

**Form 805—General Information
(Statement of Event or Fact)**

The attached form is drafted 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 filing instrument takes effect on the occurrence of a future event or fact, other than the passage of time, the statement provided by section 4.055 of the Texas Business Organizations Code (BOC) must be filed with the secretary of state not later than the 90th day after the date the filing instrument is filed. The statement must confirm that each event or fact on which the effect of the instrument is conditioned has been satisfied or waived and state the date and time on which the condition was satisfied or waived.

If the statement required by section 4.055 of the BOC is not filed before the expiration of the prescribed time, the filing instrument does not take effect. A new filing instrument must be filed in order to effectuate the transaction (BOC § 4.056).

If the specified event or fact does not occur and is not waived, the parties to the filing instrument must sign and file a certificate of abandonment (Form 427) as provided by section 4.057 of the BOC.

Instructions for Form

- **Entity Information:** The statement of event or fact must contain the legal name of each entity that was a party to the filing instrument. It is recommended that the file number assigned by the secretary of state to the named entity or entities be provided to facilitate processing of the document.
- **Identification of Filing Instrument:** The statement must identify the filing instrument to take effect on the occurrence of a future event or fact and the date of filing of the instrument with the secretary of state.
- **Confirmation:** The statement must confirm that each event or fact on which the effect of the instrument is conditioned has been satisfied or waived. The date and time on which the condition was satisfied or waived must be set forth.
- **Execution:** A statement of event or fact must be signed on behalf of each entity that is a party to the action or transaction by a person authorized to act on behalf of the entity. Generally, a governing person or managerial official of the entity signs a filing instrument.

The statement of event or fact 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 statement of event or fact is **\$15**, unless the filing entity is a nonprofit corporation or a cooperative association. The filing fee for a nonprofit corporation or a 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.

Revised 06/11