

Instructions to Form UPA-121 – Statement of Dissolution for a Partnership

Filing Requirements									
Required Fees	Filing Fee: \$25.00								
File Online Today	Paper Filing								
Visit https://cis.scc.virginia.gov to file the statement of dissolution for a partnership in real time. Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.	Download from https://scc.virginia.gov/pages/Virginia-and-Foreign-Partnerships complete, print, and mail or deliver to below address: <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">State Corporation Commission</td> <td style="width: 50%;">Courier Delivery Address</td> </tr> <tr> <td>Clerk's Office</td> <td>1300 E. Main St, 1st floor</td> </tr> <tr> <td>P.O. Box 1197</td> <td>Richmond, VA 23219</td> </tr> <tr> <td>Richmond, VA 23218-1197</td> <td></td> </tr> </table>	State Corporation Commission	Courier Delivery Address	Clerk's Office	1300 E. Main St, 1 st floor	P.O. Box 1197	Richmond, VA 23219	Richmond, VA 23218-1197	
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Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. DO NOT SEND CASH.								

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.

Important Information

The statement must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- size 8 1/2" x 11"
- one-sided
- no visible watermarks or background logos

Do not include personally identifiable information, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at www.scc.virginia.gov/clk.



Form
UPA-121
(Rev. 08/20)

State Corporation Commission

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): _____