

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Website: 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 limited liability company have been paid and discharged or adequate provision has been made therefor and all of the remaining property and assets of the company have been distributed to the members, a domestic limited liability company shall execute a Certificate of Termination and deliver it to the Department of State for filing, along with the certificates required by 15 Pa.C.S. § 139 (relating to tax clearance of certain fundamental transactions).

A Certificate of Termination will 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 Termination, the existence of the limited liability company 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 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) 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 limited liability company 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 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 Termination is submitted for filing. **This field is required.**
3. Check only one of the boxes, based on the status or situation of the terminating company. **This field is required.**
4. Mandatory statement. **This field is required.**
5. Check only one of the boxes, based on the status or situation of the terminating company. **This field is required.**
6. Mandatory statement. **This field is required.**

Signature and Verification

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