

CALIFORNIA SECRETARY OF STATE CONVERSION INFORMATION

A domestic (California) stock corporation (Corp) can convert into a California other business entity; a California limited liability company (LLC), limited partnership (LP) or general partnership (GP) can convert into a California or foreign other business entity; and a foreign business entity can convert into a California Corp, LLC, LP or registered GP if the conversion is permitted under the laws of the jurisdiction of the foreign business entity. (California Corporations Code commencing with Sections [1150](#), [15677.1](#), [15911.01](#), [16901](#) and [17540.1](#).) Note: A California Corp cannot convert to a foreign entity.

The following table identifies the correct document or form to be used and the fee required based on the specific type of conversion:

Document/Form	Converting Entity	Converted Entity	Filing Fee
Articles of Incorporation containing a statement of conversion. Article samples are available for the following conversions: <ul style="list-style-type: none"> • Converting from a California LLC • Converting from a California LP • Converting from a California GP • Converting from a Foreign Entity 	California LLC, LP or GP; or Foreign Corp, LLC, LP, GP or Other Business Entity	California Corp	\$150
Limited Liability Company Articles of Organization – Conversion <ul style="list-style-type: none"> • Form LLC-1A 	California Corp, LP, GP; or Foreign Corp, LLC, LP, GP or Other Business Entity	California LLC	\$150 if California Corp involved; \$70 for all others
Certificate of Limited Partnership - Conversion <ul style="list-style-type: none"> • Form LP-1A 	California Corp, LLC, GP; or Foreign Corp, LLC, LP, GP or Other Business Entity	California LP	\$150 if California Corp involved; \$70 for all others
General Partnership Statement of Partnership Authority - Conversion <ul style="list-style-type: none"> • Form GP-1A 	California Corp, LLC, LP; or Foreign Corp, LLC, LP or Other Business Entity	Registered GP	\$150 if California Corp involved; \$70 for all others
Certificate of Conversion <ul style="list-style-type: none"> • Form CONV-1A 	California Corp, LLC, LP; or Foreign Corp, LLC, LP or Other Business Entity	Non-registered GP	\$150 if California Corp involved; \$30 for all others
	California LLC, LP, or Registered California GP	Foreign Entity	\$30

The following table clarifies the signature requirements for specific types of conversion filings:

Converting Entity	Signatories
California Corp	Executed and acknowledged by the chairman of the board, the president or any vice president AND the secretary, the chief financial officer, the treasurer or any assistant secretary or assistant treasurer. (California Corporations Code section 1155(b) .)
California LLC	Executed and acknowledged by all the managers, unless a lesser number is provided in the articles of organization or the operating agreement. (California Corporations Code section 17540.6(b) .)
California LP	Executed and acknowledged by all general partners, unless a lesser number is provided in the certificate of limited partnership. (California Corporations Code section 15677.6(b) or 15911.06(b) .) Note: Signing a document on behalf of a converting LP that is subject to the Uniform Limited Partnership Act of 2008 constitutes an affirmation under penalty of perjury that the facts stated in the document are true. (California Corporations Code section 15902.08(b) .)
California GP	Executed by at least two partners. (California Corporations Code section 16105(c) .)
Foreign Entity	According to the laws of the foreign jurisdiction.

INSTRUCTIONS FOR COMPLETING THE CERTIFICATE OF CONVERSION (FORM CONV-1A)

For easier completion, this form is available on the Secretary of State's website at <http://www.sos.ca.gov/business/> and can be viewed, filled in and printed from your computer. The completed form along with the applicable fees can be mailed to Secretary of State, Document Filing Support Unit, 1500 11th Street, 3rd Floor, Sacramento, CA 95814 or delivered in person to the Sacramento office. If you are not completing this form online, please type or legibly print in black or blue ink. This form is filed only in the Sacramento office.

LEGAL AUTHORITY: Statutory provisions for conversion purposes are found in the California Corporations Code commencing with sections [1150](#), [15677.1](#), [15911.01](#), [16901](#) and [17540.1](#). All statutory references are to the California Corporations Code, unless otherwise stated. **Note:** If the converting entity is a domestic (California) limited partnership governed by the Uniform Limited Partnership Act of 2008 (Act of 2008), signing Form CONV-1A constitutes an affirmation under penalty of perjury that the facts stated in the document are true. (Section [15902.08\(b\)](#).)

Form CONV-1A may be used for the following conversions:

- A California limited liability company, California limited partnership or California general partnership converting into a foreign other business entity; or
- A California stock corporation, California limited liability company, California limited partnership or foreign other business entity converting into a California general partnership that does not desire to register in California. If the California general partnership wants to register as part of the conversion use **FORM GP-1A**.

The conversion of a California corporation, California limited liability company, California limited partnership, or California general partnership may be effected ONLY if: (1) the state laws of the converting entity and converted entity expressly permit the formation of that converted entity pursuant to a conversion; and (2) the conversion complies with any and all other applicable California and foreign laws.

There are no statutory provisions in California allowing a California corporation to convert into a foreign corporation or a foreign other business entity.

The term "other business entity" is defined in sections [1150](#), [15611](#), [15911.01](#), [16901](#) and [17001](#).

ACT OF 2008: A California limited partnership is subject to the Act of 2008: (1) if it was formed on or after January 1, 2008; or (2) if it was formed prior to January 1, 2008, and has elected to be governed by the Act of 2008. Effective January 1, 2010, all California limited partnerships will be subject to the Act of 2008. The Act of 2008 can be found in the California Corporations Code commencing with Section [15900](#).

FEES: If a California corporation is the converting entity, the filing fee is \$150.00. For all other conversions, the filing fee is \$30.00. There is an additional \$15.00 special handling fee for processing a document delivered in person to the Sacramento office. The special handling fee must be remitted separately for each submittal and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee (in lieu of the special handling fee). Please refer to the Secretary of State's website at <http://www.sos.ca.gov/business/precexp.htm> for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

Complete the Certificate of Conversion (Form CONV-1A) as follows:

- Item 1.** Enter the exact name of the converted entity.
- Item 2.** Enter the form of the converted entity (i.e., limited liability company, limited partnership, corporation, etc.)
- Item 3.** Enter the jurisdiction of the converted entity.

- Item 4.** If the converting entity is a California limited partnership, enter the mailing address, including zip code, of the chief executive office of the converted entity. Please do not abbreviate the name of the city.
- Item 5.** If the converting entity is a registered California general partnership, enter the street address, including the zip code, of the chief executive office of the converted entity, if any. Please do not enter a P.O. Box or abbreviate the name of the city.
- Item 6.** If the converting entity is a registered California general partnership, enter the street address of the California office of the converted entity, if any. Please do not enter a P.O. Box or abbreviate the name of the city.
- Item 7.** If the converting entity is a California limited partnership, enter the complete mailing address, including zip code, of the agent for service of process of the converted entity. (Section [15677.6](#) or [15911.06](#).) Please do not abbreviate the name of the city.
- Item 8.** Enter the exact name of the converting entity.
- Item 9.** Enter the form of the converting entity (i.e. corporation, limited liability company, limited partnership, etc.)
- Item 10.** Enter the jurisdiction (state or country) in which the converting entity was formed or organized.
- Item 11.** Enter the file number issued to the converting entity by the California Secretary of State, if any.
- Item 12.** This statement is required by statute and must not be altered. If a vote was required pursuant to applicable law, specify the class and the number of outstanding interests of each class entitled to vote on the conversion and the percentage vote required for each class. Attach additional pages, if necessary.
- Item 13.** Attach any other information required by the laws of the state of the converting entity, if any.
- Item 14.** Form CONV-1A must be signed as required by the applicable statutes, as follows:
- **If the converting entity is a California corporation:** Form CONV-1A must be signed and acknowledged by the chairman of the board, the president or any vice president AND the secretary, the chief financial officer, the treasurer or any assistant secretary or assistant treasurer. (Section [1155\(b\)](#).)
 - **If the converting entity is a California limited liability company:** Form CONV-1A must be signed and acknowledged by all the managers, unless a lesser number is provided in the articles of organization or the operating agreement. (Section [17540.6\(b\)](#).)
 - **If the converting entity is a California limited partnership:** Form CONV-1A must be signed and acknowledged by all general partners, unless a lesser number is provided in the Certificate of Limited Partnership. (Section [15677.6\(b\)](#) or [15911.06\(b\)](#).)
 - **If the converting entity is a California general partnership:** Form CONV-1A must be signed under penalty of perjury by at least two partners. (Section [16105\(c\)](#).)
 - **If the converting entity is a foreign other business entity,** Form CONV-1A must be signed according to the laws of the foreign jurisdiction.

If additional signature space is necessary, the signatures may be made on an attachment to Form CONV-1A.

Any attachments to Form CONV-1A are incorporated by reference and made part of Form CONV-1A. All attachments should be 8 ½" x 11", one-sided and legible.



**State of California
Secretary of State**

CONV-1A

File # _____

CERTIFICATE OF CONVERSION

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF CONVERTED ENTITY			
2. FORM OF ENTITY		3. JURISDICTION	
4. MAILING ADDRESS OF CHIEF EXECUTIVE OFFICE		CITY	STATE ZIP CODE
5. STREET ADDRESS OF CHIEF EXECUTIVE OFFICE		CITY	STATE ZIP CODE
6. STREET ADDRESS OF THE CALIFORNIA OFFICE, IF ANY		CITY	STATE ZIP CODE
		CA	
7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS		CITY	STATE ZIP CODE

CONVERTING ENTITY INFORMATION

8. NAME OF CONVERTING ENTITY		
9. FORM OF ENTITY	10. JURISDICTION	11. CA SECRETARY OF STATE FILE NUMBER, IF ANY
12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING <u>FOR EACH CLASS</u> : STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS		

ADDITIONAL INFORMATION

13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

DATE

SIGNATURE OF AUTHORIZED PERSON

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

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