
Before You Begin

Please consider applying online at Ontario.ca/BusinessRegistry because it is better, easier and faster for you. Benefits of applying online include: a faster response, getting immediate notice that your application was received, ability to use a debit or credit card and being able to check the progress of your application online.

If you prefer to complete this form, you must complete it on a computer. The form is dynamic – it changes depending on how you answer questions. You can save the form but can't print it until you complete all mandatory fields – they are marked with an asterisk (*).

Articles of Dissolution under the *Business Corporations Act* (BCA) must be completed and filed by an Ontario business corporation to voluntarily dissolve the corporation. If the corporation has commenced business in Ontario, the dissolution must be authorized by the shareholders of the corporation. If the corporation has not commenced business, the dissolution must be authorized by the incorporators or their personal representatives.

For detailed information about this application, please see the [applicable Notice](#) first.

Information You Need

Before completing this form, please make sure that you have the following information ready.

1. Corporation name, Ontario Corporation Number (OCN) and official email address of the corporation.
2. Company Key. This is the 9-digit number provided by the ministry that establishes access to the corporation. For more information refer to [company key](#).
3. Administrative information for the contact person (name, telephone number and email address). **This will not be shown on the public record.**
4. Be ready to confirm the required statements.
5. Effective date of the articles of dissolution. You may request either the date on which the Ministry of Finance (MOF) consent is obtained or a specific date up to 30 days from the current date, based on the MOF review.
6. Fee of \$25.00. Make the cheque payable to the Minister of Finance. There is a service charge payable for any bounced cheques.

Section Numbers

Note: The numbering of the sections in the form are for ease of reference only. It does not correspond to the numbering of the articles you will receive if your application is accepted.

Completing the Form

Corporation Information

Please enter the current corporation name, the OCN, company key, and official email of the Ontario business corporation filing for Articles of Dissolution.

We will need the company key to verify that you are authorized to file this voluntary dissolution.

The corporation name entered must be the same as it appeared on the original articles of incorporation document or if there has been a name change, the name as it appears on the most recent articles changing the name.

You must enter the corporation's official email address that is already on record with the ministry. The corporation's official email will be used to communicate with the corporation and must be kept current. All official documents or notices and correspondence to the corporation that is the subject of this filing will be sent to this email address. The documents related to this application will be sent to the official email address of the corporation as well as to the email of the contact person indicated in Section 2 of this form. This information will not appear in the public record and is collected for administrative purposes only.

If the corporation's official email address has changed, you must notify the ministry by filing an [Initial Return/Notice of Change/Annual Return by an Ontario Corporation - Form Number 5284](#) under the *Corporations Information Act* (CIA). You may include the CIA filing together with this form when you mail your application.

Contact Information

Please enter the full name, telephone number and email address of the contact person. This will not be shown on the public record. The ministry will contact this person for any questions related to this application, and documents related to this application will be sent to the contact person's email address.

Type of Voluntary Dissolution

Select either the corporation has commenced business and has issued shares, or the corporation has not commenced business and has not issued any shares.

If the corporation has commenced business and has issued shares:

You will need to confirm the following required statements:

- The dissolution has been duly authorized under clause 237(a) or (b) (as applicable) of the *Business Corporations Act*.

You will need to select which one of these statements apply to the corporation. The corporation has:

- No debts, obligations or liabilities.
- Duly provided for its debts, obligations or liabilities in accordance with subsection 238(3) of the *Business Corporations Act*.
- Obtained consent to its dissolution from its creditors or other persons having interests in its debts, obligations or liabilities.

You will need to select which one of these statements apply to the corporation.

After satisfying the interests of creditors, in all its debts, obligations and liabilities, if any, the corporation has:

- No property to distribute among its shareholders.
- Distributed its remaining property rateably among its shareholders according to their rights and interests in the corporation or in accordance with subsection 238(4) of the *Business Corporations Act* where applicable.

You will also need to confirm the following required statements:

- If it was at any time a registered owner of land in Ontario, that it is no longer a registered owner of land in Ontario.
- There are no proceedings pending in any court against the corporation.
- The corporation agrees that this application will be sent to Ministry of Finance (MOF) for consent to the dissolution before a certificate of dissolution may be issued.
- All notices and returns required under the *Corporations Information Act* have been filed.

If the corporation has not commenced business and has not issued shares:

You will need to confirm the following required statements:

- The dissolution has been duly authorized under clause 237(c) of the *Business Corporations Act*.
- The corporation has not commenced business.
- None of the shares of the corporation has been issued.
- The corporation has no debts, obligations or liabilities.

You will need to select which one of these statements apply to the corporation.

After satisfying the interests of creditors, in all its debts, obligations and liabilities, if any, the corporation has:

- No property to distribute.
- Distributed its remaining property to the persons entitled thereto.

You will also need to confirm the following required statements:

- If it was at any time a registered owner of land in Ontario, that it is no longer a registered owner of land in Ontario.
- There are no proceedings pending in any court against the corporation.
- The corporation agrees that this application will be sent to Ministry of Finance (MOF) for consent to the dissolution before a certificate of dissolution may be issued.
- All notices and returns required under the *Corporations Information Act* have been filed.

Requested Date for Dissolution

The date of dissolution is the effective date that your corporation will be dissolved and be shown as inactive in the ministry's records. You will be asked to select the effective date as either the date of MOF consent or you may request a date up to 30 days from today, subject to MOF consenting by the requested date. You cannot choose a past date. If you request a specific date up to 30 days from the current date, the earliest effective date will be the date the application acceptable for filing is received by the ministry, including MOF consent. Allow enough time for the application to be received through the mail.

Authorization

The contact person must confirm that the form has been signed by all the required persons.

Signatures

If the corporation has commenced business and has issued shares and the dissolution has been authorized by the shareholders of the corporation, the articles must be signed by an officer or director of the corporation.

If the corporation has not commenced business and has not issued any shares, the articles must be signed by all incorporators or their personal representatives. Some examples of personal representatives are: an executor, estate trustee, administrator, guardian or trustee.

Please ensure that the form is signed by the required person(s) before mailing the form.

Submitting the Form

Once you have completed the form, print it, obtain the appropriate signatures, and mail it to the ministry at the address below with your exact payment.

Ministry of Government and Consumer Services
Central Production and Verification Services Branch
393 University Avenue, Suite 200
Toronto, Ontario M5G 2M2

Minister of Finance Consent

Ministry of Finance consent is required to dissolve your corporation. A request for consent will automatically be forwarded to the Ministry of Finance which will verify compliance (e.g. payments, returns, etc.) with all tax statutes. You will be contacted by the Ministry of Finance if compliance issues exist.

Contact Information:

Ministry of Finance
Account Management and Collections Branch
33 King Street West
PO Box 622
Oshawa, Ontario L1H 8H5

Email: taxroll.management@ontario.ca

Phone: 1-866-668-8297 (1-866-ONT-TAXS)

Returned Application

If your application is handwritten, missing the company key, required payment or email addresses, or if the wrong form is used, it will not be processed and will be returned to you by regular mail. You may resubmit by regular mail in this case.

However, if the form is missing any other required information or has not been properly completed, it will be returned electronically for correction to the email address provided on the form. To resubmit the application, you will be provided with a link to the electronic business registration system, where you must complete the transaction electronically. When you resubmit the application, it is your responsibility to review the entire application, and to ensure that all data is accurate and meets all requirements. You are also responsible for obtaining the required signatures when prompted during the electronic transaction.

The effective date of a returned application that is resubmitted to the ministry will be the date an application acceptable for filing is received by the ministry or the date the MOF consent was obtained. For details, please see the applicable Notice.

Successful Application

Whether you applied electronically or by mail, after the ministry receives your application and it is successfully processed, you will receive official documents by email, including a payment receipt if applicable and a company key if one has not already been assigned to the entity. For more information on the documents, please see the applicable Notice.

These documents will be sent to the official corporation or entity email provided and to the contact person specified, except for the company key, if applicable, which is sent only to the official email.

Questions

After reading these detailed instructions and the applicable Notice, if you still have questions, visit Ontario.ca/BusinessRegistry or contact us by [email](#). Alternatively, you may call ServiceOntario at:

- Telephone: 416-314-8880 or Toll-free: 1-800-361-3223
- TTY: 416-325-3408 or Toll-free TTY: 1-800-268-7095