



LLC-1050
(05/16)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF CANCELLATION
OF A VIRGINIA LIMITED LIABILITY COMPANY

FILING
FEE:
\$25.00

The undersigned, on behalf of the limited liability company named below, pursuant to § 13.1-1050 of the Code of Virginia, states as follows:

- The name of the limited liability company is _____.
- The identification number issued by the Commission to the company is _____.
- The limited liability company's certificate of organization issued by the Commission was effective on _____.
- The limited liability company has completed the winding up of its affairs. (**See Instructions.**)
- Other information the members determine to include herein (optional): _____.

Signed in the name of the limited liability company by:

_____	_____
(signature)	(date)
_____	_____
(printed name)	(telephone number (optional))

(title (e.g., manager or member))	(Note: An owner of a limited liability company is referred to as a "member.")

CHECK IF APPLICABLE (**See Instructions**):

- The person signing this document on behalf of the limited liability company has been delegated the right and power to manage the company's business and affairs.
- These articles may be signed by a person who is an officer of the limited liability company (e.g., the president) if, and only if, the person has been delegated the right and power to manage the business and affairs of the limited liability company (which requires checking the box).
- **The following titles are not acceptable: Owner, Registered Agent, Attorney, Authorized Person, and Officer.**

Personal Information, such as a social security number, should NOT be included in a business entity document submitted to the Office of the Clerk for filing with the Commission. For more information, see Notice Regarding Personal Identifiable Information at www.scc.virginia.gov/clk.

REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.

Correspondence regarding the filing of this document will be sent to the address on a cover letter, if any. Otherwise, it will be sent to the address of the registered agent unless a name and address is set forth below.

(name)

(mailing address)

INSTRUCTIONS TO FORM LLC-1050

This form is to be used by a Virginia limited liability company that has wound up its affairs and wants to cancel its existence. This form can be downloaded from our website at www.scc.virginia.gov/clk/dom_llc.aspx.

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos.

Paragraph 1: Set forth the exact name of the limited liability company as it is currently on record with the Commission.

Paragraph 2: To obtain the company's SCC ID number, visit <https://sccefile.scc.virginia.gov/Find/Business> or contact the Clerk's Office.

Paragraph 3: The effective date of the certificate of organization issued by the Commission is the date the limited liability company's articles of organization were filed, unless the articles provided for a delayed effective date.

Paragraph 4: Before submitting these articles for filing, the limited liability company must complete the winding up of its affairs by paying and discharging, or making reasonably adequate provision for paying and discharging, all of the debts, liabilities, and obligations of the limited liability company and distributing all of the limited liability company's remaining property and assets to its members. See §§ 13.1-1048 and 13.1-1050 of the Code of Virginia.

Signing Requirements:

The articles must be signed by (i) a manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or (ii) if no managers or such other persons have been selected, by any member of the limited liability company, or (iii) if the limited liability company has been formed without any managers or members and no members have been admitted, by an organizer, or (iv) if the limited liability company is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary. See § 13.1-1003 of the Code of Virginia.

IMPORTANT: If the articles are being signed by a person who has been delegated the right and power to manage the business and affairs of the limited liability company, but the person is not signing as "manager" or "member," the box below the signature area must be marked. This applies to a person who is "president" or any officer of the limited liability company, and who has been delegated the right and power to manage the business and affairs of the limited liability company.

The person signing the articles must set forth his or her printed name and the capacity in which he or she is signing (e.g., manager or member) beneath or opposite his or her signature. A person signing on behalf of a business entity that is a manager or member of the limited liability company must set forth his or her printed name, the person's title as to the business entity, the business entity's name, and business entity's title as to the limited liability company (i.e., manager or member). See § 13.1-1003 of the Code of Virginia.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-1006 of the Code of Virginia.

These articles may not be filed with the Commission until all fees and penalties to be collected by the Commission under the Virginia Limited Liability Company Act have been paid by or on behalf of the limited liability company, provided that an assessed annual registration fee does not have to be paid if these articles are filed with an effective date that is on or before the due date of the annual registration fee payment. See § 13.1-1065 of the Code of Virginia.

The signed articles may be submitted to the Clerk's Office for review and processing as a PDF Submission by visiting <https://sccefile.scc.virginia.gov/Business>. (This requires a user account and payment of a small convenience fee.)

The signed articles also may be submitted on paper to State Corporation Commission, Office of the Clerk, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00** made payable to State Corporation Commission. **DO NOT SEND CASH.** If you have any questions, contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

NOTE

A certificate issued by the Commission is effective at the time such certificate is issued, unless the certificate relates to articles filed with the Commission and the **articles** state that the certificate shall become effective at a later time and date. In that event, the certificate shall become effective at the time and date so specified, provided that it is no later than 11:59 p.m. on the fifteenth day after the date on which the certificate is issued by the Commission. See § 13.1-1004 of the Code of Virginia.