

Law of the Republic of Armenia

Adopted on April 3rd, 2001

ON THE STATE REGISTRATION OF LEGAL ENTITIES

CHAPTER I

GENERAL PROVISIONS

Article 1. The Scope of the Law

1. The present Law regulates the relations arising from the state registration of legal entities and sole proprietors and defines the powers of the State Registration Body.
2. The specific requirements for the state registration of banks and stock exchanges shall be set out in respective laws.
3. The list of documents required for the purpose of state registration of social amalgamations shall be set out in respective laws.
4. A record shall be kept of separated divisions and units of legal entities throughout the territory of the Republic of Armenia. The terms and procedure for keeping a record of such divisions and units shall be defined by the Government of the Republic of Armenia.

Article 2. Legislation Governing the State Registration of Legal Entities and Sole Proprietors

The legislation governing the state registration of legal entities and sole proprietors encompasses the RA Civil Code, the present Law, other RA laws and legal acts.

Article 3. State Registration

1. The state registration shall be the recognition by the state of the legal capacity of the given legal entity.
2. A legal entity shall be deemed as established on the date of its state registration. A legal entity shall be deemed as closed down on the date of state registration of its closedown. A legal entity or sole proprietor shall be deemed as registered on the date of entry of data envisaged by this Law into the state register book. A certificate shall be issued to registered legal entities or sole proprietors by the regional units of the body performing the state registration of legal entities (hereinafter referred to as "State Register").
3. The registration of social amalgamations and unions of non profit organizations shall be performed by the central unit of the State Register. In this case as well a certificate shall be issued to them as documentary evidence proving the fact of registration.
4. With respect to social amalgamations and unions of non profit organizations, the functions described in Articles 11-14 of this Law shall be performed by the central unit of the State Register.
5. The registration of legal entities in case of reorganization thereof, except for the cases of transformation, shall be performed by the central unit of the State Register pursuant to Article 13 of the present Law.

Article 4. Stamp Duty

The state registration of legal entities and sole proprietors, the making of changes to the charter of legal entities, the release of new registration certificates in lieu of the lost ones, the keeping of a record of separated divisions and units of legal entities shall be subject to a stamp duty in accordance with the RA Law "On Stamp Duty" and in the amounts specified in the mentioned Law.

Article 5. The Contents of the State Registration

1. The state registration shall consist of the registration of:
 - a) a legal entity, i.e. the entry into the state register book of data related to legal entities under registration (creation) referred to in Article 20 of the present Law;
 - b) changes to charters of legal entities, i.e. the registration of changes and amendments to charters of legal entities and the registration of the charters of legal entities set out in a new wording (hereinafter referred to as "amendments");

- c) liquidation (closedown) of a legal entity, i.e. the entry into the state register book of the fact of abolition of legal entities.
2. The registration of legal entities by regional units of the State Register shall be performed with the account of the place of location thereof, except where otherwise provided for by Article 3 (3) and (5) of the present Law.
3. Unregistered business activities shall be prohibited throughout the territory of the Republic of Armenia. Those persons that pursue business activities without official registration of their businesses shall bear responsibility by law.

Article 6. Maintenance of Documents in the State Register

1. The State Register shall maintain all the documents relating to the registration of legal entities and sole proprietors.
2. The archive files of legal entities and/or sole proprietors that have closed down their businesses shall be maintained in the State Register's archive for a period of 5 years. Upon the end of this period such files shall be handed over to the State Archive according to the established procedure. Certificates issued to legal entities and sole proprietors that have closed down their businesses shall be subject to destruction according to the procedure defined in Article 19 of the present Law.
3. The order for the maintenance of documents relating to the registration of legal entities and sole proprietors shall be established by the RA Justice Minister.

2

CHAPTER II
THE SYSTEM OF STATE REGISTRATION

Article 7. The State Register

1. The state registration of legal entities and sole proprietors shall be performed by the State Register operating under the RA Justice Ministry. The State Register shall consist of the central and regional units.
2. The State Register shall be headed by the RA Deputy Justice Minister - the head of the State Register of Legal Entities of the Republic of Armenia.
3. The Head of the State Register shall be appointed by the Prime Minister of the Republic of Armenia taking into consideration the nomination put forward by the RA Justice Minister.
4. The State Register shall operate pursuant to the RA Constitution, the present Law, other laws and legal acts of the Republic of Armenia and the Statute approved by the RA Prime Minister.
5. The costs relating to the operation and activities of the State Register shall be covered from the state budget means.
6. The structure of the State Register shall be confirmed by the RA Justice Minister.
7. The central unit of the State Register and its regional units shall have a round stamp with the coat of arms of the Republic of Armenia on it.

Article 8. The Powers of the RA Justice Ministry in organizing the Registration Affairs of Legal Persons

1. The RA Justice Ministry shall organize and execute methodological supervision of the State Register through the Head of the State Register.
2. The RA Justice Ministry shall:
 - a) define the order for maintaining the State Register Book of Legal Entities and the General State Register Book;
 - b) approve the document admission register books, the model forms of these registers and the order for keeping these registers;
 - c) submit for approval to the RA Government the procedure for using data contained in the General State Register Book of Legal Entities.

- d) develop the universal forms of documents (applications, registration cards, etc) used for the purpose of state registration;
- e) establish the order for maintaining archive files relating to legal entities and sole proprietors;
- f) approve the model register books for the registration of destructed certificates and the order for keeping such register books;
- g) perform other liabilities provided for by the legislation.

3

Article 9. The Functions of the Central Unit of the State Register

The central unit of the State Register shall

- a) organize the state registration procedures;
- b) supervise the activities of the regional units of the State Register;
- c) perform the state registration of social amalgamations and unions of non profit organizations;
- d) perform the state registration of legal entities conditioned by the re-organization (except for the transformation) thereof;
- e) disseminate information on registration and liquidation of legal entities through mass media in accordance with a procedure established by the Government of the Republic of Armenia;
- f) maintain the register book of social amalgamations and unions of non profit organizations and the General State Register Book of Legal Entities, as well as, where so provided for by law, keep a register of parties to trade organizations;
- g) accord data from the General State Register in accordance with the established order;
- h) perform other liabilities provided for by the legislation.

Article 10. The Regional Units of the State Register

1. The regional units of the State Register shall perform the registration of legal entities and sole proprietors in the given region.
2. The regional units of the State Register shall maintain a register book of legal entities registered in the given region. This shall constitute a part of the General State Register Book of Legal Entities.
3. The head and employees of the regional units of the State Register shall be appointed by the RA Justice Minister taking into consideration the nominations put forward by the Head of the State Register.
4. The regional units of the State Register shall operate in accordance with the Statute of the State Register.

CHAPTER III STATE REGISTRATION

Article 11. The State Registration Procedure

1. The documents for the state registration of legal entities referred to in Article 21 of the present Law shall be submitted to respective regional units of the State Register taking into account the place of location of the legal entities under registration. A relevant record shall be made into the document admission register book. The documents for the state registration of sole proprietors referred to in Article 21 of the present Law may be submitted to respective regional units of the State Register taking into account the place of residence or place of state registration of sole proprietors.

2. Upon the request of trade organizations under registration (creation), the State Register shall give to them the model document forms, in which the trade organizations shall enter only identification data. The model document forms (application form, model charter, model decision of the founding meeting) necessary for the registration of trade organizations shall be subject to approval by the RA Justice Minister.
3. The regional units of the State Register shall control the processes of formation of legal entities and shall verify the compliance of the relevant documents with the requirements of the law. If data subject to submission are filled out in model forms, only their fullness and accuracy shall be verified.
4. After verifying the documents, heads of the regional units of the State Register shall enter the data referred to in Article 20 of the present Law in a state registration card (hereinafter referred to as "card"), attach a code to the legal entity choosing it among the codes released by the central unit of the State Register, grant a registration number to the given legal entity, undersign and seal the card with a stamp, enter relevant data into the State Register and issue a state registration certificate to legal entities given there are no valid grounds to refuse the registration.
5. The documents required for the purpose of state registration of social amalgamations and unions of non profit organizations shall be submitted to the central unit of the State Register.

Article 12. The Procedure for the Registration of Amendments

1. The documents referred to in Article 22 of the present Law, which are required for the purpose of registration of the amendments mentioned in clause (b) of Article 5 (1) of the present Law shall be submitted to the regional units of the State Register. A relevant record shall be made in the document admission register.
2. The regional units of the State Register shall verify the compliance of the submitted documents with the requirements of the laws.
3. After verifying the submitted documents, heads of the regional units of the State Register shall register the data related to amendments in the cards and, if necessary, attach codes to them, undersign and seal the cards with a stamp and enter the relevant data into the state register book, issue to applicants respective annexes to state registration certificates, given there are no valid grounds to refuse the state registration. The state registration of the amendments shall be deemed as completed upon the entry of the data filled out in a card into the state register book.
4. Sole proprietors shall apply to the regional units of the State Register, where the data referred to in clauses (d-h) of Article 20 (5) need to be amended. The registration of amendments shall be done pursuant to the procedure provided for by the present Article.
5. The registration of a new domicile (state registration address) of a legal entity/ sole proprietor shall be performed in the registration unit, where the legal entity/ sole proprietor is registered for the time being. The given registration unit shall transfer the registration file of the legal entity/ sole proprietor that has changed its domicile to the respective registration unit.

Article 13. State Registration Conditioned by the Reorganization of Legal Entities

1. In case of reorganization of legal entities, except for the transformation thereof, the documents referred to in Article 23 of the present law shall be submitted to central unit of the State Register. A relevant record shall be made into the document admission register book. Where the reorganization of legal entities takes the form of transformation, the documents referred to in Article 23 of the present Law shall be submitted to the respective regional unit of the State Register.
2. The State Register shall verify that the submitted documents comply with the requirements of the laws.

3. In all cases when the reorganization (except for the transformation) of legal entities leads to:

- a) creation of a new legal entity, the state registration shall be performed pursuant to Article 11 of the present Law. In this case a new registration certificate shall be issued, which will have an annex containing a record about the legal succession;
- b) amendments to the charter of a legal entity, the state registration shall be performed pursuant to Article 12 of the present Law;
- c) closedown of a legal entity, the state registration shall be performed pursuant to Article 14 (4) of the present Law.

4. Once the state registration referred to in paragraph 3 of the present Article is completed, the central unit of the State Register shall refer all the registration documents to a respective regional unit of the State Register. These documents shall be deemed as basic documents while making relevant records into the state register book.

5. Where the reorganization of legal entities takes the form of transformation, the state registration shall be performed pursuant to Article 11 of the present Law. In this case a new certificate shall be issued, which shall have an annex containing a record about the legal succession.

6. Where the reorganization of legal entities takes the form of transformation, the regional units shall fill out the respective cards and make a relevant record in the state register book on the closedown of business activities.

Article 14. The State Registration of Liquidation of Legal Entities

1. Where a legal entity is being liquidated, the given regional unit of the State Register shall make a record in the state register book concerning the liquidating legal entity and shall issue a respective annex of the state registration certificate to the applicant basing on the decision on liquidation taken by the founders (participants) of a legal entity or an application and/or a decision of a body vested with respective powers by the charter of the legal entity, as well as the relevant declaration published in the press.

2. Once the liquidation process is completed, the liquidation commission of a liquidating legal entity shall submit the approved liquidation balance sheet along with documents referred to in Article 24 to the respective registration unit of the State Register for the purpose of state registration of liquidation of the given legal entity.

6

3. A record about the liquidation of the legal entity shall be made in the document admission register book of the State Register's respective regional unit. The respective regional unit of the State Register shall verify the compliance of the submitted documents with the requirements of the law.

4. Once the verification of the submitted documents is completed, the head of the respective regional unit of the State Register shall fill out the relevant data in the cards, sign and seal the cards with a stamp and register the fact of liquidation in the state register book provided there are no valid grounds to refuse the state registration of the liquidation.

5. In case of the closedown of the business of a sole proprietor, the sole proprietor shall submit to the respective regional unit of the State Register an application and the documents referred to in Article 24 of the present Law. A relevant record shall be made into the document admission register book. The regional units of the State Register shall be liable to verify the compliance of the submitted documents with the requirements of the law.

6. Once the verification of the submitted documents is completed, the head of the respective regional unit of the State Register shall enter the relevant data in a card, sign and seal the card with a stamp and register the fact of closedown of business in the state register book given there are no valid grounds to refuse the registration of closedown of business.

7. A legal entity shall be deemed as liquidated and its business closed down (including the business of a sole proprietor) on the date of entering a relevant record into the state register book, which will be certified by a relevant document issued for that purpose.

8. The registration of liquidation of legal entities and sole proprietors shall not be subject to stamp duty.

Article 15. The Submission of Documents to the State Register

The date of submission of documents to the State Register shall be the date of actual admission of all the required documents. The person responsible for the receipt of the documents shall make a note on the applications, put his/her signature on them and make a relevant record in the document admission register book.

Article 16. Timeframe for Completing the State Registration and the Valid Grounds for the Refusal of it

1. Upon the submission of all the required documents to the State Register and the registration thereof by a respective regional unit, the state registration shall be performed by the respective regional unit within 5 days after a record has been made in the document admission register. The registration of sole proprietors, as well as where data required for the purpose of state registration are filled out in model forms as referred to in Article 11 of the present Law, the registration shall be performed no later than within 2 days.

2. The violation of the procedure provided for by the Law for the formation of legal entities or the incompliance of the charter with the Law shall be deemed as valid

7

grounds for the refusal of state registration. The failure to submit the act of return of the charter or the split balance, as well as the missing provisions on legal succession of a legal entity in the charter, act of return and split balance shall be deemed as valid grounds for the refusal of registration of the newly emerged legal entities.

3. In case of violation or inconsistency of the procedure for the formation of legal entities, the registration of legal entities and sole proprietors shall be refused in written form respectively in two days and in one day, with a statement of valid grounds for the refusal of the state registration. Legal entities and sole proprietors that were refused of the state registration, may not claim back those documents that served as basic documents for refusing the registration.

4. A decision of the State Register to refuse to register any changes with respect to a legal entity or to refuse to register the legal entity in case of reorganization of the latter or to refuse to register the closedown of the business of the legal entity must be well grounded and must contain a reference to those norms of the law, which were violated in the process of creation of the legal entity, or in the course of making changes and amendments to the charter of it and closing down the business of the latter. These norms must be mentioned also in case if an inconsistency is found between them and the charter of the given legal entity.

5. It shall be prohibited to refuse the registration of a legal entity for reasons of advisability of creation of it.

6. A decision to refuse to register a legal entity, the changes and amendments made to the charter of the legal entity or the closedown of the business of it shall be signed by the head of a respective regional unit of the State Register. Such a decision shall be subject to validation with a stamp of the given regional unit. Where otherwise provided for by Article 3 (3) and 3(5), the decision on refusal shall be signed by the head or deputy head of the State Register of Legal Entities.

7. The registration shall be considered as completed no later than in a day after the end of a period envisaged for the completion of it, if a legal entity and/or sole proprietor under registration, as well as the amendments to the charter of the legal entity are not refused of

state registration within a specified period following the entry of a relevant record on submission of all the documents in the register book. In case of state registration, a registration certificate (annex to certificate) shall be issued to applicants.

8. A refusal to perform a state registration and the avoidance to undergo a state registration may be appealed to court.

Article 17. Coding of Legal Entities and the Procedure of Maintaining the General State Register Book

1. A universal system of state registration codes shall be applied throughout the territory of the Republic of Armenia.

2. The coding procedure shall be defined by the Government of the Republic of Armenia.

3. The procedure for releasing codes to the regional units by the central unit of the State Register shall be defined by the Justice Minister of the Republic of Armenia.

8

4. The General State Register Book shall embrace all the state register books and shall contain data on all the legal entities and sole proprietors registered throughout the territory of the Republic of Armenia. The General State Register Book shall be kept by the central unit of the State Register. The central unit of the State Register shall update the General State Register Book no later than once per 10 days taking into consideration data obtained from the state register books. The data contained in the General State Register Book shall be widely accessible to the public. The procedure for using data contained in the General State Register Book shall be defined by the Government of the Republic of Armenia.

Article 18. The State Registration Certificate

1. A state registration certificate shall be a document proving the fact of state registration. A state registration certificate shall have numbered annex(es) for the purpose of recording changes and amendments in it. A universal state registration certificate shall be applied throughout the territory of the Republic of Armenia.

2. The sample forms of the state registration certificates shall be approved by the Government of the Republic of Armenia.

3. A state registration certificate issued to legal entities shall contain the following data:

- a) the name of a legal entity, including the trade name and legal-and-organizational form of the legal entity;
 - b) the serial number of the state registration certificate;
 - c) the state registration number of the legal entity;
 - d) the date of state registration;
 - e) the code number;
 - f) address;
 - g) the type of the legal entity;
 - h) the respective regional unit of the State Register that has performed the registration;
 - i) the time limits specified for the business activity (without time limits or, if time limits are envisaged, the date of end of such a period);
- a) the name and passport data of a sole proprietor;
 - b) the serial number of the state registration certificate;
 - c) the state registration number of the sole proprietor;
 - d) the date of state registration;
 - e) the residential and state registration addresses;
 - f) a photograph of the sole proprietor;
 - g) the respective regional unit of the State Register that has performed the state registration;

h) the time limits specified for the business activity (without time limits or, if time limits are foreseen, the date of end of such a period).

4. The state registration certificate issued to sole proprietors shall contain the following data:

5. A state registration certificate must be signed by the head of the respective regional unit of the State Register. The registration certificate shall be subject to validation with a stamp.

9

6. Where otherwise provided for by Article 3 (3) and 3(5), the state registration certificates to be issued to legal entities shall be signed by the head or deputy head of the State Register.

7. If the state registration certificate is lost or if it is not suitable for further use, a new certificate with its annexes shall be issued to applicants.

Article 19. The Procedure of Destruction the State Registration Certificates

In order to destroy the state registration certificates belonging to legal entities or sole proprietors that have been liquidated or closed down, a commission shall be created within the central unit of the State Register. The rights and obligations of such a commission, as well as the procedure and timeframe for the destruction of the state registration certificates shall be set out in the Statute of the State Register.

Article 20. Data Subject to Registration in the State Register Book

1. The following data shall be entered in the state register book of legal entities:

- a) the name, including the trade name and the legal-and-organization form of a legal entity;
- b) the state registration number of the legal entity;
- c) the date of the state registration;
- d) the serial number of a state registration certificate;
- e) the year of foundation;
- f) the way of foundation;
- g) the code attached to the legal entity;
- h) the composition of the founders (participants, members, partners, shareholders) and other data relating to them. As far as natural persons are concerned, such data shall comprise the name, surname, passport data, residential address of the natural person. As far as legal persons are concerned, such data shall comprise the name, the data available in the registration certificate and the domicile of the legal person;
- i) the size of the statutory capital (stock capital, share fund, etc);
- j) the share of the founders (participants, members, partners, shareholders) in the statutory capital (stock capital, share fund, etc);
- k) the domicile (postal address) of the legal entity, including the telephone number and other means of communication;
- l) the period of business activity period, if the legal entity is created for a limited period of activity;
- m) data relating to the process of liquidation, if the legal entity is under liquidation;
- n) a record relating to the closedown of business of the legal entity.

2. The data referred to in clauses (i) and (j) in paragraph 1 of the present Article shall not be subject to compulsory registration, where the unions of legal entities, social amalgamations and foundations undergo registration.

3. The data referred to in clauses (h) and (j) in paragraph 1 of the present Article shall not be subject to compulsory registration where joint stock companies undergo registration.

- a) the registration number of a sole proprietor;
 - b) the date of state registration;
 - c) the serial number of a state registration certificate;
 - d) the name of the sole proprietor;
 - e) the passport data of the sole proprietor (passport number and the authority that issued it) etc;
 - f) the residential address;
 - g) the address of state registration, if it differs from the residential address;
 - h) the period of business activity, if the business activity is limited to a certain period of time;
 - i) where appropriate, a record relating to the closedown of business.
4. In case of registration of cooperatives, along with the share fund referred to in clause (i) of paragraph 1 of the present Article also the size of the undivided share fund must be indicated.
5. In relation to sole proprietors the following data shall be entered into the state register book:
6. All the data referred to in the present Article may not be changed by the State Register.

Article 21. Documents Required for the Purpose of State Registration

1. For the purpose of state registration the following documents shall be submitted by legal entities:
- a) an application of a person authorized by the founder(s) (participants) of the legal entity;
 - b) the records of the founder's (founders') meeting (conference or any other body having adequate power by law) on establishing a legal entity, which shall be signed by the chairman or secretary, except for the cases when a legal entity is being created by one natural person. If there is a legal entity among the founders of the creating legal entity, the decision of the authorized body of such a legal entity shall be subject to submission;
 - c) at least two copies of the charter approved by the meeting, conference or any other body having adequate power by law;
 - d) a receipt confirming the payment of the stamp duty.
2. Other documents that shall be subject to compulsory submission for the purpose of state registration of legal entities with a specific legal-and-organizational form may be mentioned in the laws regulating the activities of such legal entities or in other laws.
3. Apart from the documents referred to in paragraphs 1 and 2 of the present Article, legal entities having a foreign founder (participant) shall also submit a statement from the Trade Register of the given country or an equivalent document on the legal status of the foreign investor and its founding documents or relevant statements, which shall be validated and translated into the Armenian language.
4. For the purpose of state registration, sole proprietors shall submit the following:

- a) an application for registration, where the sole proprietor shall indicate his/her name, his/her passport data, residential and state registration addresses, period specified for the business activity;
- b) a copy of his/her passport;
- c) a photograph;
- d) a receipt confirming the payment of the state duty.

Article 22. Documents Required for the Purpose of State Registration of Amendments

For the purpose of state registration of amendments, all the applicants shall submit the following documents to a respective regional unit of the State Register:

- a) an application;
- b) the decision of the authorized body on approving changes and amendments made to the charter, as well as the decision on approving the changes, amendments to the charter and the charter set out in a new wording;
- c) the changes and amendments to the charter (or the charter set out in a new wording);
- d) a receipt confirming the payment of the stamp duty.

For the purpose of registration of changes made to the data referred to in clauses (d)-(f) of Article 20 (5), sole proprietors shall be asked to submit along with their application a documentary evidence proving that changes have been made. For the purpose of registration of changes referred to in clauses (g) and (h) of Article 20 (5), sole proprietors shall be asked to submit only an application.

Article 23. Documents Required for Submission in Case of State Registration of Reorganized Legal Entities

For the purpose of the state registration of reorganized legal entities, the following documents shall be required to be submitted:

- a) in case of a merger
 - an application;
 - the decision of the founders (participants) of the merging legal entities or the decisions of the bodies authorized by the charter;
 - acts of transfer;
 - merger agreements;
 - state registration certificates of merging legal entities;
 - the records of the founding meeting of the participants (conference or any other body vested with adequate power by law) of the merging legal entities;
 - at least two copies of the charter approved by the meeting (conference or any other body authorized by law);
 - a receipt confirming the payment of the stamp duty;
- b) in case of unification
 - an application;
 - the decisions of the founders (participants) of the unifying legal entities or other bodies authorized so by the charter;
 - the act (acts) of transfer;
 - the unification agreement (s);
 - the state registration certificate(s) of the unifying legal entity (entities);

12

- the records of the founding meeting of the participants (conference or any other body vested with adequate power by law) of the unifying legal entities;
- changes or amendments to the charter (or the charter set out in a new wording);
- a receipt confirming the payment of the stamp duty;
- the applications;
- the decision of the founders (participants) of the splitting legal entity or the decision of a body authorized by the charter;
- the split balance;
- the state registration certificate of a splitting legal entity;

- records of the founding meetings (conferences or a meeting of a body vested with adequate power by law) of legal entities created as a result of a split;
 - at least two copies of the charter approved by the meeting (conference or any other body vested with adequate power by law);
 - a receipt confirming the payment of the stamp duty;
 - applications;
 - the decision of the founders (participants) of the separating legal entity or the decision of a body authorized by the charter;
 - the split (separation) balance;
 - the changes and amendments to the charter of the separating legal entity or the charter of such a legal entity set out in a new wording;
 - the records of the founding meeting (conference or any other body vested with adequate power by law) of the legal entity or legal entities that are being created as a result of separation;
 - at least two copies of the charter(s) approved by the meeting (conference or a body vested with adequate power by law);
 - a receipt confirming the payment of the stamp duty;
 - an application;
 - the decision of the founders (participants) of the transforming legal entity or the decision of a legal entity authorized by the charter;
 - the act of transfer;
 - the records of the founding meeting (conference or any other body vested with adequate power by law) of the transforming legal entity;
 - at least two copies of the charter approved by the founding meeting, conference or any other body vested with adequate power by law;
 - a receipt confirming the payment of the stamp duty.
- c) in case of a split
d) in case of separation
e) in case of transformation

Article 24. Documents Required for the State Registration of Liquidation (Closedown of Business Activity)

1. For the purpose of registration of liquidation of a legal entity the following documents shall be submitted:

13

- a) an application;
 - b) the liquidation balance sheet and the decision of the founders (participants) of a legal entity or the decision of a body of the legal entity on approving the liquidation balance;
 - c) statements issued by tax and social security authorities on absence of outstanding liabilities;
 - d) a document confirming the return of the stamp;
 - e) the state registration certificate.
- a) an application;
 - b) statements issued by tax and social security authorities on absence of outstanding liabilities;
 - c) the state registration certificate.

2. For the purpose of registration of closedown of the business of a sole proprietor the following documents shall be submitted:

3. The destruction of the state registration certificate of a deceased sole proprietor shall be performed upon the request of an interested party. For this purpose the state registration certificate and the death certificate shall be submitted.

4. The liquidation of legal entities upon the legally enforced decision of the court shall be performed by a body referred to in that decision. If the decision of the court does not contain such an indication, the liquidation shall be performed by the founders (participants) of the legal entity or by the body of the legal entity vested with adequate power pursuant to the charter of the legal entity. In the latter case the founders (participants) or the body of the legal entity vested with adequate power shall be in charge to submit to the State Register the decision of the court and the documents referred to in the present Article.

C H A P T E R I V

RESPONSIBILITY OF LEGAL PERSONS AND SOLE PROPRIETORS FOR VIOLATION OF THE PROCEDURE OF STATE REGISTRATION

Article 25. Responsibility for the Violation of the Present Law

1. Persons submitting documents to the State Register shall bear responsibility for the authenticity of data contained in these documents.

2. Heads of the regional units of the State Register and, where otherwise provided for by Article 3 (3) and 3(5) of the present Law, the head or deputy head of the State Register shall bear responsibility for ungrounded refusal or evasion to register, as well as for ungrounded or unlawful registration of legal entities, changes and amendments to the charter of legal entities, reorganization or liquidation of legal entities (closedown of businesses), sole proprietors and closedown of their businesses.

C H A P T E R V

14

C L O S I N G P R O V I S I O N S

Article 26. The Entry into Force of the Present Law

1. The present Law shall enter into force in three months from the date of its official promulgation.

2. The Law of the Republic of Armenia "On the State Register of Enterprises" shall be declared null and void from the date of entry into force of the present Law.

3. Within a month after the date of entry into force of the present Law, all the register books existing in the Republic of Armenia shall be handed over to the State Register for the purpose of setting up the General State Register of Legal Entities.

President of the Republic of Armenia R. Kocharyan

