

**STATE OF ALABAMA
FOREIGN LIMITED PARTNERSHIP (LP)
CERTIFICATE OF WITHDRAWAL**

PURPOSE: In order to cancel (terminate/withdraw) the registration of a Foreign Limited Partnership (hereinafter "foreign entity") to transact business in Alabama, the entity must deliver to the Secretary of State for filing a Certificate of Withdrawal along with a Certificate of Compliance obtained from the Alabama Department of Revenue (ADOR) - see item #7 and attached sample - pursuant to Section 10A-1-7.11, Code of Alabama 1975.

INSTRUCTIONS: Mail two (2) completed Certificate of Withdrawal forms, the Certificate of Compliance from ADOR, and the filing fee of \$100.00 for standard processing or \$200.00 for expedited processing (within 24 hours after date of receipt). The application is only accepted via mail or courier and will not be accepted via fax or email. Credit card, check, or money order to the **Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama 36103-5616**. **Using a credit card and our website, you may file the Withdrawal online in the time it takes to type this application.**

(For SOS Office Use Only)

The information completing this form must be typed or the filing will be rejected without review.

Faxed or emailed applications will not be acknowledged, reviewed, processed, or returned.

1. Alabama Entity ID Number (Format: 000-000): _____ - _____

INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM: If you do not have this number immediately available (it is on the face of your original registration filing), you may obtain it on our website at www.sos.alabama.gov under the Records tab (top of page). Click on Record Searches, click on Business Entity Records. Search by Entity Name. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity this verification step is strongly recommended.

2. The name of the foreign entity as registered in Alabama:

3. Entity's jurisdiction of formation: _____

4. Street (**No PO Boxes**) Address of principal office: _____

Mailing Address (if different) _____

5. The above named foreign entity hereby certifies that the entity is no longer transacting business in Alabama and that it surrenders its registration to transact business in Alabama.

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6. The above named foreign entity hereby certifies that any money due or accrued to the State of Alabama has been paid or that arrangements have been made for payment (attach copy of payment arrangements).
7. The original Certificate of Compliance from the Alabama Department of Revenue is attached. **[Instruction to obtain Certificate: call ADOR/Commissioner's Office at 334-242-1189 and requests a document showing that all applicable taxes and fees due the State of Alabama have been paid.]**
8. The above named foreign entity hereby revokes the authority of the entity's registered agent in Alabama to accept service of process and consents that service of process in any action, suit, or proceeding stating a cause of action arising in Alabama during the time the foreign entity was authorized to transact business may be made on the foreign entity in accordance with the Alabama Rules of Civil Procedure and any other service or demand required or permitted by law to be served on the entity may be served in a manner similar to the procedure provided for the service of process by the Alabama Rules of Civil Procedure.
9. The mailing address to which the Secretary of State of Alabama may mail a copy of any process served:

10. The above named foreign entity hereby makes a commitment that if the mailing address stated above changes the foreign entity will promptly file an Address Amendment to this Certificate of Withdrawal

Date

Typed or Printed Name and Title of Signature Below

Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*



State of Alabama Department of Revenue

(www.revenue.alabama.gov)
50 North Ripley Street
Montgomery, Alabama 36132

CYNTHIA UNDERWOOD
Assistant Commissioner
MICHAEL E. MASON
Deputy Commissioner
LEWIS A. EASTERLY
Secretary

CERTIFICATE OF COMPLIANCE

An examination of the records of Corporate Income, Business Privilege, Sales, Use & Business and Withholding Tax accounts for (Taxpayer's name) reveals that this taxpayer has filed all applicable tax returns and paid all tax, penalty and interest reported as of December 8, 2010. No representation is made as to the accuracy of the amounts reported, and all periods remaining within the statute of limitations are subject to audit by the Department.

BY: _____
TITLE: Disclosure Officer
DATE: December 8, 2010