



**Office of the Secretary of State
 Corporations Section
 P.O. Box 13697
 Austin, Texas 78711-3697**

**ARTICLES OF DISSOLUTION
 LIMITED LIABILITY COMPANY**

Pursuant to the provisions of article 6.07 of the Texas Limited Liability Company Act, the undersigned limited liability company adopts the following articles of dissolution:

1. The name of the limited liability company is _____
 The file number is _____

2. The names and respective addresses of its managers, if any, are

NAME	ADDRESS
_____	_____
_____	_____
_____	_____

YOU MUST CHECK A, B OR C IN ITEMS THREE AND FOUR, AND A OR B IN ITEM FIVE

3. A. All debts, obligations and liabilities of the limited liability company have been paid, discharged, or adequate provision has been made therefor.
- B. The limited liability company's property and assets were not sufficient to satisfy and discharge all its debts, liabilities and obligations. All property and assets have been applied so far as they would go to the payment thereof in a just and equitable manner and no property or assets remained available for distribution among its members.
- or C. The limited liability company has not acquired any debts, obligations, or liabilities.
4. A. All remaining property and assets of the limited liability company have been distributed among its members in accordance with their respective rights and interests.
- B. No property remained for distribution to members after applying it as far as it would go to the just and equitable payment of the debts, liabilities and obligations of the limited liability company.
- or C. The limited liability company has not acquired any property or assets and therefore distributions to members were not required.
5. A. No capital has been paid into the limited liability company; therefore, a resolution to dissolve was adopted by the initial manager(s) or initial member(s) of the limited liability company on _____ ; a copy of which is attached hereto.

or B. The limited liability company elected to dissolved by action of its members. A resolution by its members to dissolve was adopted on _____, in accordance with section D, article 2.23 of the Texas Limited Liability Company Act or as otherwise provided in the articles of organization or the regulations of the company. A copy of the resolution is attached hereto.

By: _____

INSTRUCTIONS

1. Attach a copy of the appropriate resolution indicated in item 5A or 5B.
2. Attach certificate #05-305 or #05-329 from the comptroller of public accounts indicating that all franchise taxes have been paid and the company is in good standing for the purpose of dissolution. Requests for certificates or questions on tax status should be directed to the Tax Assistance Section, Comptroller of Public Accounts, Austin, Texas 78774-0100; (512) 463-4600; toll-free (800) 252-1381; (TDD) (800) 248-4099.
3. The franchise tax year ends on December 31st. The company must be in good standing through the date of receipt of the articles of dissolution by the secretary of state. A post mark date will not be considered as the date of receipt. If December 31st falls on a Saturday, Sunday, or legal holiday, the documents must be received no later than the last business day before December 31st. It is suggested that companies attempting to dissolve prior to the end of the franchise tax year, make their submissions well in advance of such tax deadline. Limited liability companies not dissolved on or before December 31st will be subject to the new franchise tax year's requirements as of January 1st.
4. If 5A is marked, the articles of dissolution must be signed by a majority of the initial managers or, if member managed, by a majority of the initial members. If 5B is marked, the articles of dissolution must be signed by a manager or authorized member. Please indicate the capacity in which you are signing the document [e.g. initial manager]. Prior to signing, please review carefully the statements set forth in the articles. A person commits an offense under the Texas Limited Liability Company Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.
4. The statutory fee for filing the articles is \$25.00. Mail two copies of the form, the appropriate resolution and comptroller tax certificate together with the filing fee to the address shown in the heading of this form. The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. We will place one document on record and, *if a duplicate copy is provided for such purpose*, return a file stamped copy. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.