

**Form 801—General Information**  
**(Application for Reinstatement and Request to Set Aside Tax Forfeiture)**

**The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant code provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.**

**Commentary:** A domestic or foreign filing entity that has had its existence or registration forfeited or revoked by the secretary of state under the provisions of chapter 171 of the Tax Code may revive or reinstate its existence or registration by: (1) filing with the comptroller of public accounts each delinquent report that is required by chapter 171 of the Tax Code; (2) paying the tax, penalty, and interest that is imposed by the Tax Code and that is due at the time the request to set aside forfeiture is made; and (3) filing with the secretary of state an application for reinstatement and request to set aside the forfeiture of the taxable entity’s existence or registration as authorized under section 171.313 of the Tax Code. An application for reinstatement submitted under the provisions of the Tax Code may be filed at any time after forfeiture so long as the entity would otherwise have continued to exist.

Conditions for Reinstatement: The law requires that certain conditions be met in order to revive a domestic or foreign filing entity that has been forfeited or revoked under chapter 171 of the Tax Code.

**PERSONS AUTHORIZED TO APPLY:** An application for reinstatement must be made by:

- In the case of a for-profit or professional corporation, a person who was a shareholder, director, or officer of the corporation at the time of forfeiture.
- In the case of a professional association, a person who was a shareholder, member, director, or officer of the association at the time of forfeiture.
- In the case of a nonprofit corporation, a person who was a director, officer, or member of the corporation at the time of forfeiture.
- In the case of a limited liability company, a person who was a member or manager of the company at the time of forfeiture.
- In the case of a limited partnership, a person who was a partner of the partnership at the time of forfeiture.
- In the case of a statutory or business trust, a person who was a trustee or beneficial owner of the trust at the time of forfeiture.

**ENTITY NAME AVAILABILITY:** The application for reinstatement cannot be filed if the entity name is the same as, or deceptively similar to or similar to the name of any existing domestic or foreign filing entity, or any name reservation or registration filed with the secretary of state. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, Subchapter C) may be viewed at [www.sos.state.tx.us/tac/index.html](http://www.sos.state.tx.us/tac/index.html). A preliminary determination on “name availability” may be obtained by calling (512) 463-5555 or by e-mail to [corpinfo@sos.state.tx.us](mailto:corpinfo@sos.state.tx.us). A final determination cannot be made until the document is received and processed by the secretary of state.

If the entity name is no longer available or if a letter of consent cannot be obtained for the use of the name, then it will be necessary to simultaneously submit an amendment to its formation document to change the legal name of the entity as a condition of reinstatement. If the legal name of a foreign filing entity is not available or consent cannot be obtained, the foreign entity must reinstate and qualify to do business under an assumed name that meets the requirements for entity names by simultaneously filing an amendment to its certificate that states the assumed name under which the entity shall transact business.

An entity formed or qualified under prior law that has been involuntarily dissolved or had its certificate of authority revoked by the secretary of state for non-tax reasons must use Form 814 to reinstate its existence or certificate of authority.

### Instructions for Form

- **Item 1—Entity Name:** Set forth the legal name of the entity as stated in its certificate of formation or registration. If the entity is a foreign filing entity that was granted authority to transact business under a different name, then also set forth the assumed name under which the foreign filing entity was registered to transact business.
- **Item 2—Secretary of State File Number:** It is recommended that the file number assigned by the secretary of state be provided to facilitate processing and to ensure that the correct entity is being reinstated.
- **Item 3—Date of Forfeiture/Revocation:** Provide the date of the forfeiture or revocation of the entity's certificate of formation or application for registration. If unsure, verification of the date may be obtained by calling the secretary of state at (512) 463-5555, by dialing 7-1-1 for relay services, or by sending an e-mail to [corpinfo@sos.state.tx.us](mailto:corpinfo@sos.state.tx.us).
- **Item 4—Certified Statements:** Although an application for reinstatement need not be notarized, by signing the application for reinstatement, a person certifies to the statements contained in item 4 of the application. Prior to signing, please read the statements on this form carefully. In addition to the penalties imposed by law for the submission of a false or fraudulent document, a person commits an offense under section 171.363 of the Tax Code if the person is an employee, officer, or agent of a taxable entity and the person knowingly enters or provides false information on any report, return, or other document filed by the taxable entity under the provisions of chapter 171, including an application for reinstatement. An offense under section 171.363 is a felony of the third degree.
- **Additional Documentation—Tax Clearance Letter:** The application for reinstatement cannot be filed unless the secretary of state can determine that the entity has satisfied all franchise tax liabilities. A tax clearance letter issued by the Comptroller of Public Accounts must be filed with the application for reinstatement. Contact the Comptroller for assistance in complying with franchise tax filing requirements. The Comptroller may be contacted by e-mail at [tax.help@cpa.state.tx.us](mailto:tax.help@cpa.state.tx.us) or by calling (800) 252-1381 or (512) 463-4600.

**Letter of Consent or Amendment to Certificate or Registration:** The application for reinstatement cannot be filed if the entity name is not available. If the entity name is no longer available, the application for reinstatement must be accompanied by a letter of consent or an amendment to the entity's formation document or registration, as applicable.

- **Execution:** The application must be signed by a person who is authorized to apply for and request a reinstatement of the forfeited entity. (See "Persons Authorized to Apply" on page 1 of these instructions.)
- **Payment and Delivery Instructions:** The filing fee for an application for reinstatement is **\$75**, unless the entity is a nonprofit corporation. There is no fee for filing the reinstatement of a nonprofit corporation following a tax forfeiture. Fees may be paid by personal checks, money orders, LegalEase debit cards, or MasterCard, Visa, and Discover credit cards. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Applicable fees for any additional filing that may be required as a condition for reinstatement must be submitted together with the appropriate filing.

Submit the completed form in duplicate along with the filing fee. The form may be mailed to P.O. Box 13697, Austin, Texas 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, credit card information must accompany the transmission (Form 807). On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed.

Revised 10/08

**Form 801  
(Revised 10/08)**

This space reserved for office use.



Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
Filing Fee: See instructions

**Application for Reinstatement  
And Request to Set Aside  
Tax Forfeiture**

1. The entity name is: \_\_\_\_\_

The entity is a foreign entity that was required to obtain its registration under a name that differs from the legal name stated above. The name under which the entity is registered is:

2. The file number issued to the entity by the secretary of state is: \_\_\_\_\_

3. The entity was forfeited or revoked under the provisions of the Tax Code on: \_\_\_\_\_  
*mm/dd/yyyy*

4. The undersigned requests that the forfeiture or revocation of the entity be set aside, and certifies that:

a. The entity has filed each delinquent report that is required by chapter 171 of the Tax Code and has made payment for the tax, penalty, and interest imposed and that is due at the time of this application as evidenced by the attached tax clearance letter; and

b. On the date of forfeiture or revocation, the undersigned person was:

- an officer, director or shareholder of the above-named for-profit or professional corporation; or
- an officer, director, shareholder or member of the above-named professional association; or
- an officer, director, or member of the above-named nonprofit corporation; or
- a member or manager of the above-named limited liability company; or
- a partner of the above-named limited partnership; or
- a trustee or beneficial owner of the above-named statutory or business trust.

**Additional Required Documentation or Filings**

Comptroller of Public Accounts Tax Clearance Letter

Letter of Consent or Amendment to Certificate of Formation or Registration (Required when entity name is no longer available.)

**Execution**

The undersigned declares under penalty of perjury, and the penalties imposed by law for the submission of a materially false or fraudulent instrument, that the undersigned is authorized to make this request; that the statements contained herein are true and correct, and that tax clearance was not obtained by providing false or fraudulent information.

Date: \_\_\_\_\_

BY: \_\_\_\_\_

\_\_\_\_\_  
Signature of authorized person (see instructions)

\_\_\_\_\_  
Printed or typed name of authorized person