



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached are the form and instructions to **dissolve a Florida Limited Liability Company.**

A limited liability company can voluntarily dissolve by filing articles of dissolution with the Division of Corporations that meet the requirements of 608.445, Florida Statutes, which are printed on the reverse side of this letter.

Pursuant to s. 608.4081 (1) (d), Florida Statutes, the document must be typed or printed and must be legible.

Pursuant to s. 608.409, Florida Statutes, an effective date may be specified but it must be specific, cannot be prior to the date of filing, and cannot be more than 90 days in the future.

The fees are as follows:

| | |
|----------------|---|
| \$25.00 | Filing Fee |
| \$30.00 | Certified copy (optional) |
| \$ 5.00 | Certificate of Status (optional) |

Submit one check made payable to the Florida Department of State. Please include a cover letter containing your telephone number and return address. A letter of acknowledgment will be issued after the dissolution has been filed.

Any further inquiries on this matter should be directed to the Registration Section by calling (850) 245-6051, or by writing Division of Corporations, P. O. Box 6327, Tallahassee, FL, 32314.

NOTE: THIS FORM FOR FILING ARTICLES OF AMENDMENT IS BASIC. EACH LIMITED LIABILITY COMPANY IS A SEPARATE ENTITY AND AS SUCH HAS SPECIFIC GOALS, NEEDS, AND REQUIREMENTS. ADDITIONAL SHEETS MAY BE ATTACHED AS REQUIRED.

THE DIVISION OF CORPORATIONS RECOMMENDS THAT ALL DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

608.441 Dissolution.-

(1) A limited liability company organized under this chapter shall be dissolved, and the limited liability company's affairs shall be concluded, upon the first to occur of any of the following events:

(a) At the time specified in the articles of organization or operating agreement, but if no such time is set forth in the articles of organization or operating agreement, then the limited liability company shall have a perpetual existence;

(b) Upon the occurrence of events specified in the articles of organization or operating agreement;

(c) Unless otherwise provided in the articles of organization or operating agreement, upon the written consent of all of the members of the limited liability company;

(d) At any time there are no members; however, unless otherwise provided in the articles or organization or operating agreement, the limited liability company is not dissolved and is not required to be wound up if, within 90 days, or such other period as provided in the articles of organization or operating agreement, after the occurrence of the event that terminated the continued membership of the last remaining member, the personal or other legal representative of the last remaining member agrees in writing to continue the limited liability company and agrees to the admission of the personal representative of such member or its nominee or designee to the limited liability company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member; or

(e) The entry of an order of dissolution by a circuit court pursuant to subsection (3).

(2) So long as the limited liability company continues to have at least one remaining member, and except as provided in paragraph (1) (d) or as otherwise provided in the articles of organization or operating agreement, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the limited liability company to be dissolved, and upon the occurrence of any such event, the limited liability company shall be continued without dissolution.

(3) Unless otherwise provided in the articles of organization or operating agreement, on application by or for a member, the circuit court may order dissolution of a limited liability company if it is established by a preponderance of the evidence that it is not reasonably practicable to carry on the business of the limited liability company in conformity with the articles of organization or the operating agreement.

(4) Following the occurrence of any of the events specified in this section which cause the dissolution of the limited liability company, the limited liability company shall deliver articles of dissolution to the Department of State for filing.

608.445 Articles of dissolution.-- The articles of dissolution shall set forth:

(1) The name of the limited liability company.

(2) The effective date of the limited liability company's dissolution.

(3) A description of the occurrence that resulted in the limited liability company's dissolution pursuant to s. 608.441.

(4) The fact that all debts, obligations, and liabilities of the limited liability company have been paid or discharged, or that adequate provision has been made therefore pursuant to s. 608.4421.

(5) The fact that all the remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

(6) The fact that there are no suits pending against the c limited liability company in any court or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: _____
(Name of Limited Liability Company)

The enclosed Articles of Dissolution and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

(Name of Person)

(Firm/Company)

(Address)

(City/State and Zip Code)

For further information concerning this matter, please call:

_____ at (_____) _____
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

ρ \$25.00 Filing Fee

ρ \$30.00 Filing Fee &
Certificate of Status

ρ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

ρ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF DISSOLUTION
FOR
A LIMITED LIABILITY COMPANY**

1. The name of a limited liability company is

_____.

2. The Articles of Organization were filed on _____ and assigned document number

_____.

3. The date the dissolution was approved: _____.

4. A description of occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes, (copy 608.441 on back cover letter).

5. **CHECK ONE:**

All debts, obligations and liabilities of the limited liability company have been paid or discharged.

-OR-

Adequate provision has been made for the debts, obligations and liabilities pursuant to s. 608.4421.

6. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.

7. **CHECK ONE:**

There are no suits pending against the company in any court.

-OR-

Adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

Signatures of the members having the same percentage of membership interests necessary to approve the dissolution:

Signature

Printed Name

FILING FEE: \$25.00