

STATE OF ALABAMA

**FOREIGN CONVERSION FILING:
AMENDMENT OF FOREIGN ENTITY FILING TYPE**

PURPOSE: In order to change the registration of a foreign entity (any entity formed outside of Alabama) to reflect a conversion or change of entity filing type, the entity must deliver the documentation in this form to the Alabama Secretary of State for filing pursuant to Section 10A, Chapter 1, Article 7, Code of Alabama 1975. THE FILING SHOULD BE FILED AS SOON AS POSSIBLE BUT NOT LATER THAN 90 DAYS AFTER THE CHANGE (10A-1-7.06).

INSTRUCTIONS: Mail or email the completed filing package, (email to: foreign.entities@sos.alabama.gov – you must use a credit or debit card if filing via email) the filing fee of \$25.00 for standard processing (no filing timeframe is guaranteed – dependent upon volume and staffing) or \$125.00 for expedited processing (guaranteed processing within 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 filing 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 has become the converted entity named in item 2]:

The name of the converting entity as currently registered with the Alabama Secretary of State:

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

Alabama Entity ID Number : _____ - _____ (Format 000-000) **Required for filing.**

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.

Jurisdiction of formation/authority: _____

Date of Formation in jurisdiction of formation/authority: ____ / ____ / ____ (MM/DD/YYYY)

FOREIGN CONVERSION FILING: AMENDMENT OF FOREIGN ENTITY FILING TYPE

2. Information on the converted (formed/created by conversion) – this entity will continue registration under the existing AL Entity ID Number:

The legal name of the new entity resulting from this conversion (A foreign name reservation from the Alabama Secretary of State is required if the name is being changed more than the entity identifier – Inc, LLC, LP, LLP, etc). **The entity identifier must change.** If only the entity identifier is changing no name reservation is required:

Fictitious name in Alabama if that is still required (a fictitious name may only be used if the legal name is not available or if adding an entity identifier required by 10A-1-5 to the end of the legal name):

Jurisdiction of formation/authority: _____
State/country should change only if the entity has changed jurisdictions during the conversion process.

3. Type of entity formed/created by conversion:

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

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

Mailing Address (if different) _____

5. Name of registered agent for service of process (**MUST** be physically located in Alabama and organizations must have AL Entity ID Number):

Individual: _____ **OR**

Organization/Entity: _____ # _____ - _____

6. Street (**No PO Boxes**) Address of initial registered office in Alabama (**MUST** be physically located in Alabama and the Registered Agent must maintain a business office at the address):

Mailing Address of registered office in Alabama (if different) _____

FOREIGN CONVERSION FILING: AMENDMENT OF FOREIGN ENTITY FILING TYPE

Additional Documentation Requirements/Certifications/Signatures

7. **Corporations**: If the converted entity is a corporation a copy of the formation documents and any amendments thereto certified by the Secretary of State or agency of authority from the jurisdiction of origin/authority must be attached.
8. **Limited Partnerships or Limited Liability Limited Partnerships**: If the converted entity is a LP or LLLP the name, street, and mailing addresses of each of the general partners must be listed and attached.
9. **Professional Services Entity**: If the converted entity is designated a professional services entity a copy of the Alabama license for the designated member/director/partner must be attached.
10. **All Entity Types** must attach a copy of the certificate of conversion certified by the Secretary of State or agency of authority from the jurisdiction of origin/authority. This documentation is accepted as evidence of existence for foreign entities requiring evidence in Title 10A except that the documentation must show the formation document and any amendments thereto for foreign corporations.
11. The undersigned certifies familiarity with grounds for revocation of a foreign entity under 10A-1-7.12. The Secretary of State may commence a proceeding under Section 10A-1-7.13 to revoke the registration of a foreign entity authorized to transact business in this state if for reasons of: non-payment of annual fees or filing of annual reports, if required for the entity type; non-payment of taxes, interest or penalties; failure to maintain a registered agent in the State of Alabama or failure to notify the Secretary of State of a change of registered agent within 60 days of a change; false information intentionally filed; or certification by the jurisdiction of origin that the entity no longer exist in that jurisdiction.
12. The undersigned certifies 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.

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 #: _____ - _____ (Format 000-000)

Service Requested: _____ \$ 25.00 Amend/Convert for registered foreign entity 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., \$125 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