirming their purposes and tax status (see pages 12-13)
 - Copies of the dissolving corporation's 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 current bylaws
 - All required governmental approvals other than Attorney General approval
 - Proposed Attorney General approval
 - Copies of any delinquent annual reports that should have been filed with the Charities Bureau

- Copy of current financial report that covers the period from the last filed annual report or 990 through the date of the petition
- Cover letter including contact information for responsible individual connected with the petitioner, including phone number and email address

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)
- Cover letter that includes contact information, including phone number and email address, for individual connected with the petitioner

Introduction

This guidance is designed to assist New York state **charitable** not-for-profit corporations **that have assets** and are planning to dissolve voluntarily, pursuant to Article 10 of the Not-for-Profit Corporations Law (N-PCL).

If your organization does **not** have assets at the time of dissolution, please consult our other document, “Voluntary dissolution of not-for-profit corporations with no assets to distribute,” at https://ag.ny.gov/sites/default/files/regulatory-documents/dissolution_without_assets.pdf

If your corporation is **insolvent**, or if its assets are insufficient to liquidate its debts and liabilities in full, you must bring a judicial dissolution proceeding in supreme court pursuant to Article 11 of N-PCL. In such circumstances, you are legally required to provide notice to creditors and the Attorney General (N-PCL §§ 1102(a)(1)(A), 1103(b) and 1104(c)).

We have included instructions and sample forms for the two required steps in the process which are as follows:

1. Preparation and filing a petition to the Attorney General for approval of a plan of dissolution and distribution of assets (see Appendix F for a list of OAG offices where documents must be sent). Commonly referred to as “Step 1” of the dissolution process.

2. Preparation and filing a petition to the Attorney General for approval of a certificate of dissolution. Commonly referred to as “Step 2” of the dissolution process.

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

For this guidance and other information of interest to not-for-profit corporations, visit the Attorney General’s site at <https://ag.ny.gov/resources/individuals/charities-nonprofits>.

If your corporation is located in the following counties, email your petition to filing.transactions@ag.ny.gov:

- Albany
- Bronx
- Columbia
- Fulton
- Greene
- Hamilton
- Kings
- Montgomery
- New York
- Queens
- Rensselaer
- Richmond
- Saratoga
- Schenectady
- Schoharie
- Warren
- Washington

If you are submitting a petition to an OAG Regional Office, submit the petition directly to the Regional Office that serves the relevant county. These offices and the counties they serve are listed in Appendix F and at <https://www.ag.ny.gov/regional-office-contact-information>. If you have questions, email us at Questions.Transactions@ag.ny.gov.

Note: According to the N-PCL, a not-for-profit corporation that has assets at the time of its dissolution has the option of submitting its petition to either the Attorney General or to the court on notice to the Attorney General. N-PCL also provides that, at any time, including if the Attorney General does not approve a petition or 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.

About reporting requirements

If your corporation is required to be registered with OAG's Charities Bureau pursuant to Article 8 of the Estates, Powers and Trusts Law or Article 7-A of the Executive Law, you must comply with the applicable registration and annual financial reporting requirements prior to dissolution¹ (for full text of the laws, visit <https://ag.ny.gov/resources/organizations/charities-nonprofits-fundraisers/regulations-statutes>.)

If your corporation is subject to the registration and reporting requirements of section 8-1.4 of the Estates, Powers and Trusts Law or Article 7-A of the Executive Law, **but has failed to comply**, you must do all of the following:

- register
- file annual financial reports (e.g., Attorney General's Form CHAR500 with federal form 990) for the last three years
- pay all required filing fees

If your corporation is subject to the registration and reporting requirements of section 8-1.4 of the Estates, Powers and Trusts Law or Article 7-A of the Executive Law, **but has been exempt from filing annual financial reports**, or **if it is not subject to the registration and reporting requirements**:

- You must submit a summary annual report for the last six years.
- You are not required to pay a filing fee.

See Appendix E, for a description of the financial reports that must be filed with the OAG's Charities Bureau.

Note: Your application to the Attorney General **must include** a valid address, phone number, and email for an individual connected with the petitioner. Without this information we cannot process the application.

Summary of procedures for asset dissolution

Your organization must follow two steps to dissolve. Each step includes the preparation and filing of a verified petition:

- A plan of dissolution and distribution of assets and a verified petition for approval of the plan (see pages 12-17)
- A verified petition for approval of the certificate of dissolution (see pages 24-26)

Step 1: Prepare and file a plan of dissolution and distribution of assets with a verified petition to the Attorney General

1. The board of directors must approve a plan of dissolution (a **plan**; see Appendix A for a

¹ The officers and directors of charitable corporations are obligated to administer their assets responsibly, and to 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 (N-PCL §§ 720(a)(1)(A); 1001(d)(3)).

sample plan). A quorum must be present and at least a majority of the directors must vote for dissolution, unless the corporation’s certificate of incorporation or bylaws do not prohibit a unanimous consent in writing. However, if there are fewer than three directors, or if there are insufficient directors present for a quorum, all remaining directors must vote unanimously to dissolve. You must attach to the petition, a copy of the resolution, certified by the corporation’s secretary or other authorized officer, indicating approval of the plan or indicating the board’s unanimous written consent. Attach this copy of the resolution as an exhibit.

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
Requirement for unanimous vote of remaining directors, if the board has fewer than three directors total, or if there are not enough directors present to constitute a quorum	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 of approval. A quorum of members must be present at a meeting and at least two-thirds of those members must vote to dissolve, or the members must vote unanimously in writing to dissolve. Attach to the petition, as an exhibit, a copy of the members’ resolution, certified by the corporation’s secretary or other authorized officer, or a copy of the members’ unanimous written consent, if this is permitted by the corporation’s bylaws. **Note:** A corporation’s members are entitled to vote on the plan if the corporation’s certificate of incorporation or bylaws include membership rights, such as the right to elect the board of directors.

If the organization has no voting members, i.e., has no members who elect the board of directors, the plan is authorized upon adoption by the board. Include a statement to that effect in the petition.

Quick statutory reference guide	
Membership rights	N-PCL § 103(a)(9)
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, officer or organization was required for the formation of the corporation, you must secure written approval of all of those agencies, officers, or organizations. Attach copies of each approval to the petition and to the

certificate of dissolution. Appendix G contains a list of required approvals.

Quick statutory reference guide	
Approvals of the plan	N-PCL §§ 404 (b)-(v) and 1002(c)

4. If the dissolving corporation holds property for any charitable purposes that will be distributed to one or more charitable organizations, secure all of the following from each recipient organization and attach them to the plan:

- its governing document and all amendments to that document
- its most recent financial report
- an affidavit from a director or officer of the recipient charitable corporation(s) stating its purposes and that it is currently exempt from taxation

Note: If the dissolving corporation holds property for any charitable purposes, the law requires the assets of the corporation to be distributed to a charitable organization or organizations that are exempt from taxation pursuant to federal and state laws and engaged in activities substantially similar to those of the dissolving corporation. Approval of the Attorney General or a court is required for those organizations to receive assets of the dissolving corporation. If the corporation holds assets for a specific purpose as required by any gift instrument, the receiving entity must maintain the same restriction. The plan must include a statement that the assets will 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. Attach the gift instrument, 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 noncharitable corporations	N-PCL § 201
Charitable corporate purposes	N-PCL § 201(b)
Agreement concerning assets to be used for a legally required purpose	N-PCL § 1001(d)(4)

5. Prepare a verified petition to the Attorney General (the **petition**) for approval of the plan. The petition must satisfy the requirements of Article 10 of N-PCL. It must also include a statement that the assets of the dissolving corporation are to be distributed to a charitable organization or organizations that are exempt from taxation pursuant to federal and state laws and engaged in activities substantially similar to those of the dissolving corporation. Those activities must meet the standard for cy pres, which means not only should the mission of your organization be the same or similar to the recipient organization, the recipient should also perform or provide the same or similar programs or services. The petition must be verified under the penalties for perjury. Attach all of the following exhibits (this repeats the checklist on pages 2-3):

- the plan with required information concerning recipients of the assets (see paragraph 4 on page 7 above, “Step 1: Prepare and file a plan of dissolution and distribution of assets with a verified petition to the Attorney General”)
- copies of the board’s resolution and, if applicable, the members’ resolution
- copies of all required governmental approvals
- copies of the dissolving corporation’s certificate of incorporation and all amendments
- copy of the corporation’s current bylaws
- financial statement covering the period from the date of the corporation’s most recently filed IRS Form 990 through the date of the petition
- proposed Attorney General’s approval

For guidance, see:

- sample petition – Appendix B
- checklist of exhibits to attach – pages 2-3
- sample Attorney General approval – Appendix C

OAG reviews each petition to confirm that all statutory requirements have been met and to identify any additional information needed. We will advise you if any additional material is required.

OAG will also advise you if there are 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, you may file the petition directly with the supreme court. You must give the Attorney General notice of this filing, as well as of 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)

6. **A. How to submit the petition to the Attorney General.** Submit the petition, with all exhibits attached to the appropriate office of the Attorney General. See information on how to submit the petition on pages 3 and 4 (see Appendix F for a list of OAG offices).

After reviewing your submission, if the Attorney General determines that all statutory requirements have been met and approval of the plan is appropriate, the Attorney General will provide petitioner’s attorney with written confirmation in the form of an Attorney General approval.

In certain cases, the Attorney General may not approve the plan or determine that the plan should be reviewed by the supreme court instead. Some of the reasons why the Attorney General may decide that court approval is appropriate:

- The Attorney General has received complaints or objections from members or creditors of the organization or other interested persons.
- The Attorney General has objections to the dissolution that have not been resolved after discussion.
- The Attorney General concludes that a N-PCL Article 11 judicial dissolution or other judicial relief is required.

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

6. **B. How to submit the petition to the court.** If appropriate, you may submit the petition, with all its exhibits, directly to the court.

N-PCL provides that a petition to the court for an order approving a plan should be submitted to the court on 10 days' prior notice to the Attorney General. However, OAG and most courts have found that it is more efficient if applicants submit their draft papers for court approval to the Attorney General **before** submitting them to the court. This way, applicants can resolve concerns raised by the Attorney General **before** submitting the papers to the court. In most cases, this procedure 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 does not object to the plan, OAG will provide your attorney written confirmation by means of a "no objection" endorsement. Such endorsement, typically stamped on the proposed order approving the plan and signed by an assistant attorney general, will waive statutory service of the petition because the papers have already been submitted to and reviewed by the Office of the Attorney General. You can then submit the petition to the court. If a hearing or other court proceeding is scheduled, you must notify the Attorney General of such proceeding. In addition, you must submit a copy of the signed order to the Attorney General.

Quick statutory reference guide	
Application for Attorney General's approval	N-PCL § 1002(d)(2)
Application for supreme court approval	N-PCL § 1002(d)(3)

Step 2: Prepare and file a verified petition to the Attorney General for approval of certificate of dissolution

1. Within 270 days after the date on which the Attorney General or the court approved the plan, your corporation must carry out the plan, pay its liabilities, distribute its assets, and finish its business in accordance with the plan.

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

Note: Pursuant to N-PCL § 1002-a(d), if your corporation cannot identify or find a creditor 270 days after the plan has been approved, you must pay any assets that would have been distributed to the creditor to the state comptroller according to the Abandoned Property Law.

2. After your corporation’s assets have been fully distributed, you must prepare a final financial report showing no assets or liabilities.
3. Prepare a certificate of dissolution. The form is available at the Department of State website: <https://dos.ny.gov/system/files/documents/2018/12/1561-f.pdf>

Quick reference guide for filling out the certificate of dissolution	
Name of corporation	Use exact name, including punctuation
Date of incorporation	Find at https://apps.dos.ny.gov/publicInquiry/
Paragraph Eight	Choose Statement #1 (plan filed with Attorney General) and attach a copy of the plan approval
Filer	Name the person filing the certificate of dissolution

The certificate of dissolution confirms that, at the time of dissolution, the corporation had no assets and no liabilities. The certificate must be signed by an officer, director, attorney-in-fact, or other authorized person, and must identify the name of the person and the capacity in which the person signs. Attach all required approvals to the certificate of dissolution (N-PCL §§ 1003(b)(1) and 404(b) - (v)).

4. Prepare a verified petition (the **AG petition**) to the Attorney General for approval of the certificate of dissolution. Appendix D has a sample AG petition for approval of certificate of dissolution; See page 3 for a checklist of required attachments.

Quick statutory reference guide	
Application to Attorney General for approval of certificate of dissolution	N-PCL § 1003(c)

5. Submit the AG petition to the Attorney General. You must attach a copy of the certificate of dissolution and the corporation’s final financial report (see Appendix E and sample AG petition in Appendix D for a description of the final reports required). Submit the executed certificate of dissolution with the required backer page. Submit this material to the same OAG office to which the dissolving corporation submitted its prior petition. Appendix F lists the addresses and telephone numbers of OAG offices, as well as the counties they serve.
6. If the AG petition and the certificate of dissolution are acceptable, the Attorney General will endorse the executed certificate of dissolution and return it to the person who filed it.
7. 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 tax-exempt status (some charitable organizations do not). You can access instructions and forms for securing consent at https://www.tax.ny.gov/bus/doingbus/vol_dissolution.htm To avoid processing delays, you can make this request at the same time you submit your petition to the Attorney General.

Note: If the dissolving corporation has done business in New York City and has incurred tax or other liabilities under the New York City Administrative Code, you will also need the consent of the Commissioner of Finance of New York City. A form for a request for consent to dissolution is at

https://www1.nyc.gov/assets/finance/downloads/pdf/collections/request_dissolution.pdf

Quick statutory reference guide	
Consent of the NYS Department of Taxation and Finance	N-PCL § 1004(a)
Consent of New York City commissioner of finance	N-PCL § 1004(b)

If your corporation is filing outside New York City, check the requirements of your local commissioner of finance.

- Send the certificate of dissolution, endorsed by the Attorney General, with the consent of the tax department 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). Make the check payable to:

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

- The Department of State will send you a receipt stating that the corporation’s certificate of dissolution has been filed.
- You must send a copy of the Department of State’s filing receipt to the Attorney General.
- Once you file your corporation’s 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. Its registration file will be closed.
- You may have 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.² [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] [insert name of corporation], 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_____:

- the certificate of incorporation, with all amendments;
- most recent financial report; and
- 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

² Such restricted assets will not be subject to the general liabilities of the corporation.

registration with the Charities Bureau, and if restricted assets are being transferred, a statement that those assets will be 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 VERIFIED PETITION
Distribution of Assets pursuant to
Section 1002 of the Not-for-Profit
Corporation Law

..... 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].³ A copy of the Certificate of Incorporation, any amendments thereto, and the complete and current By-laws are attached as Exhibit __.
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 corporation.
5. The corporation plans to dissolve and distribute its assets to [name of recipient], a corporation that [is/are] exempt from taxation pursuant to federal and state laws and engaged in activities substantially similar to those of the dissolving corporation and pay its liabilities in accordance with the Plan of Dissolution and Distribution of

³ Check the Department of State website to confirm that the name and stated date of incorporation are consistent with their records.

Assets attached hereto as Exhibit _____ (the "Plan").

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 annual filings for the fiscal years _____, which shall be filed by the corporation with the Charities Bureau Registration Section simultaneously with this Petition. Copies of the annual reports 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: Sample verified petition for court approval of plan of dissolution and distribution of assets

SUPREME COURT

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

..... X
TO: THE SUPREME COURT

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].⁴ A copy of the Certificate of Incorporation, any amendments thereto, and the complete and current By-laws are attached as Exhibit ____.
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 corporation.
5. The corporation plans to dissolve and distribute its assets to [name of recipient], a corporation that [is/are] exempt from taxation pursuant to federal and state laws and engaged in activities substantially similar to those of the dissolved corporation and pay its liabilities in accordance with the Plan of Dissolution and Distribution of Assets attached hereto as Exhibit ____ (the "Plan").

⁴ Check the Department of State website to confirm that the name and stated date of incorporation are 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. The corporation's most recent financial statement is attached hereto as Exhibit _____.

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 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

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

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

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.

Attorney General of the State of New York

By: _____
Assistant Attorney General

Dated _____

Appendix C-1: Sample approval of the court

At the Supreme Court of
the State of New York,
held in and for the
County of _____,
on the ____ day of (Month), 20 ____.

PRESENT:

Hon. _____,
Justice.

-----X

In the Matter of the Application of	:	
(NAME OF THE CORPORATION)	:	ORDER
For Approval of Dissolution	:	
Pursuant to Section 1002 of the	:	Index No.
Not-for-Profit Corporation Law	:	
	:	

-----X

1. By Petition verified on _____ (Date) , (Name of Corporation) applied to the Supreme Court 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 Supreme Court 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.
4. A signed copy of this order shall be provided to the Attorney General by the Petitioner.

By: _____

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 :
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 New York State Department of State. 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.
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:
[] []
[] []

(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 with form CHAR500, with all required attachments, with the Charities Bureau showing no assets or liabilities and paid the appropriate filing fee, if required. A copy is attached.

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. **NOTE: Form CHAR500 with the appropriate filing fee must also be submitted via the Charities Bureau's annual filing portal – https://ag.ny.gov/annual_filing_checklist.**

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.

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:

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 E: 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 that are otherwise exempt from filing annual financial reports. These entities may also submit financial reports maintained in the ordinary course of their operations that contain similar information.

Year ended

/ /	/ /	/ /	/ /	/ /	/ /
-----	-----	-----	-----	-----	-----

**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)					

Appendix F: OAG offices and the counties they cover

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

43 Durkee Street, Suite 700
Plattsburgh NY 12901-2958
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, Suite 200
Rochester NY 14614-2176
585-546-7430

Counties: Livingston, Monroe, Ontario, Seneca, Steuben, Wayne, and Yates

Suffolk Regional Office

300 Motor Parkway, Suite 230
Hauppauge NY 11788-5127
631-231-2424

Counties: Suffolk (Note: trusts and estates matters are handled by NYC)

Syracuse Regional Office

300 South State Street, Suite 300
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

Section of NPCL	Purpose of dissolving corporation	When is consent required?	Which state or other agencies must approve?
404(b)(1)	Destitute children, adult-care facility, residential program for youth, unmarried mothers	Before filing	Department of Health (DOH)
404(b)(2)	Child daycare center	After filing	Office of Children and Family Services
404(c)	Hospital service or health service of medical or dental expense indemnity plan	Before filing	Department of Health (DOH)
404(d) ⁵	Operation of a school, college or university, museum, or library	Before filing	NYS Education Department
404(d)	Any other corporation whose purposes might be chartered by the Regents	After filing	NYS Education Department
404(e)	Cemetery corporations	Before filing	NYS Cemetery Board
404(f)	Fire corporations	Before filing	Village, town, or city board
404(g)	Prevention of cruelty to animals	Before filing unless dispensed with by order of the court	American Society for the Prevention of Cruelty to Animals
404(h)	YMCAs	Before filing	National YMCA
404(i)	Support of armed forces in US or foreign country	Before filing	
404(j)	Labor unions	Before filing	Industrial Board of Appeals
404(k)	Savings bank or life insurance	Before filing	Superintendent of financial services
404(l)	Licensed insurance agents or brokers or underwriters	Before filing	Superintendent of financial services
404(m)	Political parties	Before filing	County committee of appropriate party
404(n)	American Legions	Before filing	Department of New York American Legion
404(o)	Hospital corporations	Before filing	Public Health and Health Planning Council
404(p)	Medical corporation	Before filing	Department of Health and Public Health
404(q)	Mental health facility	Before filing	Commissioner of mental health
404(r)	Health maintenance organization	Before filing	Department of Health
404(t)	Facility providing health-related services	Before filing	Public Health and Health Planning Council
404(u)	Substance-abuse programs	Before filing	Office of Addiction Services and Supports
404(v)	Non-profit property or casualty insurance	Before filing	Superintendent of financial services

⁵ 404(d) has two parts: Organizations that operate a school, library, museum, or college must receive approval before filing; all others must receive approval after filing. If seeking approval after filing, obtain approval within 30 days.