



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

LLC-1050
(04/09)

ARTICLES OF CANCELLATION
OF A VIRGINIA LIMITED LIABILITY COMPANY

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

- The name of the limited liability company is _____.
- The limited liability company's certificate of organization issued by the State Corporation Commission was effective on _____.
- These articles of cancellation are submitted for filing for the following reason(s): _____.
- The limited liability company has completed the winding up of its affairs. **(See instructions.)**
- Any other information the members determine to include herein (optional): _____.

Executed in the name of the limited liability company by:

_____	_____
(signature)	(date)
_____	_____
(printed name)	(title (e.g., manager or member))
_____	_____
(limited liability company's SCC ID no. (optional))	(telephone number (optional))

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.

(The articles must be executed in the name of the limited liability company by any manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or such other persons have been selected, by any member of the limited liability company, or if the limited liability company was formed without any managers or members and no members have been admitted, by an organizer.)

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

Provide a name and mailing address for sending correspondence regarding the filing of this document. (If left blank, correspondence will be sent to the registered agent at the registered office.)

(name)

(mailing address)

INSTRUCTIONS TO FORM LLC-1050

This form is to be used by Virginia limited liability companies only.

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. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

You can download this form from our website at www.scc.virginia.gov/clk/formfee.aspx.

1. Name: Insert the exact name of the limited liability company as currently on file with the Commission.
2. Unless the articles of organization provided for a delayed effective date, 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.
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.

The articles must be signed by 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 if no managers or such other persons have been selected, by any member of the limited liability company, or if the limited liability company has been formed without any managers or members and no members have been admitted, by an organizer, or 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.

The person signing the articles must print his or her 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 manager or member that is a business entity must set forth the business entity's name, his or her printed name and the capacity in which he or she is signing on behalf of that business entity. See § 13.1-1003 of the Code of Virginia.

IMPORTANT: If the articles are being signed by a person, other than a manager or member, who has been delegated the right and power to manage the business and affairs of the limited liability company, the box below the signature area must be marked. The delegation of the right and power to manage the business and affairs of the limited liability company will not be inferred from execution of the articles by a person with the title of "president" or other officer of the limited liability company.

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, however, 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.

Submit the original, signed articles to the Clerk of the State Corporation Commission, 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**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (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 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.