

Instructions for completing Form CD 415 (Certificate of Termination)

Important – Please Read. A dissolved limited liability company may file a certificate of termination with the Secretary of State. Form CD 415 may be used for this purpose. Use of this form is optional. A certificate of termination may also be drafted pursuant O.C.G.A. 14-11-610. Form CD 415 is not intended to replace competent legal counsel. Secretary of State staff is not authorized to provide legal counsel or explain the steps necessary to successfully terminate a limited liability company or to complete this form. Filers are strongly urged to obtain professional legal, tax and or business advice to assure filers goals and intentions are met, that requirements of the law are satisfied, and that members and managers are protected even after termination of the organization.

- | | | |
|---------------|---|--|
| Article One | Name of the company
Control number | Provide the name of the company.
Enter the control number of the company. |
| Article Two | All debts, obligations and liabilities of the limited liability company have been paid, discharged, or barred; or adequate provision made therefor. Filer must choose one of the statements. | |
| Article Three | There must be no actions pending against the limited liability company prior to its termination, or adequate disposition must be made to satisfy any judgment, order or decree that may be pending against the limited liability company. Filer must choose one of the statements. | |
| Article Four | Check the appropriate statement regarding the effective date and time of the certificate of termination. If the certificate of termination is to be effective on the date of filing, check the first statement. If the certificate of termination is to become effective later than the date of filing, check the second statement and enter the effective date and time in the space provided. Please be advised that the delayed effective date may not be later than 90 days after the filing date of the certificate of termination. | |
| Signature | The certificate of termination must be signed by a member, a manager, an organizer if the LLC has no members or managers, a court-appointed fiduciary, or an attorney-in-fact. The signer must state the capacity in which he or she is signing. Print the legal name* of the signer. | |

There is a \$10.00 service charge for filing a certificate of termination by paper. Please mail the completed form and payment to: **Corporations Division, 2 Martin Luther King Jr. Dr. SE, Suite 313 West Tower, Atlanta, Georgia 30334.** There is no fee or service charge for filing a certificate of termination online at <https://ecorp.sos.ga.gov/>.

* Legal name is an individual's first and last name without use of initials or nicknames. Middle names or initials may be included.



Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.georgia.gov/corporations

Certificate of Termination

Article One

The name of the limited liability company is:

_____.

The control number is: _____.

Article Two

(Choose one statement only)

- ☐ All known debts, liabilities and obligations of the limited liability company have been paid, discharged, or barred.
☐ Adequate provision of the debts, liabilities, and obligations of the limited liability company have been made therefor.

Article Three

(Choose one statement only)

- ☐ There are no actions pending against the limited liability company in any court.
☐ Adequate provision has been made for the satisfaction of any judgment, order, or decree that may be entered against the limited liability company in any pending action.

Article Four

(Check, and if applicable complete, one of the following)

- ☐ The certificate of termination shall be effective upon the filing with the Secretary of State.
☐ The certificate of termination shall be effective on: _____ at _____.
(Date) (Time)

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Termination on

_____.
(Date)

_____.
Signature

_____.
Print Name*

Capacity (choose one option only): ☐ Organizer ☐ Member ☐ Manager ☐ Attorney-in-fact
☐ Court-Appointed Fiduciary

Email Address: _____

* Enter individual's legal name, i.e. first and last name without use of initials or nicknames. Middle names or initials may be included.