ARTICLES OF TERMINATION OF A WEST VIRGINIA LIMITED LIABILITY COMPANY
Form LLD-9
Rev. 3/2019

West Virginia Secretary of State
Business & Licensing Division
Tel: (304)558-8000
Fax: (304)558-8381
Website: www.wvsos.gov

FILE ONE ORIGINAL
(Two if you want a filed stamped copy returned to you)
FEE: $25.00

****** Pursuant to West Virginia Code §31B-8-805. ******

1. The **name** of the limited liability company is: _____

2. The **address** to which correspondence relating to this termination is to be sent: _____
_____

3. The **date on which the company was actually terminated** as a result of one of the causes enumerated in §31B-8-801 was (required): _____

4. The **effective date of the termination** of the above named limited liability company is:
   - ☐ the date the articles of termination are filed
   - ☐ the following date: _____
     (requested **date may not be earlier than filing nor later than 90 days after filing in our office**)

5. **Contact name and phone number** to reach in case of a problem with filing: (Optional, however, listing one may help to avoid a return or rejection of filing if there is a problem with the document.)

   _____ _____
   Contact Name Phone Number

   Business **e-mail address**, if any: _____

6. I, the undersigned, hereby certify that: (1) I am authorized to act on behalf of the limited liability company in this matter; (2) the business of this limited liability company has been wound up according to the provisions of Article 8, Chapter 31B; (3) all responsibilities for filing with the Department of Tax and Revenue and any other State agencies have been completed; and (4) the legal existence of the company has been terminated.

   _____ _____
   Name (print) **Title/Capacity**

   _____ _____
   Signature* **Date**

****Important Legal Notice Regarding Signature:*** Per **West Virginia Code §31B-2-209. Liability for false statement in filed record.** If a record authorized or required to be filed under this chapter contains a false statement, one who suffers loss by reliance on the statement may recover damages for the loss from a person who signed the record or caused another to sign it on the person's behalf and knew the statement to be false at the time the record was signed.

Important Note: This form is a public document. Please **DO NOT provide any personal identifiable information on this form** such as social security number, bank account numbers, credit card numbers, tax identification or driver's license numbers.

Instructions for filing Articles of Termination of a West Virginia Limited Liability Company

A limited liability company may file articles of termination only after the company has been dissolved and the business of the company wound up, pursuant to WV Code §31B-8-801 through 812.

Dissolution & Winding Up

A Limited Liability Company is **dissolved** when any one of the following events occurs, and the business must then be wound up, unless action is taken to prevent the dissolution or the operating agreement provides the company will continue under the given circumstances.

- An event causing dissolution specified in the operating agreement occurs;
- The required number or percentage of members consents to dissolution;
- One of the following persons dissociates from the LLC
  --a member who is also a manager
  --a member of an at-will company where there is no manager
  --a member of a term company for a reason specified in §31B-6-601(7) through (11)
- An event occurs that makes it unlawful for substantially all the business of the company to be continued, and the illegality is not cured within 90 days;
- A member or dissociated member applies to the court for dissolution, upon entry of a judicial decree [see §31B-8-801(5)];
- A transferee of a member's interest applies to the court for dissolution, upon entry of a judicial decree [see §31B-8-801(6)].

Once the company is dissolved, it may do only those activities necessary to **wind up** the business of the company. During the period of winding up, the members may still take actions to reverse the dissolution and reestablish the company. The process of winding up business includes:

- Completing any necessary filings with state agencies, including Tax, Workers Compensation, Employment Security, and other agencies.
- Disposing of known claims against the company [§31B-8-807];
- Publishing notice of dissolution to establish time limit on other claims [§31B-8-808]; and
- Distributing the remaining assets of the company [§3-8-806].

Articles of Termination

Complete all sections of the articles. Your application may be rejected and returned to you if incomplete.

Section 1. Enter the name of the limited liability company to be terminated.
Section 2. Enter the address where correspondence relating to the termination may be sent.
Section 3. The termination date is the date when one of the events occurred causing termination, such as a vote of the members to terminate the LLC. Your application will be rejected if this question is not answered.
Section 4. The effective date of the termination. **Note: The effective date CANNOT be earlier than filing nor LATER than 90 days from the date of filing with the Office of Secretary of State.**
Section 5. Contact name and number of person to reach in case of a problem with filing. This is optional; however, listing one may prevent return or rejection of documents if there is a problem.
Section 6. Enter the name and title/capacity of the person signing the document.

Filing Fee

Submit **$25**, payable to the ***West Virginia Secretary of State***, and one original (two if you want a filed stamped copy returned to you) to one of the addresses listed in the Filing Submission Instructions attached to this application.

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Website: www.wvsos.gov

Rev. 9/2018

Filing Submission Instructions - Business Division

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORMS.
Please follow the instructions included with the application. Failure to include any of the required information on the form may cause the filing to be rejected.

All forms may be downloaded from our web site www.wvsos.gov.

SUBMIT THE COMPLETED APPLICATION WITH THE CUSTOMER ORDER REQUEST FORM TO ONE OF THE OFFICES BELOW. CHOOSE EXPEDITED OR STANDARD PROCESSING SERVICE. IF NOT USING THE CUSTOMER ORDER REQUEST FORM AND YOU ARE REQUESTING EXPEDITED SERVICE, YOU MUST INCLUDE THE WORD "EXPEDITE" AND THE LEVEL OF EXPEDITED SERVICE BEING REQUESTED (24-HOUR, 2-HOUR OR 1-HOUR) IN YOUR CORRESPONDENCE. BE SURE TO INCLUDE THE CORRECT ADDITIONAL EXPEDITED FEE. THIS FEE IS IN ADDITION TO THE REGULAR FILING FEE (*SEE FEES BELOW*).

CHOOSE ONE OF THE FOLLOWING PROCESSING SERVICES:

1 EXPEDITED SERVICE (**24-hour**, **2-hour** and **1-hour**; *Requires standard filing fee plus additional expedite fee, *see below*)

Expedite Service	*Fee	EXPEDITED SERVICE requests may be submitted by:
24-Hour	$ 25.00	- E-mail to efilings@wvsos.gov
2-Hour	$250.00	- Fax
1-Hour	$500.00	- Walk in delivery

2 STANDARD PROCESSING (**5-10 business days**)

Standard filing fees apply.

STANDARD PROCESSING requests may be submitted by:
- **E-mail to CorpFilings@wvsos.gov**
- **Fax**
- **Walk in delivery (drop off service only filed within 5-10 business days)**

INCLUDE PAYMENT:

Be sure to enclose the correct filing fee with your filing. If paying by credit card, be sure to include the e-Payment Authorization form with your filing. Your filing will be rejected if the payment is not included or if the e-Payment Authorization form is not included if paying by credit card.

SUBMIT COMPLETED FILING TO ONE OF THE BUSINESS CENTERS BELOW:

BUSINESS SERVICE CENTERS
Standard and Expedited Filings

Charleston Office
One-Stop Business Center
1615 Washington Street East
Charleston, WV 25311
Phone: (304) 558-8000
Fax: (304) 558-8381
Hours: Mon. - Fri. 8:30a - 5:00p EST

Clarksburg Office
North Central WV Business Center
200 West Main Street
Clarksburg, WV 26301
Phone: (304) 367-2775
Fax: (304) 627-2243
Hours: Mon. -Fri. 9:00a - 5:00p EST

Martinsburg Office
Eastern Panhandle Business Center
229 E. Martin Street
Martinsburg, WV 25401
Phone: (304) 356-2654
Fax: (304) 260-4360
Hours: Mon. - Fri. 9:00a - 5:00p EST

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Rev. 9/2018

Customer Order Request

SUBMIT THIS COMPLETED FORM WITH YOUR FILING.

STOP

READ CAREFULLY BEFORE SUBMITTING - Expedite service is NOT AVAILABLE for the following filings:

>> **Tax Department filings including Sole Proprietorships, General Partnerships, and Associations**
>> **Dissolution or Withdrawal of Corporation, Voluntary Association or Business Trust**

Order Processing Requested*: * * * Expedite Processing Requires Additional Fees * * *

☐ **Standard** Processing**
(Avg. processing turnaround **5-10 business days**)

Email to: CorpFilings@wvsos.gov

☐ **24-HOUR** Expedite***
(additional **$25.00** fee included)

☐ **2-HOUR** Expedite
(additional **$250.00** fee included)

☐ **1-HOUR** Expedite
(additional **$500.00** fee included)

Email to: eFilings@wvsos.gov

*"Processing" indicates the filing will be completed and registered in the Secretary of State registration database.
****Standard Processing** applications received by **E-MAIL** or **FAX must include the e-Payment Authorization form with credit card information.**
***NOTE: Orders filed in person through any Secretary of State office location requesting the filing be processed will be assessed a 24-HOUR Expedite fee of $25.00 per order.**

Name of Entity: _____

Return filing to:
(Return Address) _____

Contact Name: _____ Phone: _____

Return Delivery Options: Email or Fax options do not receive a copy via mail; must be ordered separately.

☐ Email to: _____ ☐ Fax to: _____

☐ Hold for Pick Up ☐ Mail to Return Address above ☐ FedEx: Acct # _____

☐ Other (explain below): ☐ UPS: Acct # _____

Order Description (include items being ordered and fee breakdown):

* **PLEASE NOTE:** Original paperwork is kept by this office. Include a copy of the original filing if you want a file stamped copy returned to you at no extra charge. **Certified copy requests are an additional $15 per certified copy being requested.**

Total Amount:

Payment Method:

☐ **Check/Money Order** ☐ **Credit Card** (*Must attach* **e-Payment Authorization** *request form including payment information.*)

☐ **Cash** (*Do Not mail cash*) ☐ **Pre-paid Acct #:** _____ **Attach signed pre-paid slip.**

MAC WARNER
Secretary of State
State Capitol Building
Charleston, WV 25305
Phone: (304) 558-6000
Website: www.sos.wv.gov

24-hour, 2-hour and 1-hour Expedite Service Guidelines

IMPORTANT: To ensure expedited service, please mark "EXPEDITE" in a conspicuous place at the top of the service request. Please indicate method of delivery.

24-HOUR EXPEDITE SERVICE

The Secretary of State offers a 24-hour expedite service on most business organization filings processed by this office. If you choose to utilize this service, please enclose with your filing the additional expedite fee. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. You must mark the document with your "**24-HOUR EXPEDITE"** request. If using a cover letter, note that you are requesting 24-hour expedited service, and include your telephone number and return information. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made. This office *does not* fax confirmation of a 24-hour expedite.

The fee for 24-hour handling is $25.00 in addition to the usual fee for service. Please consult our fee schedules for the appropriate fee. If you require assistance, please contact this office.

Time Constraints: Under most circumstances, each filing submitted receives same day filing date and may be picked up in the office by the end of the same business day. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in acceptable fileable form.

2-HOUR EXPEDITE SERVICE

The Secretary of State offers a 2-hour expedite service on most filings processed by this office. If you choose to utilize the 2-hour expedite service, please enclose with your filing an additional $250.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 2-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 2-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-HOUR EXPEDITE SERVICE

The Secretary of State offers a 1-hour expedite service on most filings processed by this office. If you choose to utilize the 1-hour expedite service, please enclose with your filing an additional $500.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 1-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 1-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-Hour and 2-Hour Time Constraints: Each filing submitted for either 1-hour or 2-hour expedite receives same day filing date and will be acknowledged by fax or e-mail within expedite service time. Failure to indicate method of acknowledgement (fax or e-mail) or to provide a correct fax number or e-mail address may prevent the Secretary of State from acknowledging the filing of such documents. Filings may be picked up within the expedite service period. Filings to be mailed will be mailed out no later than the next business day following receipt. Expedite period begins when filing or service request is received in this office in fileable form.

The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages or equipment malfunction. These extensions are few and will rarely extend more than a few hours.

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Rev. 11/2017

e-Payment Authorization

USE BLACK INK ONLY - DO NOT HIGHLIGHT

This document contains confidential financial information and will be properly shredded after payment has been processed by this office. Electronic storage of payment information is only permitted by signed authorization below which may be retracted at any time by written request by the authorized party.

Service Type: ☐ Fax ☐ E-mail ☐ Mail

Payment by Card *(card holder name and billing address required below)*

Card Type: ☐ Visa ☐ Mastercard ☐ Discover ☐ American Express

Credit Card Number: V Code*

* 3-digit number on back of VISA, MasterCard and Discover cards.
4-digit number on front right side of American Express card.

NOTICE: *For security and verification purposes, all credit card payments must include the 3- or 4-digit CVV2 code (V Code) number located on the credit card. Failure to include this code will result in the rejection of your filing or service request.*

Credit Card Expiration Date: Month: Year:

Amount to Charge Card: USD $

Order Information *(required)*

Entity Name:

Card Holder Information:

Name as it appears on the account

Billing Address

City State Zip Code

Telephone Ext.

Payment Information Storage Authorization *(optional)*

I authorize the Secretary of State to store this payment information for future payment transactions processed by Secretary of State:

X Date

Authorized Signature

Payment Authorization *(required)*

I authorize the Secretary of State to bill an amount not to exceed the following to be charged to the above listed account(s):

X Date

Authorized Signature

Reset Form

Not to Exceed Amount: USD $