

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 this completed form along with a self-addressed, stamped envelope and the appropriate filing fees of \$100.00 for standard processing. **Office of the Secretary of State, P.O. Box 5616, Montgomery, AL, 36103-5616**. You may pay the Secretary of State fees by check, money order, or credit card (see attached). Your filing will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored (\$30.00 fee).

This form must be typed

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. This number is required to process the filing.**

***INSTRUCTIONS TO OBTAIN ID NUMBER TO COMPLETE FORM** 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/terminating domestic 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 Office Use Only)

DOMESTIC TO FOREIGN NON-QUALIFIED CONVERSION

4. 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:

5. 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 (LLLLP) |
| <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:_____ |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Non-Profit General Partnership |

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

Mailing Address (if different)_____

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

of State/Country:_____

8. 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.

9. The converted foreign entity certifies that the entity is no longer transacting business in the State of Alabama.

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).

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- 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* with respect to this filing instrument.

Date (MM/DD/YYYY)

Typed **Name and Title** of Signature Below

Signature

Date (MM/DD/YYYY)

Typed **Name and Title** of Signature Below

Signature

Date (MM/DD/YYYY)

Typed **Name and Title** of Signature Below

Signature

Date (MM/DD/YYYY)

Typed **Name and Title** of Signature Below

Signature

Additional signatures may be added by attachment.

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

Service Requested: \$100.00 Conversion filing fee

_____ \$2.00 Per Page Copy Fee (Acknowledgement Copy if submitted by email)

If submitted by email check one: Return by _____ email _____ postal mail

Return via email (paper copy will not be sent): _____

Hold at Front Desk for Pick-up by: _____

There is no notification service/call for pick-up. (Service providers who run couriers 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