

**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 \$100.00 (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(c). 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. **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.  
Faxed and 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) \*

**\*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](http://www.sos.alabama.gov) Click on Business Services (below picture). Click on Business Entity Search, 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 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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Date of filing of Certificate of Incorporation and all Amendments: \_\_\_\_\_

**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 name):

\_\_\_\_\_

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 2A of the Code of Alabama.

8. Amount of Stock 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): \_\_\_\_\_

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**Attach a listing if more Incorporators need to be added.**

11. 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.
12. 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.
13. 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 Chapter 2A and that the information included in or attached to this conversion form are true and correct and are approved as required by governing statute of converting entity.
14. A copy of the plan of conversion will be furnished by the converted entity, on request and without cost, to any owner of the converted or converting entity.
15. Signature requirements are in accordance with 10A-1-4.01 and 10A-1-8.01 of the *Code of Alabama 1975*.
16. The filing of the conversion is effective immediately on the date filed by the Secretary of State or at the delayed filing date (cannot be prior to the filing date) specified in this filing. 10A-1-4.12

The undersigned specify \_\_\_/\_\_\_/\_\_\_ as the effective date (must be on or after the date filed in the Office of the Secretary of State, but no later than the 90<sup>th</sup> day after the date this instrument was signed) and the time of filing to be \_\_\_:\_\_\_ AM or \_\_\_PM. (cannot be noon or midnight – 12:00)

\_\_\_Additional documents which are not inconsistent with Alabama Code are attached.

**Signature Page – Use additional if necessary.**

\_\_\_\_\_  
Date

\_\_\_\_\_  
Typed Name **and** Title of Signature Below

\_\_\_\_\_  
Signature of Person Authorized to Sign

**CONVERSION OF DOMESTIC ENTITY/PC to Corporation**

\_\_\_\_\_  
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 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. If you opt for the email return of documents the credit card receipt will be emailed with the document. Hold for pickup request – acknowledgement copy 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 which will be charged; (generally these fees are between 2% and 5% of the total charge).

**Information MUST be typed.**

Entity Name: \_\_\_\_\_

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

Service Requested:    \_\_\_X\_\_\_ \$100.00 Conversion filing fee

                          \_\_\_\_\_ \$100.00 Expedite fee

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**