

Form 609—General Information
(Certificate of Withdrawal of Registration of a Foreign Limited Liability Partnership)

The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant code provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.

Commentary

A foreign limited liability partnership that has ceased to transact business in the state may voluntarily withdraw its application for registration pursuant to section 152.906 of the Texas Business Organizations Code (BOC).

Instructions for Form

- **Items 1—6: Entity Information:** The certificate of withdrawal of registration must contain the legal name of the foreign limited liability partnership, the jurisdiction of formation, the federal employer identification number, the date of effectiveness of the last application for registration or renewal of registration, and the principal office address. It is recommended that the file number assigned by the secretary of state be provided to facilitate processing of the document.
- **Service of Process:** The certificate of withdrawal must indicate that the foreign limited liability partnership is no longer transacting business in Texas. Further, the certificate must revoke the authority of the partnership's registered agent to accept service of process and consent that service of process may be made on the foreign limited liability partnership by serving the secretary of state. In addition, the application must set forth the address to which the secretary of state may mail a copy of any process against the foreign limited liability partnership served on the secretary of state.

Money Due to the State: The certificate of withdrawal of registration must indicate that any money due or accrued to the state has been paid or that adequate provision has been made for the payment of the money. *Please note that [limited liability partnerships](#) are subject to a state franchise tax.*

- **Tax Certificate:** A certificate of withdrawal of registration must be accompanied by a certificate of account status from the Texas Comptroller of Public Accounts indicating that all taxes administered by the Comptroller under Title 2, Tax Code have been paid and that the entity is in good standing for the purpose of withdrawal. Please note that the Comptroller issues many different types of certificates of account status. *Do not attach a certificate or print-out obtained from the Comptroller's web site as this does not meet statutory requirements.* You need to attach form #05-305, which is obtained directly from a Comptroller of Public Accounts representative.

Requests for certificates or questions on tax status should be directed to the Tax Assistance Section, Comptroller of Public Accounts, Austin, Texas 78774-0100; (512) 463-4600 or toll-free (800) 252-1381. You also may contact tax.help@cpa.state.tx.us.

- **Effectiveness of Filing:** A certificate of withdrawal of registration becomes effective when filed by the secretary of state (option A). However, pursuant to sections 4.052, 4.053, and 152.907 of the BOC the effectiveness of the instrument may be delayed to a date not more than ninety (90) days from the date the instrument is signed (option B), but not later than the expiration date of the partnership's term of registration.

On the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on

which the document will be effective. In addition, at the time of such filing, the status of the entity's registration will be shown as "withdrawn" on the records of the secretary of state.

- **Execution:** Pursuant to section 152.906 of the BOC, the certificate of withdrawal of registration must be signed by a majority-in-interest of the partners; or one or more partners authorized by a majority-in-interest of the partners.

The certificate of withdrawal need not be notarized. However, before signing, please read the statements on this form carefully. *A person commits an offense under section 4.008 of the BOC if the person signs or directs the filing of a filing instrument the person knows is materially false with the intent that the instrument be delivered to the secretary of state for filing. The offense is a Class A misdemeanor unless the person's intent is to harm or defraud another, in which case the offense is a state jail felony.*

- **Payment and Delivery Instructions:** The filing fee for a certificate of withdrawal of registration is **\$15**. Fees may be paid by personal checks, money orders, LegalEase debit cards, or American Express, Discover, MasterCard, and Visa credit cards. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Submit the completed form in duplicate along with the appropriate tax certificate and filing fee. The form may be mailed to P.O. Box 13697, Austin, Texas 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, credit card information must accompany the transmission (Form 807). On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed.

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