##### INSTRUCTIONS-DISSOLUTION OF A MARSHALL ISLANDS CORPORATION

Dissolution of a corporation is accomplished by filing Articles of Dissolution pursuant to section 102 of the Business Corporations Act. Section 102 requires that the following information be included in the Articles of Dissolution:

1. the corporation’s name;
2. the date of filing of the Articles of Incorporation;
3. a statement that the directors shall be trustees of the corporation for the purpose of winding up the affairs of the corporation; and
4. a listing of EITHER the name(s) and addresses of the director(s) and officer(s) (including the title of each officer. Please Note: because every Marshall Islands Corporation must have a company Secretary, the Secretary’s name and address must be listed) **OR** the address of the corporation and the name(s) and address(es) of the corporation’s legal representative for the purpose of winding up its affairs.
5. that the corporation elects to dissolve;
6. the manner in which the dissolution was authorized by the shareholders;

***DOCUMENTS REQUIRED***

One (1) original acknowledged set of Articles of Dissolution must be signed by a person authorized to sign on behalf of the corporation and submitted with two (2) duplicate copies. Photocopies are acceptable as duplicate copies provided the signatures are legible. Acknowledgment of signatures may be accomplished either: (1) before a notary public; or (2) by the person signing the instrument under penalty of perjury pursuant to section 5 of the Business Corporations Act.

The original acknowledged Articles of Dissolution along with the duplicates shall be forwarded to any office of Marshall Islands Maritime and Corporate Administrators, Inc. for processing. When processing is complete, a duplicate copy of the Articles of Dissolution, as filed, is returned to the client.

# ARTICLES OF DISSOLUTION OF

***(NAME OF CORPORATION)***

# UNDER SECTION 102 OF THE BUSINESS CORPORATIONS ACT

The undersigned, *(name and title of the person signing on behalf of the Corporation)* of *(name of Corporation)*, a corporation incorporated under the laws of the Republic of the Marshall Islands, for the purpose of dissolving said Corporation hereby certifies:

1. The name of the Corporation is: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

2. The Articles of Incorporation of (*name of Corporation*)were filed with the Registrar of Corporations as of the \_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_.

3. The Directors shall be trustees of the assets of the Corporation for the purpose of

winding up its affairs.

4. For the purpose of winding up the Corporation’s affairs pursuant to section 102(3), the name(s) and address(es) of the Corporation’s Director(s) and Officer(s) (including the title of each officer) or the address of the Corporation and the name(s) and address(es) of its legal representative(s) is (are):

 **[*Insert name(s) and address(es) of the Directors and Officer(s) (including the title of each officer. Please Note: because every Marshall Islands Corporation must have a company Secretary, the Secretary’s name and address must be listed) OR, in the alternative, the address of the Corporation and the name(s) and address(es) of the Corporation’s legal representative(s)*]**

5. The Corporation has elected to dissolve.

6. The dissolution of the Corporation was authorized by a vote of the holders of at least two-thirds of all outstanding shares of the Corporation entitled to vote at a meeting of shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this \_\_\_\_day of \_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_.

Authorized Person

PRINT NAME & TITLE

**OPTIONAL NOTARIAL STATEMENT:**

**SS.:**

On this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_\_, before me personally came \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

known to me to be the individual described in and who executed the foregoing instrument and he/she

duly acknowledged to me that the execution thereof was his/her act and deed.

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*NOTE: This outline form is a service for the purpose of adaptation to the particular needs of individual situations and should under no circumstances be used by anyone without consulting legal counsel.*