Secretary of State
Business Programs Division

1500 11th Street, 3rd Floor
Sacramento, CA 95814

Business Entities
(916) 657-5448

LIMITED LIABILITY COMPANY
CANCELLATION FILING REQUIREMENTS

To cancel the Articles of Organization of a domestic limited liability company (LLC), the domestic LLC must file a Certificate of Dissolution (Form LLC-3) and Certificate of Cancellation (Form LLC-4/7). However, if all the members vote to dissolve, only Form LLC-4/7 is required.

To cancel the Application for Registration of a foreign (out of state or country) LLC, the foreign LLC must file a Certificate of Cancellation (Form LLC-4/7).

Note: In lieu of the above-mentioned certificates, a domestic LLC can file a Short Form Certificate of Cancellation (Form LLC-4/8) if the following requirements are met:

1) Form LLC-4/8 is being filed **within twelve (12) months** from the date the Articles of Organization were filed with the Secretary of State;
2) The domestic LLC has no debts or other liabilities (other than tax liability);
3) The known assets have been distributed to the persons entitled thereto or no known assets have been acquired;
4) The final tax return or a final annual tax return has been or will be filed with the Franchise Tax Board;
5) The domestic LLC has not conducted any business from the time of the filing of the Articles of Organization;
6) A majority of the managers or members, or if there are no managers or members, the person or a majority of the persons who signed the Articles of Organization, voted to dissolve the domestic LLC; and
7) If the domestic LLC received payments for interests from investors, those payments have been returned to those investors.

Upon the filing of the Certificate of Cancellation (Form LLC-4/7) or Short Form Certificate of Cancellation (Form LLC-4/8) by the Secretary of State, the Articles of Organization or Application for Registration of the LLC will be cancelled and the powers, rights and privileges of the LLC will cease in California.

Filing instructions along with the above-mentioned forms are enclosed. Completed forms can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944228, Sacramento, CA 94244-2280 or delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. It is recommended for proof of submittal that if the document(s) are mailed to the Secretary of State, they be sent by Certified Mail with Return Receipt Requested.

Statutory filing requirements are found in California Corporations Code sections 17350.5 and 17356 (domestic limited liability companies) and 17455 (registered foreign limited liability companies).

INSTRUCTIONS FOR COMPLETING THE CERTIFICATE OF DISSOLUTION (FORM LLC-3)

For easier completion, this form is available on the Secretary of State's website at http://www.ss.ca.gov/business and can be viewed, filled in and printed from your computer. The completed form can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944228, Sacramento, CA 94244-2280 or delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form should not be altered. This form is only filed in the Sacramento office.

It is recommended for proof of submittal that if Form LLC-3 is mailed to the Secretary of State, it be sent by Certified Mail with Return Receipt Requested.

Statutory filing provisions are found in California Corporations Code section 17356.

- Form LLC-3 **is required** when the vote to dissolve was made by less than 100 percent of the members. To complete the cancellation process the limited liability company (LLC) must also file a Certificate of Cancellation (Form LLC-4/7) pursuant to Section 17356(b). Note: The Articles of Organization of the LLC will not be cancelled until Form LLC-4/7 is filed.
- Form LLC-3 **is not required** when the vote to dissolve was made by 100 percent of the members and a statement to that effect is indicated on Form LLC-4/7.
- It is recommended that legal counsel be consulted prior to submitting cancellation documents to ensure that all issues are appropriately addressed.

FEES: There is no fee for filing Form LLC-3. However, there is a $15.00 special handling fee for processing a document delivered in person to the Sacramento office. The special handling fee must be remitted by separate check for each submittal and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee (in lieu of the special handling fee). Please refer to the Secretary of State's website at http://www.ss.ca.gov/business/precexp.htm for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

COPIES: The Secretary of State will certify two copies of the filed document(s) without charge, provided that the copies are submitted to the Secretary of State with the document(s) to be filed. Any additional copies submitted will be certified upon request and payment of the $8.00 per copy certification fee.

Complete Form LLC-3 as follows:

Item 1. Enter the file number issued by the California Secretary of State.

Item 2. Enter the name of the limited liability company exactly as it is of record with the California Secretary of State, including the entity ending.

Item 3. Enter any other information the managers or members filing Form LLC-3 determine to include. Attach additional pages, if necessary. If no other information is to be included, leave Item 3 blank and proceed to Item 4.

Item 4. Form LLC-3 should be signed by an authorized person, i.e., manager.

- If Form LLC-3 is signed by an attorney-in-fact, the signature should be followed by the words "Attorney-in-fact for (name of person)."
- If Form LLC-3 is signed by an entity, the person who signs on behalf of the entity should note their name and position/title, the exact entity name and the entity's relation to the dissolving limited liability company. Example: If a limited liability company ("Smith LLC") is the manager of the dissolving limited liability company, the signature of the person signing on behalf of Smith LLC should be reflected as Joe Smith, Manager of Smith LLC, Manager.
- If Form LLC-3 is signed by a trust, the trustee should sign as follows: _____, trustee for _____ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).

Item 5. Enter the name and the address of the person or firm to whom a copy of the filed document should be returned.

LLC-3

State of California
Secretary of State

LIMITED LIABILITY COMPANY
CERTIFICATE OF DISSOLUTION

NOTE: The domestic limited liability company must also file a Certificate of Cancellation (Form LLC-4/7) to complete the cancellation process.

There is no fee for filing a Certificate of Dissolution.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

FILE NUMBER	**ENTITY NAME** (Enter the exact name of the domestic limited liability company.)
1. Secretary of State File Number	2. Name of Limited Liability Company

ADDITIONAL INFORMATION (Enter any other information the managers or members filing the Certificate of Dissolution determine to include. Attach additional pages, if necessary. Additional information set forth on attached pages, if any, is incorporated herein by this reference and made part of this certificate. If no other information is to be included, leave Item 3 blank and proceed to Item 4.)

3.

EXECUTION

4. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person — Date — Type or Print Name and Title of Authorized Person

Signature of Authorized Person — Date — Type or Print Name and Title of Authorized Person

RETURN TO (Enter the name and the address of the person or firm to whom a copy of the filed document should be returned.)

5. NAME

FIRM

ADDRESS

CITY/STATE/ZIP

Clear Form Print Form

INSTRUCTIONS FOR COMPLETING THE CERTIFICATE OF CANCELLATION (FORM LLC-4/7)

For easier completion, this form is available on the Secretary of State's website at http://www.ss.ca.gov/business and can be viewed, filled in and printed from your computer. The completed form can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944228, Sacramento, CA 94244-2280 or delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form should not be altered. This form is only filed in the Sacramento office.

It is recommended for proof of submittal that if Form LLC-4/7 is mailed to the Secretary of State, it be sent by Certified Mail with Return Receipt Requested.

Statutory filing provisions are found in California Corporations Code section 17356 (domestic limited liability companies) or 17455 (registered foreign limited liability companies).

- Domestic LLC: Form LLC-4/7 must be filed after or together with a Certificate of Dissolution (Form LLC-3) pursuant to Section 17356(a). However, if all the members vote to dissolve, only Form LLC-4/7 is required.
- Upon filing Form LLC-4/7, the LLC will be cancelled and the powers, rights and privileges will cease in California.
- It is recommended that legal counsel be consulted prior to submitting cancellation documents to ensure that all issues are appropriately addressed.

FEES: There is no fee for filing Form LLC-4/7. However, there is a $15.00 special handling fee for processing a document delivered in person to the Sacramento office. The special handling fee must be remitted by separate check for each submittal and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee (in lieu of the special handling fee). Please refer to the Secretary of State's website at http://www.ss.ca.gov/business/precexp.htm for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

COPIES: The Secretary of State will certify two copies of the filed document(s) without charge, provided that the copies are submitted to the Secretary of State with the document(s) to be filed. Any additional copies submitted will be certified upon request and payment of the $8.00 per copy certification fee.

Complete Form LLC-4/7 as follows:

Item 1. Enter the file number issued by the California Secretary of State.

Item 2. Enter the name of the limited liability company exactly as it is of record with the California Secretary of State, including the entity ending.

Item 3. This statement should not be altered. For information regarding final tax returns, contact the Franchise Tax Board at (800) 852-5711 (from within the U.S.) or (916) 845-6500 (from outside the U.S.) or visit their website at http://www.ftb.ca.gov.

Item 4. Domestic limited liability companies only - check the appropriate box. NOTE: If the dissolution was not made by the vote of all the members, a Certificate of Dissolution (Form LLC-3) must be filed prior to or together with Form LLC-4/7.

Item 5. Enter any other information the managers or members filing Form LLC-4/7 determine to include. Attach additional pages, if necessary. If no other information is to be included, leave Item 5 blank and proceed to Item 6.

Item 6. Form LLC-4/7 should be signed by an authorized person, i.e., manager.

- If Form LLC-4/7 is signed by an attorney-in-fact, the signature should be followed by the words "Attorney-in-fact for (name of person)."
- If Form LLC-4/7 is signed by an entity, the person who signs on behalf of the entity should note their name and position/title, the exact entity name and the entity's relation to the canceling limited liability company. Example: If a limited liability company ("Smith LLC") is the manager of the canceling limited liability company, the signature of the person signing on behalf of Smith LLC should be reflected as Joe Smith, Manager of Smith LLC, Manager.
- If Form LLC-4/7 is signed by a trust, the trustee should sign as follows: _____, trustee for _____ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).

Item 7. Enter the name and the address of the person or firm to whom a copy of the filed document should be returned.

LLC-4/7

State of California
Secretary of State

LIMITED LIABILITY COMPANY
CERTIFICATE OF CANCELLATION

There is no fee for filing a Certificate of Cancellation.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

FILE NUMBER

1. Secretary of State File Number

ENTITY NAME (Enter the exact name of the limited liability company.)

2. Name of Limited Liability Company

TAX LIABILITY (The following statement should not be altered.)

3. A final franchise tax return, as described by Section 23332 of the Revenue and Taxation Code, or a final annual tax return, as described by Section 17947 of the Revenue and Taxation Code, has been or will be filed with the Franchise Tax Board, as required under Part 10.2 (commencing with Section 18401) of Division 2 of the Revenue and Taxation Code.

DISSOLUTION (Domestic limited liability companies ONLY: Check the "YES" or "NO" box, as applicable. Note: If the "NO" box is checked, a Certificate of Dissolution (Form LLC-3) pursuant to Corporations Code section 17356(a) must be filed prior to or together with this Certificate of Cancellation.)

4. The dissolution was made by a vote of all of the members. ☐ YES ☐ NO

ADDITIONAL INFORMATION (Enter any other information the managers or members filing the Certificate of Cancellation determine to include. Attach additional pages, if necessary. Additional information set forth on attached pages, if any, is incorporated herein by this reference and made part of this certificate. If no other information is to be included, leave Item 5 blank and proceed to Item 6.)

5.

EXECUTION

6. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person — Date — Type or Print Name and Title of Authorized Person

Signature of Authorized Person — Date — Type or Print Name and Title of Authorized Person

RETURN TO (Enter the name and the address of the person or firm to whom a copy of the filed document should be returned.)

7. NAME

FIRM

ADDRESS

CITY/STATE/ZIP

Clear Form Print Form

INSTRUCTIONS FOR COMPLETING THE SHORT FORM CERTIFICATE OF CANCELLATION (FORM LLC-4/8)

For easier completion, this form is available on the Secretary of State's website at http://www.ss.ca.gov/business and can be viewed, filled in and printed from your computer. The completed form can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944228, Sacramento, CA 94244-2280 or delivered in person to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form should not be altered. This form is only filed in the Sacramento office.

It is recommended for proof of submittal that if Form LLC-4/8 is mailed to the Secretary of State, it be sent by Certified Mail with Return Receipt Requested.

Statutory filing provisions are found in California Corporations Code section 17350.5. All statutory references are to the California Corporations Code, unless otherwise stated.

- Form LLC-4/8 may be used to cancel the Articles of Organization of a domestic limited liability company if it is filed **within twelve (12) months** from the date the Articles of Organization were filed with the Secretary of State, and if the limited liability company meets the remaining criteria specified by Section 17350.5. Upon filing Form LLC-4/8, the limited liability company will be cancelled and its powers, rights and privileges will cease. Note: A Certificate of Dissolution (Form LLC-3) is **not** required when filing Form LLC-4/8.

- A domestic limited liability company that does not meet the requirements of Section 17350.5 is not eligible to file Form LLC-4/8. To cancel the Articles of Organization the limited liability company must file Form LLC-3 and a Certificate of Cancellation (Form LLC-4/7). However, if all of the members vote to dissolve, only Form LLC-4/7 is required. (Section 17356.)

  A registered foreign (out of state or country) limited liability company is not eligible to file Form LLC-4/8. To cancel the Application for Registration, the foreign limited liability company must file a Certificate of Cancellation (Form LLC-4/7). (Section 17455.)

- It is recommended that legal counsel be consulted prior to submitting cancellation documents to ensure that all issues are appropriately addressed.

FEES: There is no fee for filing Form LLC-4/8. However, there is a $15.00 special handling fee for processing a document delivered in person to the Sacramento office. The special handling fee must be remitted by separate check for each submittal and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee (in lieu of the special handling fee). Please refer to the Secretary of State's website at http://www.ss.ca.gov/business/precexp.htm for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

COPIES: The Secretary of State will certify two copies of the filed document(s) without charge, provided that the copies are submitted to the Secretary of State with the document(s) to be filed. Any additional copies submitted will be certified upon request and payment of the $8.00 per copy certification fee.

Complete Form LLC-4/8 as follows:

Item 1. Enter the file number issued by the California Secretary of State.

Item 2. Enter the name of the limited liability company exactly as it is of record with the California Secretary of State, including the entity ending.

Item 3. These statements should not be altered. Note: If any of the statements are not applicable, Form LLC-4/8 may not be used to cancel the Articles of Organization. For information regarding final tax returns, contact the Franchise Tax Board at (800) 852-5711 (from within the U.S.) or (916) 845-6500 (from outside the U.S.) or visit their website at http://www.ftb.ca.gov.

Item 4. Check the box next to the applicable statement. Only one box may be checked.

Item 5. Check the box next to the applicable statement. Only one box may be checked.

Item 6. Form LLC-4/8 must be signed and acknowledged by a majority of the members, or, if there are no members, by a majority of the managers, if any. If there are no members or managers, Form LLC-4/8 must be signed and acknowledged by the person or a majority of the persons who signed the Articles of Organization (i.e., organizer(s)). If additional signature space is necessary, the acknowledged signature(s) may be made on an attachment to the certificate.

- If Form LLC-4/8 is signed by an attorney-in-fact, the signature should be followed by the words "Attorney-in-fact for (name of person)."
- If Form LLC-4/8 is signed by an entity, the person who signs on behalf of the entity should note their name and position/title, the exact entity name and the entity's relation to the canceling limited liability company. Example: If a limited liability company ("Smith LLC") is the manager of the canceling limited liability company, the signature of the person signing on behalf of Smith LLC should be reflected as Joe Smith, Manager of Smith LLC, Manager.
- If Form LLC-4/8 is signed by a trust, the trustee should sign as follows: _____, trustee for _____ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).

Item 7. Enter the name and the address of the person or firm to whom a copy of the filed document should be returned.

LLC-4/8

State of California
Secretary of State

LIMITED LIABILITY COMPANY
SHORT FORM CERTIFICATE OF CANCELLATION

There is no fee for filing a Short Form Certificate of Cancellation.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

FILE NUMBER	**ENTITY NAME** (Enter the exact name of the domestic limited liability company.)
1. Secretary of State File Number	2. Name of Limited Liability Company

REQUIRED STATEMENTS (The following statements should not be altered.)

3. 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 Secretary of State;

   b) The limited liability company does not have any debts or other liabilities, except as provided in Item 3(c);

   c) A final franchise tax return, as described by Section 23332 of the Revenue and Taxation Code, or a final annual tax return, as described by Section 17947 of the Revenue and Taxation Code, has been or will be filed with the Franchise Tax Board, as required under Part 10.2 (commencing with Section 18401) of Division 2 of the Revenue and Taxation Code.

   d) The limited liability company has not conducted any business from the time of the filing of the Articles of Organization; and

   e) Payments received by the limited liability company for interests from investors, if any, have been returned to those investors.

ASSETS (Check the applicable statement. Note: Only one box may be checked.)

4. ☐ The known assets of the limited liability company remaining after payment of, or adequately providing for, known debts and liabilities have been distributed to the persons entitled thereto.

   ☐ The limited liability company has acquired no known assets.

DISSOLUTION (Check the applicable statement. Note: Only one box may be checked.)

5. ☐ A majority of the members or managers of the limited liability company named in Item 2 has voted to dissolve the limited liability company. The undersigned constitutes a majority of the members or a majority of the managers.

   ☐ There are no members or managers. The sole person or a majority of the persons who signed the Articles of Organization of the limited liability company named in Item 2 has voted to dissolve the limited liability company. The undersigned constitutes the sole person or a majority of the persons who signed the Articles of Organization.

EXECUTION (If additional signature space is necessary, the acknowledged signature(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

6. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Member, Manager or Organizer	Date	Type or Print Name of Member, Manager or Organizer
Signature of Member, Manager or Organizer	Date	Type or Print Name of Member, Manager or Organizer
Signature of Member, Manager or Organizer	Date	Type or Print Name of Member, Manager or Organizer

RETURN TO (Enter the name and the address of the person or firm to whom a copy of the filed document should be returned.)

7. NAME

   FIRM

   ADDRESS

   CITY/STATE/ZIP

Clear Form Print Form