

Form 814—General Information
(Application for Reinstatement After Involuntary Dissolution or Revocation)

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

This form may be used to reinstate: (1) the existence of a domestic corporation, professional association, or limited liability company that has been involuntarily dissolved by action of the secretary of state under the provisions of the Texas Business Corporation Act, the Texas Non-Profit Corporation Act, or the Texas Limited Liability Company Act (“prior law”); or (2) the certificate of authority of a foreign corporation or limited liability company whose certificate has been revoked by action of the secretary of state under prior law.

Do Not Use This Form If:

- The entity forfeited its existence or its certificate of authority under the provisions of the Tax Code. The entity must use Form 801 to reinstate its existence or certificate of authority.
- The Texas entity was involuntarily terminated or the foreign entity’s registration was revoked by the secretary of state under the provisions of the Texas Business Organizations Code (BOC). A BOC-entity must use Form 811 to reinstate its existence or registration.
- The entity is a nonprofit corporation that was involuntarily dissolved or that had its certificate of authority revoked by the secretary of state for its failure to file the nonprofit periodic report required under article 1396-9.01 of the Texas Non-Profit Corporation Act. To reinstate the entity’s existence or certificate of authority, the nonprofit corporation must file the required report (Form 802) as provided by article 1396-9.02F of the Act.
- The entity was judicially dissolved or had its certificate of authority judicially revoked. An entity that has been dissolved or that has had its authority revoked by court order may not file an application for reinstatement.

🕒 Time Frames for Reinstatement 🕒

➤ **Involuntarily Dissolved Domestic Entity:** Prior law limits the time within which a domestic entity may reinstate its existence after it has been involuntarily dissolved by action of the secretary of state. An application for reinstatement by a domestic entity that has been involuntarily dissolved 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 involuntary dissolution.

If the time frame for making an application for reinstatement under prior law has expired, the Texas entity may consider adopting the provisions of the BOC and filing an early adoption statement (Form 808), which permits a reinstatement to be filed at any time so long as the entity would otherwise have continued to exist.

➤ **Revoked Certificate of Authority of a Foreign Entity:** An application for reinstatement by a foreign entity that has had its certificate of authority 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 time frame for reinstatement does not differ under the BOC.

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 entity that was granted authority to transact business under a different name, then also set forth the assumed name under which the foreign entity qualified to transact business.
- **Item 2—Jurisdictional Information:** It is recommended that the jurisdiction of organization and the entity's date of formation or qualification in Texas be provided to ensure that the correct entity is reinstated.
- **Item 3—Date of Involuntary Dissolution or Revocation:** Provide the effective date of the involuntary dissolution or revocation of the entity's existence or certificate of authority.
- **Item 4—Conditions for Reinstatement:** As a condition to reinstatement, an entity must correct the circumstances that led to its involuntary dissolution or to the revocation of its certificate of authority and correct any other circumstances of the type described below, including the payment of any fees, interest or penalties.

Check the box that describes the grounds or conditions for reinstatement of the entity's existence or certificate of authority. 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. Failure to Maintain a Registered Agent and/or Registered Office in Texas: Under the provisions of prior law, the secretary of state may involuntarily dissolve a domestic corporation, professional association, or limited liability company and revoke the certificate of authority of a foreign entity, if the secretary finds that the entity has failed to maintain a registered agent in Texas as required by law. As a condition to reinstatement, the entity must file a statement of change of registered agent and/or registered office address (Form 401).

4B. Professional Associations—Failure to File an Annual Statement: A professional association is required by section 21 of the Texas Professional Association Act to file an annual statement in June of each year regarding licensure that lists the names and addresses of all members, officers, and directors of the association. Failure to file the statement when due results, after notice, in the involuntary dissolution of the professional association pursuant to article 7.01 of the Texas Business Corporation Act, which is made applicable to professional associations pursuant to section 25 of the Texas Professional Association Act. As a condition to reinstatement, the association must file each delinquent annual statement (Form 803) due at the time of submission of the application for reinstatement.

4C. Failure of a Foreign Entity to File an Amendment to Reflect a Change of Name or Purpose: A foreign entity that is authorized to transact business is required by prior law to amend its certificate of authority when the legal name of the entity is changed in its jurisdiction of formation or if the entity desires to pursue a purpose other than or in addition to those authorized by its existing certificate of authority. Failure to file the application for amended certificate of authority within the statutory time frame results, after notice, in the revocation of the foreign entity's certificate of authority. As a condition to reinstatement, the foreign entity must file an application for amended registration (Form 406).

4D. Failure to File a Report Within Time Frame Required: Under the provisions of prior law, the secretary of state is authorized, after providing notice, to involuntarily dissolve a domestic entity or revoke the certificate of authority of a foreign entity when the entity fails to file a report within the time frame established by law. As a condition to reinstatement, the entity must file each report requested or required by law.

- **Entity Name Availability:** The application for 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 articles of amendment to change the name of the entity as a condition of reinstatement. If the legal name of a foreign 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 application for amended certificate of authority that states the assumed name under which the entity shall be transacting business.

- **Tax Clearance from Comptroller of Public Accounts:** 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 must be filed with an application for reinstatement. 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:** An application for reinstatement made on behalf of a corporation or professional association must be signed by an officer. An application for reinstatement made on behalf of a limited liability company that is managed by managers must be signed by an authorized manager. If the limited liability company does not have managers and is managed by its members, an authorized member must sign the application for reinstatement.

The application for reinstatement need not be notarized. However, before signing, please read the statements on this form carefully. *A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act, and the Texas Non-Profit Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor. The Texas Business Corporation Act further provides that the offense is a state jail felony if the person's intent is to defraud or harm another.*

- **Payment and Delivery Instructions:** The filing fee for an application for reinstatement is **\$75**, unless the entity is a nonprofit corporation or a cooperative association. The filing fee for an application for 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 application for 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.

10/08

**Form 814
(10/08)**

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



This space reserved for office use.

**Application for
Reinstatement
After Involuntary Dissolution
or Revocation**

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 registration on: _____
mm/dd/yyyy

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

4. The delinquency or deficiency giving rise to the involuntary dissolution of the entity's existence or the revocation of the entity's certificate of authority is described below.

(Select the appropriate box below. Do not check more than one box.)

4A. Failure to Maintain a Registered Agent and/or Registered Office in Texas

The entity failed to maintain a registered agent and/or registered office address in Texas. The entity requests reinstatement and certifies that the entity has satisfied its obligations under the Tax Code; that all conditions for reinstatement have been met, and that a document designating a new registered agent, or a new registered office address, or both accompanies this filing.

4B. Professional Association's Failure to File an Annual Statement

The professional association failed to file its annual statement when due. The entity certifies that the entity has satisfied its obligations under the Tax Code; that all conditions for reinstatement of the entity's existence have been met, and that each annual statement that was required to be filed with the secretary of state accompanies this filing.

4C. Failure of a Foreign Entity to File an Amendment to Reflect a Change of Name or Purpose

The foreign entity failed to amend its certificate of authority to reflect a change effected to its legal name or to change its stated purpose within the time frame specified by law. The entity requests reinstatement of its certificate of authority and certifies that the entity has satisfied its obligations and liabilities under the Tax Code; that all conditions for reinstatement have been met, and that an application for amended certificate of authority accompanies this filing.

4D. Failure to File a Report Within Time Frame Required

The entity failed to file a report within the time frame established by law. The entity requests reinstatement and certifies that the entity has satisfied its obligations under the Tax Code; that all conditions for reinstatement have been met, and that each report that was required to be filed with the secretary of state accompanies this filing.

Additional Documentation or Filings

- Comptroller of Public Accounts Tax Clearance Letter
- Amendment to Certificate of Formation or Registration (Required if entity name is no longer available.)
- Other _____

(Generally, a reinstatement is 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 certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: _____

By: _____

A person authorized by law to execute the filing instrument
(see instructions)

Printed or typed name of authorized person