

Certificate of Termination or Articles of dissolution of a foreign limited liability company

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

The undersigned foreign limited liability company adopts the following Certificate of Termination:

1. The name of the foreign limited liability company is: \_\_\_\_\_

2. The File number is: \_\_\_\_\_.

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

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NAME ADDRESS  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

YOU MUST CHECK A, B OR C IN ITEMS FOUR THROUGH SIX

4. A. All debts, obligations and liabilities of the foreign limited liability company including but not limited to franchise taxes and taxes administered by the Comptroller have been paid, discharged, or adequate provision has been made therefor.

B. The foreign 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 the payment thereof in a just and equitable manner and no property or assets remained available for distribution among its members.

or

C. The foreign limited liability company has not acquired any debts, obligations, or liabilities.

5. A. All remaining property and assets of the foreign 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 and applying it as far as it would go to the just and equitable payment of the debts, liabilities and obligations of the foreign limited liability company.

or

C. The foreign limited liability company has not acquired any property or assets and, therefore, distributions to members were not required.

6. A. No capital has been paid into the foreign limited liability company; therefore, a

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resolution to dissolve was adopted by the act of the organizer or manager(s) of the limited liability company on \_\_\_\_\_, a copy of which is attached hereto.

**PREVIEW**

or

B. The foreign limited liability company elected to dissolved by action of its members. A resolution by its members to dissolve was adopted on \_\_\_\_\_, as otherwise provided in the Certificate of Formation or the Company Agreement. A copy of the resolution is attached hereto.

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

\_\_\_\_\_  
[Limited Liability Company's Name]  
**PLEASE DO NOT COPY**  
By: \_\_\_\_\_

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

**THIS DOCUMENT**

**THANK YOU**

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