

Form 608—General Information
(Certificate of Withdrawal of Registration)

The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant code provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.

Commentary

When a foreign filing entity has ceased to transact business or conduct affairs in this state, the entity may voluntarily withdraw its application for registration. This form is drafted to comply with section 9.011(b) of the Texas Business Organizations Code (BOC).

A foreign entity that has terminated its existence in its jurisdiction of formation because of dissolution, termination, or merger should use **Form 612** rather than this form to terminate its registration. A foreign entity that has filed a merger or conversion in its jurisdiction of formation would use **Form 422** rather than Forms 608 or 612 to transfer its registration to a successor foreign entity.

Instructions for Form

- **Items 1-6—Entity Information:** The certificate of withdrawal must contain the legal name of the entity, the type of organization, the jurisdiction of formation and the entity's principal office. It is recommended that the date of registration and file number assigned by the secretary of state be provided to facilitate processing of the document.
- **Item 7—Service of Process:** The certificate of withdrawal must indicate that the foreign filing entity is no longer transacting business in Texas. Further, the certificate must revoke the authority of the entity's registered agent to accept service or process and consent that service of process may be made on the foreign filing entity by the secretary of state. In addition, the certificate must set forth the address to which the secretary of state may mail of copy of any process against the foreign filing entity served on the secretary of state.
- **Item 8—Money Due to the State:** The certificate of withdrawal must indicate that any money due or accrued to the state has been paid or that adequate provision has been made for the payment of the money.
- **Effectiveness of Filing:** A certificate of withdrawal of registration becomes effective when filed by the secretary of state (option A). However, pursuant to sections 4.052 and 4.053 of the BOC the effectiveness of the instrument may be delayed to a date not more than ninety (90) days from the date the instrument is signed (option B). The effectiveness of the instrument also may be delayed on the occurrence of a future event or fact, other than the passage of time (option C). If option C is selected, you must state the manner in which the event or fact will cause the instrument to take effect and the date of the 90th day after the date the instrument is signed. In order for the certificate to take effect under option C, the entity must, within ninety (90) days of the filing of the certificate, file a statement with the secretary of state regarding the event or fact pursuant to section 4.055 of the BOC.

On the filing of a document with a delayed effective date or condition, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective or evidence that the effectiveness was

conditioned on the occurrence of a future event or fact. In addition, at the time of such filing, the status of the filing entity will be shown as “withdrawn” on the records of the secretary of state.

- **Tax Certificate:** If the foreign entity is a taxable entity under Chapter 171 of the Tax Code, the certificate of withdrawal of registration must be accompanied by a certificate of account status from the Texas Comptroller of Public Accounts indicating that all taxes administered by the Comptroller under Title 2, Tax Code have been paid and that the entity is in good standing for the purpose of withdrawal. Please note that the Comptroller issues many different types of certificates of account status. *Do not attach a certificate or print-out obtained from the Comptroller’s web site as this does not meet statutory requirements.* You need to attach form #05-305, which is obtained directly from a Comptroller of Public Accounts representative.

Requests for certificates or questions on tax status should be directed to the Tax Assistance Section, Comptroller of Public Accounts, Austin, Texas 78774-0100; (512) 463-4600 or toll-free (800) 252-1381. You also may contact tax.help@cpa.state.tx.us.

Please note that a foreign nonprofit corporation is not required to attach a tax certificate.

- **Execution:** Pursuant to section 4.001 of the BOC, the certificate of withdrawal of registration must be signed by a person authorized to act on behalf of the entity in regard to the filing instrument. Generally, a governing person or managerial official of the entity signs a filing instrument.

A certificate of withdrawal filed by a corporation should be signed by an officer of the corporation (BOC § 20.001).

A certificate of withdrawal filed by a professional association should be signed by an officer of the association.

A certificate of withdrawal filed by a limited liability company should be signed by an authorized manager if the company has managers. If the company does not have managers and is managed by its members, an authorized managing-member must sign the withdrawal.

A certificate of withdrawal filed by a limited partnership must be signed by a general partner. The execution of a certificate by a general partner is an oath or affirmation, under a penalty of perjury, that to the best of the executing party’s knowledge and belief, the facts contained in the certificate are true and correct (BOC § 153.553(c)).

The certificate of withdrawal of registration need not be notarized. However, before signing, please read the statements on this form carefully. *A person commits an offense under section 4.008 of the BOC if the person signs or directs the filing of a filing instrument the person knows is materially false with the intent that the instrument be delivered to the secretary of state for filing. The offense is a Class A misdemeanor unless the person’s intent is to harm or defraud another, in which case the offense is a state jail felony.*

- **Payment and Delivery Instructions:** The filing fee for a certificate of withdrawal of registration is **\$15**, unless the foreign filing entity is a nonprofit corporation or cooperative association. The filing fee for a certificate of withdrawal of registration for a nonprofit corporation or cooperative association is **\$5**. Fees may be paid by personal checks, money orders, LegalEase debit cards, or American Express, Discover, MasterCard, and Visa credit cards. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Submit the completed form in duplicate along with the filing fee and appropriate certificate of account status. The form may be mailed to P.O. Box 13697, Austin, Texas 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, credit card information must accompany the transmission (Form 807). On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed.

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