

STATE OF ALABAMA

**CONVERSION OF A DOMESTIC ENTITY
Professional Corporation to Business Corporation**

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, Chapter 1, Article 8, Code of Alabama 1975.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of the completed Conversion package, the filing fee of \$25.00 (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 entity's formation documents were recorded (contact the Office of the Judge of Probate for the fees). The Secretary of State will file and transmit the copies to the Judge of Probate in accordance with 10A-1-4.02(g). The Conversion will not be registered if the credit card does not authorize and will be removed from the index if the check is dishonored (\$30 fee). **If you desire a stamped copy returned to you, supply a third copy and a pre-addressed postage paid return envelope.**



(For SOS Office Use Only)

**This form must be typed or laser printed.
Emailed transmissions will not be acknowledged, processed, or returned.**

1. Information on the converting entity (entity will cease to exist at conversion/termination by conversion):

Alabama entity id number of converting entity: _____ - _____ (Format 000-000) *

***INSTRUCTIONS 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 Click on Business Services below the picture, click on Business Entity Search, click on Entity Name, enter the registered name of the entity (without entity ending) 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. Click on that number to check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

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

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

This Document was prepared by:

(For County Probate Court Office Use Only)

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2. Information on the converted (formed/created by this conversion) – 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 anything more than the entity identifier information – such as Inc., LLC, etc.– if only the identifier information is changing, no name reservation is required):

3. The new converted/formed entity will be a domestic business corporation.

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

Mailing Address (if different) _____

5. Name of registered agent for service of process in Alabama:

6. Street (**No PO Boxes**) Address of initial registered office if different from principal office (**MUST be physically located in Alabama if the principal office is located outside of Alabama**):

Mailing Address in Alabama (if different) _____

7. Purpose for which corporation is formed: _____

_____ ; the purpose includes the transaction of any lawful business for which corporations may be incorporated in Alabama under Title 10A, Chapter 2 of the Code of Alabama.

8. Number of Shares the corporation is authorized to issue: _____ Par Value _____
(Par value is optional information and does not have to be completed.)

9. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

10. The name(s) of the Incorporator(s): _____

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

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

Attach a listing if more Incorporators need to be added.

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11. Director's Name: _____

Street (**No PO Boxes**) address of Director: _____

_____ Mailing address of Director(s) - (if different
from street address): _____

Director's Name: _____

Street (**No PO Boxes**) address of Director: _____

_____ Mailing address of Director(s) - (if different
from street address): _____

Director's Name: _____

Street (**No PO Boxes**) address of Director: _____

_____ Mailing address of Director(s) - (if different
from street address): _____

Attach listing if more Directors need to be added.

- 12. A director has no liability to the corporation or its shareholders 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 shareholders; (C) a violation of Section 10A-2-8.33; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.
- 13. 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.
- 14. 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.
- 15. Signature requirements are in accordance with 10A-1-4.01 and 10A-1-8.01 of the *Code of Alabama 1975*.

____ Additional documents which are not inconsistent with Alabama Code are attached.

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Signature Page – Use additional page(s) if necessary.

Date

Typed Name **and** Title of Signature Below

Signature of Person Authorized to Sign

Date

Typed Name **and** Title of Signature Below

Signature of Person Authorized to Sign

Date

Typed Name **and** Title of Signature Below

Signature of Person Authorized to Sign

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. 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; (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: ___X___ \$25.00 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