

**Form 605—General Information**  
**(Articles of Dissolution—Limited Liability Company)**

**The attached form is a standardized form designed to meet minimal statutory filing requirements pursuant to the relevant statutory provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.**

**Commentary**

A limited liability company, including a professional limited liability company, terminates its existence by filing articles of dissolution with the Secretary of State in accordance with article 6.07 of the Texas Limited Liability Company Act (article 1528n Texas Revised Civil Statutes). Procedures and requirements relating to the liquidation and winding up of the business of the limited liability company, which occur prior to the filing of the articles of dissolution, are not covered by these instructions. For further information you should refer to Part Six of the Texas Limited Liability Company Act.

- **Item 1—Name and Filing Number:** Provide the name of the limited liability company as it appears in its articles of organization as further supplemented or amended. Provision of the filing number issued by the secretary of state is recommended as it will facilitate processing of the document. A file number also is commonly referred to as a "Charter Number."
- **Item 2—Manager Information:** If the company is not managed by its members, then provide the name and address of each manager of the limited liability company.
- **Items 3 and 4—Payment of Debts and Obligations and Distribution of Assets:** You must select either option A, B, or C of items 3 and 4. Please note that if you select option B in item 3, then the selection of option A for item 4 would be inconsistent and would cause a rejection of the document.
- **Item 5—Manner of Adoption:** If the company has no members, has not received any capital, and has not commenced business, a majority of the initial managers named in the articles of organization may adopt the resolution to dissolve the company (Option A). If the company elected to dissolve by action of its members, the affirmative vote or approval of a majority of all members is required to adopt the resolution to dissolve the company. (Option B). Select either option A or option B of item 5.
- **Effectiveness of Filing:** Pursuant to Article 9.03 of the TLLCA, the effectiveness of the application for certificate of authority may be delayed as of a date not more than ninety (90) days from the date of filing with the secretary of state. Please note that upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, at the time of such filing, the status of the entity will be shown as dissolved on the records of the secretary of state.
- **Certificate of Account Status:** PLEASE NOTE THAT ADDITIONAL DOCUMENTATION IS REQUIRED IN ORDER TO COMPLETE THIS FILING. Attach certificate #05-305 from the Comptroller of Public Accounts indicating that all taxes under Title 2 of the Tax Code have been paid and that the company is in good standing for the purpose of dissolution. If the document is to be filed with a delayed effective date, then the certificate should indicate that the entity is in good standing through the delayed effective date. Requests for certificates or questions on tax status should be directed to the Tax Assistance Section,

Comptroller of Public Accounts, Austin, Texas 78774-0100; (512) 463-4600; toll-free (800) 252-1381; (TDD) (800) 248-4099.

**NOTE:** The franchise tax year ends on December 31<sup>st</sup>. The company must be in good standing through the date of receipt of the articles of dissolution by the secretary of state. A post mark date will not be considered as the date of receipt. If December 31<sup>st</sup> falls on a Saturday, Sunday, or legal holiday, the documents must be received no later than the last business day before December 31<sup>st</sup>. It is strongly suggested that companies attempting to dissolve prior to the end of the franchise tax year, make their submissions well in advance of such tax deadline. Limited liability companies not dissolved prior to December 31<sup>st</sup> will be subject to the new franchise tax year's requirements as of January 1<sup>st</sup>.

- **Execution:** If the limited liability company has managers, an authorized manager must sign the articles of dissolution. If the company does not have managers and is managed by its members, an authorized managing-member must sign the articles of dissolution.

If the authorized manager or member signing the document is a legal entity, then an authorized officer or other person authorized to sign on behalf of such legal entity should execute the application on behalf of the entity noting the capacity in which the person signs. For example, John Doe, President of XYZ, Inc., Initial Manager of ABC, LLC.

Prior to signing, the authorized person should read the statements contained in the document carefully. A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act or the Texas Non-Profit Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor. The Texas Business Corporation Act further provides that the offense is a state jail felony if the person's intent is to defraud or harm another.

- **Payment and Delivery Instructions:** The filing fee is **\$40**. Fees may be paid by personal checks, money orders, LegalEase debit cards, or MasterCard, Visa, and Discover credit cards. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Submit the completed form in duplicate along with the filing fee. The form may be mailed to P.O. Box 13697, Austin, Texas 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, credit card information must accompany the transmission (**Form 807**). On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed.

Revised 01/06

**Form 605**  
**(revised 1/06)**

This space reserved for office use.



Return in Duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709

**Articles of Dissolution**  
**Pursuant to Article 6.07**  
**Texas Limited Liability**  
**Company Act**

**Filing Fee: \$40**

1. The name of the limited liability company is as set forth below:

The filing number issued by the secretary of state is: \_\_\_\_\_

2. The name and address of each of its managers, if any, is:

NAME	ADDRESS (include city and state/country)

**You must check either option A, B, or C in Items 3 and 4.**

3. A  All debts, obligations, and liabilities of the limited liability company have been paid, discharged, or adequate provision has been made therefor.

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

**OR**

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

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

**OR**

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

**You must check either option A or B of item 5 and provide a date of adoption.**

5. A  The company has no members, has not received any capital, and has not otherwise commenced business. In accordance with Section G, Article 2.23, a majority of the initial managers named in the articles of organization adopted a resolution to dissolve on: \_\_\_\_\_

**OR**

B  The limited liability company elected to dissolve by action of its members. A resolution to dissolve was adopted by its members in accordance with Section D , Article 2.23 of the Act, or as otherwise provided in the articles of organization or the regulations on: \_\_\_\_\_

**Effectiveness of Filing**

The document is to be effective when the document is filed by the secretary of state.

**OR**

This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is: \_\_\_\_\_

**Execution**

The undersigned authorized managers or members of the limited liability company sign this document subject to the penalties imposed by law for the submission of a false or fraudulent document.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Authorized Manager/Member