

STATE OF ALABAMA

**STATEMENT OF CONVERSION
FOREIGN OR NON-REGISTERED ALABAMA ENTITY TO
REGISTERED DOMESTIC ENTITY
(FORMATION OF DOMESTIC ENTITY BY CONVERSION)**

PURPOSE: In order to change the registration of a foreign entity (any entity formed outside of Alabama) or to register a previously unregistered Alabama entity (example: General Partnership, or other non-filing entities) to reflect a conversion to a domestic filing entity of any type, the entity must deliver the documentation in this form to the Alabama Secretary of State for filing pursuant to Title 10A, Chapter 1, Article 8, Code of Alabama 1975.

INSTRUCTIONS: Mail or email the completed Conversion package, (email to: miscellaneous filings@sos.alabama.gov – you must use a credit or debit card if filing via email) the filing fee of \$100.00 for standard processing (no filing timeframe is guaranteed – dependent upon volume and staffing) or \$200.00 for expedited processing (guaranteed processing within approximately 24 hours after receipt of filing) payable by credit/debit card, check, or money order to the **Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama, 36103-5616**. The Conversion will not be registered if the credit/debit card does not authorize and will be removed from the index if the check is dishonored. **If you desire a stamped copy returned to you, supply a copy and a pre-addressed postage paid return envelope or an email address on the Payment Option/Return/Hold Sheet attached.** All instructions are complete in the form: cover letters/sheets are not required and will not be reviewed.

(For SOS Office Use Only)

**The information completing this form must be typed or it will be returned without review – the form is fill-able online for your convenience.
Faxed transmissions will not be acknowledged, processed, or returned.**

1. Information on the **converting entity** [entity will become the converted entity named in item 2]:

The name of the converting entity as registered in Alabama if this is a qualified foreign entity or the legal name of the entity in jurisdiction of formation – if never registered the name from the formation documents or business license:

Legal Name of Foreign entity authorized in Alabama under a fictitious name, if applicable:

If converting entity is a qualified foreign entity, Alabama Entity ID Number : _____ - _____ (Format 000-000)

INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM: If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. 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.

FORMATION OF DOMESTIC ENTITY BY CONVERSION

OR Converting Entity is an Alabama non-filing entity type _____ **and**
Type of entity: _____

OR Converting Entity is foreign entity not qualified to do business in Alabama: _____ **and**
Type of entity: _____

Jurisdiction of formation (state/country if outside of United States): _____

The title and address of the public office where the certification of formation for the converting entity is filed, if any:

2. Information on the **converted entity** [the converting entity forms this entity as stated in 10A-1-8.01(c)(2)a &b] – this entity will continue to exist and be indexed under the Alabama Entity ID Number provided in Item 1 on page 1 if the converting entity was a qualified foreign entity in Alabama (non-qualified foreign entities and Alabama non-filing domestic entities will be issued a Alabama Entity ID Number):

The **name of the new converted domestic entity** resulting from this conversion (A domestic name reservation certificate issued by the Alabama Secretary of State must be attached unless the name is not changing from a qualified converting foreign entity already registered in the State of Alabama under that name with the exception of the entity type designation):

The converted name must agree with the converted entity type in accordance with and for purposes of Title 10A, Chapter 1, Article 5. The converted name for a Limited Partnership or Limited Liability Limited Partnership must conform to 10A-9-1.08.

The Type of Entity formed by conversion (must check one):

- | | |
|--|---|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership (LP) |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Registered Limited Liability Partnership (LLP) |
| <input type="checkbox"/> Professional Corporation (PC) | <input type="checkbox"/> Limited Liability Limited Partnership (LLLP) |
| <input type="checkbox"/> Limited Liability Company (LLC) | <input type="checkbox"/> Employee Cooperative Corporation |
| <input type="checkbox"/> Series Limited Liability Company (SLLC) | <input type="checkbox"/> Real Estate Investment Trust |
| <input type="checkbox"/> Professional Limited Liability Company (PLLC) | |

FORMATION OF DOMESTIC ENTITY BY CONVERSION

Street (**No PO Boxes**) Address of Converted Entity: _____

Mailing Address (if different) _____

Name of registered agent for service of process (**MUST** be physically located in Alabama):

Individual: _____ **OR**

Organization/Entity: Name: _____ AL ID #: _____ - _____

Street (**No PO Boxes**) Address of initial registered office (**MUST** be physically located in Alabama and the office in which the Registered Agent is located and available for service):

Mailing Address in Alabama (if different) _____

The following attachments must be included with the filing based on type of converted entity:

- Business Corporation: attachment stating the number of shares the corporation is authorized to issue; names and addresses of individuals who will serve as the initial directors; and purpose or purposes for which the corporation is formed (10A-2-2.02)
- Professional Corporations: attachment stating the number of shares the corporation is authorized to issue; names and addresses of individuals who will serve as the initial directors and; purpose or purposes for which the corporation is formed (10A-4-1.02) and; a statement that the converted entity is formed under 10A-4-2.02.
- Nonprofit Corporation: attachment stating if the nonprofit corporation is to have members or a statement that there are to be no members; number of initial directors constituting the initial board of directors and; names and addresses of the initial directors (10A-3-3.02)
- Limited Liability Company (also SLLCs and PLLCs): attachment stating that there is at least one member of the Limited Liability Company (10A-5A-2.01)
- Limited Partnership: the name and the street and mailing address of each general partner must be attached (10A-9-2.01); and each general partner must sign this formation by conversion document (10A-1-3.04)
- Limited Liability Partnership: a brief statement of the business in which the partnership engages (10A-8-10.01)
- Limited Liability Limited Partnership: by definition the LLLP follows the filing format of the Limited Partnership above (10A-9-1.02(9) and (11))
- Other: if this converted entity is a type not listed above you must provide any information required by Title 10A for formation of that type of entity.

FORMATION OF DOMESTIC ENTITY BY CONVERSION

The undersigned reviewed and agree with the following numbered statements 3 through 9:

3. The surviving domestic entity is formed by conversion.
4. The duration of the entity shall be perpetual unless otherwise stated by attachment. **The entity will continue to exist until it is dissolved, terminated, cancelled, or revoked in accordance with Title 10A.**
5. If the converting entity is a foreign entity formed outside of Alabama, the undersigned certify that the conversion is permitted by the law of the state or country under whose law the converting foreign entity was formed and the converting foreign entity has complied with that law in effecting this conversion (10A-1-8.04).
6. The undersigned certify that if the converted entity is one in which one or more owners lack limited liability protection, each owner who is to become an owner without limited liability protection of the resulting entity has consented in writing to the conversion as required by 10A-1-8.01.
7. The undersigned certify that this conversion was approved pursuant to 10A-1-8.01.

8. Notification for ANNUAL REPORT requirements:

Business Corporations and Professional Corporations: The annual report is filed as an addendum to the Business Privilege Tax Return with the Alabama Department of Revenue. The fee is \$10.00 (10A-2-16.22). Contact the Alabama Department of Revenue for filing instructions, dates, and forms.

Limited Liability Partnerships (LLP): The Annual Notice must be filed by March 15th of each year subsequent to the year of filing. The fee is \$100.00 and the report can be filed online or on paper with the Alabama Secretary of State. Failure to file will result in a notice to comply sent to the registered agent via certified mail. Failure to file after the notice to comply will result in cancellation of the registered Limited Liability Partnership. There is no reinstatement provision.

Nonprofit Corporations, Limited Liability Companies, Limited Partnerships (LP), and Limited Liability Limited Partnerships (LLLLP): No annual report is required.

9. Other terms and conditions not inconsistent with Alabama Code Title 10A and additional authorized signatures may be added by attachment.

_____ This filing will have a delayed effective date of ____/____/____ and time ____:____. The delayed effective date may not be prior to the date received and accepted for filing by the Alabama Secretary of State. The date may be any date after the date the filing is received and filed not to exceed ninety (90) days after the signing of this document.

FORMATION OF DOMESTIC ENTITY BY CONVERSION

Signature Page

More than one authorized person may sign (for a LP or LLLP all General Partners must sign).

Date

Typed Name **and** Title of Signature Below

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

Date

Typed Name **and** Title of Signature Below

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

Date

Typed Name **and** Title of Signature Below

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

Secretary of State Payment Option/Return/Hold Sheet: If you do not send an acknowledgement copy and a pre-addressed postage paid envelope with the filing or provide an email return on this form, you will not receive a credit card or prepaid account receipt from the Secretary of State's Office. Hold for pickup request will have the receipt attached. **Office personnel will not be able to search credit card or prepaid account transactions to help you balance your accounts. Please do not use these options if you have problems collecting receipts from your filing agents.** The document of record will be stamped showing the receipt of the filing fee and expedite fee but will not show convenience fees which will be charged by your card service provider (generally these fees are between 2% and 5% of the total charge).

Information MUST be typed or filing will be returned without review.

Converting Entity Name: _____
AL Entity ID #, if converting entity is a qualified Foreign Entity: _____ - _____ (Format 000-000)

Service Requested: _____ \$100.00 Domestic Formation by Conversion filing fee
_____ \$100.00 Expedited Processing fee

Hold at Front Desk for Pick-up for: _____
(Service providers who run couriers for pick-up)

There is no notification service and there will not be a call for pick-up.

Return via email (only one email): _____
No paper copy will be sent if email is provided.

_____ Check is attached - Please make one check payable for the total amount of the fees (i.e., \$200 if you are requesting expedited service) to the Alabama Secretary of State.

_____ Charge fees to prepaid account: Account Number _____
and Account Name _____

Typed Name & Signature of Authorized Individual on Account

_____ Credit Card Type: _____ (Visa, MC, Discover & AmEx)

Card Number: _____ Expiration Mo/Yr: ____/____ (MM/YY)

Card Holder Name: _____

Complete Billing Address: _____
Street or PO

_____ City State Zip

Signature of Card Holder: _____
MUST be Signature of Card Holder