



## Limited Liability Company (LLC) Cancellation Requirements – What Form to File

What form do I file to cancel my Limited Liability Company's registration in California?

Form to Use	Entity	Requirements
<b>Short Form Cancellation Certificate – Form LLC-4/8</b>	<b>ONLY LLCs formed in California (Domestic)</b>	<b>All</b> of the following statements about the California LLC must be true: <ul style="list-style-type: none"><li>a) Was registered in California <b>within the last 12 months</b>;</li><li>b) Has no debts or other liabilities, except as provided in Item c;</li><li>c) All required California final tax returns have been or will be filed with the California Franchise Tax Board;</li><li>d) The assets have been distributed or acquired no known assets.</li><li>e) No business has been conducted from the date of registration;</li><li>f) 50 percent or more of the voting interests of the managers or members voted, or if no managers or members, the person or 50 percent or more of the persons who signed the Articles of Organization, voted to dissolve; <b>and</b></li><li>g) Any payments received from investors have been returned to those investors.</li></ul> <p>Note: If filing Form LLC-4/8, Form LLC-3 and Form LLC-4/7 <b>are not required</b>.</p> <p>California Corporations Code section <a href="#">17707.02</a></p>
<b>Certificate of Cancellation – Form LLC-4/7</b>	<b>LLCs formed in California (Domestic)</b>	If the California LLC cannot answer yes to all of the items a) – g) above <b>and</b> the vote to dissolve was made by <b>ALL</b> the members.  Must check the box on Form LLC-4/7 indicating the dissolution was made by a vote of <b>all</b> the members.  California Corporations Code section <a href="#">17707.08</a>
	<b>LLCs formed outside of California and registered in California (Foreign)</b>	Foreign LLC no longer will be conducting business in California and wants to cancel its Registration with the California Secretary of State.  California Corporations Code section <a href="#">17708.06</a>
<b>A Certificate of Dissolution – Form LLC-3</b>	<b>ONLY LLCs formed in California (Domestic)</b>	If the California LLC cannot answer yes to all of the items a) – g) above <b>and</b> the vote to dissolve was made by <b>less than all</b> the members.  Form LLC-3 must be filed prior to or together with the Certificate of Cancellation - Form LLC-4/7.  California Corporations Code section <a href="#">17707.08</a>

The status of the LLC **must be active** on the records of the California Secretary of State in order to file cancellation documents. The status of the LLC can be checked online on the Secretary of State's Business Search at [BusinessSearch.sos.ca.gov](http://BusinessSearch.sos.ca.gov).

# Instructions for Completing the Certificate of Dissolution (Form LLC-3)

## (California LLC ONLY)

To put all on notice that the California limited liability company (LLC) has elected to wind up the business of the LLC, the LLC must complete the Certificate of Dissolution (Form LLC-3). Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.

Note: The status of the corporation **must be active** in order to file cancellation documents. The status of the LLC can be checked online on the Secretary of State's Business Search at [BusinessSearch.sos.ca.gov](http://BusinessSearch.sos.ca.gov).

### **Important Additional Steps to Terminate the LLC:**

1. **Completing the Cancellation Process:** To complete the cancellation process, the LLC also **must file a** Certificate of Cancellation ([Form LLC-4/7](#)). This Form LLC-3 is not required when the vote to dissolve was made by **all** of the members and that fact is stated on the Form LLC-4/7.
2. **Final Tax Returns:** See California Franchise Tax Board's (FTB) Publication 1038 – Guide to Dissolve, Surrender, or Cancel a California [or Foreign] Business Entity – [www.ftb.ca.gov/forms/misc/1038.pdf](http://www.ftb.ca.gov/forms/misc/1038.pdf).
  - All final returns required under the California Revenue and Taxation Code must be filed timely (Form 568 [for LLCs not classified as a corporation] or Form 100/100S [for LLCs classified as a corporation]) with the FTB and the \$800 annual tax for the tax year of the final return must be paid. If final returns are not filed, the LLC will remain FTB active and continue to be subject to the \$800 annual tax and/or fee.
  - For information regarding FTB forms and publications visit their website at <https://www.ftb.ca.gov> or contact the FTB at (800) 852-5711 (from within the U.S.) or (916) 845-6500 (from outside the U.S.).

### **Fees:**

- **Filing Fee:** There is **no fee** for filing this Certificate of Dissolution (Form LLC-3).
- **Faster Service Fee:**
  - **Counter Drop Off:** A separate, non-refundable **\$15.00** counter drop off fee is required if you deliver in person (drop off) your completed document at our Sacramento office. The \$15.00 counter drop off fee provides priority service over documents submitted by mail. The special handling fee is not refundable whether the document is filed or rejected.
  - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee in lieu of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to [www.sos.ca.gov/business/be/service-options](http://www.sos.ca.gov/business/be/service-options).
  - Counter and guaranteed expedite services are available only for documents *delivered in person (drop off) to our Sacramento office*.

**Copies:** To get a copy of the filed document, include payment for copy fees when the document is submitted. Copy fees are \$1.00 for the first page and \$.50 for each attachment page. For certified copies, there is an additional \$5.00 certification fee, per document.

**Payment Type:** Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa or MasterCard).

**Processing Times:** For current processing times, go to [www.sos.ca.gov/business/be/processing-times](http://www.sos.ca.gov/business/be/processing-times).

If you are not completing this form online, please **type or legibly print** in black or blue ink. **Complete the Certificate of Dissolution (Form LLC-3) as follows:**

Item	Instruction	Tips
1.	Enter the name of the LLC <b>exactly</b> as it appears on file with the California Secretary of State, including the entity ending (ex: "Jones & Company, LLC" or "Smith Construction, a Limited Liability Company").	If the LLC is a registered foreign (formed outside of California) LLC, do not file this Form LLC-3; file the Certificate of Cancellation ( <a href="#">Form LLC-4/7</a> ) to terminate registration in California.

2.	Enter the 12-digit file number issued to the LLC by the California Secretary of State at the time of registration.	<ul style="list-style-type: none"> <li>The 12-digit file number is provided by the Secretary of State above the file stamp at the top of the LLC's registration document filed with the California Secretary of State.</li> <li>To ensure you have the correct file number and exact name of the LLC, look to your registration document filed with the California Secretary of State and any name change amendments.</li> <li>Secretary of State Records can be accessed online through our Business Search at <a href="http://BusinessSearch.sos.ca.gov">BusinessSearch.sos.ca.gov</a>. While searching the Business Search, be sure to identify your LLC correctly including the jurisdiction that matches your LLC.</li> </ul>
3.	You must check the appropriate box ( <b>check one</b> ).	<ul style="list-style-type: none"> <li>This Form LLC-3 is not required if the vote to dissolve was made by <b>ALL</b> of the members, and that fact is stated on the Certificate of Cancellation (<a href="#">Form LLC-4/7</a>).</li> <li>This Form LLC-3 puts all on notice that the LLC has elected to wind up the business of the LLC and is in the process of paying liabilities and distributing assets.</li> <li>In order to terminate the LLC, the LLC also must file a Certificate of Cancellation (<a href="#">Form LLC-4/7</a>).</li> </ul>
4.	Form LLC-3 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 pay liabilities, distribute assets and terminate the LLC.	<ul style="list-style-type: none"> <li>If you need more space for signatures: <ul style="list-style-type: none"> <li>Place the additional signatures on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form LLC-3 and attach the extra page(s) to the completed Form LLC-3.</li> <li>All attachments are part of this document.</li> </ul> </li> <li>Multiple Form LLC-3s with <b>different signatures</b> will be returned without being filed.</li> <li>If Form LLC-3 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 dissolving LLC. Example: If the LLC ("Smith LLC") is the manager of the canceling LLC, the signature of the person signing on behalf of Smith LLC should be reflected as Joe Smith, Manager of Smith LLC, Manager.</li> <li>If Form LLC-3 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 5-1-1994), Member.</li> </ul>

**Mail Submission Cover Sheet (Optional):** To make it easier to receive communication related to **this document**, including receipt of the copy of the filed document, if purchased, complete the Mail Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note the Mail Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

**Where to File:** Completed forms along with the applicable fees, if any can be mailed to Secretary of State, Business Entities Filings Unit, P.O. Box 944228, Sacramento, CA 94244-2280 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. This form is filed only in the Sacramento office.

**Return Receipt Requested:** It is recommended for proof of submittal that if the Certificate of Dissolution (Form LLC-3) is mailed to the Secretary of State, it be sent by Certified Mail with Return Receipt Requested.

**Legal Authority:** General statutory filing provisions are found in California Corporations Code section [17702.03](#), [17707.01](#), [17707.04](#), [17707.08](#).