

# When Things Don't Work Out: Combining, Winding Down and Dissolution Issues

University of Texas Law  
2024 Nonprofit Organizations Fundamentals Institute

Pam Alexanderson, *Albuquerque, NM*  
Moss Adams, LLP

Nyk McKissic, *Dallas, TX*  
Holland and Knight, LLP

Holland & Knight



MOSSADAMS

Copyright © 2022 Holland & Knight LLP. All Rights Reserved

1

## Dissolution

2

2

1

## All good things must come to an end...

- **BUT WHY!?**
- *Charitable Mission* - Resolved and/or changed.
- *Change in Economy/Lack of Resources*
- *Other Organizations*
- *Involuntary Termination* – Compliance/legal issues.



## Dissolution

- **State Law Requirements**
  - Chapters 22 and 11 of TX Business Organizations Code
  - “Fundamental Action” – Voting and Notice Requirements
  - Plan of Distribution/Dissolution
  - State Filings – TX Form 652, *Certificate of Termination of a Domestic Nonprofit Corporation or Cooperative Association*

## Dissolution

- **Other State Law Considerations**

- Additional Considerations (e.g., *Employees, etc.*)
- Attorney General Reqs (e.g., *Notice and/or Approval of Transaction*)
- Uniform Prudent Management of Institutional Funds Act (“UPMIFA”)
- Miscellaneous (e.g., *Charitable Registration, Permits, Licensing, etc.*)

## Dissolution

- **Federal Tax Requirements**

- **Public Charities**

- Final annual information return (Form 990 Series - Final)
- Form 990, Schedule N

- **Private Foundations**

- Final annual information returns (Form 990-PF - Final)
- Termination vs. Dissolution
- Termination Tax - *Section 507 of Internal Revenue Code*
  - Voluntary Termination
  - Involuntary Termination
  - Transfer of assets to Public Charity
  - Conversion to Public Charity

Find the full text of this and thousands of other resources from leading experts in dozens of legal practice areas in the [UT Law CLE eLibrary \(utcle.org/elibrary\)](https://utcle.org/elibrary)

## Title search: When Things Don't Work Out: Combining, Winding Down and Dissolution Issues

Also available as part of the eCourse

[2024 Nonprofit Organizations Fundamentals eConference](#)

First appeared as part of the conference materials for the  
2024 Nonprofit Organizations Fundamentals session

"When Things Don't Work Out: Combining, Winding Down and Dissolution Issues"