

**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 Limited Liability Company Converting into a Business Organization

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

1. Before Conversion

Entity Name:		Entity ID:
Indicate (X) Entity Type	<input type="checkbox"/>	Domestic Limited Liability Company
	Street Address, if different than the one provided in Item 3:	
	<input type="checkbox"/>	Foreign Limited Liability Company

2. After Conversion

Entity Name:		
Indicate (X) Entity Type	<input type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Domestic Nonprofit Corporation
	<input type="checkbox"/>	Foreign Profit Corporation
	<input type="checkbox"/>	Foreign Nonprofit Corporation
	<input type="checkbox"/>	Domestic Limited Liability Company
	<input type="checkbox"/>	Foreign Limited Liability Company

If the converting limited liability company is a domestic limited liability company that has not commenced business, has not issued any membership interests; has no debts or other liabilities, and has not received or returned any payments for its membership interests, proceed to Item 4.

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

3. Surviving Business Organization

Governing Statute:
Street Address:
Principal Place of Business:

4. (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 member of the converting limited liability company.

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.

5. 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

6. The converting limited liability company's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

Assumed Name

7. Signatures: Complete only Section (a) or (b) if the converting entity is a domestic limited liability company. Proceed to Item 8 if the converting entity is a foreign limited liability company.

Complete if the domestic limited liability company has not commenced business:

a) The domestic limited liability company has not yet commenced business, has not issued any membership interests; has no debts or other liabilities, and has not received or returned any payments for its membership interests and the plan of conversion was adopted and approved by unanimous consent of the organizers, in accordance with Section 708(1)(d) of the Act.

Signed this _____ day of _____, _____.

(Signature of Organizer)

(Signature of Organizer)

(Type or Print Name)

(Type or Print Name)

(Signature of Organizer)

(Signature of Organizer)

(Type or Print Name)

(Type or Print Name)

Complete if the domestic limited liability company has commenced business:

b) The plan of conversion was adopted and approved by the unanimous vote of the members, entitled to vote, unless the articles of organization or operating agreement provide otherwise, in accordance with Section 708(1)(c) of the Act.

Signed this _____ day of _____, _____.

By _____
(Signature of Member, Manager or Authorized Agent)

(Type or Print Name)

Complete Items 8 and 9 below if the converting entity is a foreign limited liability company.

8. The terms and conditions of the proposed conversion, including the manner and basis of converting the membership interests of the foreign limited liability company 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. Signature:

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 limited liability company.

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. This Certificate is to be used pursuant to section 708 of 1993 PA 23, section 746 of 1972 PA 284, and section 746 of 1982 PA 162, for the purpose of converting a domestic limited liability company into a business organization, or a foreign limited liability company converting into a domestic limited liability company or domestic corporation.
4. 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.
5. Item 4 - 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.
6. Item 5 - A converting limited liability company 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 212 and 217 of 1972 PA 284 and 1982 PA 162, the assumed name of a corporation shall not contain the words limited liability company.
7. Item 6 - The converted entity may use as an assumed name the name of the converting limited liability company 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.
8. If additional space is required for any section, continue the section on an attachment.
9. This Certificate must be signed by a manager, if managed by one or more managers, a member if management remains in the members or an authorized agent of the company.
10. 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.

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 limited liability company to a domestic nonprofit corporation:

Certificate of Conversion	\$25.00
Articles of Incorporation.....	\$20.00
TOTAL FEE.....	\$45.00

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

Certificate of Conversion.....	\$25.00
Articles of Organization.....	\$50.00
TOTAL FEE.....	\$75.00

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

Certificate of Conversion.....	\$25.00
Articles of Incorporation.....	\$20.00
TOTAL FEE.....	\$45.00

If converting from a domestic limited liability company to either: a foreign profit corporation; foreign limited liability company; OR, foreign nonprofit corporation:

Certificate of Conversion.....	\$25.00
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If converting from a domestic limited liability company to a domestic profit corporation:

Certificate of Conversion.....	\$25.00
Articles of Incorporation.....	\$10.00
ORGANIZATION FEE: BASED ON AUTHORIZED SHARES (insert fee) + \$	_____
TOTAL FEE.....	\$ _____
TOTAL MINIMUM FEE.....	\$85.00

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

Certificate of Conversion.....	\$25.00
Articles of Incorporation.....	\$10.00
ORGANIZATION FEE: BASED ON AUTHORIZED SHARES (insert fee) + \$	_____
TOTAL FEE.....	\$ _____
TOTAL MINIMUM FEE.....	\$85.00

ORGANIZATION FEES FOR AUTHORIZED SHARES OF PROFIT CORPORATIONS ARE:

<u>Authorized Shares</u>	<u>Fee</u>
1-60,000	\$50.00
60,001-1,000,000	\$100.00
1,000,001-5,000,000	\$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

Veterans: Pursuant to MCL 450.5101(7), if a majority of the membership interests in the domestic and foreign limited liability company responsible for paying the fee are held by 1 or more honorably discharged veterans of the armed forces of the United States, you may contact the Corporations Division regarding a fee waiver.

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs
 Corporations, Securities & Commercial 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.