

The Board must submit an original and two copies of a petition for dissolution, duly executed and acknowledged before a notary public, three certified copies (including at least one original), prepared by the secretary of the corporation, of a resolution to dissolve adopted by the affirmative vote of not less than three-fourths of the whole number of trustees, and the original and two copies of a sworn statement by the president and secretary that all taxes payable by the corporation have been paid, and that all outstanding shares of stock (if any) have been surrendered for cancellation. The originals of the charter documents issued by the Regents, and of any extensions or amendments, (if in the possession of the Education Corporation) must be surrendered for cancellation. All documents should be forwarded to the State Education Department, Office of Counsel, Room 148, E.B., Albany, New York 12234. In addition to sending hardcopies as set forth above, an electronic copy of the petition for dissolution must be sent to CharterSchools@nysed.gov with a cc to Karonne.JarrettWatson@nysed.gov.

When an education corporation is dissolved, it is important that its records be preserved. Such records must be filed either with the State Education Department or at some location approved by the Department. When dissolution is sought by the trustees by petition to the Regents, the petition should seek approval of the proposed disposition of the records. When an order of the Supreme Court directing the disposition of assets is sought, the petition to the Court may request approval of the proposed disposition of the corporate records. In either event, the approval of the State Education Department is required.

PLEASE NOTE: THIS IS A SAMPLE DOCUMENT ONLY. PLEASE FOLLOW THIS FORMAT AND THE INSTRUCTIONS IN PARENTHESES “()” WHEN DRAFTING YOUR OWN PETITION. DEPENDING ON THE UNIQUE CIRCUMSTANCES OF EACH CASE, ADDITIONAL INFORMATION MAY BE SOUGHT OR DEEMED NECESSARY. PLEASE BE SURE TO HAVE THE NOTARY PUBLIC INCLUDE A COMPLETE ACKNOWLEDGMENT OF THE SIGNATURES ON THE PETITION, INCLUDING AN ACKNOWLEDGMENT STATEMENT SUCH AS THAT ON PAGE 5 AND HIS/HER STAMP AND SIGNATURE. IF THE SIGNATURES ARE ACKNOWLEDGED SEPARATELY, EACH ACKNOWLEDGMENT MUST INCLUDE THE STATEMENT, STAMP AND SIGNATURE.

SAMPLE
PETITION FOR DISSOLUTION OF A CHARTER SCHOOL AND
IN THE ALTERNATIVE, FOR CONSENT TO JUDICIAL DISSOLUTION
PURSUANT TO ARTICLE 11 OF
THE NOT-FOR-PROFIT CORPORATION LAW

TO THE REGENTS OF THE UNIVERSITY OF THE STATE OF NEW YORK:

We, the undersigned, being (*EITHER the president and secretary [or any two officers] OR three-fourths of the trustees*) of [*NAME OF SCHOOL*] (“corporation”) hereby petition the Board of Regents for an order for the voluntary dissolution of the corporation pursuant to the provisions of New York State Education Law §219, said dissolution to be effective on _____, or in the alternative, for an order consenting to the judicial dissolution of the corporation pursuant to the provisions of New York State Education Law §216-a(4)(d)(13) and Article 11 of the New York State Not-for-Profit Corporation Law, and do hereby make, sign and acknowledge the following statements:

1. The name of the corporation is _____.
2. A provisional charter was granted to the corporation on _____, which provisional charter was (*list history of charter, including any amendments, extensions, and/or expirations; if none, please indicate*).
3. The purposes of the corporation are: (*list the purposes as stated in the charter and any subsequent amendments and/or extensions thereto; e.g., “to operate a charter school pursuant to Article 56 of the New York State Education Law”*)

4. On _____ (date that Board of Trustees voted to voluntarily dissolve the corporation and seek the Regents consent for a judicial dissolution in the alternative), the corporation's board of trustees ("board") held a duly authorized meeting at which it authorized and approved the voluntary dissolution of the Corporation and resolved to seek the Regents' consent for the judicial dissolution of the Corporation pursuant to Article 11 of the New York State Not-for-Profit Corporation Law in the alternative. Of the corporation's ____ (total number of trustees) trustees, ____ voted in favor of seeking such consent and voluntary dissolution in the alternative, and ____ voted against. (If applicable, please also indicate the number of trustees that abstained from voting). A copy of a Certified Resolution evidencing this vote is attached as Exhibit A. (NOTE: In the event that the petition is signed by at least three-fourths of the corporation's trustees, a certified resolution is not required).

5. Accordingly, it is hereby requested that the Regents order the voluntary dissolution of the corporation pursuant to the provisions of New York State Education Law §219 or consent to the dissolution of the Corporation per Not-for-Profit Corporation Law §1102(a).

6. The voluntary dissolution of the corporation, and Regents' consent to the Judicial Dissolution of the corporation in the alternative, is being sought because (provide an explanation of why voluntary dissolution/Regents consent is being sought, e.g., on _____, the _____ denied the corporation's application for renewal of its provisional charter and the assets of the Corporation are not sufficient to discharge its liabilities).

7. The corporation is a non-stock corporation and therefore has no shares of stock to be surrendered for cancellation.

8. A statement of the Corporation's assets and liabilities is attached hereto as Exhibit ____ (*provide a detailed listing of remaining assets and the approximate value of those assets, or state that the corporation has no assets remaining for distribution. Also include a statement as to whether or not the corporation holds any assets which are legally required to be used for a particular purpose (e.g. any gifts, bequests or endowments that are encumbered by donor restrictions, and how such assets will be distributed). If the corporation holds any restricted encumbered assets, please so describe and address how they will be distributed*).

9. (*If the corporation has assets remaining for distribution, include the following*) The trustees hereby request Regents' approval of the distribution of the corporation's assets to _____ (*give the name[s] of the entity(ies) which will be the recipient[s] of the corporation's remaining assets, making sure that said entity(ies) is(are) consistent with the provisions of both New York State Education Law §2851(2)(t) and the corporation's charter*).

10. To the best of our knowledge, all creditors, with the exception of _____ (*name of creditor, nature of obligation and amount of debt*) _____, have been paid and there are no other outstanding financial obligations.

11. A copy of the Corporation's duly authorized plan of dissolution and distribution of assets is attached as Exhibit C.

12. Any and all taxes payable by the corporation have been paid, and no taxes are now due or accrued from the corporation. An affidavit regarding taxes to this effect is attached as Exhibit D.

13. The names and post office addresses of the entire board of trustees of the corporation are as follows: *(give names in full, using given first name and middle initial in all cases; if necessary, attach a separate sheet).*

14. *(Choose one of the following)* [The board requests approval to transfer and/or file any and all student records to _____ *(the school district in which the corporation is located).*] or [All student records of the corporation have been transferred to *(describe when and where the student records were transferred).*]

15. All personnel records have been transferred to the State Education Department's Charter School Office in Albany.

16. No pension payments on behalf of the school's employees are due or owing, and required payments (if any) have been made to _____ *(e.g., the New York State Common Retirement Fund).*

IN WITNESS WHEREOF, we have made, signed and acknowledged this application on the ___ day of _____, 20___.

*Signature: _____
Typed Name/title/address of officer*

*Signature: _____
Typed Name/title/address of officer*

- OR -

(Signatures of three-fourths of all the trustees listed above).

STATE OF NEW YORK)
) ss:
COUNTY OF _____)

On the ___ day of _____, 20___, before me personally came _____

(insert names of officers or trustees who executed the petition), to me known to be the persons described in and who executed the foregoing application, and they severally duly acknowledged to me that they executed the same.

(Typed name, stamp and signature of notary public).

**SAMPLE
CERTIFIED RESOLUTION**

(NOTE: This is not necessary if not less than three-fourths of all the corporation's trustees sign the petition.)

I, _____, here certify that I am the secretary of _____ (*name of corporation*), that the following resolutions were adopted by not less than three-fourths of the whole number of trustees of the corporation at a meeting of the trustees held on the ___ day of _____, 20___, and that such resolutions remain in full force and effect.

RESOLVED that the education corporation, _____ (*name of corporation*), should cease operations and should not reopen for instruction in the school year beginning on _____ (*month*) 20___ and/or any subsequent school year; and be it further

RESOLVED that the corporation should dissolve and that the officers are directed and authorized to do all acts necessary and proper for such dissolution in compliance with Education Law §§219 and 220, including petitioning the New York State Board of Regents for an order of dissolution, and in the alternative, for its consent to the filing of a judicial dissolution pursuant to Article 11 of the New York State Not-for-Profit Corporation Law.

Signature: _____
(*Typed Name and Title*)

