

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

<input type="checkbox"/> Return document by mail to: <hr/> Name <hr/> Address <hr/> City State Zip Code <input type="checkbox"/> Return document by email to: _____	Certificate of Dissolution Domestic Limited Liability Company DSCB:15-8872(b)(2)(i) (2/2017)  8872B
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$70

Caution: This form does not end the existence of the limited liability company or remove the limited liability company from the rolls of active associations in the records of the Department. Compare to DSCB:15-8872(f) (relating to Certificate of Termination).

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 8872(b)(2) (relating to Certificate of Dissolution), the undersigned limited liability company, desiring to wind up its activities and affairs, hereby states that:

1. The name of the limited liability company is: _____

2. The current registered office address as on file with the Department of State. *Complete part (a) OR (b) – not both:*

(a) _____
Number and street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

3. The company is dissolved.

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

Name of Limited Liability Company

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 limited liability company shall wind up its activities and affairs and the company continues after dissolution only for the purpose of winding up. In winding up its activities and affairs, a limited liability company shall discharge the company's debts, obligations and other liabilities, settle and close the company's activities and affairs, and marshal and distribute the assets of the company. 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. § 8872(f).

A Certificate of Dissolution will not serve to remove the limited liability company from the rolls of active associations in the records of the Department. Upon the filing of a Certificate of Dissolution, the limited liability company may preserve the company's activities, affairs and property as a going concern for a reasonable time; prosecute and defend actions and proceedings, whether civil, criminal or administrative; transfer the company'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 limited liability companies, in general, see 15 Pa.C.S. §§ 8871-8878. 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.

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 limited liability company as on file with the Department of State. This field is required.

2. Current address. The address provided must be the limited liability company's registered office address (a) or Commercial Registered Office Provider (b) as on file with the Department of State at the time the Certificate of Dissolution is submitted for filing. **This field is required.**

3. Mandatory statement. This field is required.

Signature and Verification

An authorized representative of the limited liability company must sign the Certificate of Dissolution. 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.