

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?

When all debts, obligations and other liabilities of the general partnership have been paid and discharged or adequate provision has been made therefor and all of the remaining property and assets of the partnership have been distributed to the partners, a domestic general partnership may execute a Certificate of Termination and deliver it to the Department of State for filing, along with the certificates required by section 139 (relating to tax clearance of certain fundamental transactions).

A Certificate of Termination will serve to remove the general partnership from the rolls of active associations in the records of the Department, if applicable. Upon the filing of a Certificate of Termination, the existence of the general partnership shall cease, except for the purpose of legal actions, other proceedings and appropriate action as provided by law.

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) Tax clearance certificates from the Department of Revenue and the Department of Labor and Industry evidencing payment of all taxes and charges payable to the Commonwealth as described in the following paragraph.
- (2) Any *necessary* governmental approvals.

Tax clearance certificates:

A domestic general partnership may not file a Certificate of Termination unless the document is accompanied by tax clearance certificates from the Department of Revenue and the Department of Labor and Industry evidencing the payment by the association of all taxes and charges due the

Commonwealth required by law. To obtain these clearance certificates, a Form REV-181 (Application for Tax Clearance Certificate) must be completed and submitted to both the Department of Revenue and the Department of Labor and Industry. The application and instructions may be downloaded from the Department of Revenue website at www.revenue.pa.gov or obtained by calling 717-783-6052.

Form Instructions

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 general 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 Termination. 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.**