

CALIFORNIA SECRETARY OF STATE CONVERSION INFORMATION
 (California Corporations Code commencing with Sections **1150, 15677.1, 16901 and 17540.1**)

Effective January 1, 2003, a California stock corporation (Domestic Corp) can be converted to a domestic Limited Liability Company (LLC), Limited Partnership (LP) or General Partnership (GP); and a domestic LLC, LP or GP and a foreign entity can be converted into a Domestic Corp. (California Corporations Code commencing with Sections 1150, 15677.1, 16901 and 17540.1)

- There is no Preclear/Expedite/Wait For/Rush Letter service available for these conversions.
- A California corporation 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	Domestic LLC, LP, GP; or Foreign Corp, LLC, LP, GP, or Other Business Entity	Domestic Corp	\$250
Limited Liability Company Articles of Organization – Conversion (Form LLC – 1A)	Domestic Corp, LP, GP; or Foreign Corp, LLC, LP, GP, or Other Business Entity	Domestic LLC	\$250 if Domestic Corp involved; \$70 for all others
Certificate of Limited Partnership – Conversion (Form LP – 1A)	Domestic Corp, LLC, GP; or Foreign Corp, LLC, LP, GP, or Other Business Entity	Domestic LP	\$250 if Domestic Corp involved; \$70 for all others
General Partnership Statement of Partnership Authority – Conversion (Form GP – 1A)	Domestic Corp, LLC, LP; or Foreign Corp, LLC, LP, or Other Business Entity	Registered GP	\$250 if Domestic Corp involved; \$70 for all others
Certificate of Conversion (Form CONV – 1A) (formerly Form ALL ENTITY-1A)	Domestic Corp, LLC, LP; or Foreign Corp, LLC, LP, or Other Business Entity	Non-registered GP	\$250 if Domestic Corp involved; \$30 for all others
	Domestic LLC, LP, or Registered Domestic GP	Foreign Entity	\$30

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

Converting Entity	Signatories
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 § 1155(b) .)
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 § 17540.6(b) .)
LP	Executed and acknowledged by all general partners, unless a lesser number is provided in the certificate of limited partnership. (California Corporations Code § 15677.6(b) .)
GP	Executed by at least two partners. (California Corporations Code § 16105(c) .)
Foreign Entities	According to the laws of the foreign jurisdiction.



State of California
Kevin Shelley
Secretary of State

File # _____

**CERTIFICATE OF LIMITED PARTNERSHIP -
CONVERSION**

IMPORTANT — READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED PARTNERSHIP			
2. NUMBER OF GENERAL PARTNERS' SIGNATURES REQUIRED FOR FILING DOCUMENTS WITH THE CA SECRETARY OF STATE:			
3. NAMES AND ADDRESSES OF ALL GENERAL PARTNERS (ATTACH ADDITIONAL PAGES, IF NECESSARY)			
NAME	ADDRESS	CITY AND STATE	ZIP CODE
NAME	ADDRESS	CITY AND STATE	ZIP CODE
NAME	ADDRESS	CITY AND STATE	ZIP CODE
4. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE		CITY AND STATE	ZIP CODE
5. STREET ADDRESS OF THE CA OFFICE WHERE RECORDS ARE KEPT		CITY	STATE ZIP CODE CA
6. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS			
<input type="checkbox"/> AN INDIVIDUAL RESIDING IN CALIFORNIA.			
<input type="checkbox"/> A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1505.			
AGENT'S NAME _____			

7. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA, IF AN INDIVIDUAL		CITY	STATE ZIP CODE CA
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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>NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE</u>		<u>PERCENTAGE VOTE REQUIRED</u>	

13. NUMBER OF PAGES ATTACHED, IF ANY: _____ THE ATTACHED PAGES ARE INCORPORATED HEREIN BY THIS REFERENCE.			
14. I DECLARE THAT 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
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INSTRUCTIONS FOR COMPLETING FORM LP-1A

For easier completion, this form is available in a "fillable" version online at the Secretary of State's website at <http://www.ss.ca.gov/business/business.htm>. The form can be filled in on your computer, printed and mailed to the Secretary of State, Document Filing Support Unit, 1500 11th Street, 3rd Floor, Sacramento, CA 95814 or can be 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.

Statutory provisions for conversion purposes are found beginning in California Corporations Code sections [1150](#), [15677.1](#), [16901](#) and [17540.1](#). All statutory references are to the California Corporations Code, unless otherwise stated.

This form may be used for the following conversions: Any domestic or foreign corporation, domestic or foreign general partnership, domestic or foreign limited liability company, foreign limited partnership, or foreign other business entity converting into a domestic limited partnership.

The conversion may be effected ONLY if: 1) the state laws of the converting entity and converted entity expressly permit the formation of the converted entity pursuant to a conversion; and 2) the conversion complies with all other applicable domestic and foreign laws.

FILING FEES: If a domestic corporation is the converting entity, the filing fee is \$250. For all other conversions, the filing fee is \$70. Make check(s) payable to the Secretary of State. The Secretary of State will certify two copies of the filed document without charge, provided that the copies are submitted to the Secretary of State with the original to be filed.

Complete the Certificate of Limited Partnership - Conversion (Form LP-1A) as follows:

- Item 1.** Enter the exact name of the limited partnership (the "converted entity"). The name shall contain the words "limited partnership" or the abbreviation "L.P." at the end. The name of the limited partnership may not contain the words "bank," "insurance," "trust," "trustee," "incorporated," "inc.", "corporation," or "corp." (Section [15612](#).)
- Item 2.** Indicate the number of general partners' signatures required for filing certificates of amendment, restatement, merger, dissolution, continuation and cancellation with the Secretary of State on behalf of the limited partnership. (Section [15624](#).)
- Item 3.** Enter the names and addresses, including the zip code, of all general partners of the limited partnership. DO NOT abbreviate names of the cities. Attach additional pages, if necessary.
- Item 4.** Enter the complete street address, including the zip code, of the principal executive office of the converted entity. DO NOT enter a P.O. Box number or abbreviate the name of the city.
- Item 5.** Enter the complete street address, including the zip code, of the California address where records are kept. DO NOT enter a P.O. Box number or abbreviate the name of the city.
- Item 6.** Enter the name of the agent for service of process in California. The person named as agent must be a resident of California or a corporation that has filed a certificate pursuant to Corporations Code section [1505](#). If an individual is designated as agent, proceed to Item 7. If a corporation is designated as agent, proceed to Item 8 (do not complete Item 7).
- Item 7.** If an individual is designated as agent for service of process, enter a business or residential address **in California**. DO NOT enter "in care of" (c/o) or abbreviate the name of the city. If a corporation is designated as agent for service of process, please do not enter an address.
- Item 8.** Enter the exact name of the converting entity.
- Item 9.** Enter the form of the converting entity (i.e., limited liability company, corporation, etc.)
- Item 10.** Enter the jurisdiction 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.** Execution of this document confirms the following statement which has been preprinted on the form and may not be altered: "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 pursuant to the applicable law, specify 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 to be included in the Certificate of Limited Partnership 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. If additional information is attached, indicate the total number of additional pages attached. The attached pages are incorporated by reference. All attachments should be 8 1/2" x 11", one-sided and legible.
- Item 14.** The certificate shall be executed and acknowledged with the original signatures as required by the applicable statutes. If the converting entity is: a domestic corporation, see section [1155\(b\)](#); a domestic limited liability company, see section [17540.6\(b\)](#); a domestic general partnership, the limited partnership must file the certificate, see sections [16906](#) and [15621](#); or a foreign other business entity, see the laws of the foreign jurisdiction.