

## Cancellation of HMO Certificate of Authority

**Articles of Dissolution should not be filed with the Secretary of State until the cancellation of Certificate of Authority has been approved by the Texas Department of Insurance.**

- A. If the Company has enrollees or unpaid claims relating to enrollees, the Company must file a withdrawal plan and may not dissolve until all enrollees have been taken care of and unpaid claims have been extinguished.
- B. Companies should verify that premium taxes and final annual statement filing fees have been paid in full.

The company must send its completed final premium tax return, final annual statement filing fee and any Texas premium taxes due to Texas Comptroller of Public Accounts office, 111 East 17th Street, Austin, Texas 78701, 800-242-1387. Please note this is required for dissolution and cancellation of Certificate of Authority.

- C. **INCOMPLETE FILINGS PREVENT TIMELY REVIEW BY THE DEPARTMENT; THEREFORE, IT IS EXTREMELY IMPORTANT THAT YOU CONFIRM FILINGS ARE COMPLETE BEFORE SUBMITTING THEM TO THE DEPARTMENT. For questions or more information, email [CompanyLicense@tdi.texas.gov](mailto:CompanyLicense@tdi.texas.gov) or call Company Licensing and Registration at 512-676-6365.**

### Items to be submitted via email to [CLRFilings@tdi.texas.gov](mailto:CLRFilings@tdi.texas.gov):

- 1. Financial Statement - The financial statement shall be as of the last day of the immediate calendar quarter or year preceding the filing for cancellation. The financial statement (quarter or annual) must be accompanied by an actuarial opinion. The opinion must state whether there are outstanding unpaid losses or not and comment on the likelihood that unreported claims would appear after the cancellation.
- 2. Statement to the effect that all debts, obligations, and liabilities of the HMO have been paid, discharged, or adequate provisions have been made.
- 3. Shareholders' consent to cancel.
- 4. Affidavit regarding pending litigation and contingent liabilities.
- 5. Confirmation that documents have been submitted for release of any statutory deposit held by this Department. Reference FIN438 [Withdrawal of Statutory Deposit Checklist](#).
- 6. A statement regarding the last reporting year that the Company had Texas policyholders.

- 7. A detailed explanation as to what happened to the Texas business (i.e. reinsurance, withdrawal, run-off).
- 8. If any of the items referenced in item 7 required TDI approval, provide the Commissioner's Order and/or approval letter approving the transaction (i.e. reinsurance, withdrawal).

**Send by mail:**

- Filing fee of **\$50** with FIN321 [Company Licensing Fee Transmittal Form](#) (make check payable to the Texas Department of Insurance).

*NOTE: Upon approval of the cancellation of Certificate of Authority by the Department, Articles of Dissolution must be filed with the Texas Secretary of State and a copy provided to the Department. The copy must be certified by the Secretary of State. The controlling cite for the Articles of Dissolution is [Art. 6.06 of the Texas Business Corporations Act](#).*

*THESE GUIDELINES ARE GENERAL IN NATURE AND DO NOT SUPERCEDE STATUTE OR REGULATION. THEY ARE NOT INTENDED TO BE ALL INCLUSIVE AND ADDITIONAL DOCUMENTATION MAY BE REQUESTED.*