COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS. SUPREME JUDICIAL COURT EQUITY NO. [*leave blank*]

)

[NAME OF CHARITY], )

)

Plaintiff, )

)

v. )

)

)

ANDREA JOY CAMPBELL, AS SHE IS )

THE ATTORNEY GENERAL OF THE )

COMMONWEALTH OF MASSACHUSETTS, )

)

Defendant. )

)

COMPLAINT FOR VOLUNTARY DISSOLUTION

The Plaintiff, [NAME OF CHARITY], respectfully requests dissolution pursuant to G.L. c. 180, Section 11A(d) as follows:

1. The Plaintiff is a corporation for charitable purposes organized and existing pursuant to Chapter 180 of the Massachusetts General Laws.
2. Defendant Andrea Joy Campbell is the duly elected and qualified Attorney General of the Commonwealth of Massachusetts.
3. Other interested party, [NAME OF CHARITY RECEIVING ASSETS], is a corporation for charitable purposes organized and existing pursuant to Chapter 180 of the Massachusetts General Laws.  
   *[REPEAT FOR ADDITIONAL CHARITIES RECEIVING ASSETS]*
4. The charitable purposes for which the Plaintiff was organized are, in pertinent part, as follows: *[Quote or summarize purpose of the organization as found in the Articles of Organization.]*
5. The other interested party, [NAME OF CHARITY RECEIVING ASSETS], has, as one of its charitable purposes for which it was organized, the following purpose: *[Quote or summarize the purpose of the charitable organization to which the assets will be transferred.]  
   [REPEAT FOR ADDITIONAL CHARITIES RECEIVING ASSETS]*

6. The Plaintiff, [NAME OF CHARITY], is dissolving because *[State here the reason(s) it is in the public interest to dissolve. Some suggestions include: the charitable purposes for which the Plaintiff was organized have been fulfilled (and how it has done so); it has become impossible and/or impracticable for the Plaintiff to continue to operate for the following reasons (and elaborate); Plaintiff is unable to raise sufficient funds to continue its work (and explain); and/or there is insufficient interest in service on its board to continue Plaintiff’s work (and articulate why). Please fully describe the organization’s unique circumstances relating to its dissolution.]*

1. After due deliberation, the Plaintiff's Board of Directors [*or members*], which is its governing body, by series of resolutions passed by a majority of said Directors [*or members*][*insert either*] at a meeting duly called and held on [*insert date*] or by Action of Consent effective on [*insert date*] that this Complaint for Dissolution should be presented to the Supreme Judicial Court.

8. It is the collective judgment and recommendation of the Plaintiff's Board of Directors [*or members*] as expressed in the resolutions referred to above that, upon dissolution, Plaintiff's funds, assets and other property remaining after payment of the Plaintiff's lawful debts, liabilities and obligations, should be paid over or conveyed, as the case may be, to [NAME(S) OF CHARITY(IES) RECEIVING ASSETS] to be used for *[State the purpose of the use of assets- whether for* *general purposes or a restricted or special purpose, or incorporate terms of resolution by reference. The purpose of the use of assets should match, as closely as possible, the purposes stated in paragraph 4 above, or a more specific restriction (if one exists).]*

9. The other interested party, [NAME OF CHARITY RECEIVING ASSETS], has agreed to accept the Plaintiff's funds, assets and property for the purposes as stated in paragraph 4, above, subject to authorization of the Supreme Judicial Court pursuant to the provisions of Section 11A(d) of Chapter 180 of the Massachusetts General Laws, as amended, and to expend or use said funds, assets and property solely in furtherance of said stated purposes and in accordance with the authorization of the Supreme Judicial Court.

*[REPEAT FOR ADDITIONAL CHARITIES RECEIVING ASSETS]*

10. The Plaintiff, [NAME OF CHARITY], has assets of $[*insert amount*] and accrued and anticipated liabilities of $[*insert amount*]. The Plaintiff anticipates that its remaining assets available for distribution to [NAME OF CHARITY RECEIVING ASSETS] will be approximately $[*insert amount*].

11. The Plaintiff, [NAME OF CHARITY], avers that all assets currently held by the Plaintiff have no restrictions of any kind placed upon them by the donors. *[If there are any restrictions, please add “except as follows” and describe fully the type of asset and restrictions, and how the receiving organization will comply with those restrictions.]*

12. The Plaintiff, [NAME OF CHARITY], anticipates that all outstanding debts, liabilities and obligations to creditors will be satisfied in full and discharged, and avers that funds have been prudently reserved therefore.

WHEREFORE, the Plaintiff, [NAME OF CHARITY], respectfully prays that the Honorable Supreme Judicial Court:

1. Enter an Interlocutory Order:

That the transfer by the Plaintiff, [NAME OF CHARITY], to [NAME(S) OF CHARITY(IES) RECEIVING ASSETS], of the Plaintiff's funds, assets and property remaining after satisfaction of its existing debts, obligations, liabilities and final expenses be authorized to be used for the purposes [*STATE THE SPECIFIC PURPOSES OF THE PLAINTIFF AND/OR A SPECIFIC RESTRICTION ON THE USE OF THE FUNDS—SHOULD MATCH THE LANGUAGE ABOVE*].

2. Upon the filing of affidavits by Plaintiff, [NAME OF CHARITY], and the other interested party(ies), [NAME(S) OF CHARITY(IES) RECEIVING ASSETS], attesting to the consummation of said transfer, enter a Final Order declaring:

That Plaintiff, [NAME OF CHARITY], be dissolved as an existing Massachusetts corporation in accordance with the provisions of Section 11A(d) of Chapter 180 of the Massachusetts General Laws, as amended.

RESPECTFULLY SUBMITTED BY [NAME OF CHARITY]

By Its Attorney,

Name

Address

Phone Number

Email address

BBO#

Date:

CERTIFICATE OF SERVICE

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_, hereby certify that on \_\_\_\_\_\_\_\_\_\_\_\_\_, I served a copy of the above upon the following by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_:

Andrea Joy Campbell

Attorney General of the Commonwealth of Massachusetts

Non-Profit Organizations/Public Charities Division

One Ashburton Place

Boston, MA 02108

*Defendant*

[NAME OF CHARITY RECEIVING ASSETS]

Street Address

City, State, ZIP

*Other interested party*

[Repeat for any other Charity Receiving Assets]

*Other interested party*

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

Name of Attorney

Address

Phone Number

Email address

BBO#