

# STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Division of Business Services  
148 W. River Street  
Providence, Rhode Island 02904-2615  
(401) 222-3040

## INSTRUCTIONS FOR FILING A CERTIFICATE OF CANCELLATION OF REGISTRATION OF A FOREIGN LIMITED LIABILITY COMPANY

Section 7-16-53 of the General Laws of Rhode Island, 1956, as amended

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

1. A foreign limited liability company may cancel its registration by filing a Certificate of Cancellation of Registration of Foreign Limited Liability Company (Form No. 452) with the Office of the Secretary of State, Division of Business Services, at the above address. When the Certificate of Cancellation of Registration is properly completed, signed and submitted with the correct filing fee, a Certificate of Cancellation of Registration shall be issued electronically.
2. A cancellation does not terminate the authority of the secretary of state to accept service of process on the foreign limited liability company with respect to claims for relief or causes of action arising out of the transaction of business in this state.
3. Upon filing the Certificate of Cancellation of Registration, the limited liability company must be in good standing and current with the filing of its annual reports and the maintenance of its resident agent and the address of its resident agent in this state.
4. The Certificate of Cancellation of Registration must be accompanied by a filing fee of \$75.00, and checks are to be made payable to "Secretary of State".
5. An original letter of good standing from the Rhode Island Division of Taxation for the purpose of cancellation must accompany the Certificate of Cancellation of Registration. The original letter of good standing must be dated within thirty (30) days of the receipt and filing of the Articles. To download the Division of Taxation's application for good standing, log onto [www.tax.ri.gov/taxforms](http://www.tax.ri.gov/taxforms) or to have an application mailed to you, call (401) 574-8970. Questions pertaining to good standings should be directed to the Office of Audit and Discovery at (401) 574-8756.
6. The Certificate of Cancellation of Registration must be signed by a person with the authority to do so under the laws of the state or other jurisdiction of its organization.

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m.

Filing Fee: \$75.00

ID Number: \_\_\_\_\_



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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**LIMITED LIABILITY COMPANY**

**CERTIFICATE OF CANCELLATION OF  
REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 7-16-53 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby cancels its registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

\_\_\_\_\_

2. It is organized under the laws of \_\_\_\_\_

3. It is not transacting business in the state of Rhode Island.

4. It hereby surrenders its authority to transact business in the state of Rhode Island.

5. It confirms the authority of the Secretary of State of the State of Rhode Island to accept service of process with respect to claims for relief or causes of action arising out of the transaction of business in Rhode Island.

6. The post office address to which the Secretary of State may mail a copy of any process against the limited liability company that may be served on him or her is:

\_\_\_\_\_

\_\_\_\_\_

7. The date this Certificate of Cancellation is to become effective, if later than the date of filing, is:

\_\_\_\_\_

(not prior to, nor more than 30 days after, the filing of this Certificate of Cancellation)

Under penalty of perjury, I declare and affirm that I have examined this Certificate of Cancellation of Registration and that all statements contained herein are true and correct.

Date: \_\_\_\_\_

\_\_\_\_\_  
Print Exact Name of Limited Liability Company

By \_\_\_\_\_  
Signature of Authorized Person