

Topic: Entity Dissolution Within One Year

Question by: Kristen Cordeiro

Jurisdiction: Rhode Island

Date: November 18, 2020

Jurisdiction	Question(s)	
	<p>Question 1 1. Does your jurisdiction have a mechanism for similar relief in place?</p>	<p>Question 2 2. Does your jurisdiction have a minimum corporate tax and, if yes, is there a waiver of that tax in the case of an entity dissolving within its first year of incorporation?</p>
Manitoba		
Corporations Canada		
Alabama		
Alaska		
Arizona		
Arkansas		
California	California does not have this but our fee for terminating an entity is \$0	
Colorado		
Connecticut		
Delaware		
District of Columbia		
Florida		
Georgia		

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Hawaii	<p>For domestic corporations that have not commenced business, we have the Articles of Dissolution by Incorporators or Directors. The filing fees are \$25.00 for profit corporations and \$10.00 for nonprofit corporations. Forms are attached. Tax matters are handled by the Hawaii Tax Department.</p>	
Idaho		
Illinois		
Indiana		
Iowa		
Kansas		
Kentucky		
Louisiana	<p>Louisiana is like Texas, we do not provide any type relief in this situation.</p>	
Maine		
Maryland		
Massachusetts		

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Michigan	<p>The Michigan Business Corporation Act allows for this type of dissolution. See Section 803 of the Act at: https://nam12.safelinks.protection.outlook.com/?url=http%3A%2F%2Flegislature.mi.gov%2Fdoc.aspx%3Fmcl-450-1803&data=04%7C01%7Cpviverto%40azsos.gov%7Cd6a404ea3f704a67b73708d88bf5d5%7Cb4494a03f26d475dba4139871e763531%7C1%7C1%7C637413274002375055%7CUnknown%7CTWFpbGZsb3d8eyJWIjoiMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTil6Ik1haWwiLCJXVCi6Mn0%3D%7C1000&sdata=M8mCyT00cY%2Fk3%2BKMW3cwbFWXuPEFu3oTBKkDJSu3ylo%3D&reserved=0. The Michigan Limited Liability Company Act and Michigan Nonprofit Corporation Act contain similar provisions as well. Attached is the Certificate of Dissolution form for this type of dissolution. Our office is not involved in corporate tax matters, so I cannot speak to that question. Corporate taxes are handled by the Michigan Department of Treasury.</p>	
Minnesota	<p>Minnesota is the same as Mississippi on this issue.</p>	
Mississippi	<p>Mississippi doesn't provide any type of Corporate relief for the situation mentioned in the email below. Any tax relief would be handled by the MS Dept. of Revenue.</p>	
Missouri		
Montana		
Nebraska		

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<p>Nevada</p>	<p>Nevada allows a waiver of the fees when an entity submits the attached affidavit along with a Certificate of Dissolution filing. The fee for a Certificate of Dissolution is \$100.</p> <p>NRS?78.573??Dissolution of corporation whose charter has been revoked without additional fees and penalties; regulations.</p> <p>1.??The Secretary of State shall authorize a corporation whose charter has been revoked to dissolve without paying additional fees and penalties, other than the fee for filing a certificate of dissolution required by NRS 78.780<https://nam12.safelinks.protection.outlook.com/?url=https%3A%2F%2Fwww.leg.state.nv.us%2FNRS%2FNRS-078.html%23NRS078Sec780&data=04%7C01%7Cpviverto%40azsos.gov%7C1967c9d656774008901e08d88bf8e6a3%7Cb4494a03f26d475dba4139871e763531%7C1%7C0%7C637413249640869657%7CUnknown%7CTWFpbGZsb3d8eyJWljojMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6lk1haWwWwILCJXVCi6Mn0%3D%7C1000&data=OwKB9oozkF5rEMeEduDvjT0Nb mAbbPmhmEq3aZ5t5%2B8%3D&reserved=0>, if the corporation provides evidence satisfactory to the Secretary of State that the corporation did not transact business in this State or as a corporation organized pursuant to the laws of this State:</p> <p>(a)?During the entire period for which its charter was revoked; or</p> <p>(b)?During a portion of the period for which its charter was revoked and the corporation paid the fees and penalties for the portion of that period in which the corporation transacted business in this State or as a corporation organized pursuant to the laws of this State.</p> <p>2.??The Secretary of State may adopt regulations to administer the provisions of this section.</p> <p>(Added to NRS by 2015,</p> <p>1279<https://nam12.safelinks.protection.outlook.com/?url=https%3A%2F%2Fwww.leg.state.nv.us%2FStatutes%2F78th2015%2FStats201512.html%23Stats201512page1279&data=04%7C01%7Cpviverto%40azsos.gov%7C1967c9d656774008901e08d88bf8e6a3%7Cb4494a03f26d475dba4139871e763531%7C1%7C0%7C637413249640869657%7CUnknown%7CTWFpbGZsb3d8eyJWljojMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6lk1haWwWwILCJXVCi6Mn0%3D%7C1000&data=N5RsjVD9X%2BnWmBVmZY3zvi0DLX63c%2FFV2lltwGkXU3M%3D&reserved=0></p>	<p>NRS?86.4895??Dissolution of company whose charter has been revoked without additional fees and penalties; regulations.</p> <p>1.??The Secretary of State shall authorize a limited-liability company whose charter has been revoked to dissolve without paying additional fees and penalties, other than the fee for filing articles of dissolution required by NRS 86.561<https://nam12.safelinks.protection.outlook.com/?url=https%3A%2F%2Fwww.leg.state.nv.us%2FNRS%2FNRS-086.html%23NRS086Sec561&data=04%7C01%7Cpviverto%40azsos.gov%7C1967c9d656774008901e08d88bf8e6a3%7Cb4494a03f26d475dba4139871e763531%7C1%7C0%7C637413249640869657%7CUnknown%7CTWFpbGZsb3d8eyJWljojMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6lk1haWwWwILCJXVCi6Mn0%3D%7C1000&data=CXMr%2Bg%2FhO84Uy4ml0NDuUqMOXT%2BpRI6eGLb9Z%2BSyP%2Bg%3D&reserved=0>, if the limited-liability company provides evidence satisfactory to the Secretary of State that the limited-liability company did not transact business in this State or as a limited-liability company organized pursuant to the laws of this State:</p> <p>(a)?During the entire period for which its charter was revoked; or</p> <p>(b)?During a portion of the period for which its charter was revoked and the limited-liability company paid the fees and penalties for the portion of that period in which the limited-liability company transacted business in this State or as a limited-liability company organized pursuant to the laws of this State.</p> <p>2.??The Secretary of State may adopt regulations to administer the provisions of this section.</p> <p>(Added to NRS by 2015,</p> <p>1288<https://nam12.safelinks.protection.outlook.com/?url=https%3A%2F%2Fwww.leg.state.nv.us%2FStatutes%2F78th2015%2FStats201512.html%23Stats201512page1288&data=04%7C01%7Cpviverto%40azsos.gov%7C1967c9d656774008901e08d88bf8e6a3%7Cb4494a03f26d475dba4139871e763531%7C1%7C0%7C637413249640869657%7CUnknown%7CTWFpbGZsb3d8eyJWljojMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6lk1haWwWwILCJXVCi6Mn0%3D%7C1000&data=5GGZew90jFa9xhOeBbmfV4HFVzRKZK6rHlajNBak9TE%3D&reserved=0></p>

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New Hampshire		
New Jersey		
New Mexico		
New York		
North Carolina		
North Dakota		
Ohio		
Oklahoma		
Oregon		
Pennsylvania		
Rhode Island		
South Carolina		
South Dakota		
Tennessee		
Texas	Texas does not provide the type of relief described.	
Utah	Utah is the same as California, we do not charge a fee to voluntarily dissolve an entity.	
Vermont		
Virginia		
Washington	Washington State does not charge for a voluntary dissolution or termination. As for any tax liabilities they would need to handle that with Department of Revenue.	
West Virginia		
Wisconsin		

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Wyoming		

Additional comments:

Full text of email:

Good Afternoon,

In Rhode Island we're exploring relief for entities who, within their first year of incorporation, wish to dissolve and have never conducted business in this state. We're wondering the following:

1. Does your jurisdiction have a mechanism for similar relief in place?
2. Does your jurisdiction have a minimum corporate tax and, if yes, is there a waiver of that tax in the case of an entity dissolving within its first year of incorporation?

Thank you,

[signatureSeal]Kristen Cordeiro
 Deputy Director of Business Services
 RI Department of State | Secretary of State Nellie M. Gorbea
 Email: kcordeiro@sos.ri.gov | Website:

<https://nam12.safelinks.protection.outlook.com/?url=http%3A%2F%2Fwww.sos.ri.gov%2F&data=04%7C01%7Cpviverto%40azsos.gov%7C1967c9d656774008901e08d88bf8e6a3%7Cb4494a03f26d475dba4139871e763531%7C1%7C0%7C637413249640869657%7CUnknown%7CTWFpbGZsb3d8eyJWljojMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6Ikk1haWwiLCJXVCi6Mn0%3D%7C1000&data=wRvFO2gdoeDnT1WDFEHmWuAgzDpppn%2FEtzXJdActbIA%3D&reserved=0> | Twitter: [@RISecState<https://nam12.safelinks.protection.outlook.com/?url=https%3A%2F%2Ftwitter.com%2FRISecState&data=04%7C01%7Cpviverto%40azsos.gov%7C1967c9d656774008901e08d88bf8e6a3%7Cb4494a03f26d475dba4139871e763531%7C1%7C0%7C637413249640869657%7CUnknown%7CTWFpbGZsb3d8eyJWljojMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6Ikk1haWwiLCJXVCi6Mn0%3D%7C1000&data=Xjx3rMMjUacmYs%2B3yXfsS5QyVsFDzM%2FqQOB9BxRSKzg%3D&reserved=0>](https://nam12.safelinks.protection.outlook.com/?url=https%3A%2F%2Ftwitter.com%2FRISecState&data=04%7C01%7Cpviverto%40azsos.gov%7C1967c9d656774008901e08d88bf8e6a3%7Cb4494a03f26d475dba4139871e763531%7C1%7C0%7C637413249640869657%7CUnknown%7CTWFpbGZsb3d8eyJWljojMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6Ikk1haWwiLCJXVCi6Mn0%3D%7C1000&data=Xjx3rMMjUacmYs%2B3yXfsS5QyVsFDzM%2FqQOB9BxRSKzg%3D&reserved=0)

148 W. River Street, Providence RI 02904 | 401-437-4130

Our Mission: The Rhode Island Department of State engages and empowers all Rhode Islanders by making government more accessible and transparent, encouraging civic pride, enhancing commerce and ensuring that elections are fair, fast and accurate.

COVID-19 (Coronavirus) Operations Alert

The RI Department of State remains open for business during this heightened time of concern for COVID-19 (Coronavirus), however, the Department is taking precautions to ensure the safety of our employees and customers. Therefore, all Business Services walk-in services and in-person trainings have been suspended until further notice. The Business Services Division is offering limited in-person service available by appointment only. Customers are encouraged to visit our website

<https://nam12.safelinks.protection.outlook.com/?url=http%3A%2F%2Fwww.sos.ri.gov%2F&data=04%7C01%7Cpviverto%40azsos.gov%7C1967c9d656774008901e08d88bf8e6a3%7Cb4494a03f26d475dba4139871e763531%7C1%7C0%7C637413249640869657%7CUnknown%7CTWFpbGZsb3d8eyJWljiMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6IjEhaWwiLCJXVCi6Mn0%3D%7C1000&sdata=wRvFO2gdoeDnT1WdfEHmWuAgzDpppn%2FEtzXJdActbIA%3D&reserved=0> to take advantage of our online business services. Business Services staff are available by phone Monday - Friday from 8:30a.m. to 4:30p.m. at (401) 222-3040 or via email at corporations@sos.ri.gov<<mailto:corporations@sos.ri.gov>>.

We thank you for your understanding and wish you a safe and healthy day.