



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

UPA-121  
(07/10)

STATEMENT OF DISSOLUTION FOR A PARTNERSHIP

(Note: A statement of dissolution may only be filed for a partnership that has filed a statement of partnership authority with the Commission that has not been canceled; a statement of dissolution can only be filed by a partner who has not wrongfully dissociated.)

The undersigned, on behalf of the partnership set forth below, pursuant to Title 50, Chapter 2.2, Article 8 of the Code of Virginia, states as follows:

1. The name of the partnership is \_\_\_\_\_.
2. The partnership is formed under the laws of \_\_\_\_\_  
(state or other jurisdiction)
3. The partnership's SCC ID number is \_\_\_\_\_.
4. The partnership has dissolved and is winding up its business.

Signature of partner:

\_\_\_\_\_  
(signature) (printed name) (date)

Telephone number (optional): \_\_\_\_\_

**PRIVACY ADVISORY:** Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

## INSTRUCTIONS TO FORM UPA-121

Section 50-73.83 of the Code of Virginia requires that this statement be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

You can download this form from our website at [www.scc.virginia.gov/clk/formfee.aspx](http://www.scc.virginia.gov/clk/formfee.aspx).

The person who files this statement must promptly send a copy of the statement to every nonfiling partner and to any other person named as a partner in the statement. See § 50-73.83 E of the Code of Virginia.

A statement of dissolution cancels a filed statement of partnership authority for the purposes of subsection D of § 50-73.93 of the Code of Virginia and is a limitation on authority for the purposes of subsection E of § 50-73.93 of the Code of Virginia.

After 90 days from the filing of a statement of dissolution, a person that is not a partner is deemed to have notice of the dissolution and the limitation on the partners' authority as a result thereof for the purposes of §§ 50-73.91 and 50-73.120 of the Code of Virginia.

After the filing of a statement of dissolution, the dissolved partnership may file a statement of partnership authority which will operate with respect to a person not a partner as provided in subsections D and E of § 50-73.93 of the Code of Virginia, in any transaction, whether or not the transaction is appropriate for winding up the partnership business.

After dissolution, the partners may wind up the partnership business and terminate the partnership or they may choose to continue the business as if the dissolution had never occurred as provided in §§ 50-73.118 and 50-73.119 of the Code of Virginia.

This statement must be signed by at least one partner. Each person signing this statement must set forth his or her printed name next to or beneath his or her signature. A person signing on behalf of a partner that is a business entity should set forth the business entity's name, his or her printed name, and the capacity in which he or she is signing on behalf of the business entity. Any person may execute a statement by an attorney-in-fact. See § 50-73.83 C of the Code of Virginia.

***It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with the intent that the document be delivered to the Commission for filing. See § 50-73.83 C of the Code of Virginia.***

Submit the original, signed statement to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1<sup>st</sup> floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.