



Business Services Division
Tre Hargett, Secretary of State
 State of Tennessee

INSTRUCTIONS

\$20.00 Filing Fee

ARTICLES OF NONPROFIT CHARTER SURRENDER

Articles of nonprofit charter surrender may be filed using one of the following methods:

- **Paper submission:** A blank articles of nonprofit charter surrender may be obtained by going to <http://www.tn.gov/sos/forms/ss-9408.pdf>, by emailing the Secretary of State at TNSOS.CORPINFO@tn.gov, or by calling (615) 741-2286. Articles must be hand printed in ink or computer generated and mailed along with the required filing fee to the Secretary of State's office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.
- **Walk-in:** A blank articles of nonprofit charter surrender form may be obtained in person at the Secretary of State Business Services Division located at 6th FL – Snodgrass Tower, 312 Rosa L. Parks AVE, Nashville, TN 37243.

Articles of nonprofit charter surrender must be accurately completed in their entirety. Forms that are inaccurate, incomplete or illegible will be rejected.

Please note that a nonprofit corporation surrendering its charter must have a status of “active” in order to file articles of nonprofit charter surrender. Furthermore, if the nonprofit corporation surrendering its charter is currently due to file an annual report with the Secretary of State at the time of filing, it must file the annual report before the Division of Business Services can file the articles of charter surrender. **If the nonprofit corporation does not have a status of “active” and/or owes an annual report and submits articles of nonprofit charter surrender without submitting the annual report, the articles of nonprofit charter surrender will be rejected.**

Articles of nonprofit charter surrender set forth the items required under T.C.A. § 48-61-113.

ARTICLES OF NONPROFIT CHARTER SURRENDER

1. ***Name of the corporation is*** – Enter the name of the nonprofit corporation that is surrendering its charter.

Secretary of State Control Number – Enter the Secretary of State control number of the nonprofit corporation. To determine the corporation's control number, search for the corporation's details online using the Division of Business Services Business Information Search function (<http://tnbear.tn.gov/Ecommerce/FilingSearch.aspx>).

2. ***The articles of nonprofit charter surrender are being filed in connection with the conversion of the corporation to a foreign unincorporated entity*** – By signing the articles of nonprofit charter surrender, the signer acknowledges the statement to be true.
3. ***The conversion was duly approved by the members, if any, in the manner required by this title 48, chapter 61, and the charter*** - By signing the articles of charter surrender, the signer acknowledges the statement to be true.
4. ***The jurisdiction under the law of which the survivor will be organized is*** – Enter the name of the state or country under whose laws the surviving entity will be organized.
5. ***If the surviving foreign unincorporated entity is to qualify in Tennessee*** – mark this statement if the surviving entity plans to file an application for certificate of authority with the nonprofit charter surrender form.

If the survivor is a non-filing entity, the address of its executive office immediately after the conversion is
– Enter the address of the executive office of the surviving entity if the newly converted entity will not qualify to transact business in Tennessee or is not required to qualify to transact business in Tennessee.
6. ***If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is*** – If the conversion is to take place upon a future date, enter the future date and time. In no event can the future date be more than ninety calendar days from the filing of the articles of entity conversion. If no time is provided with the delayed effective date, the delayed effective time will be 4:30 P.M. Central Standard Time.

SIGNATURE

- The person executing the document must sign it and indicate the date of signature in the appropriate spaces. **Failure to sign and date the document will result in the document being rejected.**
- Type or Print Name. **Failure to type or print the signature name will result in the document being rejected.**
- Type or Print Signer's Capacity. The signer must indicate the capacity in which such person signs. **Failure to indicate the signer's capacity will result in the document being rejected.**

FILING FEE

- The filing fee for articles of charter surrender is \$20.
- Make check, cashier's check or money order payable to the Tennessee Secretary of State. If an application for certificate of authority is being submitted with the articles of nonprofit charter surrender, then the additional fee for the application for certificate of authority should also be included. Cash is only accepted for walk-in filings. **Applications submitted without the proper filing fee will be rejected. Checks, cashier's checks or money orders made out to any payee other than the Tennessee Secretary of State will not be accepted and will result in the rejection of the document.**

ARTICLES OF NONPROFIT CHARTER SURRENDER (SS-9408)



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks Ave., 6th Fl.
Nashville, TN 37243
(615) 741-2286

Filing Fee: \$20.00

For Office Use Only

Pursuant to the provisions of T.C.A. § 48-61-113 of the Tennessee Nonprofit Corporation Act, the undersigned hereby submits these articles of nonprofit charter surrender:

1. Name of the corporation is: _____
Secretary of State Control Number: _____

2. The articles of nonprofit charter surrender are being filed in connection with the conversion of the corporation to a foreign unincorporated entity.

3. The conversion was duly approved by the members, if any, in the manner required by title 48, chapter 61, and the charter.

4. The jurisdiction under the law of which the survivor will be organized is: _____

5. Check one of the following statements:

☐ The surviving foreign unincorporated entity shall be qualified to transact business in Tennessee and has included an application for certificate of authority with these articles of nonprofit charter surrender.

or

☐ The surviving foreign unincorporated entity shall not be qualified to transact business in Tennessee, and the address of its executive office immediately after the conversion is:

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:

(Not to exceed 90 days) Effective Date: ____/____/____ Time: ____
Month Day Year

Signature Date

Signature

Signer's Capacity

Name (printed or typed)

NOTE: A public benefit nonprofit corporation is required to provide forty-five (45) days prior written notice to the Tennessee Attorney General and Reporter before filing this form pursuant to T.C.A. § 48-61-123.

Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.

Submitter Information: Name: _____ Phone #: (____) _____