



# MINNESOTA SECRETARY OF STATE STATEMENT OF DISSOLUTION

Minnesota Statutes, Chapter 323A

Fee: \$135.00

## READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM

**A person who files a statement pursuant to this section shall promptly send a copy of the statement to every non-filing partner and to any other person named as a partner in the statement.**

This form does NOT dissolve a general partnership. In order to file this form, your general partnership must have already been dissolved by an event listed in Minnesota Statutes, 323A.0801. If this general partnership has an LLP Statement on file, a separate statement of amendment or cancellation form under 323A.0105 (d) is required in order to cancel that registration and move that record into the inactive file. A form for that purpose is also available from the Secretary of State.

1. Limited Liability Partnership Name used in Minnesota: (Required)

---

2. Partnership Name in Home Jurisdiction: (Only applies to foreign partnerships)

---

3. The general partnership listed in item 1 has been dissolved under 323A.0801 and is winding up its business.

4. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

\_\_\_\_\_  
Signature of at Least Two Partners or of the Agent

If you are signing as the agent for additional parties and the parties are not named in this document, and the additional parties' signatures are required by law, please list your name in the box followed by "and as agent for (insert names of other parties)"

5. List a name, daytime phone number, and e-mail address of a person who can be contacted about this form.

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Daytime Phone Number

\_\_\_\_\_  
Email Address

## INSTRUCTIONS

Retain the original signed copy of this document for your records and submit a legible photocopy for filing with the Secretary of State.

NOTE: This form is intended merely as a guide for filing and is not intended to cover all situations.

**A person who files a statement pursuant to this section shall promptly send a copy of the statement to every non-filing partner and to any other person named as a partner in the statement.**

This form does not dissolve a general partnership. In order to file this form, your general partnership must have already been dissolved by an event listed in Minn. Stat. 323A.0801. If this general partnership has an LLP Statement on file, a separate statement of amendment/cancellation under 323A.0105 (d) is required in order to cancel that registration and move that record into the inactive file. A form for that purpose is also available from the Secretary of State.

1. List the name of the partnership in Minnesota with respect to which this statement is filed.
2. If applicable, list the limited liability partnership name used in the Home Jurisdiction. This would only apply for foreign partnerships that are using an alternate name if Minnesota.
3. This line states that the partnership has dissolved and is winding up its business.
4. If this document is being filed on behalf of the partnership, it must be signed by at least two partners who are authorized to sign the registration or by an Authorized Agent (The signing party must indicate on the document that they are acting as the agent of the person(s) whose signature would be required and that they have been authorized to sign on behalf of that person(s).).

**Filing Fee: \$135.00 Payable to the MN Secretary of State**

### FILE IN-PERSON OR MAIL TO:

Minnesota Secretary of State - Business Services  
Retirement Systems of Minnesota Building  
60 Empire Drive, Suite 100  
St Paul, MN 55103  
(Staffed 8:00 - 4:00, Monday - Friday, excluding holidays)

To obtain a copy of a form you can go to our web site at [www.sos.state.mn.us](http://www.sos.state.mn.us), or contact us between 9:00am to 4:00pm, Monday through Friday at (651) 296-2803 or toll free 1-877-551-6767.

All of the information on this form is public. Minnesota law requires certain information to be provided for this type of filing. If that information is not included, your document may be returned unfiled. This document can be made available in alternative formats, such as large print, Braille or audio tape, by calling (651)296-2803/voice. For a TTY/TTD (deaf and hard of hearing) communication, contact the Minnesota Relay Service at 1-800-627-3529 and ask them to place a call to (651)296-2803. The Secretary of State's Office does not discriminate on the basis of race, creed, color, sex, sexual orientation, national origin, age, marital status, disability, religion, reliance on public assistance or political opinions or affiliations in employment or the provision of service.