

**As Introduced**

**131st General Assembly**

**Regular Session**

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**H. B. No. 336**

**Representatives Dever, Ryan**

**Cosponsors: Representatives Green, Hambley, Perales, Stinziano**

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**A BILL**

To amend section 1701.86 of the Revised Code to  
require, under certain circumstances, a  
certificate of dissolution of a corporation to  
be accompanied by an affidavit stating that the  
corporation is not required to pay or has not  
been assessed any taxes at the time of  
dissolution.

**BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF OHIO:**

**Section 1.** That section 1701.86 of the Revised Code be  
amended to read as follows:

**Sec. 1701.86.** (A) A corporation may be dissolved  
voluntarily in the manner provided in this section, provided the  
provisions of Chapter 1704. of the Revised Code do not prevent  
the dissolution from being effected.

(B) A resolution of dissolution for a corporation shall  
set forth that the corporation elects to be dissolved. The  
resolution also may include any of the following:

(1) The date on which the certificate of dissolution is to  
be filed or the conditions or events that will result in the

filing of the certificate;	19
(2) Authorization for the officers or directors to abandon the proposed dissolution before the filing of the certificate of dissolution;	20 21 22
(3) Any additional provision considered necessary with respect to the proposed dissolution and winding up.	23 24
(C) If an initial stated capital is not set forth in the articles then before the corporation begins business, or if an initial stated capital is set forth in the articles then before subscriptions to shares shall have been received in the amount of that initial stated capital, the incorporators or a majority of them may adopt, by a writing signed by each of them, a resolution of dissolution.	25 26 27 28 29 30 31
(D) The directors may adopt a resolution of dissolution in any of the following cases:	32 33
(1) When the corporation has been adjudged bankrupt or has made a general assignment for the benefit of creditors;	34 35
(2) By leave of the court, when a receiver has been appointed in a general creditors' suit or in any suit in which the affairs of the corporation are to be wound up;	36 37 38
(3) When substantially all of the assets have been sold at judicial sale or otherwise;	39 40
(4) When the articles have been canceled for failure to file annual franchise or excise tax returns or for failure to pay franchise or excise taxes and the corporation has not been reinstated or does not desire to be reinstated;	41 42 43 44
(5) When the period of existence of the corporation specified in its articles has expired.	45 46

(E) The shareholders at a meeting held for such purpose 47  
may adopt a resolution of dissolution by the affirmative vote of 48  
the holders of shares entitling them to exercise two-thirds of 49  
the voting power of the corporation on such proposal or, if the 50  
articles provide or permit, by the affirmative vote of a greater 51  
or lesser proportion, though not less than a majority, of such 52  
voting power, and by such affirmative vote of the holders of 53  
shares of any particular class as is required by the articles. 54  
Notice of the meeting of the shareholders shall be given to all 55  
the shareholders whether or not entitled to vote at it. 56

(F) Upon the adoption of a resolution of dissolution, a 57  
certificate shall be prepared, on a form prescribed by the 58  
secretary of state, setting forth all of the following: 59

(1) The name of the corporation; 60

(2) A statement that a resolution of dissolution has been 61  
adopted; 62

(3) A statement of the manner of adoption of such 63  
resolution, and, in the case of its adoption by the 64  
incorporators or directors, a statement of the basis for such 65  
adoption; 66

(4) The place in this state where its principal office is 67  
or is to be located; 68

(5) The internet address of each domain name held or 69  
maintained by or on behalf of the corporation; 70

(6) The name and address of its statutory agent; 71

(7) The date of dissolution, if other than the filing 72  
date. The date of dissolution shall not be more than ninety days 73  
after the filing of the certificate of dissolution. 74

(G) When the resolution of dissolution is adopted by the 75  
incorporators, the certificate shall be signed by not less than 76  
a majority of them. In all other cases, the certificate shall be 77  
signed by any authorized officer, unless the officer fails to 78  
execute and file such certificate within thirty days after the 79  
date upon which such certificate is to be filed. In that latter 80  
event, the certificate of dissolution may be signed by any three 81  
shareholders or, if there are less than three shareholders, all 82  
of the shareholders and shall set forth a statement that the 83  
persons signing the certificate are shareholders and are filing 84  
the certificate because of the failure of the officers to do so. 85

(H) Except as otherwise provided in division (I) of this 86  
section, a certificate of dissolution, filed with the secretary 87  
of state, shall be accompanied by all of the following: 88

(1) An affidavit of one or more of the persons executing 89  
the certificate of dissolution or of an officer of the 90  
corporation containing a statement of the counties, if any, in 91  
this state in which the corporation has personal property or a 92  
statement that the corporation is of a type required to pay 93  
personal property taxes to state authorities only; 94

(2) A certificate or other evidence from the department of 95  
taxation showing that the corporation has paid all taxes 96  
administered by and required to be paid to the tax commissioner 97  
that are or will be due from the corporation on the date of the 98  
dissolution, ~~or that the department has received an adequate~~ 99  
~~guarantee for the payment of all such taxes~~ an affidavit of one 100  
or more of the persons executing the certificate of dissolution 101  
or of an officer of the corporation containing a statement that 102  
the corporation is not required to pay or the department of 103  
taxation has not assessed any tax for which such a certificate 104

or other evidence is not provided; 105

(3) A certificate or other evidence showing the payment of 106  
all personal property taxes accruing up to the date of 107  
dissolution or showing that such payment has been adequately 108  
guaranteed, or an affidavit of one or more of the persons 109  
executing the certificate of dissolution or of an officer of the 110  
corporation containing a statement that the corporation is not 111  
required to pay or the department of taxation has not assessed 112  
any tax for which such a certificate or other evidence is not 113  
provided; 114

(4) A receipt, certificate, or other evidence from the 115  
director of job and family services showing that all 116  
contributions due from the corporation as an employer have been 117  
paid, or that such payment has been adequately guaranteed, or 118  
that the corporation is not subject to such contributions; 119

(5) A receipt, certificate, or other evidence from the 120  
bureau of workers' compensation showing that all premiums due 121  
from the corporation as an employer have been paid, or that such 122  
payment has been adequately guaranteed, or that the corporation 123  
is not subject to such premium payments. 124

(I) In lieu of the receipt, certificate, or other evidence 125  
described in division (H) (2), (3), (4), or (5) of this section, 126  
a certificate of dissolution may be accompanied by an affidavit 127  
of one or more persons executing the certificate of dissolution 128  
or of an officer of the corporation containing a statement of 129  
the date upon which the particular department, agency, or 130  
authority was advised in writing of the scheduled effective date 131  
of the dissolution and was advised in writing of the 132  
acknowledgment by the corporation of the applicability of the 133  
provisions of section 1701.95 of the Revised Code. 134

(J) Upon the filing of a certificate of dissolution and 135  
such accompanying documents or on a later date specified in the 136  
certificate that is not more than ninety days after the filing, 137  
the corporation shall be dissolved. 138

**Section 2.** That existing section 1701.86 of the Revised 139  
Code is hereby repealed. 140