

Form 811—General Information (Certificate of Reinstatement)

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

An entity organized or registered under the provisions of the Texas Business Organizations Code (BOC), or that has elected to adopt the provisions of the BOC may use this form to reinstate: (1) the existence of a domestic filing entity that has been terminated by the filing of a certificate of termination; (2) the existence of a domestic filing entity that has been involuntarily terminated by action of the secretary of state; or (3) the registration of a foreign filing entity whose certificate of registration has been revoked by action of the secretary of state.

An entity that has forfeited its existence or registration under the provisions of the Tax Code must use Form 801 to reinstate its existence or registration.

An entity that is not governed by the provisions of the BOC and that has been involuntarily dissolved or that has had its certificate of authority revoked under prior law must use Form 814 to reinstate its existence or certificate of authority.

An entity that has had its certificate of formation or its certificate of registration terminated or revoked by court order may not file a certificate of reinstatement.

⌚ Time Frames for Reinstatement ⌚

- **Terminated Domestic Entity:** A certificate of reinstatement for a voluntarily terminated domestic entity must be filed no later than the third (3rd) anniversary of the effective date of the certificate of termination. (The condition for reinstatement described under 4A of the form.)
- **Involuntarily Terminated Domestic Entity:** A certificate of reinstatement for a domestic filing entity that has had its certificate of formation involuntarily terminated by the secretary of state may be filed at any time so long as the entity would otherwise have continued to exist. However, a domestic filing entity is considered to have continued in existence without interruption from the date of termination only if the filing entity is reinstated before the third (3rd) anniversary of the date of its involuntary termination. (The condition described under 4B.)
- **Revoked Foreign Entity Registration:** A certificate of reinstatement for a foreign filing entity that has had its certificate of registration revoked by action of the secretary of state must be filed no later than the third (3rd) anniversary of the effective date of the certificate of revocation. (The condition described under 4C.)

Instructions for Form

- **Item 1—Entity Name and File Number:** Set forth the legal name of the filing entity and the file number assigned by the secretary of state. 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—Jurisdictional Information:** It is recommended that the jurisdiction of organization and the entity's date of organization or registration in Texas be provided to ensure that the correct entity is reinstated.

- **Item 3—Date of Termination or Revocation:** Provide the effective date of the termination or revocation of the entity’s certificate of formation or certificate of registration. In the case of a terminated domestic entity that has delayed the effectiveness of the filing of its certificate of termination, provide the effective date as stated on the certificate.
- **Item 4—Conditions for Reinstatement:** Check the box that describes the grounds or conditions for reinstatement of the entity’s certificate of formation or registration. Do not check more than one box. If unsure, verification of the circumstances giving rise to the inactive status of the entity may be obtained by calling the secretary of state at (512) 463-5555, by dialing 7-1-1 for relay services, by sending e-mail to corpinfo@sos.state.tx.us or by accessing the information on-line as a subscriber to SOSDirect. (Visit <http://www.sos.state.tx.us/corp/sosda/index.shtml> for SOSDirect information.)

4A. Reinstatement of a Texas Entity Following a Voluntary Termination: Under subchapter E of chapter 11 of the BOC, a terminated domestic filing entity may reinstate its existence no later than the third anniversary of the effective date of the filing of a certificate of termination if:

- (1) the termination was by mistake or was inadvertent;
- (2) the termination occurred without the approval of the entity’s governing persons when approval is required by the title of the BOC governing the entity;
- (3) the process of winding up before termination had not been completed by the entity; or
- (4) the legal existence of the entity is necessary to convey or assign property, to settle or release a claim or liability, to take an action, or to sign an instrument or agreement.

The owners, members, governing persons, or other persons specified by the BOC must approve the reinstatement of the entity in the manner provided by the title of the BOC governing the domestic entity.

There are substantive differences, including the time period for action, between a revocation of dissolution under prior law and the reinstatement following a voluntary termination under the BOC. Due to the differences in time frames and statutory requirements, this form should only be used by entities that were formed under or have elected early adoption of the BOC. Entities that are not subject to the BOC should comply with and file a revocation of dissolution under prior law.

4B. Reinstatement of a Texas Entity Following an Involuntary Termination: Under subchapter F of chapter 11 of the BOC, the secretary of state may involuntarily terminate the existence of a domestic filing entity, other than a domestic real estate investment trust, if the secretary finds that the entity has failed to:

- (1) file a report within the period required by law or to pay a fee or penalty prescribed by law when due and payable;
- (2) maintain a registered agent or registered office in Texas as required by law; or
- (3) pay a fee required in connection with a filing, or payment of the fee was dishonored when presented by the state for payment.

As a condition to reinstatement, the entity must correct the circumstances that led to its involuntary termination and correct any other circumstances of the type described above, including the payment of any fees, interest or penalties.

4C. Reinstatement Following Revocation of a Registration of a Foreign Entity: Pursuant to subchapter C of chapter 9 of the BOC, the secretary of state may revoke the certificate of registration of a foreign filing entity if the secretary finds that the entity has failed to:

- (1) file a report within the period required by law or to pay a fee or penalty prescribed by law when due and payable;

- (2) maintain a registered agent or registered office in Texas as required by law;
- (3) amend its registration when required by law; or
- (4) pay a fee required in connection with a filing, or payment of the fee was dishonored when presented by the state for payment.

As a condition to reinstatement, the entity must correct the circumstances that led to the revocation of its certificate of registration and correct any other circumstances of the type described above, including the payment of any fees, interest or penalties.

- **Item 5—Registered Agent and Registered Office:** A filing entity that requests reinstatement is required to provide the secretary of state with current registered agent and registered office information. The registered agent can be either (option A) a domestic entity or a foreign entity that is registered to do business in Texas or (option B) an individual resident of the state. The filing entity cannot act as its own registered agent; do not enter the entity name as the name of the registered agent.

The registered office address must be located at a street address where service of process may be personally served on the entity's registered agent during normal business hours. Although the registered office is not required to be the entity's principal place of business, the registered office may not be a location that is solely a mailbox service or telephone answering service. (BOC § 5.201)

A filing entity that was involuntarily terminated or that had its certificate of registration revoked for failure to maintain a registered agent or registered office in Texas need not submit an additional filing to effect a change to the registered agent or registered office. By providing the name of the newly designated agent and registered office, the entity will correct the deficiency that led to the involuntary termination or revocation.

- **Entity Name Availability:** The certificate of reinstatement cannot be filed if the entity name is the same as, 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.

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 a certificate of amendment to the certificate of formation to change the name of the entity as a condition of reinstatement. If the legal name of a foreign filing entity is not available, or if 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 amended certificate of registration that states the assumed name under which the entity shall be transacting business.

- **Tax Clearance from Comptroller of Public Accounts:** Unless the filing entity is a nonprofit corporation, a certificate of reinstatement must be accompanied by a tax clearance letter from the Texas Comptroller of Public Accounts stating that the filing entity has satisfied all franchise tax liabilities and may be reinstated.

Contact the Comptroller for assistance in complying with franchise tax filing requirements and obtaining the necessary tax clearance letter. The Comptroller may be contacted by e-mail at tax.help@cpa.state.tx.us or by calling (800) 252-1381 or (512) 463-4600.

- **Execution:** A certificate of reinstatement submitted to reinstate a filing entity must be signed by a person authorized to act on behalf of the entity in regard to the filing instrument. Generally, a governing person or managerial official of the entity signs a filing instrument.

The certificate of reinstatement need not be notarized. However, before signing, please read the statements on this form carefully. *A person commits an offense under section 4.008 of the BOC if the person signs or directs the filing of a filing instrument the person knows is materially false with the intent that the instrument be delivered to the secretary of state for filing. The offense is a Class A misdemeanor unless the person's intent is to harm or defraud another, in which case the offense is a state jail felony.*

- **Payment and Delivery Instructions:**

- The filing fee for a certificate of reinstatement following an involuntary termination is **\$75**, unless the entity is a nonprofit corporation or a cooperative association. The filing fee for a certificate of reinstatement for a nonprofit corporation or a cooperative association is **\$5**.
- The filing fee for a certificate of reinstatement following a voluntary termination is **\$15**, unless the entity is a nonprofit corporation or a cooperative association. The filing fee for a certificate of reinstatement for a nonprofit corporation or a cooperative association is **\$5**.

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 filings required as a condition for reinstatement must be submitted together with the appropriate filing fee for the certificate of reinstatement.

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 09/09

Form 811
(Revised 09/09)

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



**Certificate of
Reinstatement**

This space reserved for office use.

1. The name of the entity 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:

The file number issued to the filing entity by the secretary of state is: _____

2. The jurisdiction of organization of the entity is: _____
(state or country)

The entity was organized or obtained its certificate of registration on: _____
mm/dd/yyyy

3. The effective date of the entity's termination or revocation is: _____
mm/dd/yyyy

4. The condition giving rise to the termination of the entity's existence or the revocation of its registration is described below. The entity requests reinstatement under the following code provision:
(Select the appropriate box below. Do not check more than one box.)

4A. Reinstatement of a Texas Entity Following a Voluntary Termination (3 year limit)

The domestic filing entity requests reinstatement under section 11.202 of the BOC following the filing of a certificate of termination. The undersigned certifies that the conditions for reinstatement of the entity's certificate of formation are met and that the reinstatement of the filing entity has been approved in the manner provided by the Texas Business Organizations Code.

4B. Reinstatement of a Texas Entity Following an Involuntary Termination

The domestic filing entity requests reinstatement of its certificate of formation after the involuntary termination of its existence by the secretary of state pursuant to subchapter F of chapter 11 of the Code. The entity has corrected the circumstances giving rise to its involuntary termination and has taken any other action required for its reinstatement, including the payment of any fees, interest, or penalties. The undersigned certifies that the reinstatement of the filing entity has been approved in the manner required by the Texas Business Organizations Code.

4C. Reinstatement Following Revocation of Registration of a Foreign Entity (3 year limit)

The foreign filing entity requests the reinstatement of its certificate of registration after its revocation by the secretary of state pursuant to subchapter C of chapter 9 of the BOC. The entity has corrected the circumstances giving rise to its revocation and has taken any other action required for its reinstatement, including the payment of any fees, interest, or penalties.

5. The name of the entity's registered agent and the address of the entity's registered office are as follows: (Select and complete either A or B and complete C)

A. The registered agent is an organization (cannot be the entity seeking reinstatement) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is set forth below:

First Name *M.I.* *Last Name* *Suffix*

C. The business address of the registered agent and the registered office address is:

Street Address *City* *TX* *State* *Zip Code*

Additional Documentation or Filings

Comptroller of Public Accounts Tax Clearance Letter (Required, unless entity is a nonprofit corporation.)

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

Other _____
(A certificate of reinstatement may be conditioned on the submission of additional filings. See instructions.)

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and declares under penalty of perjury that the undersigned is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date: _____

By: _____

Signature of a person authorized to sign on behalf of the entity under the provisions of the Business Organizations Code (see instructions)

Printed or typed name of authorized person