

**STATE-BY-STATE  
REQUIREMENTS  
FOR VOLUNTARY  
WITHDRAWAL  
OF FOREIGN  
CORPORATIONS  
AND LLCs**

*from CT Corporation*

When a corporation or LLC does business in a state other than its state of formation (known as a foreign state), it is required to qualify to do business in that state. When it stops doing business in a state in which it had qualified, it can withdraw from that state. Although it is not required to withdraw, it is to the benefit of the corporation or LLC to do so. Until it formally withdraws, a corporation or LLC remains subject to the foreign state's annual report, franchise tax, and other compliance obligations. If it fails to comply, it will be subject to monetary penalties which the states can seek to collect.

With that warning in mind, the chart below lists the document to be filed to withdraw from a state. It also states whether a tax clearance is required. A tax clearance is evidence issued by the state's taxation department that the corporation or LLC does not owe the state taxes. (A "No" in that column does not mean that the corporation or LLC doesn't have to be up to date in its tax and reporting—only that a document evidencing that fact is not required to be filed.)

This chart covers voluntary withdrawal filings only. Involuntary withdrawals—such as where a state revokes the authority of a corporation or LLC to do business, or because it is ceasing to exist as an entity—is not covered.

Jurisdiction	Document to be Filed by Corporation	Tax Clearance is Required	Document to be Filed by LLC	Tax Clearance is Required
Alabama	Foreign Corporation Certificate of Withdrawal	Yes	Foreign Limited Liability Company Certificate of Withdrawal	Yes
Alaska	Certificate of Withdrawal Foreign Business Corporation	No	Certificate of Cancellation Foreign Limited Liability Company	No
Arizona	Application for Withdrawal	Yes	Statement of Withdrawal of Foreign LLC or Foreign Series Registration	No
Arkansas	Application for Certificate of Withdrawal of Foreign Corporation	No	Application for Cancellation by Foreign Limited Liability Company	No
California	Certificate of Surrender	No	Certificate of Cancellation	No
Colorado	Statement of Foreign Entity Withdrawal	No	Statement of Foreign Entity Withdrawal	No
Connecticut	Application for Certificate of Withdrawal	No	Statement of Withdrawal of Registration	No
Delaware	Certificate of Withdrawal	No	Certificate of Cancellation of Registration	No
District of Columbia	Withdrawal of Foreign Registration Statement	No	Withdrawal of Foreign Registration Statement	No
Florida	Application by Foreign Corporation for Withdrawal of Authority	No	Notice of Withdrawal of Certificate of Authority	No
Georgia	Application for Withdrawal of Certificate of Authority	No	Application for Withdrawal of Certificate of Authority	No
Hawaii	Application for Withdrawal, Foreign Corporation	No	Application for Certificate of Cancellation	No
Idaho	Withdrawal of Foreign Registration Statement	No	Withdrawal of Foreign Registration Statement	No
Illinois	Application for Withdrawal and Final Report	No	Application for Withdrawal - Foreign	No
Indiana	Statement of Withdrawal of a Foreign Entity	No	Statement of Withdrawal of a Foreign Entity	No
Iowa	Application for Certificate of Withdrawal	No	Statement of Cancellation	No
Kansas	Certificate of Cancellation of Registration of Foreign Covered Entity	No	Certificate of Cancellation of Registration of Foreign Covered Entity	No
Kentucky	Certificate of Withdrawal (Foreign Business Entity)	No	Certificate of Withdrawal (Foreign Business Entity)	No

## STATE-BY-STATE REQUIREMENTS FOR VOLUNTARY WITHDRAWAL OF FOREIGN CORPORATIONS AND LLCs *from CT Corporation*

Jurisdiction	Document to be Filed by Corporation	Tax Clearance is Required	Document to be Filed by LLC	Tax Clearance is Required
Louisiana	Application for Withdrawal of a Foreign Corporation/Limited Liability Company	Yes	Application for Withdrawal of a Foreign Corporation/Limited Liability Company	Yes
Maine	Application for Withdrawal	No	Statement of Cancellation of Foreign Qualification (Foreign LLC)	No
Maryland	Application for Termination for a Foreign Corporation Qualification	No	Certificate of Cancellation of Foreign Limited Liability Company	No
Massachusetts	Foreign Certificate of Withdrawal	No	Certificate of Withdrawal of a Foreign Limited Liability Company	No
Michigan	Application for Certificate of Withdrawal for Use by Foreign Corporation	Yes	Application for Certificate of Withdrawal for Use by Foreign Limited Liability Companies	Yes
Minnesota	Foreign Corporation or Cooperative Certificate of Withdrawal	No	Foreign Limited Liability Company Certificate of Withdrawal	No
Mississippi	Foreign Withdrawal Profit Corporation	No	Foreign Withdrawal Limited Liability Company	No
Missouri	Application for Certificate of Withdrawal of Foreign Corporation	Yes	Articles of Cancellation of a Foreign Limited Liability Company	No
Montana	Application for Certificate of Withdrawal of Foreign Profit Corporation	Yes	Application for Certificate of Withdrawal of Foreign Limited Liability Company	Yes
Nebraska	Certificate of Withdrawal to Transact Business in Nebraska	No	Notice of Cancellation of Foreign Limited Liability Company Certificate of Authority	No
Nevada	Certificate of Dissolution/Withdrawal Profit Corporation	No	Certificate of Dissolution/Cancellation Limited Liability Company	No
New Hampshire	Application for Certificate of Withdrawal of a For-Profit Foreign Corporation	Yes	Application for Certificate of Cancellation of Registration of Foreign Limited Liability Company	Yes
New Jersey	Certificate of Withdrawal for Use by Foreign Profit Corporations	Yes	Certificate of Cancellation Limited Liability Company	No
New Mexico	Foreign Profit Corporation Application for Certificate of Withdrawal	Yes	Application for Cancellation of Registration of Limited Liability Company	No
New York	Certificate of Surrender of Authority	Yes	Certificate of Surrender of Authority	No
North Carolina	Application for Certificate of Withdrawal	No	Application for Certificate of Withdrawal	No
North Dakota	Certificate of Withdrawal Foreign Corporation Application	No	Application for Withdrawal of a Foreign Limited Liability Company	No
Ohio	Certificate of Surrender Foreign Licensed Corporation	Yes	Certificate of Dissolution of Limited Liability Company/ Cancellation of Foreign Limited Liability Company	No
Oklahoma	Certificate of Withdrawal (Foreign Corporation)	No	Application for Withdrawal	No

## STATE-BY-STATE REQUIREMENTS FOR VOLUNTARY WITHDRAWAL OF FOREIGN CORPORATIONS AND LLCs *from CT Corporation*

Jurisdiction	Document to be Filed by Corporation	Tax Clearance is Required	Document to be Filed by LLC	Tax Clearance is Required
Oregon	Application for Amendment/Withdrawal – Foreign Business/ Professional	No	Amendment/Withdrawal – Foreign Limited Liability Company	No
Pennsylvania	Statement of Withdrawal of Foreign Registration	Yes	Statement of Withdrawal of Foreign Registration	Yes
Rhode Island	Application for Certificate of Withdrawal for a Foreign Business Corporation	No	Certificate of Cancellation of Registration of Foreign Limited Liability Company	No
South Carolina	Application for Surrender of Authority to do Business	No	Foreign Limited Liability Company Certificate of Cancellation of Authority	No
South Dakota	Application for Certificate of Withdrawal of Foreign Business Corporation	No	Notice of Cancellation of Certificate of Authority	No
Tennessee	Application for Certificate of Withdrawal	Yes	Application for Cancellation of Certificate of Authority	Yes
Texas	Certificate of Withdrawal of Registration	Yes	Certificate of Withdrawal of Registration	Yes
Utah	Application for Withdrawal	Yes	Withdrawal of Registration of Foreign Limited Liability Company	No
Vermont	Application for Certificate of Withdrawal of a Foreign (non-Vermont) Corporation	No	Certificate of Cancellation	No
Virginia	Application for a Certificate of Withdrawal of a Foreign Corporation	No	Application for Certificate of Cancellation of Registration of Foreign Limited Liability Company	No
Washington	Statement of Withdrawal of Foreign Registration	Yes	Statement of Withdrawal of Foreign Registration	No
West Virginia	Application for Certificate of Withdrawal	Yes	Certificate of Cancellation of Authority of Foreign Limited Liability Company	No
Wisconsin	Foreign Business Corporation – Withdrawal and Final Report Application	No	Foreign Withdrawal Limited Liability Company	No
Wyoming	Foreign Profit Corporation Application for Certificate of Withdrawal	No	Foreign Limited Liability Company Application for Certificate of Withdrawal	No

Call 855.316.8948 or visit [ctcorporation.com](http://ctcorporation.com) for expert assistance in getting and staying compliant.

For more information about why it is important to withdraw, see our article [What Should a Company Do When It Stops Doing Business in a Foreign State.](#)

This chart is not intended as legal advice. The information is accurate as of the date of publication.