



# Franchise Tax Return Information

## General information

### New York State business corporations (Article 9-A)

All general business corporations organized under the laws of New York State are taxable under Tax Law Article 9-A.

A general business corporation includes all corporations **except** the following:

	<b>Taxable under</b>
• Banking corporations.....	Article 32
• Insurance corporations.....	Article 33
• Certain transportation and transmission corporations.....	Article 9, sections 183 and 184
• Certain utilities.....	Article 9, sections 186 and 186-A
• Farmers and agriculture co-ops.....	Article 9, section 185
• Not-for-profit corporations subject to unrelated business tax.....	Article 13

### Reporting periods

Generally, the tax year for which the franchise tax imposed by Article 9-A is to be computed, and for which a franchise tax return is to be filed, must be the same as the taxpayer's tax year for federal income tax purposes.

The first franchise tax return for a domestic business corporation (incorporated in New York State) is due from the date of incorporation, as recorded by the Secretary of State. A franchise tax return for a foreign business corporation (incorporated outside of New York State) is due during the period in which it is doing business, owning or leasing property, or maintaining an office in New York State. **Reporting periods may not exceed a 12-month period.** The return must be filed within 2½ months after the close of the corporation's tax period. If you are reporting for the calendar year, your return is due on or before March 15. If your filing date falls on a Saturday, Sunday, or legal holiday, then you must file your return on or before the next business day.

### Extensions if you cannot meet the filing deadline

If you cannot meet the filing deadline, you may request a six-month extension of time by filing Form CT-5, *Request for Six-Month Extension to File (for franchise/business taxes, MTA surcharge, or both)*, and paying your properly estimated franchise tax and MTA surcharge on or before the original due date of the return.

You may request up to two additional extensions by filing Form CT-5.1, *Request for Additional Extension of Time to File (for franchise/business taxes, MTA surcharge, or both)*. File it on or before the expiration date of the original extension or previously filed additional extension.

### Form CT-3M/4M, General Business Corporation MTA Surcharge Return

Form CT-3M/4M must be filed by any corporation taxable under Article 9-A that does business, employs capital, owns or leases property, or maintains an office in the Metropolitan Commuter Transportation District (MCTD). The MCTD includes the counties of New York, Bronx, Kings, Queens, Richmond, Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk, and Westchester.

### Domestic business corporations

A domestic business corporation is generally liable for franchise taxes under Article 9-A for each fiscal or calendar year, or part thereof, during which it is incorporated until it is formally dissolved with the Department of State ([www.dos.state.ny.us](http://www.dos.state.ny.us)). However, a domestic business corporation that is no longer doing business, employing capital, or owning or leasing property in New York State is exempt from the fixed dollar minimum tax for years following its final tax year and is no longer required to file a franchise tax return provided it meets the requirements listed in TSB-M-06(5)C, *Certain Domestic Business Corporations Exempt from the Article 9-A Fixed Dollar Minimum Tax*.

### Voluntary dissolution of domestic business corporation

In order to dissolve a domestic corporation, the corporation must receive consent from the Tax Department. The Tax Department will not consent to the dissolution of a business corporation unless all of the required New York State franchise tax returns are filed and its franchise taxes are paid. Also, any liability for other taxes administered by the Tax Department must be satisfied.

### Dissolution of domestic business corporation for delinquent taxes

Upon recommendation by the Commissioner of Taxation and Finance, a domestic general business corporation that has failed to file required franchise tax returns or pay the franchise taxes due for two consecutive years may be dissolved by proclamation by the Secretary of State. The dissolution by proclamation procedure is not a substitute for voluntary dissolution and will result in substantial penalties against the corporation. Any franchise tax delinquency becomes an automatic lien against any assets of the corporation, even if it was dissolved by proclamation.

### Foreign business corporations

A foreign business corporation is liable for franchise taxes under Article 9-A during the period in which it is doing business, employing capital, owning or leasing property, or maintaining an office in New York State.

In addition, a foreign business corporation **authorized** to do business in New York State is also liable for payments of its annual maintenance fee of \$300 (Article 9, section 181.2), until such time as it surrenders to the Department of State its authority to do business, regardless of whether it is doing business, employing capital, owning or leasing property, or maintaining an office in the state. If an authorized foreign corporation is taxable under Article 9-A, the maintenance fee is applied as a credit against the franchise tax. For more information, see Form CT-245, *Maintenance Fee and Activities Return for a Foreign Corporation Disclaiming Tax Liability*.

A foreign business corporation doing business in New York State must also pay a license fee based on capital stock employed within New York State (Article 9, section 181.1). For more information, see Form CT-240, *Foreign Corporation License Fee Return*.

### Surrender of authority of foreign authorized business corporation

A foreign corporation that no longer conducts business activities in New York State and no longer requires authority to do business in New York State may surrender authority to do business in this state. The consent of the Tax Commissioner is required to surrender the authority of a foreign corporation.

### Annulment of foreign authorized business corporation for delinquent taxes

Upon recommendation by the Commissioner of Taxation and Finance, a foreign corporation authorized to do business in New York State that has failed to file the required franchise tax returns or pay franchise taxes and/or maintenance fees for two consecutive years may have its authority annulled by the Secretary of State. A foreign corporation subject to tax under Article 9-A, section 209.1, would continue to be liable for franchise tax returns and franchise taxes even though its authority was annulled.

Call 1 800 327-9688 (Dissolution Unit) if you have questions concerning dissolution or surrendering authority to do business in New York State.

### Subchapter S corporations

Article 9-A, Article 22, and Article 32 permit shareholders of a corporation that have made an election under Subchapter S of Chapter 1 of the Internal Revenue Code to make a similar election for New York State purposes.

For detailed information on the New York State election, see Form CT-6-I, *Instructions for Form CT-6*.

### Corporations required to register for a sales tax Certificate of Authority

To sell tangible personal property or certain taxable services, a corporation must register for sales tax purposes with the Tax Department and have a valid *Certificate of Authority*. A corporation must also register for sales tax purposes to issue or accept most New York sales tax exemption documents. For more information on specific sales tax registration requirements, see Publication 750, *A Guide to Sales Tax in New York State*.

To obtain a *Certificate of Authority* to collect sales tax, complete Form DTF-17, *Application to Register for a Sales Tax Certificate of Authority*, or file an online application at [www.nys-permits.org](http://www.nys-permits.org).