

STATE OF ALABAMA

CONVERSION OF A DOMESTIC ENTITY

PURPOSE: In order to change the entity type of a domestic entity (any entity formed in Alabama), the entity must deliver the documentation in this form pursuant to Section 10A-1-8.01, *Code of Alabama 1975*.

INSTRUCTIONS: **Mail 2 copies of this completed form along with a self-addressed, stamped envelope to:**

***Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama 36103.**

*Include a check, money order, or credit card payment for the \$100.00 processing fee.

*Must include completed form of Certificate of Formation/Incorporation for the new entity type.

*You may email the filing to miscellaneous.filings@sos.alabama.gov

*Your filing will not be indexed if the credit/debit card does not authorize and will be removed from the index if the check is dishonored (\$30 fee).

This form must be typed or the request will be rejected without review.

1. **Information on the converting entity (entity will change entity type at conversion and will retain the unique AL Entity ID Number originally assigned):**

Alabama Entity ID Number (Format: 000-000-000): _____ - _____ - _____ **TO OBTAIN ID NUMBER,** go to our website at www.sos.alabama.gov, click on Business Services (below picture), click on Business Entity and Name Search, click on Entity Name, enter the name of the entity in the appropriate box, and enter. Click on the number and verify that this is the correct entity. **This step is strongly recommended.**

2. The name of the converting entity as recorded with the Secretary of State of Alabama:

3. Street (**No PO Boxes**) address of converting entity: _____

Mailing address (if different): _____

This form was prepared by: (type name and full address)

(For SOS Use Only)

CONVERSION OF DOMESTIC ENTITY

4. **Information on the converted entity** (formed by conversion changing the converting entity but retaining the unique AL Entity ID Number originally assigned in item 1) – **this entity will continue to exist:**

The name of the new domestic entity resulting from this conversion (A domestic name reservation certificate issued by the Alabama Secretary of State must be attached if the name is changing more than the entity identifier information – such as Inc., LLC, etc. – if only the identifier information is changing, no name reservation is required):

5. Street (**No PO Boxes**) address of converted entity: _____

Mailing address (if different) _____

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

Individual: _____ **OR**

Organization/Entity name: _____

Street (**No PO Boxes**) address of registered office: _____

Mailing address in Alabama (if different) _____

7. Optional information: name of the Organizer/Incorporator: _____

Street (**No PO Boxes**) address of Organizer/Incorporator: _____

Mailing address of Organizer – (if different from street address): _____

Optional information: name of the Organizer/Incorporator: _____

Street (**No PO Boxes**) address of Organizer/Incorporator: _____

Mailing address of Organizer – (if different from street address): _____

Attach a listing if more Organizers/Incorporators need to be added.

CONVERSION OF DOMESTIC ENTITY

NEW CERTIFICATE OF FORMATION/INCORPORATION FORM MUST BE COMPLETED AND ATTACHED

<https://www.sos.alabama.gov/business-entities/business-downloads>

8. **The Type of Entity formed by conversion (must check one) and the following attachments must be included with the filing based on type of converted entity:**

___ **Business Corporation:** attachment stating the amount of stock the corporation is authorized to issue, and purpose or purposes for which the corporation is formed (10A-2A-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)

___ **Professional Corporation (PC):** 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.

___ **Limited Liability Company (LLC):** attachment stating that there is at least one member of the Limited Liability Company (10A-5A-2.01)

___ **Series Limited Liability Company (SLLC):** attachment stating that there is at least one member of the Limited Liability Company (10A-5A-2.01)

___ **Professional Limited Liability Company (PLLC):** attachment stating that there is at least one member of the Limited Liability Company (10A-5A-2.01)

___ **Limited Partnership (LP):** the name and the street and mailing address of each general partner must be attached (10A-9A-2.01); and each general partner must sign this formation by conversion document (10A-1-3.04)

___ **Limited Liability Partnership (LLP):** a brief statement of the business in which the partnership engages (10A-8A-10.01)

___ **Limited Liability Limited Partnership (LLLP):** by definition the LLLP follows the filing format of the Limited Partnership above (10A-9A-1.02(9) and (11))

___ **Employee Cooperative Corporation:** 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.

___ **Real Estate Investment Trust:** 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.

___ **General Partnership:** 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.

___ **Not for Profit General Partnership:** 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.

***Must include the terms and conditions of the conversion, including the manner and basis for converting interest in the converting entity into any combination of money, interests in the converted entity, and other consideration allowed in subsection (c). Required by 10A-1-8.01(b)(1)(c)**

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CONVERSION OF DOMESTIC ENTITY

The undersigned reviewed and agree with the following numbered statements 9 through 15:

9. The surviving domestic entity is formed by conversion.
10. 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.**
11. 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 with respect to the resulting entity has consented in writing to the conversion as required by 10A-1-8.01.
12. A director has no liability to the corporation or its stockholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (A) the amount of financial benefit received by a director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the stockholders; (C) a violation of Section 10A-2A-8.32; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its stockholders.
13. The undersigned certify that this conversion was approved pursuant to 10A-1-8.01.
14. **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 Section 10A-2A-16.11(e). Contact the Alabama Department of Revenue for filing instructions, dates, and forms.
Nonprofit Corporations, Limited Liability Companies, Limited Partnerships (LP), and Limited Liability Limited Partnerships (LLLP): No annual report is required.
15. Other terms and conditions not inconsistent with the *Code of Alabama*, 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.** The time of filing to be ____:____. **(Cannot be noon or midnight-12:00)**

NEW CERTIFICATE OF FORMATION/INCORPORATION FORM MUST BE COMPLETED AND ATTACHED

DO NOT FILE A NEW FORMATION

CONVERSION OF DOMESTIC ENTITY

Signature Page

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

Date (MM/DD/YYYY)

Typed name **and** title of signature below

Signature of person authorized to sign per 10A-1-4.01

Date (MM/DD/YYYY)

Typed name **and** title of signature below

Signature of person authorized to sign per 10A-1-4.01

Date (MM/DD/YYYY)

Typed name **and** title of signature below

Signature of person authorized to sign per 10A-1-4.01

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 return email address, you will not receive a receipt from the Secretary of State's Office. Hold for pickup request will have the receipt attached. The document of record will be stamped showing the receipt of the filing fee but will not show convenience fees (these fees are 3% of the total charge plus \$2.00).

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

Entity Name: _____

AL Entity ID #, required for all filings other than formation/registration: _____ - _____ - _____
(ex: 000-000-000)

Service Requested: \$100.00 Conversion filing fee

Return via email: _____

Hold at Front Desk for pick-up by: _____

There is no notification service/call for pick-up.

Choose one of the following:

_____ Check/money order is attached-Please make one check payable for each filing to the Alabama Secretary of State. Do not use one check for multiple filings.

_____ 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 Box

City State Zip

Signature of Card Holder: _____

MUST be Signature of Card Holder