

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

1. Secretary of State File Number

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

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