

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

☐ Return document by mail to: Name _____ Address _____ City _____ State _____ Zip Code _____ ☐ Return document by email to: _____	Certificate of Dissolution Domestic General Partnership DSCB:15-8482(b)(2)(i) (2/2017)  84821
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Read all instructions prior to completing.

Fee: \$70

Caution: This form does not end the existence of the general partnership or remove the general partnership from the rolls of active associations in the records of the Department. Compare to DSCB:15-8482(b)(2)(vi) (relating to Certificate of Termination).

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 8482(b)(2)(i) (relating to Certificate of Dissolution), the undersigned general partnership, desiring to wind up its business, hereby states that:

1. The name of the partnership is: _____

2. Complete part (a) **OR** (b) – not both:

(a) The partnership is a domestic general partnership that has not elected limited liability status and the address, including number and street, if any, of its principal place of business is:

Number and street of principal office City State Zip County

(b) The partnership is a domestic general partnership that has elected limited liability status, and the (1) address of its current registered office in this Commonwealth or (2) name of its commercial registered office provider and the county of venue is: *(Complete (1) or (2), not both)*

(1) _____
Number and Street City State Zip County

(2) _____
Name of Commercial Registered Office Provider County

3. The partnership is dissolved.

IN TESTIMONY WHEREOF, the undersigned general partnership has caused this Certificate of Dissolution to be signed by a duly authorized representative thereof this _____ day of _____, 20_____.

Name of General Partnership

Signature

Title

**Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.pa.gov/corps**

General Information

Typewritten is preferred. If handwritten, the form must be legible and completed in black or blue-black ink in order to permit reproduction.

The nonrefundable filing fee for this form is \$70. Checks should be made payable to the Department of State. Checks must contain a commercially pre-printed name and address.

This form and all accompanying documents shall be mailed to the address stated above.

Who should file this form?

A dissolved partnership shall wind up its business and the partnership continues after dissolution only for the purpose of winding up. In winding up its business, a partnership shall discharge the partnership's debts, obligations and other liabilities, settle and close the partnership's activities and affairs, and marshal and distribute the assets of the partnership. It may deliver to the Department of State for filing a Certificate of Dissolution.

The term "dissolution" indicates the beginning of the end for unincorporated associations such as partnerships and limited liability companies. The end itself is labeled "termination." See 15 Pa.C.S. § 8482(b)(2)(vi).

Upon the filing of a Certificate of Dissolution, the partnership may preserve the partnership's business and property as a going concern for a reasonable time; prosecute and defend actions and proceedings, whether civil, criminal or administrative; transfer the partnership's property; settle disputes by mediation or arbitration; and perform other acts necessary or appropriate to the winding up.

Applicable Law

For dissolution, winding up and termination of general partnerships, in general, see 15 Pa.C.S. §§ 8481-8486. Statutes are available on the Pennsylvania General Assembly website, www.legis.state.pa.us, by following the link for Statutes.

Attachments

The following, in addition to the filing fee, shall accompany this form:

- (1) Any *necessary* governmental approvals.

Enter the name and mailing address to which any correspondence regarding this filing should be sent.

This field must be completed for the Bureau to return the filing. If the filing is to be returned by email, an email address must be provided. An email will be sent to address provided, containing a link and instructions on how a copy of the filed document or correspondence may be downloaded. Any email or mailing addresses provided on this form will become part of the filed document and therefore public record.

1. Give the exact name of the partnership as on file with the Department of State, if applicable. This field is required.

2. Current address. The address provided must be the address of the partnership's principal place of business if the partnership is a domestic general partnership (a) or the partnership's registered office address (b) as on file with the Department of State at the time the Certificate of Dissolution is submitted for filing, if the partnership is a limited liability partnership. **This field is required.**

Post office boxes are not acceptable for any address. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.

3. Mandatory statement. This field is required.

Signature and Verification

An authorized representative of the partnership must sign the Certificate of Dissolution. See 15 Pa.C.S. § 8418. Signing a document delivered to the Department for filing is an affirmation under the penalties provided in 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities) that the facts stated in the document are true in all material respects.

This field is required.

Form Instructions

