

Form 813—General Information
(Statement Terminating Close Corporation Status)

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 sections 21.708 and 21.709 of the Texas Business Organizations Code (BOC), a close corporation may file a statement terminating close corporation status if a close corporation provision specifies a time or event requiring termination of close corporation status and that time or event has occurred. The close corporation status may also be terminated by amending the close corporation's certificate of formation, engaging in a merger, interest exchange, or conversion under chapter 10 of the BOC, or through a judicial proceeding to enforce a close corporation provision providing for termination.

After a statement terminating close corporation status has been filed under section 21.209, the certificate of formation is considered to be amended to delete from the certificate the statement that the corporation is a close corporation and the corporation's status as a close corporation is terminated.

The corporation shall personally deliver or mail a copy of the statement to each shareholder of the corporation. The failure to deliver the copy of the statement does not affect the validity of the termination (BOC § 21.709(e)).

This form has been promulgated to comply with the provisions of the Texas Business Organizations Code (BOC) as well as prior law regarding statements terminating close corporation status. 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 document. It is recommended that the file number assigned by the secretary of state be provided to facilitate processing of the document.
- **Termination of Close Corporation Status:** The statement must specify that the close corporation has terminated its status as a close corporation, set forth the time or event that caused the termination, and in the case of an event, the approximate date of the event. A copy of the close corporation provision specifying the time or event requiring termination must be attached to the statement of termination.
- **Execution:** Under section 21.709 of the BOC, the statement of termination must be signed by an officer on behalf of the corporation.

The statement 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 statement of termination 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.

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