

**STATE OF ALABAMA
DOMESTIC ENTITY CONVERSION TO NON-REGISTERED
FOREIGN ENTITY (TERMINATION OF DOMESTIC ENTITY)**

PURPOSE: In order to change a domestic entity (any entity formed in Alabama) to a non-registered foreign entity (an entity formed outside of Alabama and not transacting 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 one (1) signed original and one (1) copy of the completed Conversion/Termination package, the standard filing fee of \$100.00 or the expedited filing fee of \$200.00 (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 converting domestic entity's formation documents were recorded (contact the Office of the Judge of Probate for the fees). The Secretary of State will file, certify, and transmit the copies to the Judge of Probate in accordance with 10A-1-4.02(g). The Conversion/Termination 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 domestic entity (entity will cease to exist in Alabama 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. The number is required to process the filing.**

***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/terminating domestic 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/termination document will be forwarded by SOS: _____

This Document was prepared by:

(For County Probate Court Office Use Only)

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2. Information on the converted foreign entity(formed/created by this conversion) – this entity will exist outside the State of Alabama:

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

Converted entity will be (check one):

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

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

Mailing Address (if different)_____

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

of State/Country:_____

5. _____ The undersigned certifies that the Conversion was certified by the jurisdiction of formation/authority showing that the conversion was effectuated prior to the file/effective date of this filing. Demonstrates compliance with 10A-1-8.01-(c)2(b).
6. The converted foreign entity certifies that the entity is no longer transacting business in the State of Alabama.
7. 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.
8. 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.
9. 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).

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10. 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.
11. The undersigned certify that signatures are in accordance with the requirements of 10A-1-4.01 of the *Code of Alabama 1975* with respect to this filing instrument.

Date

Typed **Name and Title** of Signature Below

Signature

Date

Typed **Name and Title** of Signature Below

Signature

Date

Typed **Name and Title** of Signature Below

Signature

Date

Typed **Name and Title** of Signature Below

Signature

Additional signatures may be added by attachment.

Secretary of State Payment Option Sheet: If you do not send an acknowledgement copy and a pre-addressed postage paid envelope with the filing, 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 laser printed on a computer.

Converting Entity Alabama Entity ID Number: _____ - _____ (Format 000-000)

Service Requested: _____ \$100.00 Conversion/Termination filing fee

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

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

_____ 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 Box

City State Zip

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