

**Dissolution of a limited liability company**

**PREVIEW**

1. A limited liability company will be dissolved when the first of the following occurs:

- a. the expiration of the limited liability company's duration, or
- b. on the occurrence of any of the events stated in the Certificate of Formation or the company's Company Agreement, or
- c. on the written consent of all the members to the dissolution, or
- d. upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or
- e. upon the occurrence of any other event which terminates the continued existence of the limited liability company,

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If there is at least one remaining member and the company's business is continued by the consent of the members, then the company may continue in existence.

- f. By entry of a decree of judicial dissolution.
2. On application by or for a member, a court of competent jurisdiction may decree dissolution of a limited liability company if it is not reasonably practicable to carry on the business of the limited liability company in conformity with its Certificate of Formation or Company Agreement.

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## Procedure for voluntary dissolution

# PREVIEW

1. The company may be dissolved by filing a certificate of termination or application for dissolution with the Secretary of State's Office. The company may revoke the filing any time before the Secretary of State's office issues a certificate of dissolution. The written consent of all its members are required to stop the dissolution.
2. If the voluntary proceedings have not been revoked, then the assets must be assembled and the debts paid.
3. If all of the limited liability company's liabilities and obligations have been paid or discharged or adequately provided then the members may divide the assets.
4. **PLEASE DO NOT COPY** The original and a copy of the certificate of dissolution must be filed with the Office of the Secretary of State of Texas. If the Secretary of State finds that the certificate conform to law and the appropriate filing fee is paid as required by law. The Secretary of State should endorse the original and copy with the word "Filed".
5. The document will be file stamped with the month, day, and year of the filing. The original will be filed and retained by the Secretary of State and thereafter the office will issue a certificate of dissolution.

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Form: Unanimous consent of members to voluntary dissolution

**PREVIEW**  
UNANIMOUS WRITTEN CONSENT OF MEMBERS TO  
VOLUNTARY DISSOLUTION OF ,  
A TEXAS LIMITED LIABILITY COMPANY

The undersigned members of record of [name], a Texas Limited liability company, whose shares constitute all of the issued and outstanding shares of the limited liability company, hereby consent to the voluntary dissolution of the limited liability company.

Each of the undersigned members of record has signed [his or her] name, the date of [his or her] signing and the number of shares of the limited liability company held by [him or her] of record on said date.

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\_\_\_\_\_  
Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Number of Shares

\_\_\_\_\_  
Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Number of Shares

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**Certificate of Termination/Articles of Dissolution**

**PREVIEW**

1. The certificate of termination or articles of dissolution must be executed on behalf of the limited liability company by a manager or authorized member. Certain information is required to be set forth in the articles. For example, the articles must include the name of the limited liability company as well as the names and addresses of its managers.

2. In addition, the articles must include a statement that all debts, obligations, and liabilities have been paid or discharged or that adequate provision has been made for them. Where the limited liability company's property and assets were not sufficient to satisfy and discharge all its debts, liabilities, and obligations, the articles must include a statement that all property and assets were applied so far as they would go to the payment of such liabilities in a just and equitable manner and that no property or assets remain available for distribution among its members.

3. Where the company's liabilities were paid and property remained, the articles must contain a statement that all remaining property and assets of the company were distributed to its members in accordance with their respective rights and interest. Furthermore, the articles must contain a statement that there are no suits pending against the company or that adequate provisions have been made for satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.

4. If the company elected to dissolve by written consent of all of its members, then a copy of the written consent to dissolve, and a statement that such written consent has been signed by all members or their duly authorized attorneys must be included with the certificate of termination or articles of dissolution.

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**Matters to be included in the certificate of termination or articles of dissolution**

**PREVIEW**

1. The name of the limited liability company,
2. The names and addresses of its managers,
3. A statement concerning the company's liabilities,
  - a. Where the company's debts, obligations, and liabilities have been paid or discharged, a statement confirming such situation,
  - b. Where the company's debts, obligations, and liabilities have not been paid but adequate provision has been made for such liabilities, a statement confirming that such provisions have been made,
  - c. Where the company's property and assets were not sufficient to satisfy and discharge all its debts, liabilities, and obligations, a statement that all property and assets were applied so far as they would go to the payment in a just and equitable manner and that no property or assets remain available for distribution among its members,
4. A statement that all remaining property and assets of the company have been distributed among its members in accordance with their respective rights and interest or that 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 company.
5. A statement that there are no suits pending against the company in any court, or that adequate provisions have been made for satisfaction of any judgment, order or decree which may be entered against it in any pending suit.
6. If the limited liability company elected to dissolve by written consent of all members, a copy of the written consent to dissolve, and a statement that such written consent has been signed by all members or signed in their names by their duly authorized attorneys.

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Form: Certificate of Termination or Articles of dissolution

**PREVIEW**  
**CERTIFICATE OF TERMINATION**  
**FOR A LIMITED LIABILITY COMPANY**

The undersigned limited liability company adopts the following Certificate of Termination for the purpose of dissolving:

1. The name of the limited liability company is \_\_\_\_\_.
2. The names and respective addresses of its members are: [specify].
3. The names and respective addresses of its managing partner, [if applicable] are: [specify].
4. A written consent to dissolve, a copy of which is attached, has been signed by all members of the limited liability company, or in their behalf by their duly authorized attorneys.
5. All debts, obligations and liabilities of the limited liability company have been paid, discharged or adequate provision has been made therefor.
6. All remaining property and assets of the limited liability company have been distributed among its members in accordance with their respective rights and interests.
7. There are no suits pending against the limited liability company in any court.

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**THIS DOCUMENT**

Signed on \_\_\_\_\_

\_\_\_\_\_  
[Limited Liability Company's Name]

By: \_\_\_\_\_

Its \_\_\_\_\_  
[President or Authorized Manager or Member]

**THANK YOU**

\_\_\_\_\_  
Secretary

State of Texas  
County of \_\_\_\_\_

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This instrument was acknowledged before me on \_\_\_\_\_ by

**PREVIEW**

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\_\_\_\_\_  
Signature of officer

\_\_\_\_\_  
Notary's typed or printed name

My commission expires:  
\_\_\_\_\_

**PLEASE DO NOT COPY** [or Notary's stamp]

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Form: Letter to comptroller of public accounts to request tax certificate for certificate of termination or articles of dissolution

**PREVIEW**

[date]

Comptroller of Public Accounts  
Business Tax Division  
P.O. Box 13528  
Austin, Texas 78711

Dear Sir or Madam:

In connection with the proposed filing of Certificate of Termination or Articles of Dissolution by the above-referenced limited liability company, please issue Tax Certificate stating that there is no outstanding franchise tax liability or pending franchise tax liability against the limited liability company and send it to me. Please address any questions or requests for further information to my office.

Thanking you in advance for your cooperation,

Very truly yours,

[Name of attorney]

**THIS DOCUMENT**

Enclosure

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