

INSTRUCTIONS FOR COMPLETING

This form is to be used for voluntary dissolution of a business corporation only where the corporation has not issued any shares, has not commenced business, and the dissolution has been authorized by all its incorporators or their personal representatives.

Note: If the corporation has issued shares or commenced business, you cannot file this form but can instead file a form 10, Articles of Dissolution - and shareholder approval is required.

Articles in duplicate may be mailed to the Toronto address listed below. For over-the-counter service articles may be filed in person at the Toronto office or at some Land Registry /ServiceOntario offices in Ontario. For a list of locations see the "Offices That Endorse Articles Submitted Under the Business Corporations Act" information sheet or visit the Ministry's web site at: www.mgs.gov.on.ca. Select "Services for Business" from the "Service Ontario" menu on the right hand side of the page, then choose "Company Information" from the services listed and scroll down to "Frequently Asked Questions".

FEE

\$25.00

BY MAIL - cheque or money order payable to the Minister of Finance.

IN PERSON (at the Toronto office) - cash, cheque or money order payable to the Minister of Finance, Visa, MasterCard, American Express or debit card. (If you are filing the documents at one of the Land Registry/ServiceOntario offices, call first to confirm whether credit or debit cards are acceptable).

There will be a service charge payable for any cheque returned as non-negotiable by a bank or financial institution.

SUPPORTING DOCUMENTS**CONSENT FROM THE MINISTER OF FINANCE**

Articles must be accompanied by written consent to the dissolution from the Minister of Finance, and must be submitted within 60 days after the Minister of Finance provides consent. To obtain this consent, contact the Ministry of Finance at the following address:

Ministry of Finance
Corporations Tax
4th Floor
33 King Street West,
PO Box 622
Oshawa ON L1H 8H5
Telephone: 1-800-263-7965

COVERING LETTER

Enclose a covering letter setting out the name of a contact person, a return address and a telephone number. This will facilitate the processing of the articles should a question arise as to the content of the articles.

APPEARANCE OF DOCUMENTS

The *Articles of Dissolution* must be completed in duplicate on Form 11 as approved by the Minister. All documents must be legible and compatible with the microfilming process, with the information typed or hand printed in block capital letters, on one side of good quality, white bond paper 8 1/2" by 11". The headings on the form must be numbered 1 to 9 and should remain in that order. Do not leave out any of the headings.

ARTICLE 1 Set out the current name of the corporation in block capital letters starting from the first box on the left-hand side of the first line, with one letter per box and one empty box for a space. Punctuation marks are entered in separate boxes. Complete one line before starting in the first box of the next line. The name entered must be exactly the same as it appeared on the original Articles of Incorporation or Articles of Amalgamation, or the most recent Articles of Amendment if there has been a name change.

E	A	S	T		S	I	D	E		I	N	V	E	S	T	M	E	N	T		A	N	D		M	A	N	A	G
E	M	E	N	T		L	T	D	.																				

ARTICLE 2 Set out the original date of incorporation or amalgamation of the corporation.

ARTICLE 3 **The corporation has not commenced business.** This statement must be included in the articles. If the corporation has started business this form cannot be used, instead complete Articles of Dissolution, **Form 10**.

ARTICLE 4 **None of the shares of the corporation has been issued.** This statement must be included in the articles. If the corporation has issued shares this form cannot be used, instead complete Articles of Dissolution **Form 10**.

ARTICLE 5 **The dissolution has been duly authorized under clause 237(c) of the Business Corporations Act.** This statement confirming the dissolution has been authorized by all of the incorporators of the corporation or their personal representatives pursuant to section 237(c) of the Business Corporations Act must be included in the articles.

ARTICLE 6 **The corporation has no debts, obligations or liabilities.** This statement confirming the corporation has no debts, obligations or liabilities must be included in the articles.

ARTICLE 7 Indicate by checking the appropriate box whether after satisfying the interests of creditors in all its debts, obligations and liabilities, if any, the corporation has no property to distribute or that it has distributed its remaining property to the persons entitled thereto.

ARTICLE 8 **There are no proceedings pending in any court against the corporation.** This statement must be included in the articles. If there are court proceedings against the corporation this form cannot be filed.

ARTICLE 9 **The corporation has obtained consent from the Minister of Finance to the dissolution and has filed all notices and returns required under the Corporations Information Act.** This statement must be included on the articles. The requirement to file all notices and returns includes payment of any outstanding fees. A letter of consent issued by the Ministry of Finance must accompany the application.

EXECUTION Both copies of the articles must have original signatures of all of the incorporators of the corporation or their personal representatives. Set out the incorporators' name or if the articles are signed by a personal representative, set out the representative's name, the capacity in which he/she is signing (e.g. executor, trustee) and the name of the incorporator he/she is representing.

Articles (in duplicate), consent letter from the Minister of Finance and filing fee should be mailed or delivered to:

**Companies and Personal Property Security Branch
Ministry of Government Services
Suite 200
393 University Avenue
Toronto ON M5G 2M2**

**2nd Floor
375 University Avenue (In Person)**

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Signature and names of all the incorporators or their personal representatives
Signature et nom de tous les fondateurs ou de leurs représentants

Signature / *signature*

Incorporators' name or the personal representatives name and the capacity in which he/she is signing (e.g. executor, trustee) and the name of the incorporator he/she is representing
Nom du fondateur ou, le cas échéant, le nom du représentant, la qualité en laquelle celui-ci signe
(p. ex. : exécuteur, fiduciaire) et le nom du fondateur qu'il représente

Signature / *signature*

Incorporators' name or the personal representatives name and the capacity in which he/she is signing (e.g. executor, trustee) and the name of the incorporator he/she is representing
Nom du fondateur ou, le cas échéant, le nom du représentant, la qualité en laquelle celui-ci signe
(p. ex. : exécuteur, fiduciaire) et le nom du fondateur qu'il représente

Signature / *signature*

Incorporators' name or the personal representatives name and the capacity in which he/she is signing (e.g. executor, trustee) and the name of the incorporator he/she is representing
Nom du fondateur ou, le cas échéant, le nom du représentant, la qualité en laquelle celui-ci signe
(p. ex. : exécuteur, fiduciaire) et le nom du fondateur qu'il représente

Signature / *signature*

Incorporators' name or the personal representatives name and the capacity in which he/she is signing (e.g. executor, trustee) and the name of the incorporator he/she is representing
Nom du fondateur ou, le cas échéant, le nom du représentant, la qualité en laquelle celui-ci signe
(p. ex. : exécuteur, fiduciaire) et le nom du fondateur qu'il représente