



Prescribed by:

The Ohio Secretary of State  
Central Ohio: (614) 466-3910  
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**Expedite this Form:** (Select One)

**Mail Form to one of the Following:**

- Yes PO Box 1390  
Columbus, OH 43216  
\*\*\* Requires an additional fee of \$100 \*\*\*
- No PO Box 1329  
Columbus, OH 43216

**CERTIFICATE OF DISSOLUTION OF LIMITED LIABILITY COMPANY/  
CANCELLATION OF FOREIGN LLC**  
(Domestic or Foreign)  
Filing Fee \$50.00

**(CHECK ONLY ONE (1) BOX)**

<b>(1)</b> <input type="checkbox"/> Domestic Limited Liability Company (140-LDS)	<b>(2)</b> <input type="checkbox"/> Foreign Limited Liability Company (131-LFS)
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**Complete the general information in this section for the box checked above.**

Name of Limited Liability Co. \_\_\_\_\_

Ohio Registration Number \_\_\_\_\_

**Complete the information in this section if box (1) is checked.**

An Ohio Limited Liability Company, hereby certifies that said Limited Liability Company was or shall be dissolved as of \_\_\_\_\_

(Date)

**Complete the information in this section if box (2) is checked.**

The undersigned limited liability company hereby certifies that it is no longer transacting business in the state of Ohio.

**FIRST:** The name of the limited liability company in its state of organization or registration is:

\_\_\_\_\_

**SECOND:** The name under which the limited liability company registered to transact business in Ohio is:

\_\_\_\_\_

**THIRD:** The limited liability company is formed under the laws of the state/country of: \_\_\_\_\_  
(state or country)

**(Please enter does revoke or does not revoked below)**

**FOURTH:** The limited liability company \_\_\_\_\_ the authority of its registered agent to accept service of process, notices and demands on its behalf.

*If the authority of the limited liability company's statutory agent is revoked, then item fifth must be completed.*

**Complete the information in this section if box (2) is checked Cont.**

**FIFTH:** The address to which a person may mail a copy of any process, notice, or demand against the company is:

\_\_\_\_\_  
(street address)

*NOTE: P.O. Box Addresses are NOT acceptable.*

\_\_\_\_\_  
(city, township, or village)

\_\_\_\_\_  
(state)

\_\_\_\_\_  
(zip code)

If this mailing address changes in the future, the limited liability company hereby agrees to notify the Ohio secretary of state of such change.

**REQUIRED**

Must be authenticated (**signed**)  
by an authorized representative

\_\_\_\_\_

Authorized Representative

\_\_\_\_\_

Date

\_\_\_\_\_  
(Print Name)  
\_\_\_\_\_  
\_\_\_\_\_

# Instructions for Certificate of Dissolution/Cancellation for a Limited Liability Company

***Follow these instructions in this section if an item in box (1) is checked.***

## **(Domestic)**

- I. A limited liability company shall be dissolved upon the occurrence of any of the following events:
  - A. The expiration of the period, if any, fixed by the operating agreement or articles of organization for the duration of the company;
  - B. One or more events specified in writing in the operating agreement as causing the dissolution of the company;
  - C. The unanimous written agreement of all members to dissolve the company;
  - D. The withdrawal of a member of the company, unless the business of the company is continued by the consent of all of the remaining members or under a right to continue the company that is stated in writing in the operating agreement;
  - E. Upon entry of a decree of judicial dissolution under section 1705.47 of the ORC.
- II. Following the occurrence of any of the events of dissolution specified in this section, the limited liability company shall deliver to the secretary of state for filing a certificate of dissolution on a form that is prescribed by the secretary of state and that includes the name of the company and the effective date of its dissolution.

***Follow these instructions in this section if an item in box (2) is checked.***

## **(Foreign)**

- I. A foreign limited liability company may cancel its registration to transact business in this state by filing with the secretary of state a certificate of cancellation that shall be on a form that is prescribed by the secretary of state and signed by an authorized representative of the company, and that sets forth all of the following:
  - A. The name under which the company is registered in this state and, if different, the name under which it is registered or organized in the state of its organization;
  - B. A statement that the company is not transacting business in this state;
  - C. A statement whether the authority of its statutory agent in this state to accept service of process, notices, and demands is revoked and, if it is revoked, an address to which a person may mail a copy of any process, notice, or demand against the company and a commitment to notify the secretary of state in the future of any change in that mailing address.