

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

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, 7-13-8.2, or 7-16-5.1 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 §7-13-8.1(a) and §7-16-5.1(a) for entity exclusions.
3. There is no filing fee for the Certificate of Conversion. Pursuant to the provision of 7-1.2-1007, 7-1.2-1008, 7-13-8.1, or 7-16-5.1 the filing fees for the documents required to be filed together with the certificate of conversion are as follows:

Filing a Certificate of Limited Partnership	\$100.00
Filing Articles of Organization for a Limited Liability Company	\$150.00
Filing Articles of Incorporation for a Business Corporation	\$230.00
Filing an Application for Registered Limited Liability Partnership	See Form 500

4. Checks are to be made payable to "Secretary of State".
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 or by one or more persons authorized to sign the Certificate of Conversion on behalf of the limited liability company or corporation or the general partners of the limited partnership.

NOTE: If the converting entity is currently of record in this office and has properly registered one or more fictitious business name statements, the fictitious business names will be automatically transferred if: (1) the resulting entity is a Rhode Island entity **and** (2) the resulting entity is eligible to hold a fictitious business name statement. However, in the event that one or more of the fictitious business names contain an entity ending that is now in conflict with the resulting entity structure, a Correction Statement will be required to resolve the conflict. Please contact our office for specific filing instructions.

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

(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**):

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

submits the following Certificate of Conversion for the purpose of converting to a (**check one box only**):

- Limited Partnership or Limited Liability Company or Business Corporation or
- Limited Liability Partnership

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

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

- c. The jurisdiction where the converting entity was first created, formed, or otherwise came into being is:

- d. If the jurisdiction of the converting entity has changed since it was first created, state the jurisdiction of the entity immediately prior to the filing of the Certificate of Conversion: _____
- e. The name of the limited partnership or limited liability company or business corporation or limited liability partnership following the conversion is:

- f. The certificate of conversion is filed as an accompanying certificate to the certificate of limited partnership or articles of organization or articles of incorporation or application for registered limited liability partnership (**check one box only**) of the converting entity.

- g. This conversion has been approved in the manner provided for by the document, instrument, agreement or other writing, as the case may be, governing the internal affairs of the entity and the conduct of its business or by applicable law, as appropriate, and the partnership agreement or limited liability company agreement or articles of incorporation (**check one box only**) shall be approved by the same authorization required to approve the conversion.
- h. The future date or time certain of the conversion to a limited partnership or limited liability company or business corporation or limited liability partnership (**check one box only**) is to become effective, if later than the date of filing of the certificate of conversion and the certificate of limited partnership or articles of organization of a limited liability company or articles of incorporation or application for registered limited liability partnership (**check one box only**) 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 and that the undersigned is authorized to sign this certificate on behalf of the entity set forth in Section 1A.

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