

STATE OF ALABAMA

DOMESTIC ENTITY CONVERSION TO REGISTERED FOREIGN ENTITY

PURPOSE: In order to change a domestic entity (any entity formed in Alabama) to a registered foreign entity (an entity formed outside of Alabama and desiring to transact business in Alabama), the entity must deliver the documentation in this form pursuant to 10A-1-8.04(a)(2), Code of Alabama 1975.

INSTRUCTIONS: Mail two (2) signed copies of the completed Conversion/Registration package, the standard filing fee of \$100.00 or the expedited filing fee of \$200.00 (guaranteed processing within 24 hours) payable by credit card, check, or money order to the **Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama, 36103-5616, and a check or money order made out to the Judge of Probate in the county where the**

converting/terminating domestic entity's formation documents were recorded (contact the Office of the Judge of Probate for the county fees). The Secretary of State will file, certify, and transmit the copy and funds to the Judge of Probate in accordance with 10A-1-4.02(g). The Conversion/Registration will not be registered if the credit 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 third copy and a pre-addressed postage paid return envelope.** All instructions are included in this form: cover letters/sheets are not necessary 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. Faxed and emailed transmissions will not be acknowledged, processed, or returned.

1. Information on the converting domestic entity (entity will cease to exist as an Alabama Domestic Entity at conversion/termination):

Alabama Entity ID number of converting entity: _____ - _____ (Format 000-000) * **This is not a tax id number or federal employer id number. This number is required to process the 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.

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

This Document was prepared by:

(For County Probate Court Office Use Only)

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County Probate Office in Alabama where the formation documents/articles of this domestic entity were recorded and where the recorded conversion document will be forwarded by SOS: _____

2. Information on the converted foreign entity(formed/created on conversion) – this entity will be registered as an authorized foreign entity in the State of Alabama under the same entity ID number as the converting entity:

Converted entity will be (check one):

- Business Corporation
- Nonprofit Corporation
- Professional Corporation (PC)
- Limited Liability Company (LLC)
- Registered Limited Liability Partnership (LLP)
- Limited Partnership (LP)
- Limited Liability Limited Partnership (LLLP)
- Employee Cooperative Corporation
- Real Estate Investment Trust

3. The name of the new foreign entity resulting from this conversion:

The name must conform to the name requirements detailed in *Code of Alabama 1975* Title 10A, Chapter 1, Article 5 (see attached filing information sheet for details).

4. If the name in item number 3 above is identical to the name in item number 1 above, or if only the entity identifier (i.e., Inc., LLC, LP, etc.) changes, no name reservation certificate is required. If, however, the name differs in any way other than the identifier a name reservation certificate issued by the Office of the Alabama Secretary of State must be attached to this filing instrument (Name Reservation can be obtained online under Business Services at www.sos.alabama.gov).

5. Street (No PO Boxes) Address of principal office of new foreign/converted entity:_____

Mailing Address (if different)_____

6. The foreign entity has been filed in the public office of (name of agency and street address):__

of State/Country:_____

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7. A certified copy of the filed conversion certificate/formation document for the new jurisdiction must be attached (evidences compliance with 10A-1-8.04(a)(1)). The document must include the formation document for corporations. If the conversion document is filed in the foreign jurisdiction is dated more than one year prior to the filing date/receipt by the Alabama Secretary of State of this document, you must provide a current certificate of existence or good standing if the entity is a Limited Partnership, Limited Liability Partnership, or Limited Liability Limited Partnership.

8. Name of registered agent for service of process in Alabama (must be an individual who is a resident of Alabama or an entity registered to do business in the state and maintaining a physical location within Alabama):_____

Individual Name: _____ **OR**

Organization/Entity Name:_____

If an organization/entity is indicated you must provide the entity's Alabama Entity ID Number (see page 1 for search instructions or obtain the number from the entity): _____ - _____ (Format 000-000)

9. Street (**No PO Boxes**) Address of registered office (**MUST be physically located in Alabama and the location of the registered agent**):

Mailing Address in Alabama (if different)_____

10. If the converted entity is one in which one or more owners lack limited liability protection, a statement that each owner of the converting entity who is to become a owner without limited liability protection of the resulting entity has consented in writing to the conversion as required by 10A-1-8.01 is attached.

11. The undersigned certify that the conversion was approved pursuant to *Code of Alabama 1975*, Title 10A, Chapter 1, Article 8 (specifically 10A-1-8.01) and that the information included in or attached to this conversion form are true and correct.

12. The converted foreign entity agrees to promptly pay to dissenting owners of the domestic entity that is a party to the conversion/termination of the domestic entity the amount, if any, to which they are entitled under Alabama Law (*Code of Alabama 1975*, 10A-1-8.04).

13. The converted foreign entity consents that service of process in a proceeding to enforce any obligation or any dissenter's rights of owners of the converted/terminated Alabama domestic entity may be made by registered mail addressed to the principal address of the surviving entity provided in this document or by any method provided by the Alabama Rules of Civil Procedure. Also, any notice or demand required or permitted by law to be served on the domestic entity terminated by this conversion may be served on the surviving or resulting foreign entity by registered mail addressed to the principal office of the surviving entity as provided in this document or in any other manner similar to the procedure provided by the Alabama Rules of Civil Procedures for the process of service.

14. The undersigned certify that signatures are in accordance with the requirements of 10A-1-4.01 of the *Code of Alabama 1975*.

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Date

Typed **Name and Title** of Signature Below

Signature

Date

Typed **Name and Title** of Signature Below

Signature

Date

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Signature

Date

Typed **Name and Title** of Signature Below

Signature

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Informational Only/Do Not Include With Filing

Online Service Available:

The name registration request may be fully processed in real-time online. Go to www.sos.alabama.gov and click on the Business Services tab. Scroll down to the Online Services link beneath the Business Entities subheading. Non-subscribers pay a \$28 fee with a credit card and receive the reservation by printing it immediately at the end of the process.

Mailing of Certifications of Name Registration:

All documents are mailed in the return preaddressed envelopes provided by the filer, if any. Any overnight courier envelopes must have a completed airbill showing no reference to the Office of the Secretary of State, with the billing information completed and clearly marked "bill recipient" – if the Alabama Secretary of State information appears anywhere on the airbill the envelope will be discarded and the copy will not be returned to the filer. Filings will not be faxed or emailed.

Status of Request:

If a status of the request is needed, please go to www.sos.alabama.gov and click on the Government Records tab. Under that tab, there is a link for Business Entity Records, select it. The screen that appears will offer a variety of ways to search. Search by the entity name - that screen will list the "filings completed through" date to show the date through which processing has been completed. Enter the name just as filed following the instructions on the screen with regard to punctuation, etc. to determine if the request has been processed. If you do not have evidence of receipt and the request was not completed by the appropriate "through date," we have to assume that the request never got into the office – the only way to obtain a receipt is through registered mail or courier service. If there is an issue about the status of a request, email the details and a copy of the receipt of delivery to business.services@sos.alabama.gov and a supervisor will research the problem and respond in the order in which the email was received. Please do not call the office or come in with a question about status as research time is required and every call slows processing procedures. If processing time is an issue the Online Service is the fastest method of processing available.

Name requirements of Title 10A:

Corporations: The name of a corporation must contain the word "corporation" or "incorporated"; or an abbreviation of one of those words. Exceptions are: nonprofit corporations, banks, trust companies, savings and loan associations, or insurance companies. [10A-1-5.04] **Professional Corporations:** The name of a professional corporation must contain the words "professional corporation" or the abbreviation "P.C." or "P C". [10A-1-5.08]

Limited Liability Companies (LLC): The name of a limited liability company must contain the words "Limited Liability Company" or the abbreviation "L.L.C." or "LLC". [10A-1-5.06]

Limited Partnerships: The name of a limited partnership that is not a limited liability limited partnership must contain the phrase "limited partnership" or "Limited," or the abbreviation "L.P.," "LP," or "Ltd." and must not contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P.". The name of a limited partnership may

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not contain the following words: "bank," "banking," "banker," "trust," "insurance," "insurer," "corporation," "incorporated," or any abbreviation of such words. [10A-9-1.08]

Limited Liability Limited Partnerships: The name of a limited liability limited partnership must contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P." and must not contain the phrase "limited partnership" or the term "Limited," or the abbreviation "L.P.," "LP," or "Ltd.". [10A-9-1.08]

Names Requiring Letters from Other Agencies: any banking entity will need a letter from the Alabama Banking Commissioner's Office and any insurance entity will need a letter from the Alabama Insurance Commissioner's Office.

Names Requiring Evidence of Licensing: any name using a professional designation in the name (i.e., engineer, architect, doctor, lawyer).

Secretary of State Credit Card or Prepaid 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.

Entity Name: _____

AL Entity ID Number of converting entity: _____ - _____ (ex: 000-000)

Service Requested: \$100.00 Conversion filing fee

\$100.00 Expedited Processing fee **(must be included with initial filing)**

Hold at Front Desk for Pick-up by: _____

(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.

_____ 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