



**Secretary of State
Business Programs Division**

Business Entities

1500 11th Street, Sacramento, CA 95814

P.O. Box 944260, Sacramento, CA 94244-2600

Business Entities Submission Cover Sheet

For fastest service, file online at bizfileOnline.sos.ca.gov.

Instructions:

- Complete and include this form with your paper submission. This form will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- In-person submissions (excluding Statements of Information): \$15 special handling fee. Do not include a \$15 special handling fee when submitting documents by mail.
- All submissions are reviewed in the date order of receipt, with online submissions given priority. For updated processing time information, visit www.sos.ca.gov/business/be/processing-dates.
- To obtain a certified copy, include certification fees with your submission.

Note: All correspondence related to your submission will be sent to the name and address on your check or money order.

Contact Person (Please type or print legibly):

First Name: _____ Last Name: _____

Phone Number: _____ Email: _____

Entity Information (Please type or print legibly):

Entity Name: _____

Entity Number (if applicable): _____

Comments: _____



Secretary of State
Certificate of Dissolution
Limited Liability Company (LLC)
 (California LLC ONLY)

LLC-3

There is **No Fee** for filing a Certificate of Dissolution
Certified Copy Fee (Optional) – \$5.00

This Space For Office Use Only

1. Limited Liability Company Name (Enter the exact name of the LLC as it is recorded with the California Secretary of State)

2. LLC Entity (File) Number (Enter the exact 12-digit Entity (File) Number issued by the California Secretary of State.)

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3. Dissolution (Check the applicable statement. This Form LLC-3 is not required when the vote to dissolve was made by all of the members and that fact is noted on the Certificate of Cancellation (Form LLC-4/7).)

The dissolution of this LLC was caused by one of the following circumstances (**check one**):

- The happening of an event as set forth in the Articles of Organization or in the LLC’s written Operating Agreement.
- The vote of 50 percent or more of the voting interests of the members of the LLC or a greater percentage of the voting interests of members as specified in the Articles of Organization or written Operating Agreement.
- The passage of 90 consecutive days during which the LLC has no members, except on the death of a natural person who is the sole member of the LLC, the status of the member, including a membership interest, may pass to the heirs, successors and assigns of the member by will or applicable law.
- The entry of a decree of judicial dissolution pursuant to California Corporations Code section 17707.03.

The Certificate of Dissolution puts all on notice that the LLC has elected to wind up the business of the LLC and is in the process of paying liabilities and distributing assets. In order to terminate the LLC, the LLC also **must file a Certificate of Cancellation (Form LLC-4/7)**.

4. Read and Sign Below (Do not use a computer generated signature.)

By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.

Signature

Type or Print Name

Signature

Type or Print Name



Secretary of State
Certificate of Cancellation
Limited Liability Company (LLC)

LLC-4/7

There is **No Fee** for filing a Certificate of Cancellation

Certified Copy Fee (Optional) – \$5.00

This Space For Office Use Only

1. Limited Liability Company Name (Enter the exact name of the LLC as it is recorded with the California Secretary of State)

2. LLC Entity (File) Number (Enter the exact 12-digit Entity (File) Number issued by the California Secretary of State.)

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3. Dissolution (California LLCs ONLY: Check the box if the vote to dissolve was made by the vote of **ALL** the members.)

The dissolution was made by a vote of **ALL** of the members of the California Limited Liability Company.

Note: If the above box is not checked, a **Certificate of Dissolution** (Form LLC-3) must be filed prior to or together with this Certificate of Cancellation. (California Corporations Code section 17707.08(a).)

4. Tax Liability Statement (Do not alter the Tax Liability Statement.)

All final returns required under the California Revenue and Taxation Code have been or will be filed with the California Franchise Tax Board.

5. Cancellation Statement (Do not alter the Cancellation Statement.)

For California Limited Liability Companies: Upon the effective date of this Certificate of Cancellation, except as provided in California Corporations Code Section 17707.06, the Limited Liability Company's registration is cancelled and its powers, rights, and privileges will cease in California.

For Out-of-State Limited Liability Companies: Upon the effective date of this Certificate of Cancellation, the Limited Liability Company's registration is cancelled and its right to conduct intrastate business will cease in California.

6. Read and Sign Below (Do not use a computer generated signature.)

By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.

Signature

Type or Print Name

Signature

Type or Print Name

Signature

Type or Print Name



Secretary of State

LLC-4/8

Short Form Cancellation Certificate
Limited Liability Company (LLC)

ONLY California LLC Formed in California in
the Last 12 Months

There is No Fee for filing a Short Form Cancellation Certificate

Certified Copy Fee (Optional) – \$5.00

This Space For Office Use Only

1. Limited Liability Company Name (Enter the exact name of the LLC as it is recorded with the California Secretary of State)

Empty box for Limited Liability Company Name

2. LLC Entity (File) Number (Enter the exact 12-digit Entity (File) Number issued by the California Secretary of State.)

12-digit grid for LLC Entity (File) Number

3. Required Statements (Do not alter the Required Statements – ALL must be true to file Form LLC-4/8)

Statements 3(a) – 3(g) are true:

- (a) This Short Form Certificate of Cancellation is being filed within twelve (12) months from the date the Articles of Organization were filed with the California Secretary of State;
(b) The LLC does not have any debts or other liabilities, except as provided in Item 3(c);
(c) All final tax returns required under the California Revenue and Taxation Code have been or will be filed with the California Franchise Tax Board;
(d) The known assets of the LLC remaining after payment of, or adequately providing for, known debts and liabilities have been distributed or the LLC has acquired no known assets;
(e) The LLC has not conducted any business from the time of the filing of the Articles of Organization;
(f) 50 percent or more of the voting interests of the managers or members voted, or, if no managers or members, the person or 50 percent or more of the persons signing the Articles of Organization, voted to dissolve the LLC; and
(g) Payments received by the LLC for interests from investors, if any, have been returned to those investors.

Note: If the LLC cannot say all of these items are true, the LLC cannot file this Short Form Cancellation Certificate (Form LLC-4/8) and must follow the normal cancellation process. See Certificate of Cancellation (Form LLC-4/7), and if applicable, Certificate of Dissolution (Form LLC-3).

4. Cancellation Statement (Do not alter Cancellation Statement)

Upon the effective date of this Short Form Cancellation Certificate, except as provided in California Corporations Code Section 17707.06, the Limited Liability Company's registration is cancelled and its powers, rights, and privileges will cease in California.

5. Read and Sign Below (Do not use a computer generated signature.)

By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.

Signature

Type or Print Name

Signature

Type or Print Name