

Sample - Conversion of a California LP into a California Stock Corporation

Articles of Incorporation with Statement of Conversion

I

The name of the corporation is _____ [Name of Converted California Corporation] _____.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the **General Corporation Law** of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is _____.

IV

(Statement of Conversion)

The name of the converting California limited partnership is _____ [Name of Converting California LP] _____. The limited partnership's California Secretary of State file number is _____. The principal terms of the plan of conversion were approved by a vote of the partners, which equaled or exceeded the vote required under California Corporations Code section 15911.03. All general partners are required to approve the plan of conversion. There is one class of limited partners entitled to vote and the percentage vote required is a majority in interest of the limited partners. The limited partnership is converting into a California stock corporation.

V

A. The initial street address and mailing address of the converted corporation's chief executive office are:

Initial Street Address of Corporation's Chief Executive Office	City	State	Zip Code
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Initial Mailing Address of Corporation's Chief Executive Office	City	State	Zip Code
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B. The name, California street address and mailing address of the converted corporation's initial agent for service of process are:

Agent's Name	CA
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Agent's Street Address	City	State	Zip Code
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I declare I am the person who executed this instrument, which execution is my act and deed.

[Signature of General Partner]

[Typed Name of General Partner], General Partner of
[Name of California LP] and Incorporator

[Signature of General Partner]

[Typed Name of General Partner], General Partner of
[Name of California LP] and Incorporator

Article V(A): List the initial street address of the corporation's chief executive office (a P.O. Box address is not acceptable), and if different, include the initial mailing address of the corporation's chief executive office. Article V(B): If an individual is designated as the initial agent for service of process, include the agent's business or residential street address in California (a P.O. Box address is not acceptable). This sample is only to be used as a guide in preparing Articles of Incorporation containing a statement of conversion. This sample meets the minimum statutory requirements; for other scenarios, refer to the California Corporations Code commencing with sections 200, 1150 and 15911.01.