INSTRUCTIONS-DISSOLUTION OF A MARSHALL ISLANDS LIMITED LIABILITY COMPANY

A Certificate of Formation shall be canceled upon the dissolution and completion of winding up of a Limited Liability Company. A Certificate of Cancellation shall be filed pursuant to section 11 of the Marshall Islands Limited Liability Company Act (the “Act”). Section 11 requires that the following information be included in the Certificate of Cancellation:

1. the name of the Limited Liability Company;
2. the date of filing of its Certificate of Formation;
3. the reason for filing a Certificate of Cancellation;
4. any other information the person filing the Certificate of Cancellation determines.

#### DOCUMENTS REQUIRED

One (1) or more authorized persons must sign the Certificate of Cancellation. The printed name(s) and title(s) of the authorized person(s) must appear beneath the signature(s). The original and two (2) duplicate copies must be submitted. Photocopies are acceptable as duplicate copies provided the signature(s) are legible. Acknowledgement of signatures may be accomplished either: (1) before a notary public; or (2) by the person signing the instrument under penalty of perjury pursuant to section 12 of the Act.

The original acknowledged Certificate of Cancellation shall be forwarded to any office of Marshall Islands Maritime and Corporate Administrators, Inc. for processing. When processing is complete, a duplicate copy of the Certificate of Cancellation, as filed, is returned to the client.

**CERTIFICATE OF CANCELLATION OF**

 ***(NAME OF LIMITED LIABILITY COMPANY)***

 **UNDER SECTION 11 OF THE**

# LIMITED LIABILITY COMPANY ACT

The undersigned, (*name and* *title of person signing on behalf of the Limited Liability Company*) of (*name of Limited Liability Company*), for the purpose of canceling the Certificate of Formation of said Limited Liability Company, hereby certifies:

1. The name of the Limited Liability Company is: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.
2. The Certificate of Formation of the Limited Liability Company was filed with the Registrar of Corporations on the \_\_\_ day of , \_\_\_\_\_\_\_.
3. The reason for filing the Certificate of Cancellation is:
4. This Certificate of Cancellation shall be effective upon filing with the Registrar or Deputy Registrar of Corporations.
5. ***(Insert any other matters the members may determine to include in the Certificate of Cancellation).***

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Cancellation on this day of , 20 .

 Authorized Person

*PRINT NAME & TITLE*

**OPTIONAL NOTARIAL STATEMENT:**

**SS.:**

On this day of , 20 , before me personally came \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ known to me to be the individual described in and who executed the foregoing instrument and he/she duly acknowledged to me that the execution thereof was his/her act and deed.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*NOTE: This outline form is a service for the purpose of adaptation to the particular needs of individual situations and should under no circumstances be used by anyone without consulting legal counsel.*