**State Has Issued Our SSO an Administrative Dissolution Letter**

**What Do We Do Now?**

**What is *Administrative Revocation*?**

Administrative revocation occurs when a corporation’s charter is administratively dissolved by the Division of Business Services for any of the following reasons:

1. Failure to file annual report with the Division of Business Services within two months after it is due;
2. The corporation is without a registered agent or registered office for two or more months;
3. The name of a corporation fails to comply with the name provisions of TCA §48-14-101
4. The corporation fails to notify the Division of Business Services within two months that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued;
5. The corporation’s period of duration stated in its charter expires; or
6. The corporation submits to the Division of Business Services a check, bank draft, money order or other such instrument, for payment of any fee and it is dishonored upon presentation for payment.

The State’s Division of Business Services administratively dissolves the corporation by issuing a Certificate of Dissolution. The certificate shows the reason(s) for dissolution and its effective date.   An administratively dissolved corporation continues its corporate existence but may not carry on any business except that which is necessary to liquidate its business, close operations, and notify claimants.  The administrative dissolution of a corporation **does not** terminate the authority of its registered agent.

Once administratively dissolved by the state, the SSO can (1) choose to apply for reinstatement if SSO meets the criteria, (cost - $100 as of January 2021). This is done by filing the SSO’s late annual state report located online at the same website used to file the annual state report (<https://tnbear.tn.gov/Ecommerce/AnnualReportID.aspx>). The SSO must also file a reinstatement request (follow instructions provided by state) if they have chosen to request reinstatement as an active non-profit entity, or, (2) the SSO begins the process to cease business in TN. If the SSO chooses to cease business in TN, the there are several steps that the SSO should follow:

1. Per the attorney general’s office, to terminate the school support organization (SSO), the SSO must first complete the packet of information located at the below hyperlink and send in all requested documents to the TN Attorney General’s Office either by mail or email (physical address is located on page 3 of their packet and an email address that was provided on January 26, 2021 is: shawn.ackors@ag.tn.gov)

<https://www.tn.gov/content/dam/tn/attorneygeneral/documents/nonprofits/nonprofit-dissolutions.pdf>

1. Once the attorney general receives the SSO’s packet of information, their office has 45 days to review it. If accepted, they will notify the SSO that they have been approved to continue filing the proper forms with the state to cease business.

**Once approved by the attorney general**, the form to file with the state to cease business is located on the TN Secretary of State’s website under “find and update a business record”. <https://tnbear.tn.gov/Ecommerce/FilingSearch.aspx>

Once you click on the above hyperlink, enter the SSO’s state control number (located on your annual report), click search, and then click on the SSO’s control number that is listed. (Make sure to verify that it is your SSO’s name.) In the “Available Entity Actions” box, click “More” and then click “Cease Business in Tennessee” and then follow the instructions provided online by the TN Secretary of State.

1. The state can answer any questions you might have, but neither they nor CMCSS can tell you how to complete the forms. Since CMCSS cannot provide legal advice, you may need to consult an attorney or CPA who has this knowledge if you encounter issues.
2. If the SSO is a 501c3 organization, the SSO should also notify the IRS that they have ceased business once termination is complete.

NOTE: The state may change their website information which could therefore cause the above hyperlinks not to work. If you encounter issues with the hyperlinks, please contact Patricia Stamps at the following email address: patricia.stamps@cmcss.net

**Warning: None of the above provided information is intended to be legal advice, but simply a reference aide for SSOs.**