



LP-4/7

# State of California Secretary of State

## Limited Partnership Certificate of Cancellation

There is no fee for filing a Certificate of Cancellation.

**IMPORTANT – Read instructions before completing this form.**

This Space For Filing Use Only

**File Number**

**Entity Name** (Enter the exact name of the limited partnership.)

1. CA SECRETARY OF STATE FILE NUMBER

2. NAME OF LIMITED PARTNERSHIP

**Date of Formation** (California limited partnerships ONLY: Enter the date the initial Certificate of Limited Partnership was filed with the California Secretary of State.)

3. THE INITIAL CERTIFICATE OF LIMITED PARTNERSHIP WAS FILED ON \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_  
(Month) (Day) (Year)

**Additional Information** (Enter any other information the partners filing this Certificate of Cancellation determine to include. Attach additional pages, if necessary. Additional information set forth on attached pages, if any, is incorporated herein by this reference and made part of this certificate. If no other information is to be included, leave Item 4 blank and proceed to Item 5.)

4.

**Statement of Cancellation**

5. (A) THE ABOVE-NAMED CALIFORNIA LIMITED PARTNERSHIP HAS COMPLETED WINDING UP ITS AFFAIRS AND IS CANCELLED; OR  
(B) THE CERTIFICATE OF REGISTRATION TO TRANSACT BUSINESS IN CALIFORNIA OF THE ABOVE-NAMED FOREIGN LIMITED PARTNERSHIP IS CANCELLED.

**Execution** (California limited partnerships: This certificate must be signed by all of the general partners unless otherwise provided by law. Registered foreign limited partnerships: This certificate must be signed by at least one general partner of the foreign limited partnership. If additional signature space is necessary, the signatures may be made on an attachment to this certificate.)

6. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

\_\_\_\_\_  
DATE

\_\_\_\_\_  
SIGNATURE OF GENERAL PARTNER

\_\_\_\_\_  
TYPE OR PRINT NAME OF GENERAL PARTNER

\_\_\_\_\_  
SIGNATURE OF GENERAL PARTNER

\_\_\_\_\_  
TYPE OR PRINT NAME OF GENERAL PARTNER

\_\_\_\_\_  
SIGNATURE OF GENERAL PARTNER

\_\_\_\_\_  
TYPE OR PRINT NAME OF GENERAL PARTNER

## Instructions for Completing the Certificate of Cancellation (Form LP-4/7)

**Where to File:** For easier completion, this form is available on the Secretary of State's website at [www.sos.ca.gov/business/be/forms.htm](http://www.sos.ca.gov/business/be/forms.htm) and can be viewed, filled in and printed from your computer. The completed form along with the applicable fees can be mailed to Secretary of State, Document Filing Support Unit, P.O. Box 944225, Sacramento, CA 94244-2250 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office.

It is recommended for proof of submittal that if Form LP-4/7 is mailed to the Secretary of State, it be sent by Certified Mail with Return Receipt Requested.

**Legal Authority:** Statutory filing requirements are found in California Corporations Code section [15902.03](#) (California limited partnerships) or [15909.07](#) (registered foreign limited partnerships). All statutory references are to the California Corporations Code, unless otherwise stated. **Note:** Signing Form LP-4/7 constitutes an affirmation under penalty of perjury that the facts stated in the certificate are true. (Section [15902.08\(b\)](#).)

- Upon the filing of Form LP-4/7: (1) the California limited partnership will be cancelled; or (2) the Certificate of Registration to transact business in California of the registered foreign limited partnership will be cancelled.
- It is recommended that legal counsel be consulted prior to submitting Form LP-4/7 to ensure that all issues are appropriately addressed.

**Fees:** There is no fee for filing Form LP-4/7. However, a \$15.00 special handling fee is applicable for processing documents delivered in person (drop off) to the Sacramento office. The special handling fee will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee in lieu of the special handling fee. Please refer to the Secretary of State's website at [www.sos.ca.gov/business/be/service-options.htm](http://www.sos.ca.gov/business/be/service-options.htm) for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filings services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

**Copies:** The Secretary of State will certify up to two copies of the filed document without charge, provided that the complete copies with any required attachments are submitted to the Secretary of State with the document to be filed. Any additional copies submitted will be certified with payment of \$8.00 per copy.

### Complete the Certificate of Cancellation (Form LP-4/7) as follows:

- Item 1.** Enter the file number issued to the limited partnership by the California Secretary of State.
- Item 2.** Enter the name of the limited partnership exactly as it is of record with the California Secretary of State. If the entity is a registered foreign limited partnership, enter the name of the foreign limited partnership, or if registered under an alternate name, enter the alternate name of the foreign limited partnership.
- Item 3.** California limited partnerships ONLY: Enter the date the initial Certificate of Limited Partnership was filed with the California Secretary of State.
- Item 4.** Enter any other information the partners filing Form LP-4/7 determine to include, provided that the information is not inconsistent with law. Attach additional pages, if necessary.
- Item 5.** This statement should not be altered. Note: Before filing Form LP-4/7 on behalf of a California limited partnership, the California limited partnership must have completed the winding up of its affairs as discussed in Section 15902.03.

**Item 6.** California limited partnerships: Form LP-4/7 must be signed by all the general partners. (Section 15902.04.)

Registered foreign limited partnerships: Form LP-4/7 must be signed by at least one general partner of the foreign limited partnership. (Section 15902.04.)

- If a California limited partnership is dissolved and a person other than a general partner has been appointed to wind up the affairs of the limited partnership, Form LP-4/7 must be signed by that person and must be filed after or together with a Certificate of Amendment (Form LP-2) indicating the name and address of the appointed person. (Sections 15902.04 and 15908.03.) Form LP-2 is available on the Secretary of State's website at [www.sos.ca.gov/business/be/forms.htm](http://www.sos.ca.gov/business/be/forms.htm).
- If Form LP-4/7 is signed by an attorney-in-fact, the signature should be followed by the words "Attorney-in-fact for (name of the partner)." (Section 15902.04.)
- If Form LP-4/7 is filed by any person other than the general partner(s), the signature must be followed by the words "signature pursuant to Section \_\_\_\_\_" identifying the appropriate statutory authority. (Section 15902.05.)
- If Form LP-4/7 is signed by an association, the person who signs for the association should state the **exact** name of the association, his/her name and position/title.
- If Form LP-4/7 is signed by a trust, the trustee should sign as follows: \_\_\_\_\_ trustee for \_\_\_\_\_ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5-1-94).
- If additional signature space is necessary, the signatures may be made on an attachment to Form LP-4/7.

Any attachments to Form LP-4/7 are incorporated by reference and made part of Form LP-4/7. All attachments should be 8 ½" x 11", one-sided and legible.