

Administrative Dissolutions

Frequently Asked Questions

1. What is an “administrative dissolution”?

When an entity fails to timely file an annual report, fails to maintain a registered agent, its duration expires or in several other situations, the Secretary of State may administratively dissolve that entity. The Secretary's authority to do so is granted by statute, and upon dissolution, an entity may no longer carry on its business other than to wind up, liquidate and pay off its creditors. An entity may apply to have an administrative dissolution rescinded, and become reinstated, by requesting a “reinstatement application” from the Secretary of State and complying with the requirements set forth in the application.

2. Why are companies being administratively dissolved this year?

Most states have an annual dissolutions process. The last time an administrative dissolution was conducted in Georgia was in July, 2005. Adhering to an annual dissolutions process assures that the most accurate information about business entities is available in our databases and makes it easier for customers to search our databases.

3. What is the net effect of an administrative dissolution?

Administrative dissolution *does not* have the same legal effect as a voluntary dissolution. If an entity desires to dissolve or terminate its existence, it must do so by formally filing the applicable dissolutions documents. To voluntarily dissolve or terminate, you will need to access the corporations' website at www.georgiacorporations.org. Go to “forms and applications”. Next, you will need to click on “intent to dissolve” or “certificate of termination” (for LLCs) to download the instructions and the necessary forms for voluntary dissolution or termination.

A entity administratively dissolved continues its corporate existence but may not carry on any business except that necessary to wind up and liquidate its business and affairs (OCGA 14-2-1405,14-3-1406, a4-11-603). However, if the entity is subsequently reinstated, the entity's existence will also be retroactively reinstated for all purposes. If the entity has been administratively dissolved and it is either not possible or desirable to reinstate the entity's good standing and existence, the entity's affairs should be wound up, its assets liquidated and all debts and obligations paid or otherwise satisfied.

4. When was the last time the Secretary of State performed a mass administrative dissolution similar to this one? July of 2005.

5. How many companies are affected this year? More than 280K entities qualify for administrative dissolution or administrative revocation this year.

6. What should I do if I receive a notice?

If you would like to continue operating as a business and want to avoid being administratively dissolved or revoked; complete the Annual Registration form and send in a check or money order for all appropriate fees due. You may also complete the annual registration on-line and pay with a credit card at www.georgiacorporations.org

7. How can I avoid being administratively dissolved?

You may either pay all the appropriate fees due or chose to voluntarily dissolve the corporation. To voluntarily dissolve or terminate, you will need to access the corporations' website at www.georgiacorporations.org. Go to "forms and applications". Next, you will need to click on "intent to dissolve" or "certificate of termination" (for LLCs) to download the instructions and the necessary forms for voluntary dissolution or termination.

8. How are entities being notified that they may be administratively dissolved?

Beginning the week of October 1st, affected entities will receive notifications in the mail. The envelope is a **blue envelope** with the phrase "**IMPORTANT TIME SENSITIVE INFORMATION ENCLOSED**" printed across the top of the envelope in **RED**. Inside the envelope there are two documents:

- A. A Notice/Letter from the Corporations Division of our intent to administratively dissolve the entity or revoke the entity's Certificate of Authority indicating the grounds for this action.
- B. An Annual Registration Form for the entity. The total amount due is listed on the bottom of the Annual Registration form in the lower right-hand side of the page.

9. Where were the notices sent?

Notices were sent to the principle mailing address on record at the time of the mailing.

10. What should I do if I do not receive a notice but my principal address has changed?

Go to our website, www.georgiacorporations.org. Go to online services and perform a search for your entity by name, control number, officer or registered agent. Search for your entity and check the status. If the status reads "active/noncompliance", then the entity will be administrative dissolved or revoked this year.

11. What should I do if I do not receive a notice but I have not filed an annual registration this year?

Go to our website, www.georgiacorporations.org. Go to online services and perform a search for your entity by name, control number, officer or registered agent. Search for your entity and check the status. If the status reads "active/noncompliance", then the entity will be administrative dissolved or revoked this year.

12. How can I check the status of my corporate entity?

Go to our website, www.georgiacorporations.org. Go to online services and perform a search for your entity by name, control number, officer or registered agent. Search for your entity and check the status. Search for your entity and check the status. If the status reads "active/noncompliance", then the entity will be administrative dissolved or revoked this year.

13. What methods of payments are accepted? Online orders can be processed with a major credit card or debit card. Mail-in/Walk-in orders are processed via check or money order only. ***Absolutely no cash is accepted.***

14. What are my options?

You may choose to become administratively dissolved, voluntarily dissolve the entity yourself, or pay all back fees due and regain your status as a corporate entity in good standing.

15. How much time do I have to respond?

According to OCGA 14-2-1421, 14-3-1421, 14-11-603, an entity has 60 days from the date of notice to respond. ***The due date is clearly marked on the Annual Registration Form you received.***

16. What if I miss the deadline and my company is administratively dissolved?

An entity can have an administrative dissolution rescinded, and become reinstated, by filing an application for reinstatement along with the appropriate filing fee and any unpaid annual registration fees. However, if another entity has filed under that

entity's name during the period of administrative dissolution, a new name must be selected.

17. What are the benefits of me paying all those back fees, shouldn't I just start over as a new entity?

Each situation is different and we cannot advise you on such matters. If this is your concern, we advise you to consult your attorney or accountant to help you make the best decision for your entity.

If you would like to file your Annual Registration now please click

http://www.sos.ga.gov/corporations/AR_terms.htm