Office of the Minnesota Secretary of State

Minnesota Limited Liability Company | Articles of Termination

Minnesota Statutes, Chapter 322B.816 or 322B.82

Read the instructions before completing this form.
Filing Fee: $55 for expedited service in-person and online filings, $35 if submitted by mail

Articles of Termination filed under *Minnesota Statutes,* sections 322B.816 or 322B.82 is used to terminate a limited liability company that has accepted contributions.

1. Name of Limited Liability Company: (Required) _____

2. Select one of the following: (Required)

☐ Articles of Termination are being filed pursuant to *Minnesota Statutes,* section 322B.82 for limited liability companies that have NOT given notice to creditors and claimants.

If Articles of Termination are being filed pursuant to subdivision 1, clause (1), that all known debts, obligations and liabilities of the limited liability company have been paid and discharged or that adequate provision has been made for payment or discharge. The remaining property, assets and claims of the limited liability company have been distributed in accordance with *Minnesota Statutes,* section 322B.873, or adequate provision has been made for that distribution. There are no pending legal, administrative or arbitration proceedings by or against the limited liability company, or that adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in a pending proceeding.

☐ Articles of Termination are being filed pursuant to *Minnesota Statutes,* section 322B.816 for limited liability companies that have given notice to creditors and claimants.

List the last date on which the notice was given: (Required under 333B.816) _____

Payment of all creditors and claimants filing a claim within the 90-day period stated in *Minnesota Statutes,* section 322B.816, subd.2, clause (5) has been made or provided for; or the date on which the longest of the periods described in section 322B.816, subd. 4, paragraph (b) has expired. The remaining property, assets and claims of the limited liability company have been distributed in accordance with *Minnesota Statutes,* section 322B.873, or adequate provision has been made for that distribution. There are no pending legal, administrative or arbitration proceedings by or against the limited liability company commenced within the time provided in subdivision 4, paragraph (b), or that adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in a pending proceeding.

3. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

_____ _____
Signature of Authorized Person or Authorized Agent Date

Email Address for Official Notices
Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

_____

☐ Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

_____ _____
Contact Name Phone Number

Print Reset

INSTRUCTIONS

File your business document online by visiting our website at www.sos.state.mn.us.

This form is intended merely as a guide for filing and is not intended to cover all situations. Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Office of the Secretary of State.

Articles of Termination filed under *Minnesota Statutes,* sections 322B.816 or 322B.82 is used to terminate a limited liability company that has accepted contributions and must have filed or be accompanied by a 'Notice of Dissolution' filing.

1. Name of Limited Liability Company: (Required) List the company name on file with the Office of the Secretary of State.

2. Select one of the following: (Required) Check the applicable statute that the Articles of Termination are being filed under. If filing under Chapter 322B.816, provide the last date on which the notice was given.

3. Authorized Signature: (Required) Must be signed by someone authorized by the corporation or by an Authorized Agent (The signing party must indicate on the document that they are acting as the agent of the person(s) whose signature would be required and that they have been authorized to sign on behalf of that person(s).)

Email Address for Official Notices. This email address may be used to send annual renewal reminders and other important notices that may require action or response. Check the box if you wish to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime telephone number of a person who can be contacted about this form.

Filing Fee: $55 for expedited service in-person and online filings, $35 if submitted by mail
Payable to the MN Secretary of State

Please submit all items together and mail to the address below:

FILE IN-PERSON OR MAIL TO:
Minnesota Secretary of State - Business Services
Retirement Systems of Minnesota Building
60 Empire Drive, Suite 100
St Paul, MN 55103
(Staffed 8 a.m. – 4 p.m., Monday - Friday, excluding holidays)

Phone Lines: (9 a.m. - 4 p.m., M-F) Metro Area 651-296-2803; Greater MN 1-877-551-6767

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.