

New York State Department of Taxation and Finance
Taxpayer Services Division
Technical Services Bureau

TSB-M-96-(2)C
Corporation Tax
May 7, 1996

CORPORATE DISSOLUTION

A New York business corporation that wishes to voluntarily dissolve under section 1004 of the Business Corporation Law can be dissolved by the Secretary of State, with the consent of the Tax Commissioner.

The Tax Department, in cooperation with the Department of State, has made major changes in the procedures to follow in dissolving domestic corporations (i.e., those incorporated in New York State). These changes result in more efficient and quicker service to taxpayers.

In the past, a corporation was required to send its dissolution forms and filing fee to the Tax Department. Once the Commissioner gave consent to the dissolution, the Tax Department would send evidence of this consent and the corporation's dissolution paperwork and filing fee to the Secretary of State. These procedures have been changed.

Effective June 1, 1996, you can simply call the Tax Department at a toll-free telephone number to request the consent of the Tax Commissioner to the dissolution of a domestic corporation. You can also request the consent by fax or by writing to the Tax Department (see the telephone and fax numbers and address listed below). The Tax Department will issue either a consent to dissolution of a domestic corporation or a letter detailing what needs to be done before the consent can be issued. In most cases, the consent or letter will be issued within 5 business days.

If the corporation is current in filing all returns and paying all fees and taxes (including penalty and interest) administered by the Tax Department, the consent will be sent directly to the corporation (or its filing representative).

Corporations that are not current-in filing their returns or have outstanding liabilities will be notified of this. They will be advised that the consent cannot be issued until the delinquent returns are filed and any outstanding liabilities paid.

Corporations that are current in filing their returns and have no outstanding liabilities, but whose return(s) could not be processed because of errors or missing information, will be notified of this. The Tax Department will expedite resolution of these problems, contacting the corporation as necessary.

The Tax Department will now send the consent to dissolution directly to the filer for the corporation. The corporation must then send the consent, certificate of dissolution and filing fee directly to the Department of State.

The telephone number, fax number and address where you can call or write to request the consent of the Tax Commissioner to dissolve is:

- Telephone number - 1 800 327- 9688
- Fax number - (518)457-8124
- New York State Tax Department
Corporation Tax Dissolution Unit
Building 8, Room 302
W.A. Harriman Campus
Albany, New York 12227

After you receive the consent to dissolve from the Tax Department, mail the consent (2 copies) along with the Certificate of Dissolution and your check for the filing fee to the:

New York State Department of State
Division of Corporation
162 Washington Avenue
Albany, New York 12231