



**Secretary of State**  
Business Programs Division

1500 11th Street  
Sacramento, CA 95814

(916) 657-5448  
[www.sos.ca.gov](http://www.sos.ca.gov)

### **Customer Alert Regarding Misleading Termination Solicitations**

The Secretary of State's office has been advised that letters are being sent to California corporations directing them to submit \$495 and a completed form to a private company named Business Filings Division in order to dissolve their business entity. (See [attached example](#).) A similar letter is being sent to California limited liability companies.

The letter/form does not meet the requirements of the California Corporations Code, and a corporation cannot delegate the obligation to have the Certificate of Election to Wind Up and Dissolve and the Certificate of Dissolution signed and verified by the shareholders, members, officers or directors of the corporation. Additionally, the Certificate of Election to Wind Up and Dissolve and the Certificate of Dissolution must be submitted to the California Secretary of State's office for filing. Please note there is no filing fee associated with either document.

Forms that meet the minimum content requirements of the California Corporations Code and instructions for these filings are available through our website at [www.sos.ca.gov/business/be/forms.htm#corp](http://www.sos.ca.gov/business/be/forms.htm#corp). The completed forms can be mailed to Secretary of State, Document Filing Support Unit, 1500 11th Street, Third Floor, Sacramento, California, 95814, or can be delivered in person to the Sacramento office at that same address. There is no fee for submitting these documents to our office by mail, however, there is a \$15 service fee for submitting these forms in person for filing to the Sacramento office. Once again, there is no filing fee for either dissolution document.

California businesses that receive one of these fraudulent solicitation letters can mail a written complaint along with the entire solicitation (including the solicitation letter, the outer and return envelopes, and all related documents) to the California Attorney General's office, Public Inquiry Unit, P.O. Box 944255, Sacramento, California 94244-2550. A complaint form, which can be completed online and printed to mail, is available on the California Attorney General's website at [www.ag.ca.gov/consumers/general.php](http://www.ag.ca.gov/consumers/general.php).

These solicitations are not being made by the California Secretary of State's office and are not being made by or on behalf of any governmental entity. Although a business entity can use an intermediary to submit filings and fees to our office, no business is required to go through another company in order to file its documents with the Secretary of State's office.



# BUSINESS FILINGS DIVISION

770 L Street, Suite 950 Sacramento, CA 95814 Phone: 916 903 3353

October 29, 2009

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dear Sir / Madam,

Thank you for your recent response regarding " \_\_\_\_\_ ", you've stated that your business has already been dissolved. According to the California Secretary of States records " \_\_\_\_\_ " is still an Active Business, therefore still subject to both State and Federal Codes.

To dissolve " \_\_\_\_\_ ", enclose a check in the amount of \$495.00 along with a copy of this letter in the enclosed self addressed envelope, please be sure to complete and sign the information below. Once " \_\_\_\_\_ " is dissolved and recorded then your entity will be completely dissolved and its corporate existence will cease. Certified and Endorsed Articles of Dissolution will be forwarded to the above address for your records.

Entity Name: \_\_\_\_\_ State Number: \_\_\_\_\_  
Officer Name: \_\_\_\_\_ Phone Number: \_\_\_\_\_  
Email: \_\_\_\_\_ Fax Number: \_\_\_\_\_

A final Franchise tax return, as described by Section 23332 of the Revenue and Taxation Code, has been or will be filed with the Franchise Tax Board, as required under Part 10.2 (commencing with section 18401) of the Revenue and taxation Code. The Corporation has completely wound up. The Corporation is dissolved.

The election to dissolve has been made by the vote of all the outstanding shares ( ) Yes ( ) No

The undersigned constitutes the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

I / We, authorize Business Filings Division, and its agents to act in my behalf for the above corporate service(s). I agree to hold harmless from any loss, liabilities and causes of action that may arise from following my instructions with the above corporation services. I / We understand that Business Filings Division, Inc., and its agents are acting on my request and instructions. I / We further understand that Business Filings Division, Inc., and its agents do not give legal advice and should not be taken as such.

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature, Name of Director / Officer

\_\_\_\_\_  
Signature, Name of Director / Officer