

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

☐ Return document by mail to: _____ Name _____ Address _____ City State Zip Code ☐ Return document by email to: _____	Voluntary Dissolution [Never Transacted Business] Domestic Corporation DSCB:15-1971/5971 (rev. 2/2017)  1971
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Check one: ☐ By Shareholders or Incorporators - Domestic Business Corporation (§ 1971)
☐ By Members or Incorporators - Domestic Nonprofit Corporation (§ 5971)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 1971 or § 5971 (relating to voluntary dissolution by shareholders, incorporators or members for a corporation that has never transacted business), the undersigned, desiring that the corporation should be dissolved, hereby states that:

1. The name of the corporation is: _____

2. The current registered office address of the corporation as on file with the Department of State.

*Complete part (a) **OR** (b) – not both:*

(a) _____
Number and street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

3. The statute by or under which it was incorporated: _____

4. The date of its incorporation: _____
(MM/DD/YYYY)

5. *Check one of the following:*

☐ *Business Corporation Only:* The corporation has never transacted business or held assets other than money received from subscriptions for shares.

☐ *Nonprofit Corporation Only:* The corporation has not received any property in trust or otherwise commenced business.

6. The amount, if any, actually paid in on subscriptions for its shares or memberships, less any part thereof disbursed for necessary expenses, has been returned to those entitled thereto.

7. *Check one of the following:*

☐ All liabilities of the corporation have been discharged.

☐ Adequate provision has been made for the payment of the liabilities of the corporation.

8. *Business Corporation Only: Check one of the following:*

- ☐ A majority of the incorporators elect that the corporation be dissolved.
- ☐ A majority in interest of the shareholders elect that the corporation be dissolved.

9. *Nonprofit Corporation Only:*

- ☐ A majority of the members or incorporators elect that the corporation be dissolved.

IN TESTIMONY WHEREOF, at least a majority of the incorporators or a majority in interest of the shareholders of the above-named business corporation or at least a majority of the members or incorporators of the above-named nonprofit corporation has hereunto set their hands this _____ day of _____, _____.

Signature

Signature

Signature

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction. The nonrefundable filing fee for this form is \$70, made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents, including any necessary governmental approvals, shall be mailed to the address stated above.

Who should file this form?

This form may be used to dissolve a domestic business corporation that has never transacted business or has never held assets other than money received from subscriptions for shares. This form may also be used to dissolve a domestic nonprofit corporation that has not received any property in trust or otherwise commenced business.

If a domestic business or nonprofit corporation has transacted business, it must use form DSCB:15-1977/5977 (Articles of Dissolution - Domestic Corporation) to dissolve the corporation.

Applicable Law

For dissolution and winding up requirements for business corporations, in general, see 15 Pa.C.S. §§ 1971-1979. For dissolution and winding up requirements for nonprofit corporations, in general, see 15 Pa.C.S. §§ 5971-5979. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Form Instructions

Enter the name and mailing address to which any correspondence regarding this filing should be sent. This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Name. Give the exact name of the corporation. The name on this line must match exactly the association name as shown in Department's records at the time the Voluntary Dissolution (Never Transacted Business) is

submitted for filing. **This field is required.**

2. Address. The address provided must be the association's registered office address (a) or Commercial Registered Office Provider (b) as on file with the Department of State at the time the Voluntary Dissolution (Never Transacted Business) is submitted for filing. **This field is required.**

3. The statute by or under which it was incorporated, i.e. the Business Corporation Law of 1988, the Nonprofit Corporation Law of 1988. **This field is required.**

4. Give the date of incorporation (month, day and year). **This field is required.**

5. Check one option based on whether corporation is a business corporation or a nonprofit corporation. **This field is required.**

6. Mandatory statement. **This field is required.**

7. Check the appropriate box. **A response to this field is required.**

8. A response to this field is required for business corporations only. Nonprofit corporations answer field 9.

9. A response to this field is required for nonprofit corporations only. Business corporations answer field 8.

Signature and Verification

The Voluntary Dissolution [Never Transacted Business] must be executed by a majority of the incorporators or a majority in interest of the shareholders or members. When the corporation has more than three executing incorporators or shareholders (business) or three executing incorporators or members (nonprofit), additional signature lines should be added as appropriate. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects. **This field is required.**

Attachments

The following, in addition to the filing fee, shall accompany this form:

(1) One copy of a completed form DSCB:15-134B (Docketing Statement-Changes).