

**CERTIFICATE OF DISSOLUTION**  
**(Without a Meeting of Shareholders)**  
(For Use by Domestic Profit and Non-profit Corporations)

Check Appropriate Statute:

- 14A:12-3 New Jersey Business Corporation Act (File in Duplicate)  
 15A:12-3 New Jersey Nonprofit Corporation Act (File in Triplicate)

A corporation may be dissolved by the written consent of all its shareholders/members entitled to vote thereon. To effect such a dissolution, all shareholders/members shall sign and file in the Office of the Treasurer, Division of Revenue, the following articles of dissolution. Domestic profit corporations must attach a "Tax Clearance Certificate" obtained from the New Jersey Division of Taxation, PO Box 269, Trenton, N.J. 08625.

1. Name of Corporation:
2. Corporation Number:
3. Registered Agent:
4. Registered Office:  
(Street and postal designation)  
  
(City) (State) (Zip)
5. Names and addresses of the Directors/Trustees and Officers.  
(Note: Address cannot be that of the Nonprofit Corporation)
6. The corporation is dissolved.
7. Nonprofit corporations must also include a Plan of Dissolution, Statement of Liabilities and the date and vote of the dissolution authorization.

The certificate has been signed in person or by proxy by all shareholders/members of the corporation entitled to vote thereon.

Signature:	Date:
Signature:	Date:
Signature:	Date:

Instructions for Form C159-B  
**CERTIFICATE of DISSOLUTION**  
**WITHOUT A MEETING OF SHAREHOLDERS/MEMBERS**  
**DOMESTIC PROFIT & NON- PROFIT CORPORATIONS**  
**(Titles 14A AND 15A)**

Effective July 1, 2003, [new procedures for profit corporations](#) were implemented. Form C-159D will replace this form when a domestic profit corporation initially files a combined dissolution/withdrawal package.

STATUTORY FEE: **\$75 for NON-PROFITS / \$95 for PROFITS (\$75 Certificate Fee plus \$20 Tax Clearance Filing Fee)**

The MANDATORY fields are:

***Statutory Authority***

Check the appropriate statutory authority (14A:12-3 or 15A:12-3).

***Field # 1 -- Business Name***

List the name as it appears on the records of the State Treasurer.

***Field #'s 3&4 -- Registered Agent And Office***

List the agent and office as shown on the records of the State Treasurer.

***Names(s)/ Addresses Of Directors (Domestic Profit Corporations) Or Trustees/Officers (Domestic Non-Profit Corporations)***

Provide the names and addresses as indicated. Do not list the corporate address.

***ATTESTATIONS***

Provide a statement indicating that the corporation is dissolved. Form C-159B provides these statements.

***ATTACHMENTS***

For non-profits with assets, attach a non-profit plan of dissolution/statement of liabilities pursuant to Title 15A:12-3.

***TAX CLEARANCE (For-Profit Corporations)***

**Obtain and attach to your filing submission a Tax Clearance Certificate.** The [application form for the Tax Clearance Certificate](#) is available online. Remember that there is a \$25.00 fee for the Tax Clearance Certificate, and that the New Jersey Division of Taxation issues them.

**Note:** See [new procedures](#) effective July 1, 2003 for domestic and foreign profit corporations.

***EXECUTION (DATE/SIGNATURE)***

Have all shareholders or members sign in person or by proxy. Also, list the date of execution (signature).

\* \* \* \* \*

These documents should be filed in duplicate. Non-profits should file in triplicate. All [annual report obligations](#) should be satisfied prior to submitting the dissolution paperwork.

Make checks payable to: TREASURER, STATE OF NEW JERSEY. (No cash, please)  
Mail to: NJ Division of Revenue, PO Box 308, Trenton, NJ 08646