

No personal or business checks accepted.

Payment of the filing fee should be **ONLY** in the form of **CASH, CERTIFIED/CASHIER'S CHECK, BANK/POSTAL MONEY ORDER OR CREDIT CARD (VISA, MasterCard, Discover, Diners Club or JCB).**

Make check or money order payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check Fee \$25.00.

Nonrefundable Filing Fee: \$10.00
No personal or business checks accepted.
See Instructions.

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808)586-2727



ARTICLES OF DISSOLUTION
(Section 414D-243, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officer of the corporation submitting these Articles of Dissolution, certifies as follows:

1. The name of the corporation is:

2. The dissolution was authorized on _____
(Month Day Year)

3. The dissolution was approved by a sufficient vote of the **Board of Directors**.

4. The dissolution was approved (check one):

at a meeting of the **members**.

Designation(class) of membership	Total number of memberships (votes) outstanding	Total number of votes entitled to be cast by each class	Number of votes cast by each class for dissolution	Number of votes cast by each class against dissolution

(Approval must be by two-thirds of the votes cast or a majority of the voting power, whichever is less)

OR

by written consent of the **members** holding at least eighty percent of the voting power.

OR

by a sufficient vote of the **Board of Directors** or **incorporators** because member approval was not required.

5. (check one):

The written approval of a specified person or persons named in the articles of incorporation was obtained.

The written approval of a specified person or persons is not required.

6. Dissolution is effective on the date of filing these Articles of Dissolution or on a later date, not more than 30 days after the filing, if so stated. The effective date cannot be before the date of filing these Articles of Dissolution. Dissolution is effective (check one):

on the date of filing these Articles of Dissolution; OR

on _____, at _____ which is not more than 30 days
(Month Day Year) (Time)
after these Articles of Dissolution are filed.

The undersigned certifies under the penalties of Section 414D-12, Hawaii Revised Statutes, that the undersigned has read the above statements, I/we are authorized to make this change, and that the statements are true and correct.

Signed this _____ day of _____,

(Type/Print Name & Title) (Signature of Officer)

SEE INSTRUCTIONS ON REVERSE SIDE. The articles must be signed by chairperson of the board of directors, by its president or another officer, or by the incorporator if directors have not been selected or the corporation has not been formed or by a court-appointed fiduciary.

Instructions: Articles must be typewritten or printed in **black ink**, and must be **legible**. The articles must be signed by at least one individual who is an officer of the corporation. All signatures must be in **black ink**. Submit original articles together with the appropriate fee.

Public benefit corporations must give the attorney general written notice that it intends to dissolve before the filing of the articles of dissolution. The plan of dissolution must accompany the written notice.

§414D-14 Definitions. "Public benefit corporation" means any corporation designated by statute as a public benefit corporation, or any corporation that is recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amendment, or that is organized for public or charitable purposes and upon dissolution must distribute its assets to a public benefit corporation, the United States, a state, or a person recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

§414D-233 Notice to the attorney general of intention to dissolve. (a) A public benefit corporation shall give the attorney general written notices that it intends to dissolve before the time it delivers the articles of dissolution to the department director. The notice shall include a copy of or summary of the plan of dissolution.

(b) No assets shall be transferred or conveyed by a public benefit corporation as part of the dissolution process until twenty days after it has given the written notice required by subsection (a) to the attorney general or until the attorney general has consented in writing to the dissolution, or indicated in writing that the attorney general will take no action in respect to, the transfer or conveyance, whichever is earlier.

© When all or substantially all of the assets of a public benefit corporation have been transferred or conveyed following approval of dissolution, the board shall deliver to the attorney general a list showing those (other than creditors) to whom the assets were transferred or conveyed. The list shall indicate the addresses of each person (other than creditors) who received assets and indicate what assets each received.

Line 1. State the full name of the corporation.

Line 2. Give the date (month, day and year) that the dissolution was authorized.

Line 4. Check whether the dissolution was approved by the **members** (at a meeting or by written consent) or by majority vote of the **Board of Directors** or **incorporators**.

If the dissolution was adopted at a meeting of the **members**, approval must be by two-thirds of the votes cast or a majority of the voting power, whichever is less.

If the dissolution was approved by the **Board of Directors** at a meeting, approval must be by the affirmative vote of a majority of directors at the meeting.

If the dissolution was approved by the **Board of Directors** by written consent, consent, consent must be unanimous.

If the dissolution was approved by the **incorporators**, approval must be by a majority of the incorporators.

Line 5. Check whether written approval of the dissolution by a third person or persons named in the articles of incorporation was obtained or whether approval of a third person is not required.

Line 6. Check whether the dissolution is to be effective on the date of filing these Articles of Dissolution or on a later date and time. If a later date and time is selected for the effective date of dissolution, give the date (month, day and year) and the dissolution will be effective. The date cannot be prior to the filing of these Articles of Dissolution and cannot be more than thirty (30) days after the filing of these Articles of Dissolution.

Filing Fees: Filing fee (\$10.00) is not refundable. No personal or business check accepted. Payment if the filing fee should be **ONLY** in the form of **CASH, CERTIFIED/CASHIER'S CHECK, BANK/POSTAL MONEY ORDER OR CREDIT CARD (VISA, MasterCard, Discover, Diners Club or JCB)** Make check or money order payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check Fee \$25.00.

For any questions call (808)586-2727. Neighbor islands may call the following numbers followed by 6-2727 and the # sign: Kauai 274-3141; Maui 984-2400; Hawaii 974-4000, Lanai and Molokai 1-800-468-4644 (toll free).

Fax (808)586-2733

Email Address: breg@dcca.hawaii.gov

NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE DIVISION SECRETARY, BUSINESS REGISTRATION DIVISION, DCCA, AT 586-2744, TO SUBMIT YOUR REQUEST.

ALL BUSINESS REGISTRATION FILINGS ARE OPEN TO PUBLIC INSPECTION. (SECTION 92F-11, HRS)