

Articles of Dissolution
BUSINESS CORPORATIONS ACT

INSTRUCTIONS

This information is submitted to your authorized service provider for filing with the Registrar pursuant to the Business Corporations Act and must conform to Section 1 of the Regulations made under the Act.

This form is also used by societies wishing to voluntarily dissolve pursuant to Section 30 of the Societies Act. Item 3 (b) is applicable when dissolving a society and this form will be sent to and filed with Corporate Registry.

Item 1. Enter the corporation's full legal name.

Item 2. The corporation access number must be entered. It is printed in the top right hand corner of the:

- Certificate of Incorporation
- Certificate of continuance
- Certificate of Amalgamation

Item 3. (a) and (b) are applicable when dissolving under Section 203 (Dissolving under Section 203 (Dissolution of a Corporation)); or Section 204 (Voluntary Liquidation and Dissolution).
(c) and (d) are applicable when dissolving under Section 204 (Voluntary Liquidation and Dissolution).

If Box © is checked, the articles must be filed with a Statutory Declaration as required by Section 204(14) of the Business Corporations Act. The Statutory Declaration must state that:

- the corporation has no assets, and
- during the 13 months preceding the date of the Statutory Declaration, the corporation has not:
 - (a) distributed any of its property to its shareholders by dividend or otherwise, or
 - (b) conferred a benefit on any of the directors by way of remuneration or bonuses or other special payments that is in excess of an amount that fairly represents reasonable remuneration for services performed for the corporation by the directors.

Item 4. This question must be answered if this application is being made under Section 204 of the Business Corporations Act.

Item 5. The name and business address of the person who will be responsible to produce the documents and records of the dissolved corporation for a period of six years under Section 218 of the Act.

The following information must be included:

- name of person authorizing (director/authorizing officer)
- title
- identification
- date

When the information is submitted to your service provider, identification of the authorized person/officer/director/declarant will be required.

REG 3038(98/04)

Articles of Dissolution

Business Corporations Act
Section 203 and 204

1. Name of Corporation

2. Corporate Access Number

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3. The Corporation has: (check (√) the appropriate box)

- (a) not issued any shares, has no property and no liabilities
- (b) no property and no liabilities
- (c) liabilities
- (d) not sent a statement of revocation of intent to dissolve

4. If the Corporation is being dissolved under Section 204 of the Business Corporations Act, the following questions must be answered:

Has this Corporation complied with Section 204(7) of the Act? Yes No

5. Documents and records of the Corporation shall be kept for six years from the date of dissolution by:

Name (First, Initial, Last)			
Business Address	City/Town	Province	Postal Code

Name of Person Authorizing (please print)

Identification

Title (please print)

Date

Phone Number: _____

This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of the information can be directed to the Freedom of Information and Protection of Privacy Coordinator for Alberta Registries, Research and Program Support, 3 red Floor, 10155-102 Street, Edmonton, Alberta T6J 4L4

Section 203

January 1, 1996

- (1) A corporation that has not issued any shares and that has no property and no liabilities may be dissolved at any time by the resolution of all the directors.
- (2) A Corporation that has no property and no liabilities may be dissolved by special resolution of the shareholders or, if it has issued more than one class of shares, by special resolutions of the holders of each class whether or not they are otherwise entitled to vote.
- (3) A corporation that has property or liabilities or both may be dissolved by special resolution of the shareholders or, if it has issued more than one class of shares, by special resolutions of the holders of each whether they are otherwise entitled to vote, if
 - (a) by the special resolution or resolutions the shareholders authorize the directors to cause the corporation to distribute all property and discharge all liabilities, and
 - (b) the corporation has distributed all property and discharged all liabilities before it sends articles of dissolution to the Registrar pursuant to subsection (4)
- (4) Articles of dissolution in prescribed form shall be sent to the Registrar.
- (5) On receipt of articles of dissolution, the Registrar shall issue a certificate of dissolution in accordance with section 255.
- (6) The corporation ceases to exist on the date shown in the certificate of dissolution.

Section 204

- (1) The directors may propose, or a shareholder who is entitled to vote at an annual meeting of shareholders may, in accordance with section 131, make a proposal for the voluntary liquidation and dissolution of a corporation
 - (2) Notice of any meeting of shareholders at which voluntary liquidation and dissolution is to be proposed shall set out the terms of the liquidation and dissolution.
 - (3) A corporation may liquidate and dissolve by special resolution of the shareholders or, if the corporation has issued more than one class of shares, by special resolutions of the holders of each class whether or not they are otherwise entitled to vote.
 - (4) A statement of intent to dissolve in prescribed form shall be sent to the Registrar.
 - (5) On receipt of a statement of intent to dissolve, the registrar shall issue a certificate of intent to dissolve in accordance with section 255.
 - (6) On issue of a certificate of intent to dissolve, the corporation shall cease to carry on business except to the extent necessary for the liquidation, but its corporate existence continues until the Registrar issues a certificate of dissolution.
 - (7) After issue of a certificate of intent to dissolve, the corporation shall
 - (a) immediately cause notice of the issue of the certificate to be sent or delivered to each known creditor of the corporation.
 - (b) forthwith publish notice of the issue of the certificate
 - in the Registrar's periodical or The Alberta Gazette and
 - once in a newspaper published or distributed in the place where the corporation has its registered office.and take reasonable steps to give notice of the issue of the certificate in every jurisdiction where the corporation was carrying on business at the time it sent the statement of intent to dissolve to the Registrar.
 - (c) proceed to collect its property, to dispose of properties that are not to be distributed in kind to its shareholders, to discharge all its obligations and to do all other required to liquidate its business, and
 - (d) after giving the notice required under clauses (a) and (b) and adequately providing for the payment of discharge of all its obligations, distribute its remaining property, either in money or in kind among its shareholders according to their respective rights.
- (8) The Registry or any interested person may, at any time during the liquidation of a corporation, apply to the Court for an order that the liquidation be continued under the supervision of the Court as provided in this Part, and on the application the Court may so order and make any further order it thinks fit.
- (9) An applicant under this section shall give the Registrar notice of the application, and the Registrar is entitled to appear and be heard in person or by counsel.
- (10) At any time after the issue of a certificate of intent to dissolve and before the issue of a certificate of dissolution, a certificate of intent to dissolve may be revoked.
 - (a) by sending to the Registrar a statement of revocation of intent to dissolve in prescribed form and approved in the same manner as the resolution under subsection (3), and
 - (b) by publishing the statement of revocation of intent to dissolve, the Registrar shall issue a certificate of revocation of intent to dissolve in accordance with section 255.
- (12) On the date shown in the certificate of revocation of intent to dissolve, the revocation is effective and the corporation may continue to carry on its business or businesses.
- (13) If a certificate of intent to dissolve has not been revoked and the corporation has complied with subsection (7), the corporation shall prepare articles of dissolution in the prescribed form and send them to the Registrar.
- (14) If a certificate of intent to dissolve has not been revoked and the corporation has complied with subsection (7)(c) and (d) because it has no assets with which to provide for the payment or discharge of its remaining obligations, the corporation may prepare articles of dissolution in prescribed form and send them to the Registrar together with a statutory declaration of a director of the corporation that establishes to the satisfaction of the Registrar
 - (a) that the corporation has no assets, and
 - (b) that, during the 13 months preceding the date of the statutory declaration, the corporation has not
 - (i) distributed any of its property to its shareholders by dividend or otherwise, or
 - (ii) conferred a benefit on any of the directors by way of remuneration or bonuses or other special payments that is in excess of an amount that fairly represents reasonable remuneration for services performed for the corporation by the director.
- (15) On receipt of the articles of dissolution under subsection (13) or the articles of dissolution and statutory declaration under subsection (14), the Registrar shall issue a certificate of dissolution in accordance with section 255.
- (16) The corporation ceases to exist on the date shown in the certificate of dissolution.