

Instructions L031i

Articles of Termination

ARIZONA CORPORATION COMMISSION

Corporations Division
1300 West Washington Street
Phoenix, Arizona 85007
www.azcc.gov
(602) 542-3026



General Information

Articles of Termination terminate the existence of an Arizona LLC that is dissolved (the LLC is going out of business). Articles of Termination shall be filed "if all of the known property and assets of a limited liability company have been applied and distributed..." See A.R.S. § 29-783. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes. The form provided by the Arizona Corporation Commission meets the minimum statutory requirements. Use of the A.C.C.'s form is not required.

What if all the property and assets have not been distributed? The statute does not allow for the filing of articles of termination unless all property and assets of the LLC have been distributed. If the property and assets have not been distributed, then do not submit articles of termination. See A.R.S. § 29-783. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

Can the termination be revoked? If the Articles of Termination have been approved for filing by the Arizona Corporation Commission, then the termination cannot be revoked. If the Articles of Termination document is pending and is not yet approved for filing, then the LLC can submit a Request To Terminate Pending Document and cancel the submission.

Can I reinstate the LLC after termination? No. Once the Articles of Termination are approved for filing, the existence of the LLC terminates, and the LLC cannot be reinstated in the records of the Arizona Corporation Commission.

What is the effect of filing articles of termination? See A.R.S. § 29-784. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

Is publication of the Articles of Termination required? No.

Filing fee. The filing fee is \$35.00. For expedited processing (read the next paragraph), add \$35.00 to the filing fee. All fees are nonrefundable. See A.R.S. § 29-851.

Processing time. Processing times are posted on the A.C.C. website each Monday at www.azcc.gov/Divisions/Corporations. For expedited (faster) processing, payment of the expedite fee plus payment of the filing fee must be submitted. See A.R.S. § 29-851. The expedite fee is \$35.00. See Decision No. 68008, July 22, 2005, Docket No. AC-00000A-05-0488. The Arizona Corporation Commission does not currently offer same day or next day service.

Instructions

Number 1. List the exact name of the LLC as shown in the records of the Arizona Corporation Commission, including exact spelling, punctuation, and the LLC identifier such as Limited Liability Company or LLC, etc.

Number 2. A.C.C. file number – list the LLC's file number given to it by the Arizona Corporation Commission. Find the file number on our website at www.azcc.gov/Divisions/Corporations.

Number 3. This is a statement that must be true before the Articles of Termination may be filed. If the statement is not true, then do not submit the Articles of Termination. See A.R.S. § 29-783. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

Signature and Verification

If the LLC is manager-managed, a manager must sign the Articles of Termination. Please note – there is no such thing as a "managing member" in the LLC statutes – the person is either a manager or not.

If the LLC is member-managed, any member can sign the Articles of Termination. Please note – there is no such thing as a "managing member" in the LLC statutes – the person is simply a member of a member-managed LLC.

The document is submitted under penalty of perjury, and the "I accept" box must be checked.

Sign on the line underneath the "I accept" box. Print the name of the individual signing next to the signature. If completing the form online, type in the name in both fields. Fill in the date. Check the appropriate box underneath the signature line to indicate the capacity of the signer.

Submit the document

Cover Sheet. All documents must be submitted with a Cover Sheet. Forms are available on our website at this link: <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>.

What to submit:

1. Cover Sheet
2. Articles of Termination
3. Payment.

By Mail. Mail the completed paper document, cover sheet, and payment (see below for payment information) to:
Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

In Person. Deliver the completed document, cover sheet, and payment (see below for payment information) to:
Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

Payment Methods

Credit card. If submitting the document in person, payment by credit card is acceptable. Credit cards cannot be used if submitting by mail. The Arizona Corporation Commission accepts only Visa, MasterCard, or American Express.

Check. If submitting the document by mail or in person, payment by check is acceptable. Checks must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. Checks that do not have an imprinted or preprinted name and address of the account holder and an imprinted or preprinted check number will not be accepted. Handwritten or stamped names, addresses, or check numbers will not be accepted. For example, we will not accept temporary checks, such as those from a new account. We will accept checks drawn on non-U.S. banks as long as the check states that the funds are payable in U.S. dollars.

Money order. If submitting the document by mail or in person, payment by money order is acceptable.

Cash. If submitting the document in person, cash payments are acceptable. Do not mail cash.

Questions

For questions, contact our Customer Service Call Center at 602-542-3026, or, within Arizona only, 800-345-5819.