

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Division of Business Services  
148 W. River Street  
Providence, Rhode Island 02904-2615  
(401) 222-3040

### INSTRUCTIONS FOR FILING CERTIFICATE OF CONVERSION TO A NON-RHODE ISLAND ENTITY

Title 7 of the Rhode Island General Laws, 1956, as amended

**The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.**

1. A Certificate of Conversion must be filed with the Office of the Secretary of State, Division of Business Services, 148 W. River Street, Providence, RI 02904-2615, in accordance with the provisions of §§7-1.2-1007, or 7-16-5.2(e) of the Rhode Island General Laws, 1956, as amended.
2. "Other entity" is defined as a business trust or association, a real estate investment trust, a common-law trust, or any other unincorporated business or entity including a business corporation (domestic or foreign), limited liability company (domestic or foreign) or a partnership (domestic or foreign), whether general or limited (including a registered limited liability partnership). Please see §7-1.2-1008(a) and §7-16-5.2(a) for entity exclusions.
3. The Certificate of Conversion to a non-Rhode Island Entity must be accompanied by a filing fee of \$50.00, and checks should be made payable to "Rhode Island Secretary of State".
4. An **original** letter of good standing from the Rhode Island Division of Taxation for the purpose of "Conversion" must accompany the Certificate of Conversion.
5. The Certificate of Conversion must be executed by one or more persons authorized to act on behalf of the "other entity" or by one or more partners authorized to act on behalf of the general partnership or limited liability partnership and by one or more persons authorized to sign the Certificate of Conversion on behalf of the limited liability company or corporation.

If you have any questions, please call us at (401) 222-3040, Monday through Friday between 8:30 a.m. and 4:30 p.m.



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**CERTIFICATE OF CONVERSION TO A NON-RHODE ISLAND ENTITY**

\_\_\_\_\_  
(Insert full name of the entity following the conversion)

**SECTION I: TO BE COMPLETED BY ALL CONVERTING ENTITIES**

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned (**check one box only**):

Limited Liability Company or  Business Corporation

submits the following Certificate of Conversion for the purpose of converting to a non-Rhode Island Entity (**check one box only**):

"Other entity" or  Business Corporation or  Sole Proprietorship or  
 Partnership (General, Limited, or Limited Liability Partnership) or  Limited Liability Company

a. The name of the converting entity filing this Certificate of Conversion is:

\_\_\_\_\_

If the entity's name has been changed, the name under which it was originally organized:

\_\_\_\_\_

b. The date on which the converting entity was first created, formed, or otherwise came into being is:

\_\_\_\_\_

c. The jurisdiction to which the entity is converting is: \_\_\_\_\_

d. The name of the entity following the conversion is: \_\_\_\_\_

e. This conversion has been approved in the manner provided for in §§ 7-1.2-1008 and 7-16.5.2(e) of the Rhode Island General Laws, 1956, as amended.

f. The converting entity revokes the authority of its registered/resident agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the entity was authorized to transact business in this state may subsequently be made on the entity by service thereof on the Secretary of State of the State of Rhode Island, to which the converting entity irrevocably appoints the Secretary of State as it's agent to accept such service of process.

g. The address to which the Secretary of State may mail a copy of any process against the entity that is served on the Secretary of State:

\_\_\_\_\_

h. The future date or time certain of the conversion is: \_\_\_\_\_

**SECTION II: TO BE COMPLETE BY ALL CONVERTING ENTITIES**

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: \_\_\_\_\_

\_\_\_\_\_  
Print Name of other entity

OR

\_\_\_\_\_  
Print Name of Partnership

By: \_\_\_\_\_  
Signature of Authorized Person

By: \_\_\_\_\_  
Signature of Partner

By: \_\_\_\_\_  
Signature of Authorized Person

By: \_\_\_\_\_  
Signature of Partner

By: \_\_\_\_\_  
Signature of Partner

\_\_\_\_\_  
Print Name of Corporation

OR

\_\_\_\_\_  
Print Name of Sole Proprietorship

By: \_\_\_\_\_  
Signature of Authorized Person

By: \_\_\_\_\_  
Signature of Sole Proprietor

By: \_\_\_\_\_  
Signature of Authorized Person

OR

\_\_\_\_\_  
Print Name of Limited Liability Company

By: \_\_\_\_\_  
Signature of Authorized Person

By: \_\_\_\_\_  
Signature of Authorized Person