STATE OF ALABAMA

STATEMENT OF CONVERSION FOREIGN OR NON-REGISTERED ALABAMA ENTITY TO REGISTERED DOMESTIC ENTITY (FORMATION OF DOMESTIC ENTITY BY CONVERSION)

PURPOSE: In order to change the registration of a foreign entity (any entity formed outside of Alabama) or to register a previously unregistered Alabama entity (example: General Partnership, or other non-filing entities) to reflect a conversion to a domestic filing entity of any type, the entity must deliver the documentation in this form to the Alabama Secretary of State for filing pursuant to Sections 10A-1-8.01---8.04, *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.

Information on the **converting entity** [entity will become the converted entity named in item 2]:

1. The name of the converting entity as registered in Alabama (if this is a qualified foreign entity):

   OR

   The legal name of the entity in jurisdiction of formation (if never registered, the name from the formation documents or business license):

   _____

2. Legal name of foreign entity authorized in Alabama under a fictitious name, if applicable:

   _____

3. If converting entity is a qualified foreign entity, Alabama Entity ID Number : 000 - _____ - _____
   (Format 000-000-000)

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 picture); Click on Business Entity and Name 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 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**.

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

(For SOS Use Only)

FORMATION OF DOMESTIC ENTITY BY CONVERSION

OR Converting Entity is an Alabama non-filing entity type ☐ **and**

Type of entity:_____

OR Converting Entity is foreign entity not qualified to do business in Alabama: ☐ **and**

Type of entity:_____

4. Jurisdiction of formation (state/country if outside of United States):_____

5. The title and address of the public office where the certification of formation for the converting entity is filed, if any:

_____

_____

Information on the **converted entity** – this entity will continue to exist and be indexed under the Alabama Entity ID Number provided in item 1 on page 1 if the converting entity was a qualified foreign entity in Alabama (non-qualified foreign entities and Alabama non-filing domestic entities will be issued an Alabama Entity ID Number):

6. The **name of the new converted domestic entity** resulting from this conversion (A domestic name reservation certificate issued by the Alabama Secretary of State must be attached unless the name is not changing from a qualified converting foreign entity already registered in the State of Alabama under that name with the exception of the entity type designation):

_____

The converted name must agree with the converted entity type in accordance with and for purposes of Sections 10A-1-5.01 et seq. The converted name for a Limited Partnership or Limited Liability Limited Partnership must conform to 10A-1-5.05.

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

_____

Mailing address (if different) _____

_____

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

Individual: _____

OR

Organization/Entity name: _____

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

_____

COUNTY of above address: _____

Mailing address in Alabama (if different) _____

_____

FORMATION OF DOMESTIC ENTITY BY CONVERSION

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

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

10. 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)**

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

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FORMATION OF DOMESTIC ENTITY BY CONVERSION

The undersigned reviewed and agree with the following numbered statements 11 through 17:

11. The surviving domestic entity is formed by conversion.

12. 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.

13. If the converting entity is a foreign entity formed outside of Alabama, the undersigned certify that the conversion is permitted by the law of the state or country under whose law the converting foreign entity was formed and the converting foreign entity has complied with that law in effecting this conversion (10A-1-8.04).

14. 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.

15. The undersigned certify that this conversion was approved pursuant to 10A-1-8.01.

16. **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. 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.

17. 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 _____:_____ ☐ am ☑ pm. 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 ___:___ ☐ AM or ☑ PM. (Cannot be noon or midnight-12:00)

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

DO NOT FILE A NEW FORMATION

FORMATION OF DOMESTIC ENTITY BY CONVERSION

Signature Page

More than one authorized person may sign (for a 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

Dear Alabama Business Owner:

Recently, the Alabama Legislature passed ACT 2021-223, which is a new law that requires the Secretary of State's Office to collect data about small businesses, minority-owned businesses, and women-owned businesses. Your participation in this survey will aid the state in identifying businesses that may be eligible for assistance or resources.

Please check the boxes that apply to your business:

SMALL BUSINESS:

☐ Any independently owned and operated business with no more than 50 full-time employees, a majority of whom have their permanent place of residence in the state.

MINORITY-OWNED BUSINESS: (African American, Hispanic, Asian American, or Native American)

☐ An independently owned and operated business that is at least 51% owned or controlled by one or more minority individuals, a majority of whom have their permanent place of residence in the state.

OR

☐ A publicly owned business of which at least 51% of the stock is owned and controlled by one or more minority individuals and whose daily management and operations are under the control of one or more of these minority individuals, a majority of whom have their permanent place of residence in the state.

WOMAN-OWNED BUSINESS:

☐ An independently owned and operated business that is at least 51% owned or controlled by one or more women, a majority of whom have their permanent place of residence in the state.

OR

☐ A publicly owned business of which daily management and operations are under the control of a woman or group of women, a majority of whom have their permanent place of residence in the state, and who own and control at least 51% of the stock of the business or an equivalent ownership stake.

OTHER:

☑ Check this box if you prefer not to respond.

If none of these apply to your business, please disregard.

Thank you for your contributions to the State of Alabama.

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: 000 -_____ -_____
(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