THE STATE of ALASKA

Department of Commerce, Community, and Economic Development
Division of Corporations, Business and Professional Licensing

COR

FOR DIVISION USE ONLY

Corporations Section
State Office Building, 333 Willoughby Avenue, 9th Floor
PO Box 110806, Juneau, AK 99811-0806
Phone: (907) 465-2550 • Fax: (907) 465-2974
Email: *corporations@alaska.gov*
Website: *Corporations.Alaska.Gov*

Certificate of Election to Dissolve - *Part 1 of 2*

Domestic Professional Corporation (AS 10.45 and AS 10.06)

- This Certificate of Election to Dissolve (Part 1 of 2) is only for Domestic Professional Corporations. Once filed, the entity will be placed into an "Intent to Dissolve" status.
- The Certificate of Election to Dissolve must be submitted together with, or before, the Articles of Dissolution (Form #08-431) for a "Voluntarily Dissolved" status (Part 2 of 2). Both forms are required to complete the dissolution.
- This form will not be filed if the official signing this form does not match an official on record for this entity, and/or if your entity's biennial report is not current. Verify your entity's status and current information online at: *www.Corporations.Alaska.Gov*, click *Search Corporations Database.*
- Standard processing time for complete and correct filings submitted to this office is approximately 10-15 business days (2-3 weeks). All filings are reviewed in the date order they are received.
- The information you submit is a public record and will be posted online at *www.Corporations.Alaska.Gov.*

Important: A corporation that has elected to wind up and dissolve shall immediately file a certificate evidencing the election as provided in this section. — AS 10.45.010, 10.06.608(a)

Each Domestic Professional Corporation is required to keep and make available records per AS 10.45.010, 10.06.430.

PART I Payment of Fees

3 AAC 16.030

Fee:	☐ Non-Refundable Filing Fee *Mail this form and the non-refundable $10 filing fee in U.S. dollars to the letterhead address. Make the check or money order payable to the State of Alaska, or use the attached credit card payment form.*	**$10.00**

PART II Entity Information

AS 10.45.010, AS 10.06.608(b)(1)

Entity Name:		**Alaska Entity Number:**	

PART III Attestations

AS 10.45.010, AS 10.06.910

By submitting this form, I am confirming:

☐ **This entity is in Good Standing.**
☐ **All biennial reports due have been filed and paid.**
☐ **The corporation has voluntarily elected to wind up and dissolve per AS 10.06.608(b)(1).**

To verify the entity's status and reports, go to www.Corporations.Alaska.Gov, click Search Corporations Database.

PART IV Officer & Director Records - *Attach additional sheets if needed* AS 10.45.010, 10.06.608(b)(1)

Legal Name	Mailing Address

COMPLETE PART V OR VI - *DO NOT COMPLETE BOTH*

PART V Dissolution by the Shareholders AS 10.45.010, 10.06.608(b)(2), 10.06.605(a)(1), 10.06.608(3)

Select one (1) statement in Part V OR Part VI, not both. If more than one statement is selected, the filing will be returned for correction.

☐ **Shareholder Vote:**
The number of issued shares voting for the election was _____ *(Do not list the %)*.
This is equal to or greater than 2/3 of the issued shares entitled to vote.

- OR -

☐ **Written Consent:**
The corporation was dissolved by written consent of the shareholders.
ATTACH a copy of the written consent signed by all shareholders to this form.

-OR-

PART VI Dissolution by Board of Directors AS 10.06.608(b), 10.06.605(b)(1), 10.06.605(b)(2), 10.06.605(b)(3)

Select one (1) statement in Part V OR Part VI , not both. If more than one statement is selected, the filing will be returned for correction.

☐ **Adjudicated Bankrupt:**
The corporation has been adjudicated bankrupt.

- OR -

☐ **Disposed of assets and no business for 5 years:**
The corporation has disposed of all its assets and has not conducted any business for a period of 5 years.

PART VII Filing Articles of Dissolution AS 10.45.010, 10.06.620, 10.06.633(a)(4)

Select one (1) option below:

☐ The corporation is not ready to dissolve and I understand that I will need to submit Articles of Dissolution (Form #08-431) within 2 years after filing this Certificate of Election to Dissolve to complete the corporation's dissolution.

- OR -

☐ The corporation is ready to dissolve and I am submitting Articles of Dissolution (Form #08-431) with this Certificate of Election to Dissolve to complete the corporation's dissolution.

PART VIII Required Signatures & Documents

AS 10.45.010, 10.06.608, 10.06.990(27), 10.06.825

The Certificate of Election to Dissolve may be executed by one (1) of the options below:

1) An officers' certificate; or,

2) The majority of directors on record; or,

3) One or more shareholders representing 50 percent or more of the voting power; or,

4) The officer or shareholder designated in the written consent, per PART V.

Per AS 10.06.825, persons who sign documents filed with the Commissioner which are known to the person to be false in material respects are guilty of a class A misdemeanor.

☐ **Option 1 – Officers' Certificate:**

Use this option if the Certificate of Election will be executed as an Officers' Certificate. Two signatures are required: President, Vice President, or Chair of the Board AND Secretary, Treasurer, Assistant Secretary, or Assistant Treasurer.

Name:		**Signature:**		**Title:**		**Date:**	
Name:		**Signature:**		**Title:**		**Date:**	

☐ **Option 2 – Majority of Directors:**

Use this option if the Certificate of Election will be executed by the majority of directors.

Name:		**Signature:**		**Title:**	**Director**	**Date:**	
Name:		**Signature:**		**Title:**	**Director**	**Date:**	
Name:		**Signature:**		**Title:**	**Director**	**Date:**	

☐ **Option 3 – Shareholders:**

Use this option if the Certificate of Election will be executed by one or more shareholders representing 50 percent or more of the voting power:

Name:		**Signature:**		**Title:**	**Shareholder**	**Date:**	
Name:		**Signature:**		**Title:**	**Shareholder**	**Date:**	
Name:		**Signature:**		**Title:**	**Shareholder**	**Date:**	

☐ **Option 4 – Written Consent:**

Use this option if the Certificate of Election will be executed by written consent.
Written consent signed by all shareholders has been attached, per the statement selected in Part V.

Remember to notify other sections of this division when appropriate:

BUSINESS LICENSING SECTION:
Submit Business License: Request to Cancel (form 08-4732) to cancel any business licenses associated with this entity. Go to *www.BusinessLicense.Alaska.Gov* for more information and forms.

PROFESSIONAL LICENSING SECTION:
Email *License@Alaska.Gov* for more information and appropriate forms.

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Contact Information

- Return this form with your filing
- This information may be used by the Division to assist with processing your attached filings
- This form will not be filed for record, or appear online

Entity Information	Enter your entity information as it appears on this filing.
Entity Name:	
AK Entity #:	

Contact Person	Whom may we contact with any questions or problems with this filing?
Company:	
Contact:	
Mailing Address:	Address:
	City: State: ZIP:
Phone:	
Email:	

Document Return Address	Provide an address for the return of your filed documents.
☐ Return my filings to the address provided **ABOVE**	
☐ Return my filings to this address provided **BELOW**	
Company:	
Contact:	
Mailing Address:	Address:
	City: State: ZIP:

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Credit Card Payment Form

All major credit cards are accepted. For security purposes, do not email credit card information. Include this credit card payment form with your application.

Name of Applicant or Licensee: _____

Program Type: _____ License Number *(if applicable)*: _____

I wish to make payment by credit card for the following *(check all that apply)*: **AMOUNT**

- ☐ Application Fee: _____ _____
- ☐ License or Renewal Fee: _____ _____
- ☐ Other *(name change, wall certificate, fine, duplicate license, exam, etc.)*:
  1. _____ _____
  2. _____ _____

TOTAL: 0

Name *(as shown on credit card)*: _____

Mailing Address: _____

Phone Number: _____ Email *(optional)*: _____

Signature of Credit Card Holder: _____

08-4438 Rev 12/26/18 Credit Card Payment Form (all major cards accepted)

CREDIT CARD INFO: Your payment cannot be processed unless all fields are completed!

1. Credit Card Number: _____
2. Expiration Date: _____
3. Security Code: _____

All 3 fields **MUST** be completed!

This section will be destroyed after the payment is processed.