LLC Dissolution Prep Worksheet

Fillable Prep Worksheet — ClearLegalTips.com (2026)

Gather this information before you start the online dissolution process so you can finish the filing in one sitting. Work through the sections in order — dissolution law requires that you wind up the business and pay creditors before owners take anything out. Fill in the blanks and tick each box as you complete it.

1. Company Identity

LLC legal name (exactly as on state record): _____

Formation state: _____

State entity / filing number: _____

EIN: _____

Registered agent (home state): _____

Dissolution document name (Articles of Dissolution / Certificate of Cancellation / Certificate of Termination): _____

2. Vote to Dissolve — Document the Decision

Follow the dissolution procedure in your operating agreement; if it is silent, your state's default LLC rules apply. Even a single-member LLC should record the decision in a short written resolution, because banks and some state forms ask for it.

- [ ] Reviewed operating agreement dissolution procedure (or confirmed state default applies)
- [ ] Member vote to dissolve held and passed
- [ ] Written resolution / consent signed and dated

Date of dissolution decision: _____

3. Wind Up the Business

- [ ] Stopped taking new work / new business
- [ ] Completed or assigned all open contracts
- [ ] Collected outstanding receivables
- [ ] Closed out active projects

4. Notify Creditors and Settle Debts

Creditors get paid before owners. Give written notice to known creditors, publish notice for unknown claims if your state offers it, then pay valid claims from business funds. Keep a record of every payment.

[ ] Written notice sent to each known creditor (with claim address and any state-allowed deadline)

[ ] Published newspaper notice for unknown claims (if state offers the claim-cutoff option)

[ ] Valid creditor claims paid from business funds

Date creditor notices sent: _____

Total business debts settled ($): _____

5. File Final Tax Returns — Federal (IRS)

Dissolving with the state does not tell the IRS anything. Mark the correct returns final. Check only the boxes that apply to how your LLC is taxed.

[ ] Multi-member (partnership): filed final Form 1065 with 'final return' box checked + 'final K-1' box on each Schedule K-1

[ ] Taxed as S corporation: filed final Form 1120-S with final K-1s

[ ] Elected corporate taxation: filed Form 966 (Corporate Dissolution or Liquidation)

[ ] Single-member (disregarded): stopped filing Schedule C after last year of activity (no separate final return to mark)

[ ] Had employees: filed final Form 941 (closing box on line 17, date final wages paid) or Form 944, issued final W-2s, deposited remaining payroll taxes

[ ] Issued final 1099-NEC forms to contractors (2026 reporting threshold is $2,000, up from $600 — small final payments may not require a form)

[ ] Sent IRS a letter to close the business account tied to the EIN (LLC legal name, EIN, address, reason) — note: an EIN can never be cancelled or reassigned

6. File Final Tax Returns — State & Cancel Accounts

[ ] Filed final state income / franchise tax return, marked final

[ ] Filed final sales-tax return, remitted collected tax, and closed the sales-tax account

[ ] Cancelled business licenses and seller's permits

[ ] Cancelled DBA / assumed names

[ ] Closed remaining state tax accounts

7. Tax Clearance (If Your State Requires It)

Some states will not accept your dissolution until their tax authority signs off. Build in several extra weeks if a clearance applies.

[ ] Texas: requested Certificate of Account Status for termination (Form 05-305) via Form 05-359 after filing all franchise reports + final report — certificate valid only through Dec 31 of year issued

[ ] California: paid the $800 annual tax for the final tax year and will file the Certificate of Cancellation within 12 months of the final return (miss the window and another $800 year can land)

[ ] Other state: confirmed whether a tax-clearance / 'tax good standing' step applies and completed it

Clearance certificate reference / date (if applicable): _____

8. Distribute Remaining Assets

Only after all debts are settled. Distribute according to ownership percentages in the operating agreement unless it says otherwise. Have every member sign off on the final accounting in writing.

[ ] Confirmed all debts and taxes are paid before any distribution

[ ] Distributed remaining assets by ownership percentage

[ ] All members signed the final distribution / accounting summary

Date distributions completed: _____

9. File the Dissolution Document With Your State

This is the legal act that ends the LLC. In most states you can file through the same online business portal you used to form the company; a few states still route dissolutions through mailed or uploaded PDF forms, so check your Secretary of State's filing page.

[ ] Filed the dissolution / termination document with the Secretary of State

[ ] Saved the stamped confirmation with your records

[ ] Cancelled registered agent service once the filing was accepted

Dissolution filing date: _____

State confirmation / tracking number: _____

10. Withdrawal — Close Out-of-State (Foreign) Registrations

Dissolving in your formation state does not touch registrations in other states — each keeps its own meter running. Your registered agent invoices are a reliable map of where you are registered. File a withdrawal in every foreign state, then cancel those agent services.

Foreign state 1 — withdrawal filed (date) & fee paid: _____

Foreign state 2 — withdrawal filed (date) & fee paid: _____

Foreign state 3 — withdrawal filed (date) & fee paid: _____

- [ ] All foreign registrations withdrawn
- [ ] All out-of-state registered agent services cancelled

Verified State Filing Fees (July 2026)

Five fees verified directly on official state pages in July 2026. Dissolution fees change often — confirm the current number on your Secretary of State's own fee page before filing.

State	Document	Verified Fee	Notes
California	Certificate of Cancellation (Form LLC-4/7)	$0	No filing fee; a never-operated LLC may qualify for the LLC-4/8 short form within 12 months of formation
Florida	Articles of Dissolution	$25	Filed online through Sunbiz
Texas	Certificate of Termination (Form 651)	$40	Must attach a Comptroller Certificate of Account Status
New York	Articles of Dissolution	$60	Online filing available; expedite fees optional
Delaware	Certificate of Cancellation	$220	All franchise taxes must be paid through the cancellation date

For every other state, the pattern holds: fees mostly run between $0 and about $100, Delaware and Nevada sit at the high end, and the document name varies.

Notes

: _____

: _____

: _____

INSTRUCTIONS FOR USE

Gather this information before you start the online process so you can finish in one sitting. Work through sections 1-10 in order: document the vote, wind up the business, pay creditors before owners, file final federal and state returns with the boxes checked, complete any tax clearance, distribute what remains, file the dissolution document, then withdraw from any other state where you are registered. Fill the blanks and tick boxes as you complete each item. This resource is provided by ClearLegalTips.com for general informational purposes only and does not constitute legal advice. Laws vary by state and change over time. Consult a licensed attorney for advice specific to your situation.