

**Form 612—General Information
(Termination 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 exist in its jurisdiction of formation, the entity should terminate its registration in Texas. Section 9.011 of the BOC requires the submission of a certificate from the jurisdiction of the entity's formation that evidences the cessation of the entity's existence. This form has been promulgated to facilitate the submission and filing of the termination of registration.

This form has been drafted to comply with the Texas Business Organizations Code (BOC) and prior law regarding termination of registration. There are not substantive differences in the filing of the termination of registration under prior law and under the BOC. Consequently, instructions for the form only make statutory references to the BOC.

Instructions for Form

- **Entity Information:** The termination of registration should contain the legal name of the entity, the date of registration and file number assigned by the secretary of state to facilitate processing of the document.
- **Termination of Existence:** This statement affirmatively declares that the existence of the foreign filing entity has ceased and that the entity is terminating its registration to transact business in Texas. If the entity continues to exist in its jurisdiction of formation and is no longer transacting business in Texas, the entity should file a voluntary withdrawal of registration (Form 608) rather than this form.
- **Certificate Evidencing Termination:** A certificate evidencing termination in its jurisdiction of formation should be attached. The authorized governmental official in that jurisdiction should issue the certificate. For entities formed under the laws of another state of the United States, the authorized governmental official is generally the secretary of state of that jurisdiction. The certificate can be either 1) a certificate certifying to the fact that the entity has ceased to exist or 2) a certified copy of the document that was filed in the jurisdiction of formation to terminate the existence of the entity. A reproduction or facsimile copy of the certificate is sufficient for filing with this office.
- **Effectiveness of Filing:** A termination 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 “terminated” on the records of the secretary of state.

- **Execution:** The termination of registration should 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.

The termination 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 termination of registration is **\$15**, unless the foreign filing entity is a nonprofit corporation or cooperative association. The filing fee for a termination 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. 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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