



State of California Secretary of State

GP-1A

File # _____

Document # _____

General Partnership Statement of Partnership Authority - Conversion

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. NAME OF GENERAL PARTNERSHIP						
2. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE			CITY	STATE	ZIP CODE	
3. STREET ADDRESS OF THE CHIEF EXECUTIVE OFFICE			CITY	STATE	ZIP CODE	
4. STREET ADDRESS OF THE CALIFORNIA OFFICE, IF ANY			CITY	STATE CA	ZIP CODE	
5. MAILING ADDRESS OF THE AGENT FOR SERVICE OF PROCESS			CITY	STATE	ZIP CODE	
6. NAMES OF THE PARTNERS AUTHORIZED TO EXECUTE INSTRUMENTS TRANSFERRING REAL PROPERTY HELD IN THE NAME OF THE PARTNERSHIP (ATTACH ADDITIONAL PAGES, IF NECESSARY)						
PARTNER NAME		PARTNER NAME		PARTNER NAME		
7. EITHER LIST THE FULL NAMES AND MAILING ADDRESSES OF ALL PARTNERS (ATTACH ADDITIONAL PAGES, IF NECESSARY), OR PROCEED TO ITEM 8.						
NAME		ADDRESS		CITY	STATE	ZIP CODE
NAME		ADDRESS		CITY	STATE	ZIP CODE
8. STATE THE FULL NAME AND MAILING ADDRESS OF AN AGENT APPOINTED AND MAINTAINED BY THE PARTNERSHIP WHO WILL MAINTAIN A LIST OF THE NAMES AND MAILING ADDRESSES OF ALL PARTNERS						
NAME		ADDRESS		CITY	STATE	ZIP CODE

Converting Entity Information

9. NAME OF CONVERTING ENTITY		
10. FORM OF ENTITY	11. JURISDICTION	12. CA SECRETARY OF STATE FILE NUMBER, IF ANY
13. 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 FOR EACH CLASS: STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS		

Additional Information

14. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.	
15. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.	
_____ SIGNATURE OF AUTHORIZED PERSON	_____ TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
_____ SIGNATURE OF AUTHORIZED PERSON	_____ TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Instructions for Completing the Statement of Partnership Authority - Conversion (Form GP-1A)

Where to File: For easier completion, this form is available on the Secretary of State's website at www.sos.ca.gov/business/be/forms.htm 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 (drop off) 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](#), [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, signing Form GP-1A constitutes an affirmation under penalty of perjury that the facts stated in the document are true. (Section [15902.08\(b\)](#).)

- Form GP-1A may be used for the following conversions: Any California or foreign corporation, California or foreign limited liability company, California or foreign limited partnership, or foreign other business entity converting into a California general partnership.
- The conversion 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 all other applicable California and foreign laws.

Fees: If a California corporation is the converting entity, the filing fee is \$150.00. For all other conversions, the filing fee is \$70.00. A \$15.00 special handling fee is applicable for processing documents delivered in person (drop off) to the Sacramento office. The special handling fee is in addition to the filing fee, should be included in a separate check, 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 www.sos.ca.gov/business/be/service-options.htm for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filings services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

Copies: The Secretary of State will certify up to two copies of the filed document(s) without charge, provided that the complete copies with any required attachments are submitted to the Secretary of State with the document(s) to be filed. Any additional copies submitted will be certified with payment of \$8.00 per copy.

Complete the Statement of Partnership Authority - Conversion (Form GP-1A) as follows:

- Item 1.** Enter the exact name of the general partnership (the "converted entity"). (Section [16303](#).)
- Item 2.** If the converting entity is a California limited partnership, enter the complete mailing address, including the zip code, of the chief executive office of the general partnership. Please do not abbreviate the name of the city.
- Item 3.** Enter the complete street address, including the zip code, of the chief executive office of the general partnership. Please do not enter a P.O. Box or abbreviate the name of the city. (Section [16303](#).)
- Item 4.** Enter the complete street address of an office in California if the chief executive office entered in Item 3 is not located in California. Please do not enter a P.O. Box or abbreviate the name of the city. (Section [16303](#).)
- Item 5.** 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 general partnership. (Section [15911.06](#).) Please do not abbreviate the name of the city.
- Item 6.** Enter the full names of all partners who are authorized to execute instruments transferring real property held in the name of the partnership. Attach additional pages, if necessary. (Section [16303](#).)

Items 7 & 8. Pursuant to Section 16303, the partnership must provide either of the following: (Item 7) the names and mailing addresses of all of the partners; or (Item 8) the name and mailing address of an agent appointed and maintained by the partnership to provide the names and mailing addresses of all the partners pursuant to the provisions of Section 16303(b).

Item 9. Enter the exact name of the converting entity.

Item 10. Enter the form of the converting entity (i.e., corporation, limited liability company, limited partnership, etc.)

Item 11. Enter the jurisdiction (state or country) in which the converting entity was formed or organized.

Item 12. Enter the file number issued to the converting entity by the California Secretary of State, if any.

Item 13. This statement is required by statute and must not be altered. If a vote was required pursuant to the 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 14. Attach any other information to be included in the Statement of Partnership Authority of the converted entity, provided that the information is not inconsistent with law. Also, attach additional conversion information required by the laws of the state of the converting entity, if any.

Item 15. Form GP-1A must be signed as required by the applicable statutes, as follows:

- **If the converting entity is a California corporation:** Form GP-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 GP-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 GP-1A must be signed and acknowledged by all general partners, unless a lesser number is provided in the Certificate of Limited Partnership. (Section 15911.06(b).)
- **If the converting entity is a foreign other business entity,** Form GP-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 GP-1A.

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