

**Form 651—General Information
(Certificate of Termination of a Domestic Entity)**

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 the owners, members, or governing authority of a domestic entity have determined that the existence of the entity should terminate, or there is an occurrence of an event requiring the winding up or termination of the entity, the entity should wind up its business and affairs in the manner provided by chapter 11 of the Texas Business Organizations Code (BOC). On completion of the winding up process, a filing entity must file a certificate of termination with the secretary of state.

Do not use this form if the entity is a nonprofit corporation or cooperative association. See Form 652.

Instructions for Form

- **Items 1-4—Entity Information:** The certificate of termination must contain the legal name of the entity. It is recommended that the entity type, date of formation, and file number assigned by the secretary of state be provided to facilitate processing. ***This form may not be used for the termination of a nonprofit corporation or cooperative association.***
- **Item 5—Governing Persons:** The certificate of termination must set forth the name and address of each of the entity’s governing persons. If the governing person is an organization, set forth its legal name. An address is required for each governing person. In general, the following would be considered the governing persons of a domestic entity.

Domestic Entity Type	Governing Person
For-profit Corporation or Professional Corporation	A director. For a close corporation managed by shareholders, provide the name and address of each shareholder.
Professional Association	A director or executive committee member.
Limited Liability Company	A manager, if managers manage the company. If the company is managed by its members, provide each managing-member.
Limited Partnership	A general partner of the partnership.

Please note that a document on file with the secretary of state is a public record that is subject to public access and disclosure. When providing address information for governing persons, use a business or post office box address rather than a residence address if privacy concerns are an issue.

- **Item 6—Event Requiring Winding Up:** The certificate of termination must state the nature of the event requiring winding up of the entity. Sections 11.051 to 11.059 of the BOC relate to the winding up of a domestic entity. Section 11.051 provides that winding up of a domestic entity is required on the approval of a voluntary decision to wind up the entity (option A), the expiration of the entity’s period of duration as specified in its certificate of formation (option B), the occurrence of an event specified in the governing documents requiring winding up (option C), the occurrence of an event specified by the BOC requiring winding up (option D), or a decree by a court requiring winding up or termination of the entity under the BOC or other law (option E).

Select the applicable event requiring the winding up or termination of the entity. *The secretary of state will reject a certificate of termination if Item 6 is not completed.*

- **Statement Regarding Completion of Winding Up:** The certificate of termination must provide that the entity has complied with the provisions of the BOC governing its winding up. Please review the winding up procedures in subchapter B of chapter 11 of the BOC and any supplemental winding up procedures that may apply to the entity.
- **Effectiveness of Filing:** A certificate of termination becomes effective when accepted and 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 specified date, or specified date and time, 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. See Form 805 for more information.

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 entity will change to “Voluntarily Terminated” on the records of the secretary of state.

- **Tax Certificate:** The certificate of termination must be accompanied by a certificate of account status from the Texas Comptroller of Public Accounts indicating that all taxes under title 2 of the Texas Tax Code have been paid and that the entity is in good standing for the purpose of termination. (Comptroller Form 05-305). The certificate of account status must be good through the effective date of filing with the secretary of state. Please note that the Comptroller issues many different types of certificates of account status. *A printout of the entity’s franchise tax account status obtained from the Comptroller’s website is not sufficient.*

Contact the Comptroller for assistance in obtaining the necessary certificate by e-mail at tax.help@cpa.texas.gov or by phone at (800) 252-1381 (toll-free) or (512) 463-4600.

- **Execution:** Pursuant to section 4.001 of the BOC, the certificate of termination must be signed by a person authorized by the BOC to act on behalf of the entity in regard to the filing instrument.

A certificate of termination for a corporation must be signed by an officer. BOC § 20.001. Include the name of the terminating corporation in the “name of entity” line on the form.

A certificate of termination for a professional association must be signed by an officer of the association. BOC § 302.013(b). If the association does not have any living officers, the certificate of termination should be signed by the legal representative of the last surviving officer of the association. BOC § 302.013(c). Include the name of the terminating association in the “name of entity” line on the form.

A certificate of termination for a limited liability company (LLC) should be signed by an authorized manager if the LLC has managers, or by an authorized managing-member if member-managed. If the person signing the form is an entity, put the name of the signing entity in the “name of entity” line on the form. Otherwise, put the name of the terminating LLC on the “name of entity” line.

A certificate of termination for a limited partnership (LP) must be signed by all general partners participating in the winding up. BOC § 153.553. If no general partners are winding up the business, the certificate should be signed by all nonpartner liquidators or, if the limited partners are winding up the business, by a majority-in-interest of the limited partners. The execution of a certificate by a general partner is an oath or affirmation, under penalty of perjury, that, to the best of the executing

party's knowledge and belief, the facts in the certificate are true. BOC § 153.553(c). If the person signing the form is an entity, put the name of the signing entity in the "name of entity" line on the form. Otherwise, put the name of the terminating LP on the "name of entity" line.

The certificate of termination 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 termination is **\$40**. Fees may be paid by: (1) a personal check or money order payable through a U.S. bank or financial institution and made payable to the secretary of state; (2) a funded LegalEase account; or (3) a prefunded secretary of state client account. Please include a payment form (Form 807) with a paper submission.

Submit the completed form in duplicate along with the filing fee. The form may be: (1) mailed to P.O. Box 13697, Austin, Texas 78711-3697; (2) faxed to (512) 463-5709; or (3) delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, Form 807 must accompany the transmission. 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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