

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 [_____]