

Certificate of Dissolution of a Limited Liability Company (LLC)

To dissolve a California LLC, you can fill out this form, and submit for filing.

- There is no filing fee, however, a separate, non-refundable **\$15** service fee must be included, if you **drop off** the completed form.
- To file this form, the status of your LLC must be active on the records of the California Secretary of State. To check the status of the LLC, go to kepler.sos.ca.gov/.

Important! To complete the cancellation process, the LLC also must file a [Certificate of Cancellation \(Form LLC-4/7\)](#). Note: This Form LLC-3 **is not required** when the vote to dissolve was made by all of the members and that fact is noted on Form LLC-4/7.

Note: *Before submitting the completed form*, you should consult with a private attorney for advice about your specific business needs. It is recommended for proof of submittal that if this form is mailed, it be sent by Certified Mail with Return Receipt Requested.

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business-programs/business-entities/filing-tips.

1. **LLC's Exact Name** (on file with CA Secretary of State)

2. **LLC File No.** (issued by CA Secretary of State)

Dissolution (If none of the circumstances listed below apply to this LLC, this Form LLC-3 should not be filed.)

3. The dissolution of this LLC was caused by one of the following circumstances (check one):

- ☐ The happening of an event set forth in a written operating agreement or the articles of organization;
- ☐ The vote of a majority of the members of the LLC or a greater percentage of the voting interests of members as may be specified in the articles of organization, or a written operating agreement;
- ☐ The passage of 90 consecutive days during which the LLC has no members, except on the death of a natural person who is the sole member of the LLC, the status of the member, including a membership interest, may pass to the heirs, successors, and assigns of the member by will or applicable law; or
- ☐ The entry of a decree of judicial dissolution pursuant to California Corporations Code section [17707.03](#).

Additional Information (If any, list any other information the persons filing this form determine to include.)

4. _____

Read and sign below: This form must be signed by the managers, unless the LLC has had no members for 90 consecutive days, in which case the form must be signed by the person(s) authorized to wind up the LLC's affairs. If the signing person is a trust or another entity, go to www.sos.ca.gov/business-programs/business-entities/filing-tips for more information. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are part of this document.

▶ _____ Sign here	_____ Print your name here	_____ Your business title
▶ _____ Sign here	_____ Print your name here	_____ Your business title

Make check/money order payable to: **Secretary of State**

To get a copy of the filed document, include a separate request and payment for copy fees when the document is submitted. Copy fees are \$1 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5 certification fee, per copy.

By Mail

Secretary of State
Business Entities, P.O. Box 944228
Sacramento, CA 94244-2280

Drop-Off

Secretary of State
1500 11th Street., 3rd Floor
Sacramento, CA 95814