



Ohio Legislative Service Commission

Bill Analysis

Kelly Bomba

H.B. 336

131st General Assembly
(As Introduced)

Reps. Dever and Ryan, Green, Hambley, Perales, Stinziano

BILL SUMMARY

- Allows a corporation that is filing for voluntary dissolution, to meet the state tax responsibility portion of the filing, to provide an affidavit stating that the corporation is not required to pay or has not been assessed any taxes at the time of dissolution.
- Allows a certificate of dissolution to be accompanied by an affidavit stating that the Department of Taxation was notified of the dissolution and acknowledging liability, instead of submitting evidence that taxes have been paid as under current law or the affidavit of no outstanding liability that may be filed under the bill.
- Eliminates the current law ability of a voluntarily dissolving corporation to provide evidence from the Department showing that the Department has received an adequate guarantee for the payment due of taxes to satisfy the state tax responsibility portion of the filing.

CONTENT AND OPERATION

Evidence required for a voluntary dissolution of a corporation

Under continuing law, a corporation must file a certificate of dissolution with the Secretary of State to voluntarily dissolve the corporation. Current law requires the certificate of dissolution to be accompanied by a certificate or other evidence from the Department of Taxation showing either of the following:

- (1) The corporation had paid all taxes administered and required to be paid to the Tax Commissioner that are or will be due on the date of the dissolution;

(2) The Department has received an adequate guarantee for the payment of all such taxes.

The bill eliminates (2) above as a means for satisfying this requirement.

And, in lieu of submitting the certificate or other evidence from the Department described under (1) above to satisfy the requirement, the bill allows a corporation to submit either of the following:

(1) An affidavit of one or more of the persons executing the certificate of dissolution or of an officer of the corporation stating that the corporation did not have any outstanding tax liability for which evidence of payment was not provided;

(2) An affidavit of one or more persons executing the certificate or an officer of the corporation containing a statement of the date upon which the Department was advised in writing of the scheduled effective date of the dissolution and acknowledgement by the corporation of the applicability of provisions of the liability for unlawful loans, dividends, and distribution of assets laws.¹

HISTORY

ACTION	DATE
Introduced	09-22-15

H0336-I-131.docx/emr

¹ R.C. 1701.86.

