# MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
# CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

| Date Received | (FOR BUREAU USE ONLY) |
|---|---|
| | This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document. |

| Name | | |
|---|---|---|
| Address | | |
| City | State | ZIP Code |

EFFECTIVE DATE:

**Document will be returned to the name and address you enter above.**
**If left blank, document will be returned to the registered office.**

## CERTIFICATE OF CONVERSION
## For use by a Corporation Converting into a Business Organization

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies), and Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate of Conversion.*

1. Before Conversion

| Entity Name: | | Entity ID: |
|---|---|---|
| Indicate (X) Entity Type | ☐ | Domestic Profit Corporation |
| | ☐ | Domestic Nonprofit Corporation |
| | | Street Address, if different than the one provided in Item 3: |
| | ☐ | Foreign Profit Corporation |
| | ☐ | Foreign Nonprofit Corporation |

2. After Conversion

| Entity Name: | | |
|---|---|---|
| Indicate (X) Entity Type | ☐ | Domestic Profit Corporation |
| | ☐ | Domestic Nonprofit Corporation |
| | ☐ | Foreign Profit Corporation |
| | ☐ | Foreign Nonprofit Corporation |
| | ☐ | Domestic Limited Liability Company |
| | ☐ | Foreign Limited Liability Company |

If the converting corporation is a domestic corporation that has not commenced business, has not issued any shares or memberships, and has not elected a board of directors, proceed to Item 9.

If the converting corporation is a domestic corporation that has commenced business or a foreign corporation, proceed to Item 3.

3. Surviving Business Organization

| Governing Statute: |
| --- |
| Street Address: |
| Principal Place of Business: |

4. Complete only if converting a profit corporation.

Designation and number of outstanding shares in each class and series _____

Indicate class and series of shares entitled to vote _____

Indicate class and series entitled to vote as a class, if any _____

If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows:

_____

5. Complete only if converting a nonprofit corporation and it is organized on a stock basis.

Designation and number of outstanding shares in each class _____

Indicate class of shares entitled to vote _____

Indicate class of shares entitled to vote as a class, if any _____

If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows:

_____

6. Complete only if converting a nonprofit corporation and it is organized on a membership basis.

For a corporation organized on a membership basis, state (a) a description of its members and (b) the number, classification, and voting rights of its members:

7. Complete only if converting a nonprofit corporation and it is organized on directorship basis.

For a corporation organized on a directorship basis, state (a) a description of the organization of its board and (b) the number, classification, and voting rights of its directors:

8. The manner and basis of converting the shares or memberships of the converting corporation into ownership interests or obligations of the surviving business organization, into cash, into other consideration that may include ownership interests or obligations of an entity that is not a party to the conversion, or into a combination of cash and other consideration.

9. (Complete only if a later effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document by the administrator.)

The conversion is effective on the _____ day of _____ , _____ .

The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder or member of the converting corporation.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

10. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

| Assumed Name | Expiration Date |
|---|---|
| | |
| | |
| | |

11. The converting corporation's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

| Assumed Name | Expiration Date |
|---|---|
| | |
| | |

12. **Signatures**: Complete only Section (a) or (b) if the converting corporation is domestic.
Complete only (c) if the converting corporation is foreign.

*Complete if the domestic corporation has not commenced business:*

a) The plan of conversion was approved by unanimous consent of the incorporators of the converting domestic corporation and the corporation has not yet commenced business, has not issued any shares or memberships, and has not elected a board of directors in accordance with Section 745(1)(d) of the Act.

Signed this _____ day of _____ , _____ .

| | |
|---|---|
| (Signature of Incorporator) | (Signature of Incorporator) |
| (Type or Print Name) | (Type or Print Name) |
| (Signature of Incorporator) | (Signature of Incorporator) |
| (Type or Print Name) | (Type or Print Name) |

*Complete if the domestic corporation has commenced business:*

b) The plan of conversion was adopted by the Board of Directors and approved by the shareholders of the domestic corporation in accordance with Section 745(1)(c) of the Act.

Signed this _____ day of _____ , _____ .

By _____
(Signature of Authorized Officer or Agent)

_____
(Type or Print Name)

*Complete only if the converting corporation is foreign:*

c) The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign corporation.

Signed this _____ day of _____ , _____ .

By _____
(Signature of Authorized Officer or Agent)

_____
(Type or Print Name)

Preparer's Name _____

Business Telephone Number (_____) _____

## INFORMATION AND INSTRUCTIONS

1. This form may be used to draft your Certificate of Conversion. A document required or permitted to be filed under the Act cannot be filed unless it contains the minimum information required by the Act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to your registered office address unless you enter a different address in the box on the front of this document.
3. Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
4. Item 1 - Enter the name and identification number previously assigned by the Bureau (if available). If this number is unknown leave it blank.
5. This Certificate is to be used pursuant to 1972 PA 284, section 745 of 1982 PA 162, and section 709 of 1993 PA 23, for the purpose of converting a domestic or foreign corporation into a business organization.
6. Item 9 - This document is effective on the date endorsed "Filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery to this office, may be stated as an additional article.
7. If additional space is required for any section, continue the section on an attachment.
8. Item 10 - A converting corporation may transfer to the converted entity the use of an assumed name for which a Certificate of Assumed Name is on file with the administrator prior to the conversion.

   Pursuant to Sections 204(3)(b) and 206(1) of Act 23, Public Acts of 1993, the assumed name of a limited liability company shall not contain the word "corporation" or "incorporated" or the abbreviation "corp." of "inc.".
9. Item 11 - The converted entity may use as an assumed name the name of the converting corporation and/or assumed names to be used as new assumed names by filing a Certificate of Assumed Name or by providing for the use of the assumed name in the Certificate of Conversion. A provision in the Certificate of Conversion is treated as a new Certificate of Assumed Name.
10. Item 12 - This Certificate must be signed by an authorized officer or agent of the converting corporation, unless the incorporators approve the conversion pursuant to section 745(1)(d) of the Act, in which case this Certificate shall be signed by a majority of the incorporators.
11. If the resulting entity is a domestic limited liability company or domestic corporation, the Certificate of Conversion must be accompanied by the formation document required to be filed.
12. All nonprofit corporations, unless organized for religious purposes, must obtain consent to the conversion or a written statement that consent is not required from the Attorney General's Office and submit it with this document. Contact the Charitable Trust Section, Consumer Protection Division, Department of Attorney General, P.O. Box 30214, Lansing, MI 48909 or phone (517) 373-1152. Application for the consent should be made at least 120 days before the desired effective date of the conversion. This document cannot be filed unless it is accompanied by either: the written consent of the Attorney General or an affidavit attesting to the submission of a written request to the Attorney General for consent to the filing and the failure of the Attorney General to respond within 120 days.

**FEES:** Make remittance payable to the State of Michigan. Include entity name and identification number on check or money order.

**FEES ARE NONREFUNDABLE, except organization and franchise fees.**

If converting from a domestic profit corporation to a domestic limited liability company:

Certificate of Conversion ……..……...$50.00
Articles of Organization……..…….....$50.00
**TOTAL MINIMUM FEE.....$100.00**

If converting from a domestic profit corporation to a domestic nonprofit corporation:

Certificate of Conversion ……..…….....$50.00
Articles of Incorporation.....……..……...$10.00
FRANCHISE FEE.....…….....$10.00
**TOTAL MINIMUM FEE.....$70.00**

If converting from a domestic profit corporation to a foreign entity:

Certificate of Conversion ……..……...$50.00

If converting from a domestic nonprofit corporation to a domestic limited liability company:

Certificate of Conversion ……..……...$50.00
Articles of Organization……..…….....$50.00
**TOTAL MINIMUM FEE.....$100.00**

If converting from a domestic nonprofit corporation to a foreign entity:

Certificate of Conversion……$50.00

**TOTAL FEE……$50.00**

If converting from a domestic nonprofit corporation to a domestic profit corporation:

Certificate of Conversion……$50.00

Articles of Incorporation……$10.00

ORGANIZATION FEE: BASED ON AUTHORIZED SHARES (insert fee) + $_____

**TOTAL FEE……$_____**

**TOTAL MINIMUM FEE……$110.00**

If converting from a foreign profit corporation to a domestic profit corporation:

Certificate of Conversion……$50.00

Articles of Incorporation……$10.00

ORGANIZATION FEE: BASED ON AUTHORIZED SHARES (insert fee) + $_____

**TOTAL FEE……$_____**

**TOTAL MINIMUM FEE……$110.00**

If converting from a foreign profit corporation to a domestic limited liability company:

Certificate of Conversion……$50.00

Articles of Organization……$50.00

**TOTAL MINIMUM FEE……$100.00**

If converting from a foreign profit corporation to a domestic nonprofit corporation:

Certificate of Conversion……$50.00

Articles of Incorporation……$10.00

FRANCHISE FEE……$10.00

**TOTAL MINIMUM FEE……$70.00**

If converting from a foreign nonprofit corporation to a domestic limited liability company:

Certificate of Conversion……$50.00

Articles of Organization……$50.00

**TOTAL MINIMUM FEE……$100.00**

If converting from a foreign nonprofit corporation to a domestic nonprofit corporation:

Certificate of Conversion……$50.00

Articles of Incorporation……$10.00

FRANCHISE FEE……$10.00

**TOTAL MINIMUM FEE……$70.00**

If converting from a foreign nonprofit corporation to a domestic profit corporation:

Certificate of Conversion……$50.00

Articles of Incorporation……$10.00

ORGANIZATION FEE: BASED ON AUTHORIZED SHARES (insert fee) + $_____

**TOTAL FEE……$_____**

**TOTAL MINIMUM FEE……$110.00**

ORGANIZATION FEES FOR AUTHORIZED SHARES OF PROFIT CORPORATIONS ARE:

| Authorized Shares | Fee |
|---|---|
| 1-60,000 | $50.00 |
| 60,001-1,000,000 | $100.00 |
| 1,000,0001-5,000,000 | $300.00 |
| 5,000,001-10,000,000 | $500.00 |
| More than 10,000,000 | $500.00 for first 10,000,000 plus $1,000.00 for each additional 10,000,000, or portion thereof |

If resulting entity is a corporation, each new Assumed Name……$10.00

If resulting entity is a limited liability company, each new Assumed Name……$25.00

Submit with check or money order by mail:
Michigan Department of Licensing and Regulatory Affairs
Corporations, Securities & Commerical Licensing Bureau
Corporations Division
P.O. Box 30054
Lansing, MI 48909

To submit in person:
2501 Woodlake Circle
Okemos, MI
Telephone: (517) 241-6470
Fees may be paid by check, money order, VISA, MasterCard, or Discover when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):
First Time Users: Call (517) 241-6470, or visit our website at http://www.michigan.gov/corporations
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

LARA is an equal opportunity employer/program.
Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

**Optional expedited service.**
Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The nonrefundable expedited service fee is in addition to the regular fees applicable to the specific document.

Please complete a separate CSCL/CD-272 form for expedited service for each document submitted in person, by mail or MICH-ELF.

**24-hour service - $50 for formation documents and applications for certificate of authority.**

**24-hour service - $100 for any document concerning an existing entity.**

**Same day service**

- **Same day - $100 for formation documents and applications for certificate of authority.**
- **Same day - $200 for any document concerning an existing entity.**

Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST OR EDT.

- **Two hour - $500**

Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST OR EDT.

- **One hour - $1000**

Review completed within one hour on day of receipt. Document and request for 1 hour expedited service must be received by 4 p.m. EST OR EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. CSCL/CD-901.

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service. CSCL/CD-901.

Documents submitted by mail are delivered to a remote location for receipts processing and are then forwarded to the Corporations Division for review. Day of receipt for mailed expedited service requests is the day the Corporations Division receives the request.