STATE OF ALABAMA

FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP STATEMENT OF WITHDRAWAL (LLLP)

(For SOS Office Use Only)

PURPOSE: In order to cancel (terminate/withdraw) the registration of a Foreign Limited Liability Limited Partnership (hereinafter "foreign entity") to transact business in Alabama, the entity must deliver to the Secretary of State for filing a Certificate of Withdrawal along with a Certificate of Compliance obtained from the Alabama Department of Revenue (ADOR) - see item #7 and attached sample - pursuant to Section 10A-1-7.11, Code of Alabama 1975.

INSTRUCTIONS: Mail two (2) completed Certificate of Withdrawal forms, the Certificate of Compliance from ADOR, and the filing fee of $100.00. The application is only accepted via mail or courier and will not be accepted via email. Include a credit card, check, or money order to the **Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama 36103.** The withdrawal will not be processed if the credit card does not authorize and will be removed from the index if the check is dishonored ($30 fee). All processing instructions are complete in this form and Payment Option Sheet. Using a credit card and our website, you may file the Withdrawal online in the time it takes to type this application.

The information completing this form must be typed or the filing will be rejected without review.

Emailed applications will not be acknowledged, reviewed, processed, or returned.

1. Alabama Entity ID Number (Format: 000-000):_____-_____

INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM: If you do not have this number immediately available (it is on the face of your original registration filing), you may obtain it on our website at www.sos.alabama.gov Business Services (below picture), Business Entity Search, Search by Entity Name. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity. This verification step is strongly recommended.

2. The legal entity name of the foreign entity registered in Alabama:

   _____

3. Entity's jurisdiction of formation:_____

4. Street (**No PO Boxes**) Address of principal office:_____

   _____

   Mailing Address (if different from street address):_____

   _____

5. The above named foreign entity hereby certifies that the entity is no longer transacting business in Alabama and that it surrenders its registration to transact business in Alabama.

6. The above named foreign entity hereby certifies that any money due or accrued to the State of Alabama has been paid or that arrangements have been made for payment (attach copy of payment arrangements).

7. The original Certificate of Compliance from the Alabama Department of Revenue is attached. **[Instruction to obtain Certificate: call ADOR/Commissioner's Office at 334-242-1189 and requests a document showing that all applicable taxes and fees due the State of Alabama have been paid.]**

8. The above named foreign entity hereby revokes the authority of the entity's registered agent in Alabama to accept Service of process; and consents that service of process in any action, suit, or proceeding stating a cause of action arising in Alabama during the time the foreign entity was authorized to transact business may be made on the foreign entity in accordance with the Alabama Rules of Civil Procedure and any other service or demand required or permitted by law to be served on the entity may be served in a manner similar to the procedure provided for the service of process by the Alabama Rules of Civil Procedure.

9. The mailing address to which the Secretary of State of Alabama may mail a copy of any process served:

   _____

   _____

10. The above named foreign entity hereby makes a commitment that if the mailing address stated above changes the foreign entity will promptly file an Address Amendment to this Certificate of Withdrawal

___/___/_____
Date

_____
Typed or Printed Name and Title of Signature Below

_____
Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*

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Secretary of State Payment Option Sheet: If you do not send an acknowledgement copy and a pre-addressed postage paid envelope with the filing, you will not receive a credit card or prepaid account receipt from the Secretary of State's Office. Hold for pickup request – acknowledgement copy will have the receipt attached. The document of record will be stamped showing the receipt of the filing fee and expedite fee but will not show convenience fees which will be charged; (generally these fees are between 2% and 5% of the total charge)
.

Information MUST be typed or laser printed on a computer.

Entity Name:_____

Service Requested: _✔_ $100.00 Withdrawal filing fee

_____ $100.00 Expedited Processing fee

Hold at Front Desk for Pick-up for:_____
(Service providers who run couriers for pick-up – we do not have a call for pick-up service)

_____ **Check is attached** - Please make one check payable for the total amount of the fees (i.e., $200 if you are requesting expedited service) to the Alabama Secretary of State.

_____ **Charge fees to prepaid account**: Account Number_____

and Account Name_____

_____
Typed Name & Signature of Authorized Individual on Account

_____ **Credit Card Type**:_____(Visa, MC, Discover & AmEx)

Card Number:_____Expiration Mo/Yr:____/_____ (MM/YY)

Card Holder Name:_____

Complete Billing Address:_____
Street or PO

_____
City State Zip

Signature of Card Holder:_____
MUST be Signature of Card Holder

State of Alabama
Department of Revenue

(www.revenue.alabama.gov)
50 North Ripley Street
Montgomery, Alabama 36132

CYNTHIA UNDERWOOD
Assistant Commissioner
MICHAEL E. MASON
Deputy Commissioner
LEWIS A. EASTERLY
Secretary

CERTIFICATE OF COMPLIANCE

SAMPLE

An examination of the records of Corporate Income, Business Privilege, Sales, Use & Business and Withholding Tax accounts for (Taxpayer's name) reveals that this taxpayer has filed all applicable tax returns and paid all tax, penalty and interest reported as of December 8, 2010. No representation is made as to the accuracy of the amounts reported, and all periods remaining within the statute of limitations are subject to audit by the Department.

BY: _____

TITLE: Disclosure Officer

DATE: December 8, 2010