

Form 812—General Information
(Statement of Operation as a Close Corporation)

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

Under Section 21.718 of the Texas Business Organizations Code (BOC), a close corporation that begins to conduct its business and affairs under a shareholders' agreement that has become effective shall promptly execute and file with the secretary of state a statement of operation as a close corporation.

This form has been promulgated to comply with the provisions of the Texas Business Organizations Code (BOC) as well as prior law regarding statements of operation as a close corporation. There are not substantive differences in the filing of the statement under prior law and under the BOC. Consequently, instructions for the form only make statutory references to the BOC.

Instructions for Form

- **Entity Information:** Set forth the name of the corporation as stated in its governing documents. It is recommended that the file number assigned by the secretary of state be provided to facilitate processing of the instrument.
- **Statement of Operation:** The statement must specify that the close corporation is being operated and its business and affairs are being conducted under the terms of a shareholders' agreement and provide the date the operation under the shareholders' agreement began.

Execution: Under section 21.718 of the BOC, the statement of operation must be signed by an officer on behalf of the corporation.

The statement of operation 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 statement of operation is **\$15**. 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 file-stamped copy of the document, if a duplicate copy was provided as instructed.

Revised 05/11