



State of Missouri
John R. Ashcroft, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

**Application for Certificate of
Withdrawal of Foreign Corporation**

(Submit with filing fee of \$25.00 and Certificate of Tax Clearance issued from the Missouri Department of Revenue)

The undersigned corporation, for the purpose of withdrawing from the State of Missouri hereby executes the following document:

1. The name of the Corporation is _____ Missouri Charter #: _____

and is organized and exists under the laws of _____

2. A. The corporation is not transacting business and surrenders its authority to transact business in the State of Missouri.

B. The corporation revokes the authority of its registered agent in Missouri to accept service of process and consents that service of process in any suit, action, or proceeding based upon any cause of action arising in Missouri during the time the corporation was licensed to transact business in Missouri may thereafter be made on the corporation by service on the Secretary of State of Missouri.

C. The mailing address to which the Secretary of State may mail a copy of any service of process is:

Address

City/State/Zip

D. The corporation will notify the Secretary of State of Missouri of any future change of mailing address for a period of five years.

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Authorized Signature

Printed Name

Title

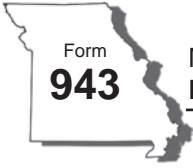
Date

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____



Missouri Department of Revenue
Request for Tax Clearance

Department Use Only
(MM/DD/YY)

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Missouri Tax I.D. Number

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Federal Employer I.D. Number

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Charter Number

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1. Does this business have Missouri employees for which they are required to withhold Missouri taxes? Yes No
 2. Do you pay contributions to the Division of Employment Security? Yes No
 If yes, what is that account number? _____

Ownership

If there has been a change in the ownership of your business, you may need to contact Business Tax Registration at (573) 751-5860 to ensure your account is properly registered.

- Corporation Partnership Sole Proprietorship
 Limited Liability Company Taxed as: Corporation Partnership Sole Owner

Business

Name	Doing Business As Name (DBA)		
Mailing Address	City	State	Zip Code

Reason(s) for Request

1. I am completing the following transaction with the Missouri Secretary of State's Office.
 Reinstatement Withdrawal or Termination Merger — Date of Merger ____/____/____
 All tax types and the account with the Division of Employment Security will be reviewed and must be filed and paid in full.
 2. I am completing the following transaction: Selling Business Assets Financial Closing MBE or WBE
 Missouri Quality Jobs Other _____
 All tax types and the account with the Division of Employment Security will be reviewed and must be filed and paid in full.
 3. I require a sales or use tax Certificate of No Tax Due for the following: Select all that apply.
 Business License Liquor License Other (if not listed) _____
 4. I require a sales or use tax Vendor No Tax Due to obtain or renew a contract with the state of Missouri.
 Contact person _____ Phone Number (_____) _____-_____

Corporations

If there has been a name change for this corporation, please provide prior name.

- This corporation files consolidated corporation income tax returns in Missouri.
 Parent Corporation Information:

Missouri Tax Identification Number
Federal Employer Identification Number

Missouri corporation franchise tax returns cannot be filed consolidated and must be filed by each corporation.

Sole Proprietorships

If individual income tax returns have been previously filed in another state, please provide a list of the states and years filed. Attach additional page(s) to this form if needed.

Your Social Security Number

Spouse's Social Security Number

Authorization

All correspondence will be released to the person authorized below. Release of this information to a third party (such as an accountant) at the request of the taxpayer does not give the third party authority to request further information from the Department. To obtain additional information or to represent the taxpayer before the Department, the taxpayer must execute a Power of Attorney designating the third party as its representative.

Name of Person Authorized to Receive This Information	Title	Phone Number (____)____-_____	
Address	City	State	Zip Code
E-mail Address of Authorized Person			

Signature

Under penalties of perjury, I declare that the above information and any attached supplement is true, complete, and correct.

Signature of Owner or Officer	Title	Phone Number (____)____-_____
Printed Name of Owner or Officer	Please fax the results to (____)____-_____	

Mail to: Taxation Division
 P.O. Box 3666
 Jefferson City, MO 65105-3666

Phone: (573) 751-9268
Fax: (573) 522-1265
E-mail: taxclearance@dor.mo.gov



Frequently Asked Questions

1. What if I don't know my Missouri tax identification number?

The Missouri tax identification number is assigned by the Missouri Department of Revenue at the time you register for the reporting of sales, use, withholding, corporation income, or corporation franchise tax. If you have not registered your business or need to check on the status of a registration, please contact Business Tax Registration at (573) 751-5860.
2. What is my federal employer identification number?

The Internal Revenue Service issues your federal employer identification number when you register to file federal taxes. If you do not have this number, we will review the account based on the information provided.
3. What is my corporation charter number or certificate of authority number?

Your corporate charter number is issued to a Missouri corporation, limited liability company or limited partnership, by the Missouri Secretary of State's Office, authorizing your company to transact business in the State of Missouri. The certificate of authority number is issued by the Missouri Secretary of State's Office to foreign entities. Questions concerning these numbers should be directed to the Missouri Secretary of State's Office at (573) 751-4153.
4. I am a foreign corporation. Am I required to register with the Missouri Secretary of State's Office?

If you are a corporation, you must be authorized to transact business in the State of Missouri with the Missouri Secretary of State's Office. Some foreign corporations may not be required to obtain a certificate of authority number in Missouri. If your corporation is not required, indicate so and the reason why. You may review [Section 351.572.2 RSMo](#), for possible reasons a corporation may not be required to register.
5. Why do I have to file a franchise tax return if I am not a franchise?

Franchise tax is a tax based on the amount of assets a corporation has in or apportioned to the state of Missouri. It does not pertain to being a franchise.
6. Are not-for-profit corporations subject to franchise tax?

No, pursuant to [Section 147.010, RSMo](#), not-for-profit corporations are not subject to franchise tax.
7. Are LLCs subject to franchise tax?

No, the corporation franchise tax is imposed upon "every corporation organized under or subject to [Chapter 351, RSMo](#)." Therefore, LLCs, which are organized under [Chapter 347, RSMo](#), are not subject to franchise tax.
8. What are the reasons a corporation is dissolved?

A corporation can be dissolved for failure to file the Annual Report, failure to file and or pay required taxes, failure to maintain a registered agent, and practicing fraud against the state.
9. What are the consequences of being administratively dissolved versus voluntarily dissolved?

If the corporation voluntarily dissolves, it indicates the corporation requested the dissolution. If it is administratively dissolved, the Secretary of State's Office has dissolved the corporation. If the corporation is administratively dissolved, it could have difficulty when bidding a job in the state, trying to obtain a loan, or when completing a financial closing through a bank. The Secretary of State's website is: <http://www.sos.mo.gov/>, and may be viewed for additional information, forms, and the current status of the corporation.
10. Does this request have to be signed by the owner or corporate officer?

Yes, an officer or the owner must sign the request.
11. Can I send my Secretary of State application with my tax clearance request form?

No, once you receive the clearance letter it is sent with all required information to the Secretary of State's Office.
12. Will the Secretary of State's Office accept a faxed copy of the tax clearance?

Yes, as long as it is within the allotted 60 day timeframe indicated on the clearance letter. Because the letter is only valid for 60 days, you may need to take this into consideration when completing the request for tax clearance and not request it too soon.

If you have questions concerning the tax clearance, please contact the Missouri Department of Revenue, Tax Clearance Unit at (573) 751-9268. The fax number is (573) 522-1265.

If you have questions concerning reinstatements, please contact the Missouri Secretary of State's Office at (573) 751-4153 or toll free at (866) 223-6535.

Federal Privacy Notice

The Federal Privacy Act requires the Missouri Department of Revenue (Department) to inform taxpayers of the Department's legal authority for requesting identifying information, including social security numbers, and to explain why the information is needed and how the information will be used.

[Chapter 143](#) of the Missouri Revised Statutes authorizes the Department to request information necessary to carry out the tax laws of the state of Missouri. Federal law 42 U.S.C. Section 405 (c)(2)(C) authorizes the states to require taxpayers to provide social security numbers.

The Department uses your social security number to identify you and process your tax returns and other documents, to determine and collect the correct amount of tax, to ensure you are complying with the tax laws, and to exchange tax information with the Internal Revenue Service, other states,

and the Multistate Tax Commission ([Chapters 32](#) and 143, RSMo). In addition, statutorily provided non-tax uses are: (1) to provide information to the Department of Higher Education with respect to applicants for financial assistance under [Chapter 173, RSMo](#) and (2) to offset refunds against amounts due to a state agency by a person or entity (Chapter 143, RSMo). Information furnished to other agencies or persons shall be used solely for the purpose of administering tax laws or the specific laws administered by the person having the statutory right to obtain it as indicated above. (For the Department's authority to prescribe forms and to require furnishing of social security numbers, see [Chapters 135](#), 143, and [144, RSMo](#).)

You are required to provide your social security number on your tax return. Failure to provide your social security number or providing a false social security number may result in criminal action against you.



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