



FORM **24**
 Mandatory

**APPLICATION FOR CERTIFICATE OF
 WITHDRAWAL AND FINAL REPORT
 FOREIGN BUSINESS CORPORATION**

Sec. [180.1520](#), Wis. Stats.

1. _____, a foreign corporation
 (Entity Name)

organized under the laws of _____, affirms that it is not doing business in the
 (Jurisdiction)

the state of Wisconsin and hereby surrenders its authority to transact business therein.

2. The corporation consents to service of process as provided under s. 180.1510(3) and (4), Wis. Stats., in any civil, criminal, administrative, or investigatory proceeding based on a cause of action arising during the time it was authorized to transact business in Wisconsin.

3. The authority of the corporation's registered agent to accept service of process on its behalf is:
 revoked not revoked

4. The mailing address of the corporation's principal office:

Street Address			PO Box
City	State/Province	Country	Zip/Postal Code

5. The corporation agrees to notify the Department of Financial Institutions of any future change in the address provided above.

6. FINAL REPORT

Using the table below, compute the highest proportion of the corporation's capital that is or was represented in Wisconsin (by property located and business transacted in this state) since the date the corporation filed its most recent annual report with the Wisconsin Department of Financial Institutions. If no annual report has been filed, calculate the highest proportion since the date of the corporation's application for a certificate of authority to transact business in this state.

A. Proportion of capital within Wisconsin

- | | | |
|---|----------|----------|
| (1) Gross business in all jurisdictions: | \$ _____ | |
| (2) Total property in all jurisdictions: | \$ _____ | |
| (3) Total of lines A(1) and A(2): | | \$ _____ |
| (4) Gross business in Wisconsin: | \$ _____ | |
| (5) Total property in Wisconsin: | \$ _____ | |
| (6) Total of lines A(4) and A(5): | | \$ _____ |
| (7) Divide line A(6) by line A(3) and enter the result as a percentage: | | _____ % |

B. Value of shares issued with PAR VALUE

Complete this section if the corporation has issued shares with par value.

- | | | |
|---|----------|----------|
| (1) Total value of issued shares of par-value stock, computed at par: | \$ _____ | |
| (2) Paid-in capital in excess of par, applicable to issued shares of par value stock: | \$ _____ | |
| (3) Total of lines B(1) and B(2): | | \$ _____ |

C. Value of shares issued with NO PAR VALUE

- | | | |
|---|----------|----------|
| (1) Total property in all jurisdictions:
<i>This is the same number as line A(2) above</i> | \$ _____ | |
| (2) Total liabilities, other than capital stock without par value: | \$ _____ | |
| (3) Subtract line C(2) from line C(1), and enter the result: | \$ _____ | |
| (4) Subtract line B(3) from line C(3), and enter the result: | \$ _____ | |
| (5) Multiply the total number of shares issued without par value by 10, and enter the result: | \$ _____ | |
| (6) Enter the GREATER of line C(4) or line C(5): | | \$ _____ |

D. Capital representation in Wisconsin

- | | | |
|--|----------|----------|
| (1) Total of lines B(3) and C(6): | \$ _____ | |
| (2) Multiply line D(1) by the percentage entered on line A(7): | | \$ _____ |

7. COMPUTATION OF FILING FEE

- A. The corporation's highest capital representation in Wisconsin for the period of the final report (**from item 6, line D(2) above**): \$ _____

- B. Enter the amount of capital representation on which a fee has been previously paid to the Department.
This figure is shown on the entity's corporate records page, which is accessible via the Department's website, in the field labeled "Paid Capital Represented."
\$ _____

- C. Subtract line B from line A and enter the result. \$ _____

- D. If the sum on line C is **positive**, compute a fee of \$3 for each \$1,000 (or any part thereof) of that sum and enter the result. If the sum entered in line C is **negative**, enter zero. \$ _____

- E. ADD the base filing fee of \$ **40.00**

- F. The sum of lines D and E is the **FILING FEE** ▶ \$ _____

8. EXECUTION

_____ Signature	_____ Date
_____ Printed Name	_____ Officer Title

(Optional) This document has a **delayed** effective date/time of: _____
(up to 90 days after received date)

Contact Information:

_____ Name		
_____ Mailing Address		
_____ City	_____ State	_____ Zip Code
_____ Email Address		_____ Phone Number

INSTRUCTIONS (Refer to section [180.1520](#), Wis. Stats., for document content)

Please use BLACK ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together with a check for the filing fee computed in item 7 above, payable to the Department of Financial Institutions. (If sent by express or priority U.S. mail, please mail to State of WI-Dept. of Financial Institutions, Division of Corporate and Consumer Services, 4822 Madison Yards Way, 4th Fl., North Tower, Madison WI, 53705.) If requesting optional expedited service, please check the expedited service box in the upper-right corner of the first page and include an additional \$100.00. Filing fees are non-refundable. This document can be made available in alternate formats upon request to qualifying individuals with disabilities. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577 (hearing-impaired may call 711 for TTY) or by email at DFICorporations@dfi.wisconsin.gov.

Item 1. Provide the name of the foreign corporation and the name of the jurisdiction (either a state other than Wisconsin or a foreign country) under whose laws it is incorporated.

Item 2. Section 180.1520(2)(c), Wis. Stats, requires a withdrawing foreign corporation to consent to service of process in any civil, criminal, administrative, or investigative proceeding based on a cause of action arising during the time the company was registered to do business in Wisconsin. The manner of authorized service is set forth in s. [180.1510\(4\)](#), Wis. Stats.

Item 3. Specify whether the corporation revokes the authority of its registered agent in Wisconsin to accept service on its behalf. If the authority of the registered agent is revoked, service of process may be made upon the corporation as provided in s. [180.1510\(4\)](#).

Item 4. Provide the mailing address of the corporation's principal office.

Item 5. Section 180.1520(2)(e), Wis. Stats., requires a withdrawing corporation to commit to notifying the Department of any change to the address provided in item 4.

Item 6.

A. **Proportion of capital in Wisconsin.** Use this table to calculate the highest proportion (as a percentage) of the corporation's capital that has been represented in Wisconsin during the current year. *First*, calculate the corporation's current-year gross business and property across all jurisdictions in lines A(1) and A(2), then add those numbers together in line A(3). This provides the denominator for computing the proportion of the corporation's business in Wisconsin.

Next, in lines A(4) and A(5), determine the numerator by calculating the corporation's business and property held in Wisconsin in the current year. For line A(5), enter the highest amount of property held in Wisconsin in the current year. Add lines A(4) and A(5) together in line A(6).

Finally, divide the total Wisconsin business and property reflected in line A(6) by the corporation's overall business and property reflected in line A(3), and enter the resulting number as a percentage in line A(7). That number should represent the highest proportion of the corporation's capital that was or is represented in Wisconsin since the corporation's last annual report.

B. **Amount of paid-in capital.** This section only needs to be completed if the corporation has issued shares with par value. If that is the case, determine the total value of the par-value shares issued by adding their combined values at par, and enter that total in line B(1). *Example: if the corporation has issued 100 par-value shares at \$25 par value per share, it would enter \$2,500 in line B(1).* Specify any additional paid-in capital in excess of par in line B(2), and enter the total of lines B(1) and B(2) in line B(3).

- C. **Value of shares issued without par value.** This section provides a value for shares issued without par value. *First*, determine the corporation's net property in line C(3) by entering its total liabilities in line C(2) and subtracting them from its total property entered in line C(1). The number in line C(1) should match the number entered for line A(2). *Next*, subtract any paid-in capital calculated in the preceding section by subtracting line B(3) from line C(3), and enter the total in line C(4). This provides a presumptive total value of all shares issued without par value.

The number is "presumptive" because, for purposes of this calculation, sections 180.1520(2)(f) and 180.1622(1)(h) of the Wisconsin Statutes establish a \$10 per-share floor on the value of shares issued without par value. To determine the total floor value of all shares issued without par value, multiply the total number of shares issued without par value by \$10 and enter the result in line C(5). In line C(6), copy the result from either line C(4) or C(5)—whichever is the higher of the two.

- D. **Capital representation in Wisconsin.** To calculate the corporation's total capital, enter the total of lines B(3) and C(6) in line D(1). Then, to calculate the highest amount of that capital represented in Wisconsin during the current year, multiply line D(1) by the percentage in line A(7).

Item 7. In line A, enter the highest amount of the corporation's capital represented in Wisconsin in the current year by copying the result from item 6, line D(2). In line B, enter the amount of capital representation on which the corporation has previously paid a fee to the Department. This number can be retrieved from the corporation's online record within the Department's corporate records database, which is publicly available and accessible through the Department's website. To find it, navigate to the corporation's online record and locate the field labeled "Paid Capital Represented." The corresponding number should reflect the amount of capital representation on which the corporation has previously paid a fee to the Department, and it can be entered in line B.

Subtract line B from line A and enter the result in line C. If the result in line C is **positive**, compute a fee of \$3 for each \$1,000 (or any part thereof) of the number in line C and enter the result in line D. To make this computation, divide the result in line C by 1,000, then round upward to the next whole number, then multiply by \$3. *Example: if line C is \$10,500, then line D would be \$33 (\$10,500 divided by 1,000 is 10.5, rounded up to the next whole number of 11, multiplied by \$3).* If the result in line C is **negative**, enter zero in line D.

Add line D to line E, which reflects the current fee for this document, and enter the result in line F. The number in line F represents the total filing fee for this document.

Item 8. This document must be executed by an officer of the corporation, subject to two limited exceptions: (1) if directors have not been selected, it may be signed by an incorporator identified in the initial articles of incorporation; and (2) if the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, it may be signed by the fiduciary. Corporate directors are not authorized to sign this document in their capacities as directors. (A corporate director who also serves as an officer may sign the document, but that person must sign in their capacity as an officer of the corporation.)

Optional delayed effective date/time. This document may declare a delayed effective date and time. The effective date/time may not be before, or more than 90 days after, the document is received by the Department of Financial Institutions for filing. If no effective date/time is specified, the document will take effect at the close of business on the date it is received for filing by the Department.