

# State of New Hampshire

CERTIFICATE OF CANCELLATION  
OF NEW HAMPSHIRE LIMITED LIABILITY COMPANY  
INSTRUCTIONS FOR COMPLETING Form LLC-7  
RSA 304-C:142

**FIRST:** Exact name of the limited liability company.

**SECOND: RSA 304-C:141 Certificate of Dissolution; Distributions of Assets Upon Liquidation of Limited Liability Company. –**

- I. Before making any distributions of assets to any members and managers upon the winding up of a limited liability company, the limited liability company or any person or persons authorized to wind up the limited liability company's internal affairs shall first obtain a certificate of dissolution from the department of revenue administration in accordance with RSA 77-A:18.
- II. Upon the completion of the winding up of a limited liability company, the assets of the limited liability company shall be distributed as follows:
  - (a) Payment, or adequate provision for payment, shall be made to creditors, including, to the extent permitted by law, members who are creditors in satisfaction of liabilities of the limited liability company;
  - (b) Unless an operating agreement provides otherwise, to members and former members in satisfaction of liabilities for distributions under RSA 304-C:94 and RSA 304-C:105; and
  - (c) Unless an operating agreement provides otherwise, to members first for the return of their contributions and second respecting their limited liability company interests.
- III. Distributions to members and former members under subparagraph II(b) shall be allocated in accordance with RSA 304-C:95.

**THIRD: RSA 304-C:29 Effective Time and Date of Filed Document. –**

- I. Except as provided in paragraph II, a document accepted for filing by the secretary of state is effective:
  - (a) On the date and at the time it is filed, as evidenced by the secretary of state's date endorsement of the original document; or
  - (b) At the time specified in the document as its effective time on the date it is filed; or
  - (c) Upon the date and time of acceptance by the secretary of state corporate database and application, if filed electronically.
- II. A document may specify a delayed effective time and date, and if it does so the document becomes effective at the time and date specified.
- III. If a delayed effective date but no time is specified, the document is effective at the close of business on that date. A delayed effective date for a document may not be later than the 90th day after the date it is filed.

**NOTE:** Any other information the members or managers filing the certificate shall deem proper may be added. If more space is needed, attach additional pages.

# State of New Hampshire

Filing fee: \$35.00  
Use black print or type.

Form LLC-7  
RSA 304-C:142

## CERTIFICATE OF CANCELLATION OF NEW HAMPSHIRE LIMITED LIABILITY COMPANY

THE UNDERSIGNED, under the New Hampshire limited liability company laws submits the following Certificate of Cancellation:

**FIRST:** The name of the limited liability company is: \_\_\_\_\_  
\_\_\_\_\_.

**SECOND:** The reason(s) for filing a certificate of cancellation are: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_.

**THIRD:** The **future effective date** (within 90 days of filing date) of the Certificate of Cancellation if it is **not** to be effective upon filing: \_\_\_\_\_.

\*Signature: \_\_\_\_\_

Print or type name: \_\_\_\_\_

Title: \_\_\_\_\_

(Enter "manager" or "member")

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

**\* MUST BE SIGNED BY A MANAGER IF THE LIMITED LIABILITY COMPANY HAS A MANAGER, IF NO MANAGER, MUST BE SIGNED BY A MEMBER.** (If the limited liability company is in the hands of a receiver, executor, or other court appointed fiduciary, trustee, or other fiduciary, it must be signed by that fiduciary.)

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

**Mailing Address - Corporation Division, NH Dept. of State, 107 N Main St, Rm 204, Concord, NH 03301-4989**  
**Physical Location - State House Annex, 3rd Floor, Rm 317, 25 Capitol St, Concord, NH**